

THE ASSOCIATION

ARTICLE I - - - - MEETINGS

Section 1. – Notice Public notice of the time, place, and purpose of all meetings of the Association shall be given, orally or in writing, at all morning church worship services on the two Sundays preceding the day of the meeting. Names to be submitted by the Nominating Committee shall be incorporated in the notices of meetings at which elections will be held.

Section 2. – Voters All persons recorded as active members on the church rolls, but no others, shall be entitled to vote at meetings of the Association.

Section 3. – Quorum The quorum for a meeting of the Association shall consist of twenty-five (25) voting members or one tenth (1/10) of members, whichever is greater, except that a lesser number thereof shall constitute a quorum for the purpose of adjournment of the meeting to a later date.

Section 4. - The Annual Meeting There shall be an annual meeting of the Association immediately following the annual meeting of the Congregation of the Webster Groves Presbyterian Church in January, unless the Board of Trustees shall have given appropriate timely notice of the date, place and time of a different such meeting to be held in January.

The annual meeting of the Association shall elect Trustees (if not previously elected at a Special Meeting), receive a financial report by the Treasurer, receive a report by the President and transact other business appropriate to its functioning.

Section 5. – Special Meetings A special meeting of the Association may be called by the Board of Trustees and must be called on the written request of at least one-fourth (1/4) of the members of the Association. A special meeting may be called by the Session or the Presbytery. The particular business to be transacted shall be specified in the notice of the meeting and no other business may be transacted.

Section 6. – Rules A majority vote of the members present and voting at a meeting at which a quorum is present shall be necessary for the adoption of motions, except as hereinafter provided. Proxy votes shall not be honored in the tally of votes. Meetings of the Association shall be conducted according to the Statutes of the State of Missouri and the Book of Order of the Presbyterian Church (U.S.A.) so far as they apply, and when they do not apply, according to the most recent edition of Robert's Rules of Order Newly Revised.

ARTICLE II - - - - FISCAL YEAR

The Fiscal Year of the Association shall be from January 1 through December 31.

ARTICLE III - - - - OFFICERS

Section 1. - Officers Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall serve also in the respective capacity as an officer of the Board of Trustees.

The President shall preside at all meetings of the Association. In the absence of the President, the Vice-President shall preside. If neither such officer is able to preside, the Treasurer shall preside. The President shall have general charge of all business of the Association and shall be a member ex-officio of all of its committees, unless otherwise ordered.

The Vice-President shall serve as President of the Association in the event of the failure, refusal or inability of the President to serve.

The Secretary shall cause notices of meetings of the Association to be given; shall have charge of all records of the Association and attend to its correspondence; shall have custody of the Seal and shall affix it to all papers which require it; and shall keep full minutes of all meetings of the Association, which shall be preserved with the records of the Board of Trustees. In the absence of the Secretary, any qualified voter may be appointed by the President at a meeting to serve as its secretary.

The Treasurer, in conjunction with the Church Business Administrator, shall receive, disburse and account for all Association funds entrusted to the care of the Board of Trustees.

ARTICLE IV - - - - NOMINATIONS AND ELECTIONS

Section 1. – Nominations - Nominations for members of the Board of Trustees shall be made by the Nominating Committee of the Congregation, which shall be designated each year to serve until its successor Committee is designated. Nominees of the Nominating Committee shall include both men and women and also shall, so far as possible, fairly represent the Association membership as a whole.

Section 2. – Elections At any meeting of the Association at which Trustees are to be elected, the report of the Nominating Committee shall first be heard and then opportunity shall be given for further nominations by any member. Voting will be by voice vote unless a request is made to conduct a secret ballot. A majority of the votes cast shall be required to elect.

Section 3. – Term of Service The Board of Trustees shall be divided into three classes with one class to be elected at each annual meeting of the Association. No Trustee shall be elected for a term of more than three years, nor shall a Trustee serve for consecutive terms, either full or partial, aggregating more than six years. A Trustee having served a total of six consecutive years shall be ineligible for re-election for a period of at least one year. Members of the Board of Trustees shall remain in office until their successors are installed.

Section 4. – Vacancies Any vacancy or vacancies occurring in the membership of the Board of Trustees between annual meetings of this Association may be filled by election at a special meeting of the Association, which is called for that purpose. Nominees shall be selected by the Nominating Committee of the Congregation from active members of the Association. The Nominating Committee shall submit its nominees to the Secretary of the Board of Trustees so that the names of the nominees can be incorporated into the call to the special meeting. The person or persons elected at the special meeting shall be elected for the remaining term of the vacancy or vacancies to be filled.

The procedures for elections in Section 2 above shall govern elections at special meetings of the Association.

ARTICLE V- - - THE BOARD OF TRUSTEES

Section 1. – Number There shall be fifteen (15) members of the Board of Trustees.

Section 2. - Qualifications Trustees must be members of the Association. They shall be consecrated to their office by a service of Installation.

Section 3. - Duties The Board of Trustees shall have responsibility for the care and management of all of the property belonging to the Association and shall supervise the accounting for and expenditure of the funds of the Association. In these responsibilities the Trustees are subject to the authority and instruction of the Association and of the Session.

All property held for the Webster Groves Presbyterian Church shall be held in trust for the use and benefit of the Presbyterian Church (U.S.A.)

The Trustees do not have power to sell, mortgage, pledge or encumber the real property of the Association unless so authorized by two-thirds (2/3) or more of the members attending a duly called annual or a special meeting of the Association.

The Board of Trustees, the Association, or the Congregation shall have no power to sell, mortgage, or otherwise encumber any of its real property, nor to acquire real property subject to an encumbrance or condition without the written permission of the Presbytery transmitted through the Session of the Webster Groves Presbyterian Church. No real property of the Church used for purposes of worship shall be leased, and no other of its real property shall be leased for more than five years without the written permission of the Presbytery, transmitted through the Session.

The Church budget is under the supervision of the Session. The Board of Trustees shall participate in preparation of the annual budget of the church as requested and authorized by the Session.

Any non-mission expenditure which will exceed budget by \$ 5,000, or any non-budget capital expenditures in excess of \$ 5,000 shall be authorized by the Board of Trustees and reported to the Session.

Section 4. - Officers The Board of Trustees shall annually, at its first business meeting after the new members take office, elect a President, a Vice-President, a Secretary, and such other officers as it deems necessary. At this same meeting, the Board of Trustees shall also nominate a candidate or candidates for the office of Church Treasurer, whose name(s) it shall immediately transmit to the Session. The Treasurer need not be an Elder or a Trustee but must be an active member of the Congregation. No person may serve as Treasurer for consecutive annual terms aggregating more than six years. A Treasurer having served a total of six consecutive years shall be ineligible for re-election for a period of at least one year.

Elections to fill vacancies in any Board office except Treasurer may be held at any meeting of the Board of Trustees. A vacancy in the office of Treasurer shall be filled by the same process described in the previous paragraph of Section 4.

The President shall preside at meetings; appoint committees of the Trustees, of which he/she shall be a member ex-officio; and encourage the Trustees in the performance of their duties.

The Vice-President shall assume the duties of the President in the event of the President's failure, refusal or inability to act and shall perform such other duties as may be assigned by the President.

The Secretary shall keep the minutes of the meetings of the Trustees and assure that notices of the meetings are given and shall preserve the Trustees' books and papers and attend to such correspondence as may be required. Notes of the Association shall be signed by the President and the Secretary.

The Treasurer of the Board of Trustees shall be the Church Treasurer. The Treasurer shall have custody of the funds assigned to the Trustees, make disbursements from these funds, and render a statement of receipts and disbursements at meetings of the Trustees and of the Association.

The Treasurer shall sign checks and drafts against the funds, or such checks and drafts may be signed by any other of the officers of the Board of Trustees, or others, who are so authorized by the Board of Trustees.

Officers or employees handling funds of the Association shall be bonded in such amounts as the Board of Trustees shall direct.

Section 5. – Meetings Meetings of the Board of Trustees shall be held regularly no less than once per quarter. A regular meeting schedule shall be established annually by the Board. Special meetings shall be called at the discretion of the President or on the written request of four members of the Board. Notice of a special meeting shall be given to all members verbally or by mail or email at least twenty-four hours in advance of the time for its convening.

A majority of the Board shall be a quorum for the transaction of business. The President shall vote on any issue before the Board. Voting via email or other electronic means may be allowed for routine matters at the discretion of the President. A sufficient number of votes must be cast to constitute a quorum. The vote must be affirmed at the next face-to-face meeting. In the event of a non-unanimous vote, the vote must be deferred until a face-to-face meeting.

Meetings may be conducted by telephone or video conference in the event that face-to-face attendance is not possible or prudent. The same requirements for notice and quorum apply.

ARTICLE VI - - - FINANCIAL REVIEW

A financial review of the Church finances shall be made annually by public accountant(s) or by one or more members (not to include the Treasurer or Assistant Treasurers) versed in accounting procedures. Such review may consist of an audit or review as defined by the Accounting Profession or specific review procedures enumerated in the report covering such review.

ARTICLE VII - - - - AMENDMENTS

Section 1. – These By-laws may be amended by a two-thirds (2/3) vote of the members present and voting at any annual meeting of the Association or at any special meeting which is called for the purpose of amending, provided that such amendment does not contravene the laws of the Presbyterian Church (U.S.A.) or the Articles of Association.

Section 2. – Notice - Notice of an intention to amend the By-laws must be given in the call to the meeting at which they are to be acted upon. The written text of proposed amendments must be made available for the members to read and consider at least two weeks prior to the meeting at which they are to be acted upon.

ARTICLE VIII - - - - SEPARABILITY

This action of the Association cancels and supersedes all previous actions of this Association on the same subject. Should any part of this action be found to be invalid, all other parts remain in force.

(Adopted June 8, 1986)
(Amended January 26, 2003)
(Amended (January 26, 2020)