

# BYLAWS OF THE CONGREGATION AND CORPORATION OF GRACE PRESBYTERIAN CHURCH

A Body Organized Pursuant to the  
Illinois Religious Corporation Act

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## **ARTICLE ONE GENERAL PROVISIONS**

### **1. Organization**

Grace Presbyterian Church (hereafter “the Church”) is a congregation which was organized on July 11, 1883, pursuant to the Illinois Religious Corporation Act, presently codified at 805 ILCS 110, for the purpose of religious worship.

### **2. Office**

The Church office is located at 8607 N. IL Rte. 91 Peoria IL 61615, and any notices or other documents required to be given to the Church under these Bylaws shall be served upon the Church at this address or at such other addresses as the Church may later designate in writing from time to time.

### **3. Fiscal Year**

The fiscal year of the Church shall begin on the first day of October and shall end on the last day of September in each year.

### **4. Books and Records**

The Church shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of all boards, councils, committees, or other bodies of the Church and shall keep at its office designated herein a record giving the names and addresses of all of the members of the Church who are eligible to vote. It shall be incumbent on each member to advise the Church in writing of any change in the member’s address, such notification to be provided by the member to the Church office. Otherwise, the Church will assume that the last known address for the member is valid.

### **5. Seal**

The corporate seal shall have inscribed thereon the name of the Church and the words “Corporate Seal, Illinois”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the seal to an instrument shall not give the instrument additional force or change the construction thereof, and the use of the corporate seal is not mandatory.

### **6. Amendments**

These Bylaws may be amended or repealed only by the affirmative vote of not less than two-thirds (2/3) of the voting members who are actually, physically present at a duly-called annual or special meeting of the congregation, provided that:

- a. Notice of the proposed amendment or repeal shall have been announced from the pulpit and distributed in written form on the two consecutive Sundays preceding the meeting;
- b. Copies of the proposed amendment or repeal in its actual wording shall have been distributed to the congregation at least one week prior to the time of the meeting; and
- c. A quorum is present.

## **7. Waivers of Notice**

Whenever any notice is required to be given under the provisions of these Bylaws, a waiver of such notice, obtained in writing from the person or persons entitled to such notice (obtained either before or after the time for the giving of the prescribed notice), shall be deemed equivalent to the giving of such notice.

## **8. Constitution**

The Constitution of the Presbyterian Church in America (to which this church belongs and must conform), which is subject to and subordinate to the inspired and inerrant Scriptures of the Old and New Testaments, consists of its doctrinal standards set forth in the *Westminster Confession of Faith*, together with the *Larger and Shorter Catechisms*, and the *Book of Church Order* (hereby referred to as the BCO) of the Presbyterian Church in America (hereinafter called PCA), comprised by the Form of Government, the Rules of Discipline, and the Directory for Worship (subject to provisions of BCO preface to part III). Whenever possible, these bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control (see BCO 11 and 25). The church also agrees to be informed by the position papers of the PCA consistent with the Scriptures. To the extent not otherwise specified in these bylaws or the BCO, all meetings of the Church, the Session, the Diaconate, and the various boards, councils, and committees of the Church shall be conducted pursuant to the most current edition of Robert's Rules of Order issued as of the time of the meeting in question.

## **9. Relationships in the Church**

Relationships in the church will be guided and governed by biblical principles, set forth in PCA documents, the BCO, and BCO Appendices. All members of the church commit to relate to one another with love, grace, humility, respect, and integrity in all circumstances. Our commitments related to peacemaking and reconciliation apply to our efforts at preserving marriages, protecting children, honoring biblical counseling, seeking confidentiality and accountability, the reputation of Christ and the church, and church discipline.

## **10. Conflict Resolution**

Conflict resolution will be managed according to biblical principles along with the BCO "The Rules of Discipline" and BCO Appendix "Biblical Conflict Resolution." Though non-binding, the "Biblical Conflict Resolution" and Christian conciliation processes seek to resolve any conflicts that may develop within our church and will be the preferred course of response. Employment disputes and performance issues shall be resolved according to BCO principles along with policies and procedures set forth in the most current version of the Employee Handbook of Grace Presbyterian Church.

## **ARTICLE TWO MEMBERSHIP**

### **1. Communing Member**

A communing member is defined as a person who:

- a. Has a personal relationship with Jesus Christ, has been baptized, and has made a public profession of that faith;
- b. Desires to be committed to the Body of Christ at the Church;
- c. Has been admitted by the Session into membership of the Church; and
- d. Remains in good and regular standing as a duly-admitted member of the Church.

### **2. Non-communing Member**

A non-communing member is defined as a minor child of a communing member, provided that the child has not been separately admitted by the Session into communing membership of the Church.

### **3. Membership and Eligibility to Vote**

The membership shall consist of all communing and non-communing members of the Church.

However, only communing members in actual, physical attendance at a duly-called congregational or corporate meeting shall be entitled to vote on matters brought before the congregation or the corporation.

### **4. Resignation**

A member's request to be removed from Church membership shall be subject to approval by the Session.

### **5. Suspension or Termination**

The Session may suspend or terminate a member for cause after an appropriate hearing.

### **6. Reinstatement**

Following resignation, suspension, or termination from membership, a person may be reinstated into membership by the Session upon successfully re-fulfilling all of the requirements for a communing member set forth in Section 1 of this Article, and otherwise satisfying the Session of the appropriateness of that person's reinstatement.

## **7. Membership Meetings**

### **a. Congregational Meetings**

#### **1) Annual Meeting**

There shall be one annual congregational meeting on a Sunday during October, unless otherwise directed by the Session.

#### **2) Special Meetings**

Special meetings of the congregation shall be called by the Session whenever the Session deems it to be in the best interest of the Church or when the Session is requested in writing to do so by at least one hundred (100) communing members.

#### **3) Notice**

Public notice of annual or special meetings of the congregation shall be given not less than forty-eight hours prior to the date of such meeting, provided that notice of the meeting shall also have been announced from the pulpit and distributed in written form on the Sunday preceding the meeting.

#### **4) Quorum and Manner of Acting**

One-sixth (1/6) of the resident communing members shall constitute a quorum for the transaction of business at any meeting of the congregation.

Unless provided otherwise in these Bylaws (see, Section 6 of Article One and Section 1(e) of Article Eight), a majority vote of those in actual, physical attendance is sufficient to decide any matter if a quorum is present.

#### **5) Docket**

When a special meeting is called for the transaction of specific matters of business, no business shall be conducted except that which has been stated in the notice. At the annual meeting, however, any business may be conducted which pertains to the various departments and organizations of the Church, the budget, the Church leadership, or the ecclesiastical and spiritual welfare of the Church. Requests from the membership for specific items of business to be addressed at the annual meeting shall be submitted by the members to the Session in writing not less than two (2) weeks prior to the annual meeting. No such submissions will actually be introduced at the annual meeting without the prior approval of the Session.



**6) Place of Meeting**

Unless otherwise specified in the notice concerning a meeting, the meeting shall take place where the members of the Church usually meet for public worship.

**b. Corporation Meetings**

**1) Annual Meeting**

There shall be one annual corporation meeting, called by the Board of Trustees, to conduct such business as pertains to the corporate affairs of the Church. The annual corporation meeting may be combined with the annual congregational meeting.

**2) Special Meetings**

The Board of Trustees may call special meetings of the corporation whenever the Board of Trustees deems it advisable or when the Board of Trustees is requested in writing to do so by at least one hundred (100) communing members.

**3) Notice**

Public notice of annual or special meetings of the corporation shall be given not less than forty-eight hours prior to the date of such meeting, provided that notice of the meeting shall also have been announced from the pulpit and distributed in written form on the Sunday preceding the meeting.

**4) Quorum and Manner of Acting**

One-sixth (1/6) of the communing members shall constitute a quorum for the transaction of business at any meeting of the corporation.

Unless provided otherwise in these Bylaws (see Section 6 of Article One, Section 1 of Article Seven, and Section 1(e) of Article Eight), a majority vote of those in actual, physical attendance is sufficient to decide any matter if a quorum is present.

**5) Docket**

When a special meeting is called for the transaction of specific matters of business, no business shall be conducted except that which has been stated in the notice. At the annual meeting, however, any business may be conducted which pertains to the various departments and organizations of the Church, the budget, the Church leadership, or the ecclesiastical and spiritual welfare of the Church. Requests from the membership for specific items of business to be addressed at the annual meeting, shall be submitted by the members to the Board of Trustees in writing not less than two (2) weeks prior to the annual meeting. No such submissions will actually be introduced at the annual meeting without the prior approval of the Board of Trustees.

**6) Place of Meeting**

Unless otherwise specified in the notice concerning a meeting, the meeting shall take place where the members of the Church usually meet for public worship.

**ARTICLE THREE**  
**THE COUNCIL OF SHEPHERDING ELDERS**

**1. Membership**

The Council of Shepherding Elders is made up of all elders who are members in good and regular standing of the Church regardless of whether they are currently serving on the Session.

**2. Number and Qualifications**

There is no limit on the number of elders who may be members of the Council of Shepherding Elders. Only male communing members of the Church in good and regular standing may serve in this role.

**3. Function**

The Council of Shepherding Elders:

- a. Provide counsel for church vision, mission, and plans from pastors, ministry directors, Session, and Diaconate;
- b. Reviews minutes of the Session, Diaconate, commissions, or committees as requested; and
- c. Approves items which must receive congregational votes.

Unless as specified above, the Council of Shepherding Elders has no authority to act on behalf of the Church or the Corporation, but the Council can, by a majority vote of those present at a duly called meeting, formulate non-binding recommendations for consideration by the Session. Any recommendations sent to the Session shall be the result of a vote, and shall include a complete list of all members of the Council of Shepherding Elders present when the vote was taken, the number of those voting for the recommendation, the number voting against, and the number abstaining.

**4. Moderator**

The Senior Pastor shall be the Moderator of the Council of Shepherding Elders. In his absence, the Council may elect one of its members to preside.

**5. Clerk**

The Clerk of Session shall serve as the Clerk of the Council of Shepherding Elders. Accurate minutes shall be kept of all meetings.

**6. Regular Meetings**

The Council of Shepherding Elders shall meet at least quarterly for fellowship and sharing in matters of importance to the Church.

**7. Special Meetings**

The Council of Shepherding Elders shall convene at the call of the Moderator, the Presbytery, any four elders, or upon its own adjournment.

## **8. Notice**

Notice of quarterly or special meetings of the Council of Shepherding Elders shall be given by the Moderator (or the Clerk, when the Moderator role is vacant) in writing at least one (1) week prior to the date of the meeting. The notice shall specify the date, time, and place of the meeting and, in the event of a special meeting, the specific matter or matters for which the meeting has been called.

## **9. Quorum**

Twenty-five percent (25%) of the total membership of the Council of Shepherding Elders shall constitute a quorum.

## **10. Duties**

Subject to assignment by the Session, all elders, regardless of whether they are currently serving on the Session, share equally in the shepherding responsibilities incumbent on the office of elder. As shepherds, elders are to lead, feed, care for, and protect the flock including, but not limited to:

- a. Teaching and counseling;
- b. Visiting members who are sick or otherwise unable to attend regular services;
- c. Praying with and for members and attendees, maintaining awareness of the spiritual climate of the Church, and keeping the Session informed, by means of an official recommendation, of matters which may warrant the Session's attention; and
- d. Serving on various committees as described in Section 11 of this Article.

## **11. Committees**

Subject to ratification by the Session, members of the Council of Shepherding Elders, who are not currently serving on the Session, will make themselves available to serve on various committees of the Session as mutually agreed upon by the member and the committee Chairman in consultation with the Moderator. These members have both voice and vote in committee matters including committee recommendations which may be taken to the Session. The selection process concerning committee membership will be based on the needs of the committee, and will take into consideration, among other things, the spiritual gifts or skills of the shepherding elder and the elder's level of commitment to the ministry of the Church.

## **ARTICLE FOUR THE SESSION**

### **1. General Powers**

The Session has responsibility for the spiritual well being of the Church, and authority over all of its affairs and activities. It will oversee the work of the Deacons and Trustees, and all the societies or agencies of the congregation. No organization not specifically provided for in these Bylaws shall be formed within the Church without the prior approval of the Session, and all activities of such approved organizations, including the collection and disbursement of funds, shall be subject to the approval of the Session.

### **2. Duties** – In addition to those duties specified for the Session in the Book of Church Order, the duties of the Session shall be as follows:

**a. Assistant Pastors and Staff** – The Session shall authorize the employment and dismissal of the Executive Pastor, Assistant Pastors, and Ministry Directors of the Church, as it may deem necessary, all of whom are under the direction of the Senior Pastor. The Session shall approve appropriate compensation for these positions.

The employment and dismissal of all other employees shall be the responsibility of Senior Pastor or his delegate in consultation with the respective Ministry Director and the Personnel Committee of the Session, and within the approved annual budget.

Personnel actions touching upon the employment status of Executive Pastor, Assistant Pastors, or Ministry Directors shall be prepared in consultation with the Moderator of the Session, the Personnel Committee of the Session (with any other committee designated by the Session), and the affected individual(s). Any such proposed actions require approval by the Session and must be noted in the minutes of Executive Session.

**b. Committees** – The Chairman of each committee of the Session shall be appointed annually from among active members of the Session by the Moderator in consultation with the Nominations Committee described in Article Eight, Section 1.a. of these Bylaws. Subject to ratification by the Session, members of committees shall be chosen annually from the Council of Shepherding Elders by the committee Chairman in consultation with the Moderator (see Section 11 of Article Three). With the approval of the Session, active Church members may be added to any of its committees. The Session may set up Ad Interim and Ad Hoc committees and commissions of active members responsible to it. Committees shall keep accurate minutes. Any committee recommendations brought to the Session shall be the result of a committee vote, and the results of that vote duly recorded and reported along with the recommendation. Such recommendations do not require a second when brought before the Session.

**c. Oversight** – The Session is charged with shepherding the church, protecting its purity and witness, and disciplining erring members for the purpose of restoring them to fellowship (see Galatians 6:1-2). All oversight action is based on the policies of the BCO and doctrinal standards of the PCA. In accord with these policies and standards, the Session may establish an Oversight Commission that shall:

- 1) Shepherd those who are in spiritual struggle by counsel and encouragement;

- 2) Correct erring members (and work toward their restoration) by appropriate discipling and, if necessary, discipline;
- 3) After conference and careful consideration, recommend to the Session the dissolution of a ruling elder's or deacon's relationship with the church;
- 4) Consider with caring discretion the making of recommendations to the Session for removal from membership those who have neglected their membership vows for a period of not less than one year, or who have indicated a rejection of Session authority; and,
- 5) Conduct a disciplinary trial for serious cases of personal sin or doctrinal error that require formal discipline as provided for in BCO, and in accord with the policies of this church.

#### **d. Finances**

- 1) **Audit** – The Session shall encourage the use of the best financial principles and procedures by the Church's Treasurers or other persons handling funds of the congregation, the Sunday school, or other societies or agencies of the Church. This responsibility is delegated to the Senior Pastor or his delegate. The Session shall provide for an independent audit or review of the books of the Church's Treasurer and its operations at such times as it deems necessary, but not less than annually.
- 2) **Budget** – The Session shall approve and adopt the annual budget of the Church for presentation at the annual congregational meeting.
- 3) **Offerings** – All offerings received by the Church shall be apportioned among its agencies, and among other objects of Christian benevolence in conformity with the approved budget under the supervision of the Session, in such proportion and on such general plan as may from time to time be determined by the Session, but the specific designation by the donor of any offering to any particular project or cause that has been established or approved by the Session shall always be respected. The collection and disbursement of offerings of the Sunday school and of all the societies or agencies of the Church shall be subject to approval by the Session.
- 4) **Pastoral Compensation** – The Session shall have the responsibility to carry out the annual review of the adequacy of compensation for pastors and ministry directors.

#### **3. Number, Tenure, and Qualifications**

The number of members of the Session shall be twelve (12) ruling elders plus the Senior Pastor of the Church. With respect to the ruling elder members, there shall be three, annually staggered classes of four members each, with each class serving a three-year term. (If a mid-term vacancy should occur, see ARTICLE EIGHT, Paragraph 1g). Only male communing members of the Church in good and regular standing may serve as members of the Session.

#### **4. Moderator**

The Senior Pastor shall be, by virtue of his office, the Moderator of the Session. In his absence, the Session may elect one of its own members to preside. The moderator shall vote only when the vote of the Session is equally divided.

In the event of a conflict of interest involving the Senior Pastor as Moderator, a substitute Moderator shall be selected by the Session concerning all proceedings related to the Senior Pastor's conflict of interest.

**5. Clerk of Session**

The Session shall elect its Clerk annually from among its members. It shall be the duty of the Clerk to keep and preserve a fair record of the proceedings of the Session, to receive or sign letters of dismissal of Church members from or to other evangelical churches, to conduct the correspondence of the Session, to act as Clerk of all ecclesiastical meetings of the congregation, to oversee the preparation and presentation of the annual report of the Session at the annual congregational meeting, and to perform such other duties as the Session may direct.

**6. Regular Meetings**

The Session shall meet monthly for the consideration of such matters as may come before the meeting.

**7. Special Meetings**

The Session shall convene at the call of the Moderator, the Presbytery, any two members of the Session, by a majority vote of the Council of Shepherding Elders, or upon its own adjournment.

**8. Notice**

Notice of monthly or special meetings of the Session shall be given by the Moderator (or the Clerk, when the Moderator role is vacant) to all Session members in writing at least one (1) week prior to the date of the meeting. The notice shall specify the date, time, and place of the meeting and, in the event of a special meeting, the specific matter or matters for which the meeting has been called. A special meeting can be called, without said notice, provided that any motions for action must be passed by a majority of the entire Session.

**9. Quorum**

Seven (7) members of the Session plus the moderator, whether in actual physical attendance, or present through an electronic voice connection or such other electronic means as the laws of the State of Illinois will allow for the purpose of holding board type meetings, shall constitute a quorum for the transaction of business at any meeting of the Session.

**10. Docket**

When a special meeting is called for consideration of a specific matter or matters, no other matters shall be considered except those which have been stated in the notice. At the regular monthly meeting, however, any matters may be considered which pertain to the Session's areas of responsibility.

**11. Manner of Acting**

Other than as specified in Section 8 of this article, a majority vote of those members of the Session, whether in actual, physical attendance or present through an electronic connection as described in Section 9 above, is sufficient to decide any matter if a quorum is present.

In the event of a conflict of interest involving a Session member on any particular matter, it is expected that the Session member will voluntarily elect not to participate in the proceedings related to or concerning his conflict of interest.



**ARTICLE FIVE**  
**THE COUNCIL OF MINISTERING DEACONS**

**1. Membership**

The Council of Ministering Deacons is made up of all deacons who are members in good and regular standing of the Church regardless of whether they are currently serving on the Diaconate.

**2. Number and Qualifications**

There is no limit on the number of members of the Council of Ministering Deacons. Only male communing members of the Church in good and regular standing may serve in this role.

**3. Function**

The Council of Ministering Deacons:

- a. Provides counsel on church vision, mission, and plans from pastors, ministry directors, Session, and Diaconate; and
- b. Reviews minutes of the Diaconate and its commissions or committees as requested.
- c. Provide advice and counsel on items which must receive congregational votes.

The Council of Ministering Deacons has no authority to act on behalf of the Church or the Corporation, but the Council can, by a majority vote of those present at a duly called meeting, formulate recommendations for consideration by the Diaconate. Any recommendations sent to the Diaconate shall be the result of a vote, and shall include a complete list of all members of the Council of Ministering Deacons present when the vote was taken, the number of those voting for the recommendation, the number voting against, and the number abstaining.

**4. Chairman and Secretary**

The Chairman of the Diaconate shall be the Chairman of the Council of Ministering Deacons. In his absence, the Council may elect another of its members to preside.

The Secretary of the Diaconate shall serve as the Secretary of the Council of Ministering Deacons. In his absence, the Council may elect another of its members to serve as Secretary Pro Tem. Accurate minutes shall be kept of all meetings.

**5. Regular Meetings**

The Council of Ministering Deacons shall meet at least quarterly for fellowship and sharing in matters of importance to the Church.

**6. Special Meetings**

The Council of Ministering Deacons shall convene at the call of the Chairman, any four deacons, or upon its own adjournment.

## **7. Notice**

Notice of quarterly or special meetings of the Council of Ministering Deacons shall be given by the Chairman (or the Secretary, when the Chairman role is vacant) in writing at least one (1) week prior to the date of the meeting. The notice shall specify the date, time, and place of the meeting and, in the event of a special meeting, the specific matter or matters for which the meeting has been called.

## **8. Quorum**

Twenty-five percent (25%) of the total membership of the Council of Ministering Deacons shall constitute a quorum.

## **9. Duties**

Subject to assignment by the Diaconate, all Ministering Deacons, regardless of whether they are currently serving on the Diaconate, share equally in the ministering responsibilities incumbent upon the office of deacon. Ministering Deacons will focus on supporting the functioning of the Church and assisting elders in caring for the Church. This work includes, but is not limited to:

- a. Compassion and concern for Church members;
- b. Developing a grace of giving both talents and financial support in the church;
- c. Finances to meet the needs of the ministry;
- d. Hospitality;
- e. Maintenance of Church facilities; and
- f. Committee participation as described in Section 10 of this Article.

## **10. Committees**

Subject to ratification by the Diaconate, members of the Council of Ministering Deacons, who are not currently serving on the Diaconate, will make themselves available to serve on various committees of the Diaconate as mutually agreed upon by the member and the committee Chairman in consultation with the Chairman of the Diaconate. These members have both voice and vote in committee matters including committee recommendations which may be taken to the Diaconate. The selection process concerning committee membership will be based on the needs of the committee, and will take into consideration, among other things, the spiritual gifts or skills of the ministering deacon, and the deacon's level of commitment to the ministry of the Church.

## **ARTICLE SIX THE DIACONATE**

### **1. General Powers**

The Diaconate (also referred to as the Board of Deacons) shall oversee all matters concerning the Church finances, care and maintenance of the physical Church property, and the Church's person-to-person practical ministries to the members and friends of the Church. It is also the duty of the Deacons to help the Church to manifest the grace of liberality in its members. The Diaconate may also be assigned other areas of responsibility by the Session from time to time. In all matters, the Diaconate shall be subject to the authority of the Session.

### **2. Duties**

The primary responsibility of the Diaconate is to tend to the temporal needs of the Church body. These duties include supporting the functioning of the physical and ministry infrastructure, assisting elders in caring for members, and mercy ministry outreach. In addition to the general duties outlined in Article Five, the duties of the Diaconate shall be as follows:

#### **a. Mercy Ministry and Outreach**

The Diaconate manages the Deacon's Fund, and is responsible to provide physical and practical ministry to members and regular attendees of the Church who are in need. This ministry can also be extended to the community at large as an expression of God's grace to all.

#### **b. Finance**

The Diaconate is responsible for the handling of the funds of the Church under the guidelines approved by the Session and the Trustees. These duties entail the formation of a suggested budget to be approved by the Session, the administration of the approved budget, and the monitoring of cash balances to maximize the use of the Church's resources.

The chairman of the Finance Committee shall be the Church Treasurer. The Church Treasurer shall oversee custody of all moneys, bonds, and other securities of the Church. Furthermore, the Church Treasury shall be the depository for all the funds of each and every organization of the Church, including the Sunday school treasury. The Treasurer shall:

- 1) Oversee, establish, and maintain processes for the collection and deposit of all funds into the treasury of the Church;
- 2) Oversee, establish, and maintain processes for disbursement of funds as are authorized in accordance with these Bylaws;
- 3) Oversee the preparation of monthly financial statements for presentation to and approval by the Session and the Diaconate at their monthly meetings; and
- 4) Oversee the preparation of the annual financial statement for presentation to the congregation at the annual meeting.

The Treasurer shall be protected by bond in such amount as may be required by the Session.

#### **c. Other Duties**

The Diaconate shall carry out certain special projects as authorized by the Session, and shall perform other duties as set forth in the Book of Church Order.

### **3. Number, Tenure and Qualifications**

The number of members of the Diaconate shall be twelve (12). There shall be three, annually staggered classes of four members each, with each class serving a three-year term. (If a mid-term vacancy should occur, see ARTICLE EIGHT, Paragraph 1g). Only male communing members of the Church in good and regular standing may serve as members of the Diaconate.

### **4. Chairman and Secretary**

The Diaconate shall elect its Chairman and its Secretary annually from among its members. The Diaconate may also annually elect such other officers from among its members, as it deems appropriate to its areas of responsibility.

**a. Chairman** – The Chairman shall preside at all meetings of the Diaconate. In his absence, the Deacons may choose a Chairman Pro Tem. From time to time the Chairman may be asked to meet with the Session for discussion, clarification, or to receive guidance on a particular item, or items.

**b. Secretary** – The Secretary shall keep a record of all the proceedings of the meetings of the Diaconate. He shall file and carefully preserve all the papers of which he may have custody and shall discharge other responsibilities pertaining to his office. A timely copy of all minutes shall be provided to the Session for ratification at the Session's regular meetings.

### **5. Regular Meetings**

The Diaconate shall meet monthly for the consideration of such matters as may come before the meeting.

### **6. Special Meetings**

The Diaconate shall convene at the call of the Chairman, the Session, any two members of the Diaconate, by a majority vote of the Council of Ministering Deacons, or upon its own adjournment.

### **7. Notice**

The Chairman (or the Secretary, when the Chairman role is vacant) shall give notice of monthly or special meetings of the Diaconate to all members of the Diaconate in writing at least one (1) week prior to the date of the meeting. The notice shall specify the date, time, and place of the meeting and, in the event of a special meeting, the specific matter or matters for which the meeting has been called. A special meeting can be called, without said notice, provided that any motions for action must be passed by a majority of the entire Diaconate.

### **8. Quorum**

Seven (7) members of the Diaconate, whether in actual physical attendance or present via an electronic voice connection, or such other electronic means as the laws of the State of Illinois will allow for the purpose of holding board type meetings, shall constitute a quorum for the transaction of business at any meeting of the Diaconate.

### **9. Docket**

When a special meeting is called for consideration of a specific matter or matters, no other matters shall be considered except those which have been stated in the notice. At the regular, monthly meetings, however, any matters may be considered which pertain to the Diaconate's area of responsibility.

## **10. Manner of Acting**

Other than as specified in Section 7 of this article, a majority vote of those members of the Diaconate whether in actual, physical attendance, or present through an electronic connection as described in Section 8 above, is sufficient to decide any matter if a quorum is present.

In the event of a conflict of interest involving a member of the Diaconate on any particular matter, it is expected that the member will voluntarily elect not to participate in the proceedings related to or concerning his conflict of interest.

## **11. Committees**

Ad Interim and Ad Hoc committees shall be formed based on Session or Diaconate recommendation and Session approval.

Committee chairmen shall be appointed annually from among active members of the Diaconate by the Chairman of the Diaconate in consultation with the Moderator.

Subject to ratification by the Diaconate, committee members shall be chosen annually from among the Council of Ministering Deacons by the Chairman of each committee in consultation with the Chairman of the Diaconate (See Section 10 of Article Five). With the approval of the Session, active church members may be added to any of the Diaconate's committees.

## **ARTICLE SEVEN THE BOARD OF TRUSTEES**

### **1. General Powers and Duties**

The Board of Trustees shall have the custody and control of the real and personal property of the Church, subject to the direction of the Session or the congregation as specified elsewhere in these Bylaws, and shall have all of those powers specified in Section 43 of the Illinois Religious Corporation Act presently codified as 805 ILCS 110/43.

The Board of Trustees acting for and on behalf of the corporation, shall have power to receive, accept, acquire, sell, dispose of, or mortgage, according to law, all or any part of the real and personal property of the corporation.

The Board of Trustees, in carrying out duly authorized action, is empowered to sign and execute notes, bonds, contracts, deeds, mortgages, and releases; and generally to sign and execute legal documents on behalf of said corporation.

The Chairman and the Secretary shall sign and execute all such documents as officials of and on behalf of the Board of Trustees and the corporation.

For matters of special importance in their effect on the property of the Church, the Board of Trustees shall act as directed by the affirmative vote of the Session and not less than two-thirds (2/3) of the voting members of the Church who are actually, physically present at a duly-called annual or special meeting of the congregation or corporation. On all other matters regarding the property of the Church, the Board of Trustees shall act as directed by the Session.

### **2. Number, Tenure, and Qualifications**

The number of members of the Board of Trustees shall be six (6), comprised of three (3) ruling elders of the Session (to be nominated by and from the Session) and three (3) members of the Diaconate (to be nominated by and from the Diaconate). Nominees shall be submitted to the corporation for election at a corporate meeting. Each member shall serve a term to coincide with the length of his then-pending term on the Session or Diaconate, as the case may be. Should a mid-term vacancy occur, see ARTICLE EIGHT, Paragraph 3.

### **3. Chairman and Secretary**

The Board of Trustees shall elect its Chairman and its Secretary annually from among its members subject to approval by the Session. The Board of Trustees may also annually elect such other officers from among its members, as it deems appropriate to its areas of responsibility.

**a. Chairman** – The Chairman or his designee shall preside at all meetings of the Board of Trustees and of the corporation. In his absence, the Trustees may choose a Chairman Pro Tem. From time to time the Chairman of the Board of Trustees may be asked to meet with the Session for discussion, clarification, or to receive guidance on a particular item, or items.

**b. Secretary** – The Secretary shall keep a record of all the proceedings of the meetings of the Board of Trustees and of the corporation. He shall file and carefully preserve all papers of which he may have custody and shall discharge other responsibilities pertaining to his office. A timely copy of all minutes shall be provided to the Session for ratification at the Session's regular meetings.

**4. Regular Meetings**

The Board of Trustees shall meet not less than quarterly for the transaction of such business as may arise.

**5. Special Meetings**

The Board of Trustees shall convene at the call of the Chairman, the Session, the Diaconate, any member of the Board of Trustees, or upon its own adjournment.

**6. Notice**

The Chairman or Secretary shall give notice of quarterly or special meetings of the Board of Trustees to all members of the Board of Trustees. The notice shall specify the date, time, and place of the meeting and, in the event of a special meeting, the specific items of business for which the meeting has been called.

**7. Quorum**

Four (4) members of the Board of Trustees, whether in actual physical attendance or present through an electronic voice connection or such other electronic means as the laws of the State of Illinois will allow for the purpose of holding board type meetings, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

**8. Docket**

When a special meeting is called for transaction of specific items of business, no other items of business shall be considered except those, which have been stated in the notice. At the regular, quarterly meetings, however, any matters may be considered which pertain to the Board of Trustees' areas of responsibility.

## **ARTICLE EIGHT ELECTIONS**

### **1. Election of Elders and Deacons**

#### **a. Nominations Committee**

In preparation for the annual election of officers, a committee of eight (8) communing members of the Church who are in good and regular standing may make nominations for the Council of Shepherdng Elders, and the Council of Ministering Deacons, and shall make nominations for all open positions on the Session, and the Diaconate. The membership of the Nominations Committee shall be determined annually as follows:

- Four (4) Elders designated by the Session, at least one (1) of whom shall be currently serving on the Session, and who shall serve as Committee Chairman;
- One (1) member representing the Women's ministries;
- One (1) member representing the Men's ministries;
- One (1) member representing the Sunday School; and
- The Chairman of the Diaconate.

#### **b. Eligibility**

- 1) Male communing members of the Church in good and regular standing shall be eligible for election to the Council of Shepherdng Elders or the Council of Ministering Deacons.
- 2) Candidates for the Session shall be selected from among those members of the Council of Shepherdng Elders who have served at least two years in the role of either elder or deacon.
- 3) Candidates for the Diaconate shall be selected from among those members of the Council of Ministering Deacons who have served at least two years in the role of deacon.
- 4) All candidates shall complete the prescribed training in doctrine and Church policy prior to final acceptance by the Nominations Committee.
- 5) Members of the Session or the Diaconate shall be eligible to serve no more than two, consecutive three-year terms after which they must take at least one intervening sabbatical year during which they are not serving on either the Session or the Diaconate. For purposes of eligibility, in cases where an elder or deacon has been elected to fill a vacancy on the Session or the Diaconate, any period longer than eighteen (18) months shall be considered to be a full term.

#### **c. Submission of Candidates for Nomination**

Written and signed recommendations of eligible candidates for nomination may be submitted to the Nominations Committee by communing members of the Church in good and regular standing. The Nominations Committee, however, shall not be limited to the candidates so submitted and may, on its own initiative, consider other eligible candidates as well. The Nominations Committee will then screen the eligible, available candidates and will recommend specific candidates for further examination by the Session. The Nominations Committee shall supply all of the recommended candidates with materials and instruction so that the recommended candidates may prepare for their examinations by the Session.



**d. Examination of Recommended Candidates**

All of the candidates recommended by the Nominations Committee shall thereafter be individually examined by the Session concerning:

- 1) The candidate's conformity with the qualifications of I Timothy 3 and Titus 1;
- 2) The candidate's Christian experience;
- 3) The candidate's knowledge of the Church's system of doctrine, government, and discipline;
- 4) The candidate's understanding of the duties of the office for which he is under consideration;
- 5) The candidate's ability to properly assent to the questions required for ordination; and
- 6) The candidate's past and present service to the Church, and his involvement in the work of the Church.

The Session shall report its finding on each candidate back to the Nominations Committee, and the Nominations Committee shall then, in turn, notify each candidate of the results of his examination.

**e. Election of Nominees**

The Session shall place in nomination only those eligible candidates who:

- 1) Have been recommended by the Nominations Committee;
- 2) Have successfully completed the training classes specified by the Session;
- 3) Have successfully completed the Session's examination; and
- 4) Remain in good and regular standing as a communing member of the Church.

These candidates shall then be presented to the congregation for election at the Annual Congregational Meeting or a special congregational meeting called for that purpose.

After a quorum is established, voting on the election of members of the Session, the Diaconate, the Council of Shepherding Elders, and the Council of Ministering Deacons shall be done by secret ballot. Each vote cast shall be either in favor of or against an individual candidate, and those candidates receiving the vote of at least three-fourths (3/4) of those present in favor of their election shall be deemed elected.

**f. Commencement of Term**

Candidates who are elected to the Session and Diaconate shall serve on a calendar year basis, beginning their three-year terms on January 1 of the year following their election. (See ARTICLE FOUR, Section 3, and ARTICLE SIX, Section 3)

**g. Vacancies**

Should a vacancy result from the interruption of the normal three-year term of an Elder or Deacon, the Session may appoint by a minimum of eight (8) affirmative votes, a candidate to serve in the vacated position until the next annual election of officers, and beyond that, until the end of the then current calendar year when new candidates are installed. At this next annual election of officers the Nominating Committee shall include among its submitted candidates, either this individual or another candidate designated to complete any remainder of the vacated term of office. (See this ARTICLE EIGHT, Paragraph 1b, "Eligibility", subparagraphs 2), 3), and 5) regarding eligibility of candidates.)

## **2. Election of Senior Pastor**

### **a. Search Committee**

The congregation, at a duly called meeting, shall elect a Search Committee comprised of communing members of the Church who are in good and regular standing. The size and structure of the Search Committee shall be proposed by the Session for the pastoral vacancy and shall be subject to approval or modification by the congregation at the meeting at which the Search Committee is to be elected.

### **b. Submission of Candidates**

Written and signed recommendations of candidates for the pastoral vacancy may be submitted to the Search Committee, after its formation, by communing members of the Church in good and regular standing. The Search Committee, however, shall not be limited to the candidates so submitted and may, on its own initiative, consider other candidates as well. The Search Committee will then screen the available candidates and recommend specific candidates for further examination by the Session.

### **c. Examination of Recommended Candidates**

All of the candidates recommended by the Search Committee shall thereafter be examined by the Session concerning any and all matters, which relate to the candidate's qualifications for and his fitness to serve in the pastoral position, and the appropriateness of the candidate serving the Church in that capacity. The Session shall report its finding on each candidate back to the Search Committee, and the Search Committee shall then, in turn, notify each candidate of the results of his examination.

### **d. Election of Nominee**

The Session shall place in nomination the candidate who has been recommended by the Search Committee and has successfully completed the Session's examination. The candidate shall then be presented to the congregation for election at a special congregational meeting. Voting on the election of the pastor shall be done by secret ballot. Each vote cast shall be either in favor of or against the recommended candidate. If the candidate receives the vote of a three-fourths (3/4) majority in favor of his election, he shall be deemed elected, and a call shall issue as approved by the congregation. The results of the vote shall be communicated to the candidate indicating the number voting in favor, the number voting against, and the number abstaining.

### **3. Election of Trustees**

As required elsewhere in these Bylaws (Article Seven, Section 2), the Board of Trustees shall consist of three members who are currently serving on the Session and three members who are currently serving on the Diaconate.

When vacancies occur on the Board of Trustees, each body will nominate the required number of its members to maintain the balance of three (3) Elders and three (3) Deacons. The slate of nominees will be reported to the corporation and presented for its approval at a meeting of the corporation. With a majority concurrence of the corporation, the slate will be declared elected as Trustees for a term to coincide with the length of his/their then-pending term on the Session or Diaconate, as the case may be.

If a vacancy results from the interruption of the normal three-year term of an Elder or Deacon; the Session, by a majority vote, may appoint a replacement to serve until the end of the then current calendar year.

## **ARTICLE NINE INDEMNIFICATION**

### **1. Indemnification In Actions Other Than By Or In The Right Of The Church**

The Church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Church) by reason of the fact that he or she is or was an officer, employee, or agent of the Church, or is or was serving at the request of the Church, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Church or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

### **2. Indemnification In Actions By Or In The Right Of The Church**

The Church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that such person is or was an officer, employee, or agent of the Church, or is or was serving at the request of the Church as an officer, employee, or agent of another Church, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for intentional misconduct in the performance of his or her duty to the Church.

### **3. Right to Payment of Expenses**

To the extent that an officer, employee, or agent of the Church has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**4. Determination of Conduct**

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Church only as authorized in the specific case, upon a determination that indemnification of the officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made: (a) by the Session by a majority vote of a quorum consisting of elders who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested elders so directs, by independent legal counsel in a written opinion.

**5. Payment of Expenses in Advance**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Church in advance of the final disposition of such action, suit, or proceeding, as authorized by the Session in the specific case, upon receipt of an undertaking by or on behalf of the officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Church as authorized in this Article.

**6. Indemnification Not Exclusive**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested elders, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**7. Insurance**

The Church may purchase and maintain insurance on behalf of any person who is or was an officer, employee, or agent of another Church, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify such person against such liability under the provisions of this Article.

**8. References to Church**

For purposes of this Article, references to “the Church” shall include, in addition to the surviving Church, any merging Church (including any Church having merged with a merging Church) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its officers, employees, or agents, so that any person who was an officer, employee, or agent of such merging Church, or was serving at the request of such merging Church as a director, officer, employee, or agent of another Church, shall stand in the same position under the provisions of this Article with respect to the surviving Church as such person would have with respect to such merging Church if its separate existence had continued.

## **9. Other References**

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Church” shall include any service as an officer, employee, or agent of the Church that imposes duties on or involves services by such officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Church” as referred to in this Article.