

**BY-LAWS
GRACE PRESBYTERIAN CHURCH
PLANO, TEXAS**

ARTICLE I

Purposes

1.1, **Purpose:** The purposes for which Grace Presbyterian Church, here after known as the Corporation, is organized are to operate exclusively for religious, charitable, literary or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). Specifically, the Corporation is organized and should be operated as a religious and charitable institution which is a part of the Presbyterian Church (U.S.A.) and subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.)

1.2 **Powers:** The Corporation is a non-profit corporation, and shall have all the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, that the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, which would invalidate its status as a corporation which is exempt from federal income taxation under Section 501 (c) (3) of the Code, or its status as a corporation to which charitable contributions (as defined in Section 4598 (2) of the Code) are deductible under Section 4598 (a) of the Code. All powers of the Corporation shall be in accordance with and in compliance with the Constitution of the Presbyterian Church (U.S.A.)

1.3 **Conduct of Corporate Affairs:**

- (a) The affairs of the Corporation shall at all times be conducted in a manner consistent with the requirements of the Code, as such requirements affect tax-exempt organizations.
- (b) The Corporation shall not carry on activities that are not in furtherance of, or otherwise incidental to, its purpose.

ARTICLE II

Offices

2.1 **Principal Office:** The principal office of the Corporation in the State of Texas shall be at 4300 West Park Blvd, City of Plano, Texas, County of Collin.

2.2 **Other Offices:** The Corporation may have such other offices as the Governing body (as hereinafter defined) may determine or as the affairs of the Corporation may require. Such other offices may be established within or without the City of Plano, Collin County, State of Texas.

2.3 **Registered Office and Registered Agent:** The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be,

identical with the principal office of the Corporation in the State of Texas, and the address of the registered office and the identity of the registered agent may be changed from time to time, in accordance with the Texas Non-Profit Corporation act, by the governing body or by an officer of the corporation so authorized by the Governing Body.

ARTICLE III

Members

- 3.1. The Corporation shall have no shareholders. Each active member on the rolls of Grace Presbyterian Church of Plano, Texas shall be a voting member of the Corporation.
- 3.2. **Members:** The membership of the Corporation shall include all persons within the categories of members set forth in **G-1.04** et seq of the Book of Order. Only active members, as defined in **G-1.0402** of the Book of Order, may speak in the meetings of the Congregation, vote and hold office.
- 3.3. **Other Participants:** Persons who are not members of, or who may have ceased active participation in, the Presbyterian Church (U.S.A.), are welcome and may participate in the life and worship of the church and receive its pastoral care and instruction.

ARTICLE IV

Governing Body

- 4.1. **General Powers:** The affairs of the Corporation shall be managed by its session (**Council**). The Council may exercise all powers granted to the Corporation and do all lawful acts required by the affairs of the Corporation, except those powers reserved to the members of the Corporation in their capacity as members of a Presbyterian congregation. The exerciser of all such powers and the doing of such acts shall be consistent with the Corporation's prescribed purposes and in compliance with the Constitution of the Presbyterian Church (U.S.A.)
- 4.2. **Members, Qualification and Tenure.** The members of the **Council** shall be all **Ministers of Word and Sacrament** called to serve the congregation and the **Ruling** Elders in active service, elected from the membership of the church. The election of such **Ruling** Elders in active service shall be in conformance with the procedure as set forth in the Constitution of the Presbyterian Church (U.S.A.) The number of **Ruling** Elders in active service shall be **12** plus one high school junior (if applicable) for terms of not more than three years and in three classes of approximate equal numbers. The high school junior will serve a one-year term. The **Council** shall include both women and men, giving fair representation to

persons of all age groups and of all racial ethnic members and persons with disabilities who are members of the congregation.

No person shall be elected to serve for consecutive terms, either full or partial, aggregating more than six years.

No member shall be elected who is paid staff or the spouse of a paid staff member employed by the Corporation. **This requirement is effective after October of 2009.**

4.3 **Vacancies on the Council:** shall be filled only in accordance with the procedures set forth in the Constitution of the Presbyterian Church (U.S.A.)

4.4 **Meetings of the Council:** The **Council** shall meet on a regular and stated basis as set by the Governing Body, but no less often than quarterly.

Special meetings may be called by the Moderator of the **Council** or when requested in writing by any two members of the **Council**, reasonable notice having been provided to all members.

A quorum will be established by the **Council** but shall in no event be less than the presiding officer and one-third of the **Ruling** Elders except for the reception and dismissal of members of the Congregation (Corporation) when the quorum shall consist of the Moderator and three other **Ruling** Elder members of the **Council**.

Elder members of the **Council** shall serve without remuneration.

ARTICLE V

Officers

The officers of the **Council** shall be a Moderator, a Clerk, **and a Treasurer**. The **Council** may provide additional officers as required.

5.1 **Moderator:** The **Senior** Pastor shall be the moderator of the **Council** and preside over all **its** meetings. An Associate Pastor(s) may preside in the absence of the **Senior** Pastor or at the request of the **Senior** Pastor. In the event the offices of **Senior** Pastor and Associate Pastor(s) are vacant, the **Senior** Pastor and the Associate Pastor(s) are unable to attend, or it is advisable for prudential reasons for someone other than the **Senior** Pastor or Associate Pastor(s) to preside, a moderator of the Session shall be chosen in accordance with **G-3.0104** of the Book of Order.

The Moderator shall have the authority necessary for preserving order and for conducting efficiently the business of the **Council**. He/she shall convene and adjourn the **Council** in accordance with its own action. The Moderator may, in an emergency, convene the **Council** by written notice, at a time and place different from that previously designated by the **Council**.

5.2 **The Clerk of Session:** The Clerk shall record the transaction of the **Council**, keep its rolls of membership and attendance, preserve its records carefully, and furnish reports to the **Council**, the membership or higher church adjudications as required. The Clerk shall be a **Ruling** Elder elected by the Governing Body annually. The **Clerk, elected by the Council**, need not be a **Ruling** Elder in active service.

5.3 **Treasurer:** The **Council** shall annually select a Treasurer whose work will be supervised by the **Council**. The Treasurer shall serve without compensation and without membership on the **Council**. Those in charge of the various funds of the church shall report at least annually to the **Council**, and more often when requested. The following minimum standards of financial procedure shall be observed.

- (a) The counting and recording of all offerings by at least two (2) duly appointed persons;
- (b) The keeping of adequate books and records to reflect all financial transactions, open to inspection by authorized church officers at reasonable times;
- (c) Periodic reporting of the financial activities of the Endowment Committee at least annually, preferably more often;
- (d) Conduct a full financial review of all books and records relating to finances once each year by a public accountant or public accounting firm or a committee of members versed in accounting procedures. Such auditors should not be related to the Treasurer.

ARTICLE VI

Procedures

6.1 The **Council** shall establish such committees, programs and activities as necessary to carry forth the business of the Corporation. The **Council** will approve the conduct of business by each such committee, program or activity established and may revise, extend or terminate each such group in accordance with procedures set forth by the **Council**.

6.2 **Personnel** – The **Council** shall be responsible for establishing uniform personnel policies to be applicable to all individuals accepted into employment by the Corporation. The **Council** shall recruit, train and employ its staff in accordance with the principles of inclusiveness and affirmative action as set forth in the Constitution of the Presbyterian Church (U.S.A.) Compensation for all employed staff shall be as prescribed by the **Council**. Compensation for the **Senior** Pastor and any Associate Pastor(s) shall be as prescribed by the members of the congregation and in no event to be less than the minimum salary prescribed by the appropriate Presbytery.

6.3 **Manual of Operations** – The Governing Body may approve and publish a manual of operations which shall set forth the division of work of the **Council** and the administrative responsibilities delegated or assigned to each sub-group. The **Council** may delegate a specific committee or program the responsibility for development of specific guidelines for operations such as the Christian Day School, but all such guidelines shall be approved by the **Council** prior to implementation.

ARTICLE VII

Powers Reserved to the Congregation

- 7.1 The congregation shall hold an annual meeting and may hold such other meetings as necessary. Both ecclesiastical and corporation business may be conducted at the same meeting. The quorum of a meeting of the congregation shall be not less than one-tenth of the members. Business to be conducted at a meeting of the congregation shall be limited to those purposes set forth in the Constitution of the Presbyterian Church (U.S.A.)
- 7.2 No meeting of the congregation shall be held unless public notice of the meeting has been given on two successive Sundays, which may include the notice given on the date of the meeting.
- 7.3 Moderator – The **Senior** Pastor shall be the Moderator of all meetings of the congregation. Should there be no **Senior** Pastor, the Moderator will be appointed by the Presbytery.
- 7.4 Clerk – The Clerk of the session shall be secretary of meetings of the **Congregation and/or Corporation**. If the Clerk is unable to serve, the congregation shall elect a secretary.
- 7.5 **Officer Nominating Committee** – The congregation shall insure that an **Officer Nominating Committee** is elected, conforming to the following requirements: The committee must include two Ruling Elders in active service, selected by the Council, one of whom shall serve as Moderator. One member of the Board of Deacons shall be selected by the Board of Deacons annually to serve on the committee, and two members of the congregation shall be selected annually for a two-year term. Each year, one Ruling Elder shall be selected to a two-year term on the committee, designated to serve as Moderator Elect the first year and Moderator the second year. The Officer Nominating Committee shall be responsible for the nomination of appropriate individuals for service to the church in the offices of Ruling Elder and Deacon, and for such other nominations as the Council may direct.

The Officer Nominating Committee shall be representative of active members of the church, giving fair representation to men and women, age groups, racial ethnic members, and members with disabilities. Office Nominating Committee members

shall have been members of the congregation for a minimum of two years, having actively participated in the stewardship of the church.

ARTICLE VIII

Board of Deacons

- 8.1 The congregation may establish a Board of Deacons. The Board of Deacons shall be composed of such number of members as established by the **Council**. The Board of Deacons will be nominated, elected and serve under the same procedures and limitations as set forth for the election of **Ruling** Elders to active service in the Constitution of the Presbyterian Church (U.S.A.)
- 8.2 The Board of Deacons will adopt such structure and select such officers, no less than a **Past Moderator**, Moderator and **Assistant Moderator** as approved by the **Council**. **The Administrative Assistant to the Associate Pastor shall serve as Clerk.**
- 8.3 The Board of Deacons shall be under the supervision and authority of the **Council**. It shall submit its records to the **Council** which may approve or amend any action of the Board of Deacons or may direct the Board of Deacons to reconsider such action.

ARTICLE IX

Other Organizations

Any organization authorized by or related to the Presbyterian Church (U.S.A.) may organize and operate within the congregation subject to approval by the **Council**. Groups such as Presbyterian Women, Presbyterian Men, Stephen Ministers, or outside groups such as **Boy/Girl Scouts**, shall operate in accordance with the particular requirement of their organizational structure so long as such actions are not in conflict with provisions of the Constitution of the Presbyterian Church (U.S.A.). Such groups shall advise the **Council** at least annually of their activities and will seek approval from the **Council** for any action which may be in conflict with any published procedure of the congregation.

ARTICLE X

Property

All property held by or for the Corporation for conduct of the business of the congregation regardless of where legal title is lodged, is held in trust for the use and benefit of the Presbyterian church (U.S.A.) The Corporation shall not sell, mortgage or otherwise encumber any of its real property nor may acquire real property subject to an encumbrance or condition without the written permission of the Presbytery. The **Council** will determine the necessary levels of insurance to ensure that the property and activities are protected against loss.

ARTICLE XI

Amendment

These by-laws may be altered, amended, or repealed and new By-Laws may be adopted by the **Congregation** at any regular meeting; or provided proper notice has been given, at a special meeting for that purpose, further provided, however, that no such amendment, repeal, or new by-law shall be in conflict with the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE XII

Associated Activities

All activities of any entity, group or body which is owned or controlled by or otherwise affiliated with the Corporation, by name or otherwise, shall be subject to the policies and procedures set forth in these By-Laws unless exception thereto has been expressly approved by the **Congregation**.

ARTICLE XIII

Headings

The headings used in these By-Laws are for convenience only and do not constitute matters to be conducted in the interpretation of these By-Laws.

The foregoing By-Laws were adopted by the congregation of Grace Presbyterian Church on _____.

Clerk of Session