

BY-LAWS
of the
WEBSTER GROVES PRESBYTERIAN CHURCH
Webster Groves, Missouri

PREAMBLE

The great ends of the Church of Jesus Christ, and of all its laws and ordinances, are the proclamation of the gospel for the salvation of humankind; the shelter, nurture, and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world.

As organized for religious purposes, this Church is a Congregation. As organized to hold and administer property, it is a Corporation. Its government is based upon the Constitution and Book of Order of its parent body, the Presbyterian Church (U.S.A.), and upon the laws of the State of Missouri. These By-laws are subordinate to ecclesiastical and civil law.

THE CONGREGATION
ARTICLE I - - - - MEETINGS

Section 1. – Notice Public notice of the time, place, and purpose of all meetings of the Congregation shall be given, orally or in writing, at all worship services on two Sunday mornings prior to the appointed time. 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 The Congregation is made up of all members on the active roll of the Church. An active member is a person who has made a profession of faith in Christ, has been baptized, and has been received into membership of the Church, has voluntarily submitted to the government of this Church, and is active in the Church's work and worship. All such members who are personally present at a congregational meeting are entitled to vote.

Section 3. – Quorum The quorum of a meeting of the Congregation shall be not less than one-tenth (1/10) of the members unless, upon application to the Presbytery, consent shall be granted for a smaller quorum.

Section 4. – Officers The Pastor shall be the Moderator of all meetings of the Congregation. The Pastor may designate the Associate Pastor as Moderator if so desired. When the Church is without a Pastor, a Moderator of the Session, appointed by the Presbytery, shall preside at all congregational meetings. If it is impractical for the Pastor or the Moderator of the Session to preside, he or she shall invite, with the

concurrence of the Session, another minister of the Presbytery to preside. When this is not expedient, and when both the Pastor or the Moderator of the Session and the Session concur, a member of the Session may be invited to preside.

The Clerk of the Session shall be Secretary and keep the minutes of meetings of the Congregation. If the Clerk is unable to serve, the Congregation shall elect a Secretary.

The minutes of each meeting of the Congregation shall be attested by the Moderator and the Secretary and shall be entered in the Minute Book of the Session.

Section 5. – Rules Meetings of the Congregation shall be conducted in accordance with the general rules adopted by the General Assembly 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.

Section 6. – Annual Meeting There shall be an annual meeting of the Congregation at a place and a time in January to be fixed by the Session. The annual meeting shall elect officers (if not previously elected at a special meeting), receive reports of the Session along with plans for the coming year, receive reports from the Board of Deacons and other organizations of the Church, receive reports from the ministerial staff, receive a financial report by the Treasurer, receive an annual budget for the coming year, transact other business as is appropriate, and review the adequacy of the compensation of the Pastor and other members of the ordained staff, upon report of the prior review by the Session.

Section 7. – Special Meeting Special meetings of the Congregation may be called for any or all of the purposes appropriate to an annual meeting or to conduct such other business as may be proper for congregational consideration. The business to be transacted shall be limited to those items specifically listed in the call to the meeting.

Meetings of the Congregation shall be called by the Session, or by the Presbytery, or by the Session when requested in writing by one-fourth (1/4) of the members on the active roll of the Church. Public notice of the meeting shall be given on two successive Sundays immediately preceding the date of the meeting.

ARTICLE II - - - NOMINATIONS AND ELECTIONS

Section 1. – Nominating Committee A Committee to nominate persons for the Session, the Board of Deacons, the Endowment Foundation Advisory Board, At-Large members of the Nominating Committee, the Board of Trustees (Trustees to be elected at meetings of the Corporation), and other judicatory committees, shall be designated by April 1 of each year to serve until its successor Committee shall have

been designated. The Nominating Committee shall nominate people, including youth, who shall be representative of the composition of the membership of the Congregation.

The Nominating Committee shall be comprised of the Pastor, as an ex-officio member without vote, and seven active members of the Church, both men and women, designated as follows:

- Two (2) by the Session from its members, one of whom shall be named by the Session as Moderator of the Committee;
- One (1) by the Board of Deacons from its members;
- One (1) by the Board of Trustees from its members.
- Three (3) At-Large members elected by a meeting of the Congregation upon nomination from its Nominating Committee.

If vacancies occur in the Nominating Committee, successors shall be designated in the same manner as were those whom they replace, except that successors to those designated by the Congregation shall be elected by the remaining members of the committee. A person may not serve more than three successive years on the Nominating Committee.

Section 2. – Elections The Session and the Board of Deacons shall each be divided into three classes with one class to be elected annually at a meeting of the Congregation. At any meetings of the Congregation at which Elders, Deacons, members of the Nominating Committee or others 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 eligible voter. 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.

No Elder or Deacon shall be elected for a term of more than three years, nor shall an Elder or Deacon serve for consecutive terms, either full or partial, aggregating more than six years. An Elder or Deacon having served a total of six consecutive years shall be ineligible for re-election for a period of at least one year. An unexpired term on the Session or Board of Deacons may be filled by election at a Special Meeting of the Congregation, which is called for that purpose, nomination for such office having been made by the Nominating Committee.

The terms of Elders and Deacons shall expire when their successors have been ordained and installed.

ARTICLE III - - - THE SESSION

Section 1. – Composition The Session shall consist of the Pastor and the Associate Pastors and eighteen Elders. Of this number, up to two active members who are current high school students may be elected for one, two or three-year terms. All members of the Session, including the Pastor and the Associate Pastors, are entitled to vote.

Section 2. – Qualifications Elders shall be persons of faith, dedication, and good judgment. Their manner of life shall be a demonstration of the Christian Gospel, both within the Church and in the world. Elders serving on the Session must be active members of this Church. Each Elder must have been elected by the Congregation, must be or shall previously have been ordained, and must be installed upon election or re-election to the Session.

Section 3. – Officers The Moderator of the Session shall be the Pastor of the Church, and the Session shall not meet without the Pastor except as hereunder provided. When it may appear advisable for prudential reasons that some minister other than the Pastor should preside, the Pastor may, with the concurrence of the Session, invite the Associate Pastor or a minister of the same Presbytery to do so. In the case of the sickness or absence of the Pastor, the same expedient may be adopted; or the Session, after having obtained approval of the Pastor, may convene and elect another of its own members to preside.

When the Church is without a Pastor, or in the case of the Pastor's incapacity, the Moderator of the Session shall be the minister appointed for that purpose by the Presbytery or a minister of the same Presbytery invited by the Session to preside on a particular occasion. When it is impossible for such a minister to attend, the Session may elect one of its own members to preside.

In all judicial cases, the Moderator of the Session shall be a minister of the Presbytery to which the church belongs.

The Session shall annually elect a Clerk. The Clerk shall be a Ruling Elder but need not be currently serving on the Session. No person may serve as Clerk for consecutive annual terms aggregating more than six years. A Clerk having served a total of six consecutive years shall be ineligible for re-election for a period of at least one year.

The Session shall annually elect a Church Treasurer. The Treasurer shall be elected from nominees submitted to the Session by the Board of Trustees. The Church Treasurer need be neither an Elder nor 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. The church Treasurer shall also be Treasurer of the Board of Trustees.

Section 4. – Duties The Session is responsible for governing the congregation and guiding its witness to the sovereign activity of God in the world, so that the congregation is and becomes a community of faith, hope, love, and witness. It therefore has the responsibility and power to carry out all functions designated to the Session in the Book of Order and particularly those in section G-3.0102 summarized herein:

a. Provide that the Word of God may be truly preached and heard. This responsibility shall include providing a place where the congregation may regularly gather for worship, education, and spiritual nurture; providing for regular preaching of the Word by a minister of the Word and Sacrament or other person prepared and approved for the work; planning and leading regular efforts to reach into the community and the world with the message of salvation and the invitation to enter into committed discipleship; planning and leading ministries of social healing and reconciliation in the community in accordance with the prophetic witness of Jesus Christ; and initiating and responding to ecumenical efforts that bear witness to the love and grace of God.

b. Provide that the Sacraments may be rightly administered and received. This responsibility shall include authorizing the celebration of the Lord's Supper at least quarterly and the administration of Baptism as appropriate, in accordance with the principles of the Directory for Worship; and exercising pastoral care among the congregation in order that the Sacraments may be received as a means of grace, and the congregation may live in the unity represented in the Sacraments.

c. Nurture the covenant community of disciples of Christ. This responsibility shall include receiving and dismissing members; reviewing the roll of active members at least annually and counseling with those who have neglected the responsibilities of membership; providing programs of nurture, education, and fellowship; training, examining, ordaining, and installing those elected by the congregation as ruling elders and deacons; encouraging the graces of generosity and faithful stewardship of personal and financial resources; managing the physical property of the congregation for the furtherance of its mission; directing the ministry of deacons, trustees, and all organizations of the congregation; employing the administrative staff of the congregation; leading the congregation in participating in the mission of the whole church; warning and bearing witness against error in doctrine and immorality in practice within the congregation and community; and serving in judicial matters in accordance with the Rules of Discipline.

The Session has authority over all the affairs and activities of the Church which are not expressly assigned elsewhere by ecclesiastical or civil law. The Session may delegate its responsibilities to other Boards or organizations or to individuals, but it may not relinquish its final authority.

Section 5: Commissions The Session may appoint commissions to carry out some of its duties, specifying the scope of the commission's powers and any restrictions on those powers. When constituted, a commission shall be empowered to consider and conclude matters referred to it by the Session. Commissions shall include a minimum of two (2) current session members, the Pastor, Associate Pastor, or designated staff member, and a minimum of two (2) at-large members of the congregation. No commission may exceed twelve (12) members. No member of a commission, with the exception of Pastors and staff, may serve for more than six (6) consecutive years. A member of any commission having served a total of six consecutive years shall be ineligible for a period of at least one year. A commission shall keep a full record of its proceedings and shall submit that record to the Session for incorporation into its records. Actions of a commission shall be regarded as actions of the Session.

Section 6: Budget Committee Prior to November first of each year, the Session shall appoint a Budget Committee of at least nine active members of the Church. Members of the Budget Committee shall be persons of prudent judgment selected to insure fair representation of the Congregation. The Chairman of the Budget Committee shall be appointed by the Session. Ex-Officio members will be appointed by the Chairman in consultation with the Pastor, representing the Church Professional Staff.

The Budget Committee shall prepare an annual budget for the Church after first having received recommendations from the several organizations, committees, task forces, and staff members of the Church, through personal interviews and hearings for each such group or individual.

The budget shall be submitted in writing to the Session for its review, revision, and approval prior to the annual meeting of the Congregation in January of each year.

Section 7: Duties of the Clerk of Session

The Clerk of the Session shall record the business of the Session, keep its rolls of membership and attendance preserve its records, and furnish extracts therefrom when requested by another governing body of the Church.

Section 8. – Meetings Every meeting of the Session shall be opened and closed with prayer. The Session shall meet regularly at such intervals and at such time and place as it determines. The Session shall hold stated meetings at least quarterly. A special meeting of the Session shall be called when the Pastor judges it necessary and shall be called when requested, in writing, by any two members of the Session. The

Session shall also meet when directed to do so by the Presbytery. Reasonable notice, no less than 24 hours, of all special meetings must be given. Meetings of Session and Commissions 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.

A quorum of the Session shall be the Pastor or other presiding officer and one-third (1/3) of the Elders, except for the reception and dismissal of members when the quorum shall be the Moderator and two members of the Session. Only members of the Session who are present at a meeting shall be entitled to vote. A quorum of a Commission shall be one-third of its members.

Voting via email or other electronic means may be allowed for routine matters at the discretion of the Moderator and Clerk of Session or the Moderator of the commission. 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.

A joint meeting of the Session and the Board of Deacons shall be held, at least annually, to confer on matters of common interest. The Moderator of the Session shall preside at such meetings. No binding decision may be reached in such joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

ARTICLE IV - - - - THE BOARD OF DEACONS

Section 1. – The Board of Deacons The Board of Deacons shall consist of the Deacons in active service, and the Pastor and Associate Pastors who shall be advisory members. The number of Deacons shall be established by the Session according to the needs of the Church and may include one or two active church members who are high school students.

Section 2. – Qualifications The Office of Deacon, as set forth in Scripture, is one of sympathy, witness and service after the example of Jesus Christ. Persons of spiritual character, honest repute, exemplary lives, brotherly and sisterly love, warm sympathies and sound judgment should be chosen for this office. Deacons must be active members of the Church; must be, or have been, ordained and are to be installed upon their election or re-election by the Congregation.

Section 3. – Officers The Board of Deacons shall elect a Moderator, a Vice-Moderator, and a Secretary from its members. Each officer shall be elected for a term of one year, such election to be held as soon as practical after a new class has been installed but no later than 30 days after the installation.

The Moderator, or in the absence of the Moderator, the Vice-Moderator, shall preside at meetings of the Board of Deacons, preserve order, and expedite the work of the Deacons. The Secretary shall keep a record of the Board's proceedings.

Section 4. – Duties It is the principal duty of Deacons to minister to those who are in need, to the sick, to the friendless, and to any who may be in distress. The Board of Deacons is under the jurisdiction, authority, and supervision of the Session, and the Deacons shall assume such other duties as may be delegated to them by the Session. The records of the Board of Deacons shall be submitted to the Session at least annually and at other times upon the request of the Session.

Section 5. – Meetings The Board shall meet regularly or upon call of the Moderator or when directed to meet by the Session; it shall meet no less frequently than quarterly. Special meetings may be held upon request in writing by two or more of its members. The Board shall determine its own quorum, which shall not be less than one-third (1/3) of its members.

A joint meeting of the Session and the Board of Deacons shall be held, at least annually, to confer on matters of common interest. The Moderator of the Session shall preside at such meetings. No binding decision may be reached in such joint meeting, but the Session and the Board of Deacons may act separately on matters committed to their care.

ARTICLE V - - - - SUSPENSION AND AMENDMENT

These By-Laws may be suspended or amended by a two-thirds (2/3) vote of any meeting of the Congregation, provided that the purpose of the proposed amendment(s) be incorporated in the official public notices of the meeting, and that the written text of such proposed amendment(s) be made available for the voters to read and consider at least two weeks before the meeting, at which they are to be voted upon. Any suspension or amendment must be in conformity with ecclesiastical and civil law.

ARTICLE VI- - - - SEPARABILITY

This action by the Congregation cancels and supersedes all previous actions by the Congregation on the same subjects. If any part herein shall be found to be invalid, all other parts remain in full force and effect.

(Adopted June 8, 1986)
(Amended January 26, 2003)
(Amended February 1, 2004)
(Amended January 26, 2020)
(Amended September 19, 2021)