

**AMENDED AND RESTATED BYLAWS  
OF  
THE FIRST AND CALVARY PRESBYTERIAN CHURCH**

These Amended and Restated Bylaws (referred to as the “bylaws”), duly adopted on 31 January 2021, supersede and replace all prior bylaws, if any, for all purposes and govern the affairs of THE FIRST AND CALVARY PRESBYTERIAN CHURCH, a congregation of members of the church, also known as covenant partners (hereafter, referred to as the “Church”) and a benevolent association formed for religious purposes and a non-profit corporation (hereafter, referred to as the “Corporation”) organized under Chapter 352 of the Revised Statutes of Missouri.

The bylaws shall be construed in accordance with the laws of the State of Missouri. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE I  
OFFICES**

1.1. **Principal Office.** The principal office of the Church in the State of Missouri shall be located at 820 East Cherry Street, Springfield, Missouri, 65806. The Church may have such other offices, either in Missouri or elsewhere, as the Session may determine. The Session may change the location of any office of the Church.

**ARTICLE II  
PURPOSES, OBJECTS AND POWERS**

The purpose and scope of the Church, are as follows:

2.1. **Tax Exemption.** This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Further, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. Nothing in these bylaws shall prevent the Church from operating an educational organization as described in Section 170(b)(1)(A)(ii) of the Code.

- 2.2. **Affiliation.** The Church has operated under a Presbyterian form of governance since its inception and is currently affiliated with ECO: A Covenant Order of Evangelical Presbyterians (ECO) and ECO's regional Presbytery or its successor, if any, (Presbytery). These bylaws or any amendment thereto shall not amend, alter, modify or change the terms and effect of the Section 1.5 of the ECO Membership Agreement dated October 13, 2015, concerning the ownership of property by the Church. If the Church is no longer affiliated with ECO, any requirement in these bylaws to comply with the Constitution of ECO shall lapse and be of no effect.
- 2.3. **Purposes and Objects.** The purposes and objects of the Church are hereby declared to be: To maintain a place or places of worship; to cultivate, propagate, and practice the Christian Religion according to the teachings of the Holy Scriptures of the Old and New Testaments as expounded in the Reformed tradition; and to conduct charitable and missionary work in the State of Missouri and elsewhere.
- 2.4. **Powers.** The Church shall have the right and power under its corporate name to contract, sue and be sued; to adopt, have, and use a corporate seal and to break, alter, or amend the same at pleasure; to acquire, own, receive, hold, mortgage, pledge, lease, sell exchange, and otherwise dispose of real, personal, or mixed property in the State of Missouri and elsewhere; to accept and execute deeds of title to such property, and to have and exercise all other incidents of ownership without limitation on behalf of the Church; to make and establish bylaws and to amend the same at pleasure; and to do and perform all other acts and things, whether similar or not, necessary, useful, or convenient to carry out its corporate purpose in exercise of all rights, powers and privileges granted to benevolent associations pursuant to Chapter 352 of the Revised Statutes of Missouri.

## ARTICLE III

### CHURCH MEMBERSHIP

- 3.1. **Church Membership Definition.** The Church is the Congregation of First & Calvary Presbyterian Church. Active covenant partners of the Church are at once members of the Church with voting rights at all meetings of the Congregation and/or Corporation. The Session shall maintain a roll of the Congregation of the Church and a list of baptisms.
- 3.1.1. **Composition and Qualifications of Church Membership.** Qualifications for membership in the Congregation of the Church and the Corporation are as follows: Each member must be a covenant partner who is an individual/natural person and who is listed as an "active" member on the roll of the Congregation of the Church, as such roll is maintained by the Session. The qualifications of new members and the process and procedures for their admission shall be as described in the Session's Operations and Procedures document.
- 3.1.1.1. **Active Covenant Partners.** Active covenant partners are members in good standing who actively participate in objects of the Church as described in

Article II and provide financial support of the Church. Active covenant partners have the right to vote in meetings of the Congregation of the Church and the Corporation, to hold office if otherwise qualified, to participate in the Lord's Supper, to marry in the Lord, to have their children baptized, and to have a funeral or memorial service performed in the Church. Only active covenant partners shall be counted when determining a quorum of the Church.

3.1.1.2. **Associate Covenant Partners.** Associate covenant partners live outside of the Springfield area and otherwise fulfill the qualifications of full membership in the Church. Associate covenant partners shall have all rights, privileges, and responsibilities as active covenant partners except they shall not be permitted to vote in meetings of the Congregation of the Church or Corporation, and may not hold office in the Church. Associate covenant partners shall not be counted when determining a quorum of the Church.

3.1.2. **Termination of Church Membership.** Membership shall terminate with death, voluntary transfer, or by dismissal by the Session. Any member who shall be absent for two years without satisfactory reason *may* be removed from the roll of the Congregation of the Church. The Session shall delete the names of terminated and removed members from the roll of the Congregation.

3.2. **The Corporation.** The Corporation is organized as a benevolent association under Chapter 352 of the Revised Statutes of Missouri.

3.2.1. **Qualifications of Membership in the Corporation.** Qualifications of Membership in the Corporation shall be the same as Qualifications of Membership in the Church.

3.3. **Meetings of the Congregation of the Church and/or Corporation.** General meetings of the members of the Church and Corporation shall take place at the Principal Office of the Corporation. No voting shall be allowed by proxy in this Church at any time.

3.3.1 **Annual Meetings of the Congregation of the Church and/or Corporation.** The annual meeting of the Congregation of the Church and/or Corporation shall be held early in the year. The Session shall have authority to postpone the meeting with explanation to the Congregation and determine the rescheduled date at the next meeting of the Session. Meetings of the Church shall be governed by these bylaws. If there are questions or issues of procedure or order *not covered* in these bylaws, reference will be made to the most current edition of Robert's Rules of Order, Newly Revised.

3.3.2. **Special Meeting of the Congregation.** A special meeting of the Congregation may be called by the Session, by the senior teaching elder/head of staff, by the Presbytery, or by the Session when requested in writing by one-fourth of the

active covenant partners on a date selected by the Session. The call for the special meeting shall state clearly the purpose(s) of the meeting, and voting attendees may not consider any other matter(s) at the meeting.

3.3.3. ***Special Meeting of the Corporation.*** A special meeting to amend these bylaws may be called by the Session or by written request by 1/10 (one-tenth) of the members of the Corporation.

3.4. ***Business at Meeting of the Congregation of the Church.*** The business to be conducted at the annual meeting of the Congregation of the Church shall be limited to those items placed on the scheduled agenda. Items to be placed on the scheduled agenda must be received by the Clerk of Session at least two (2) weeks in advance of the meeting. Congregational meetings shall include a distribution of the minutes of the preceding annual meeting and of subsequent meetings of the Congregation approved by the Session; annual reports of the Session including the budget for the current calendar year that Session has approved.

The following business items shall be conducted at a meeting of the Congregation of the Church, but not necessarily at every meeting of the Congregation:

- 3.4.1. A slate for Session/Ruling Elders, and Board of Deacons, shall be presented and acted upon;
- 3.4.2. Presenting a slate for election of members-at-large of the Nominating Committee;
- 3.4.3. Calling a teaching elder/Head of Staff or Associate Teaching Elder, or request the dissolution of such calls;
- 3.4.4. Approving amendment of the Church's Pro Forma Decree of Incorporation, these bylaws, or other corporate governing documents;
- 3.4.5. Requesting that presbytery dismiss the Congregation of the Church to another presbytery of the denomination, or dismiss the Congregation of the Church to another Reformed body (either requires a supermajority of two-thirds of the covenant partners present).

3.5. ***Business at a Meeting of the Corporation.*** The following business items shall be conducted at a meeting of the Corporation, but not necessarily at every meeting of the Corporation:

- 3.5.1. buying, mortgaging, transferring, conveying, or selling of real property;
- 3.5.2. the transfer or sale of a substantial part of the Church's operations to another entity including transfer or sale to another organization recognized as exempt under Section 501(c)(3) organization of the Code;
- 3.5.3. approval of any amendment(s) to the Congregation's Pro Forma Decree of Incorporation, bylaws or other corporate governing documents and dissolution, merger and any other corporate action requiring voting member approval.

3.6. ***Quorum of the Congregation/Corporation.*** A Quorum for any annual or special meeting of the Congregation of the Church or Corporation shall be one tenth or more of the active covenant partners on the roll of the Congregation of the Church.

3.7. **Meeting Moderator and Secretary.** Meetings of the Corporation, shall be moderated by the Chair of the Board of Trustees or his or her designee, with the Secretary of the Board of Trustees acting as Secretary. Meetings of the Church shall be moderated by the senior teaching elder/head of staff or his or her designee (another installed teaching elder or ruling elder), and the Clerk of Session shall act as Secretary. When the Clerk is unavailable, the Congregation shall elect a Secretary for that meeting. Consecutive (back-to-back) meetings of Church and Corporation are permitted.

3.8. **Books and Records.** The Clerk of Session shall complete, maintain and correct for the Church the Minute Books and Record Books of account.

3.8.1. Minute Books. Minutes of the proceedings of the meetings of the Congregation of the Church, the Session, committees having any of the authority of the Session.

3.8.2. The Record Book shall be separate from the Minute Books of the Church and the Session and instruments recorded therein shall be full and complete and shall include:

3.8.2.1. A file-endorsed copy of all documents filed with the Missouri Secretary of State relating to the Church.

3.8.2.2. A copy of the bylaws, and any amended and restated versions or amendments to the bylaws.

3.8.2.3. A list of the names and addresses of active covenant partners, Associate covenant partners, Ruling Elders, deacons, and any committees of the Church.

3.8.2.4. A financial statement showing the assets, liabilities, and net worth of the Church at the end of the two most recent fiscal years.

3.8.2.5. A financial statement showing the income and expenses of the Church for the two most recent fiscal years.

3.8.2.6. All rulings, letters, and other documents relating to the Church's federal, state, and local tax status and returns.

3.8.2.7. Membership agreements with current denomination.

3.8.2.8. Operating procedures of the Church.

3.8.2.9. Annual reports received from First & Calvary Foundation.

3.8.2.10. The most current report on the special procedures performed by outside certified public accountants.

3.8.3. **Session Approval of Minutes of Meetings of the Congregation and Access by Church members.** Minutes of meetings of the Congregation shall be reviewed and approved at the next scheduled meeting of the Session following the Congregational meeting and shall be open, at all reasonable hours, to the inspection of all covenant partners.

3.8.4. **Church Members' Right to Inspect Records.** An active covenant partner, upon written request, stating the purpose of the request, is entitled to examine and copy at the covenant partner's expense, in person or by agent, accountant, or attorney,

at any reasonable time and for proper purpose, the records of the corporation relevant to that purpose.

3.9. ***The Church Officer Nominating Committee.*** The Church Officer Nominating Committee shall receive nominations for candidates of the church officers of Ruling Elder, and deacon, and Congregation members of the next year's Nominating Committee.

3.9.1. ***Composition of the Church Officer Nominating Committee.*** The Church Officer Nominating Committee shall be composed of seven (7) active covenant partners, one of whom is a Session-designated Ruling Elder for a one-year term. Six at-large members, shall be elected by the Congregation of the Church/Corporation. No at-large member shall serve at the same time his/her spouse is on Session, or Nominating Committee. At-large members shall have a term of three years. Two covenant partners will be elected each year. The senior/Teaching Elder/Head of Staff shall be an ex-officio member of the committee without vote.

3.9.2. ***Responsibilities of the Church Officer Nominating Committee.*** Beginning a minimum of three (3) months before the annual meeting, the Church Officer Nominating Committee shall publish criteria for vetting of candidates and begin accepting nominations for the three (3) slates from members of the Congregation. The Nominating Committee, with agreement of the Session, may develop its own criteria for vetting of candidates for each slate. The Nominating Committee will regularly report to the Congregation whether any of the slates have not met the minimum number of offices required as per these Bylaws and solicit nominations each Sunday thereafter until one week before the October meeting of the Session. The Nominations Committee shall present a slate of officers for approval by the Session at the November Session meeting. Once the slate of officers recommended by the Nominating Committee is approved by the Session, the slate is considered complete and published to the covenant partners. Nominations from the floor must be submitted to the Clerk of Session fourteen (14) days prior to the annual meeting.

## ARTICLE IV

### NOTICE OF MEETING

4.1. ***Clerk of Session Distributes Call for Meetings.*** Give all notices as provided in the Bylaws except notices of meetings of the Board of Trustees, or as required by the ECO Polity or bylaw.

4.1.1. ***Notice of Annual Meeting of the Church and Corporation.*** The Session shall call an annual meeting of the Church to be held early in the year. The covenant partners shall have four (4) weeks notice of the meeting date. The tentative agenda will be made available to all covenant partners three (3) weeks prior to the

meeting. If the general annual meeting of the members of the Corporation shall be held at the same time and place as the annual meeting of the Church, notice of each such meeting shall be given from the pulpit on two (2) successive Sundays prior to the meeting, published in church communications distributed in hard copy at worship services, and electronically transmitted by email.

- 4.1.2. ***Notice of Annual or Special Meetings of the Corporation.*** The Clerk of Session shall notify in writing members of the Corporation fourteen (14) days in advance of each annual and/or special meeting of the members of the Corporation, including any meetings to amend these bylaws. Notice shall be given by publication in church communications distributed in hard copy at worship services, and electronically transmitted by email, said e-mail to be transmitted to all Corporation members at their last known email address on file with the Church office.

## ARTICLE V

### REPRESENTATIVE BODIES GOVERNING THE CHURCH/CORPORATION

The Church shall have a representative form of government consistent with Presbyterian polity.

- 5.1. ***The Session, Definition.*** The supreme governing body of the Congregation of the Church is the Session. The Session supervises all religious, spiritual, and ecclesiastical purposes of the Church and supervises the Board of Trustees and Board of Deacons. Final authority in all matters rests in the Church, acting through its Session, subject to appeal to its active covenant partners in a Congregational meeting.

- 5.1.1. ***Composition of the Session.*** The Session shall be composed of not less than ten (10) nor more than eighteen (18) Ruling Elders as may be elected by and from the active covenant partners of the Congregation, along with the Teaching Elders called by the Congregation of the Church which include installed Teaching Elders and

5.1.1.1. Associate Pastor – Associate pastors are called by the congregation and installed by the presbytery upon recommendation of the Session. They are members of Session with voice and vote.

5.1.1.2. Assistant Pastor – Assistant pastors are called by the Session or pastor/head of staff according to the rule of the Session. Assistant pastors serve on the Session with voice and vote in accordance with the congregation's own rule.

- 5.1.2. ***Compensation.*** Members of the Session shall not receive salaries or compensation for their services on the Session. The Session may adopt a resolution providing for payment to members for expenses of attendance, if any, at an event requested by the Session. Any payments made to a member of the Session which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service shall

be reimbursed by such member to the Church to the full extent of such disallowance.

- 5.1.3. **Qualifications of Ruling Elders.** Only active covenant partners who have been on the church rolls for at least 1 year and are in good standing are eligible for ordination and election to the Session as a Ruling Elder.
- 5.1.4. **Terms of Ruling Elders.** A Ruling Elder of the Session shall be elected for a three (3) year term. A Ruling Elder who has served a three (3) year term shall be ineligible for election to the Session for at least one year. Election shall be to classes as nearly equal in number as possible, with the term of only one class ending each year. Time spent on Session in fulfilling the unexpired term of another member shall not be considered in determining consecutive terms.
- 5.1.5. **Resignation, Discipline or Removal of a Ruling Elder.** A Ruling Elder may resign from the Session at any time. A Ruling Elder who ceases to be an active Covenant Partner of the Church or Session, or who fails to abide by the Church's adopted standards of conduct described in the Session's Operations and Procedures document, he or she ceases to be a member of the Session. A Ruling Elder shall be removed from service according to the process described in the Session's Operations and Procedures document. The Session, by three-fourths vote, may dismiss, suspend, and publicly or privately admonish any Ruling Elder.
- 5.1.6. **Vacancies.** Vacancies on the Session caused by death, incapacity, resignation or removal may be filled for the unexpired term by a majority vote of the Session. Such selection by the Session to fill a vacancy must be ratified by a majority vote of the Congregation of the Church on or before the next annual meeting of the Congregation, else the selection is nullified.
- 5.1.7. **Officers of the Session.** The officers of the Session shall include the Moderator, Clerk of Session and Chair of Board of Trustees.
- 5.1.7.1. **Session Moderator.** The Senior Teaching Elder/Head of Staff shall be the moderator of the Session. The moderator may appoint another installed Teaching Elder or Ruling Elder as a substitute in his or her absence.
- 5.1.7.2. **Clerk of Session.** The Clerk of Session shall be a Ruling Elder who is not a current member of Session, and shall be appointed by the Session annually for a one-year term and a maximum of three (3) consecutive years. The Clerk shall perform the duties of Secretary of the Session and of the Congregation of the Church as described in the Operations and Procedures document of the Session. When the Clerk is unable to act as the Secretary of a regular or special meeting of the Session and Congregation, the moderator may appoint another ruling or Teaching Elder to act as Secretary. Assistants to the Clerk may be appointed by the



Session. Since the Clerk of Session is not a current member of Session, he/she will have no vote in Session meetings.

5.1.7.3 ***Chair of the Board of Trustees.*** The Chair of the Board of Trustees of the Session shall be a current member of Session and shall be elected by the Session. Duties of the Chair of the Board of Trustees are described in the Operations and Procedures document of the Session.

5.1.8. ***Regular Meetings of the Session.*** The Session shall provide for regular meetings monthly by resolution stating the time, place, and manner of such meetings. All Session meetings shall be held in accordance with these Church bylaws and operations and procedures adopted by the Session. If there are questions or issues of procedure or order not covered in these documents, reference will be made to the most recent edition of Robert's Rules of Order, Newly Revised. The Session, and any committee of the Church, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can communicate with each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a member in a conference call or electronic meeting constitutes presence at the meeting.

5.1.8.1. ***Special Meetings of the Session.*** The senior Teaching Elder/Head of Staff serving as moderator may call a special meeting of the Session when requested in writing by any two members of the Session. The business to be transacted at the special meeting(s) shall be limited to items specifically listed in the call for the meeting which shall be distributed at least forty-eight (48) hours in advance of the meeting by electronic mail. Special meetings shall be held in a place, time, and manner accessible to all members.

5.1.8.1.1. The Session shall also meet when directed by the Presbytery.

5.1.8.1.2. Meetings to remove a Teaching/Ruling Elder from active service due to resignation shall not require prior notification.

5.1.8.2. ***Special Procedures of the Session.*** The Session, and any committee of the Church, may hold a meeting by telephone conference call or other electronic group platform in which all persons participating in the meeting can communicate orally with each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a member in a conference call or electronic meeting constitutes presence at the meeting. The Moderator of the Session will provide accessibility to covenant partners in the event this is needed. Meetings shall not be conducted via only written electronic means.

5.1.9. ***Quorums of the Session for Different Types of Meetings and Actions of the Session.*** A quorum for a regular or special meeting of the Session shall be the moderator and one-half (1/2) of the remaining members of the Session. The vote of a majority of the quorum of the Session shall constitute an act of the Session. A Session member who is present at the meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Session.

5.1.9.1 ***Action by Consent of Session Without a Meeting.*** Any action required or permitted to be taken by the Session may be taken without a meeting, and with the same force and effect as a unanimous vote of the Session, if all members of the Session consent in writing to the action. Such consent may be given individually or collectively.

5.1.10. ***Powers and Duties of the Session.*** The Session governs the Congregation and guides the mission of the Church and ensures compliance with the ECO Membership Agreement entered into on October 13, 2015. The religious, spiritual and ecclesiastic powers and duties of the Session are as described in the Session's Operations and Procedures document. In addition to the powers and authorities expressly conferred by the bylaws upon them, the Session may exercise all such powers of the Church and do all such lawful acts and things as are directed or required to be exercised or done by the Congregation of the Church by statute, the Pro Forma Decree of Incorporation or the Bylaws. The Session shall receive in executive session an annual report from the Personnel Committee on the performance and effectiveness of the Senior Teaching Elder without the presence of any Teaching Elders. Personnel Chair shall share the report received by Session with ECO Ministry Partnership Team.

5.1.10.1. ***Formation of Standing Committees of the Session.*** The Session shall have power and authority to establish standing committees and positions, rules and responsibilities, and offices for those committees by resolution. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws unless the Session determines otherwise. All members of any standing committee shall be active covenant partners of the Church, with the exception of advisory boards that may be created and approved by the Session from time to time. Membership of any covenant partners to a committee shall be approved by the Teaching Elder or Session. The establishment of a committee, or the delegation of authority to it, shall not relieve the Session, or any individual Session Member, of any responsibility imposed by the bylaws or otherwise imposed by law. The Moderator or his/her designee is an ex-officio member of all standing committees of the Session.

5.1.10.1.1 ***Composition of Standing Committees of the Session.*** Each standing committee and subcommittee of the Session shall be comprised of at least one sitting Ruling Elder who may serve as chair of the committee, and

where appropriate or necessary, the immediate past chair of the committee who will serve for one additional year, and at least two (2) members of the Congregation at-large recommended by the chair of such standing committee. Annually, at the regularly scheduled March Session meeting, the chair of each standing committee shall submit for approval for the current year, the members of his or her respective standing committee, and any known sub-committees or task forces. Standing committee or subcommittee members will serve for a term of one (1) year, renewable up to six (6) years, except for Deacons and Board of Trustees members who shall serve for a three (3) year term. Staff are liaison, not members of the committee, with no vote,

5.1.10.1.2. **Authority of Standing Committees of the Session.** Each standing committee shall carry on the business delegated to it and keep minutes of committee meetings for submission to the Session at least one week prior to the Session's next regular meeting. Staff assigned by the Head of Staff to a standing committee of the Session, is an advisor to that committee with no vote. Staff implements the directive of the Committee under the leadership of the Senior Teaching Elder/Head of Staff.

5.1.10.2. **Formation of Call Committee for Teaching Elders.** When the Church has a vacancy in a Called Teaching Elder position, a Call Committee shall be established to locate and nominate a candidate for election by the Congregation.

5.1.10.2.1. **Composition of a Senior Teaching Elder Call Committee.** The appointment of covenant partners to a Teaching Elder Call Committee shall be made by the Session. The Session shall appoint no more than seven (7) covenant partners of the Congregation for a search for a Senior Teaching Elder. The Senior Teaching Elder or an interim Senior Teaching Elder shall have no role in the search for a successor.

5.1.10.2.2. **Composition of an Associate Teaching Elder Call Committee.** The appointment of covenant partners to a Teaching Elder Call Committee shall be made by the Session. The Session shall appoint six (6) covenant partners for an Associate Teaching Elder. The current Senior Teaching Elder shall serve as an ex officio member of the Committee Call for an Associate Pastor and shall be without vote.

5.1.10.2.3. **Session Discretion for Assistant Teaching Elder Search.** The Session, may, at its discretion, choose to act as the Call Committee for an Assistant Teaching Elder.

5.1.10.3. **Supervision of Board of Trustees.** The Congregation's Session shall serve as the governing board of the Congregation's nonprofit corporation and shall have supervision and authority over the Board of Trustees. The Session shall elect a Ruling Elder to serve as the Chair of the Board of Trustees of the corporation and may elect other corporate officers as deemed appropriate or as required by law.

The Session moderator together with the Chair of the Board of Trustees may call a special meeting of the Board of Trustees when necessary. The Board of Trustees shall elect a Secretary to serve at meetings of the Corporation.

5.1.10.4. ***Establishment and Supervision of Board of Deacons.*** The Session, at its discretion, may establish the position of Deacon, the number, terms, and responsibilities of which shall be set by the Session and described in the Operations and Procedures document of the Session. Deacons shall be elected by active covenant partners in the same manner as Ruling Elders.

5.1.10.5. ***Authority to Establishment and Revise Bylaws.*** The Session shall have the authority to make and alter these bylaws, including the right to make and alter those fixing their further qualifications and terms of office, subject to the approval of the Congregation. The entire Session shall review the bylaws at least every three (3) years. Should modifications be needed, Session may call a sub-committee to recommend amendments at any time. Approval shall require an affirmative vote of at least two-thirds (2/3) provided a quorum of the Congregation is present. The notice of any meeting at which the bylaws are altered, amended, or repealed, restated, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended.

5.1.10.6. ***Supervision of Other Activities of the Church.*** The Session shall approve all the organizations and activities meeting in the Church.

5.1.11. ***Books and Records of the Session.*** The Clerk of Session shall complete and maintain the minutes of the proceedings of the Session. The Clerk shall maintain the minutes of committees having any of the authority of the Session, operations and procedures documents of the Session, and other related documents.

5.1.12. ***Church Finances and Fiscal Year of the Church.*** The Session is charged with the responsibility of formulating and putting into operation an adequate system for financing the Church. All funds received, unless otherwise designated, shall be under the exclusive control of the Session. The fiscal year of the Church shall begin January 1 and end December 31 each year unless otherwise provided by the Session. The Session shall arrange for an independent financial review annually and publish the report to the Congregation and Presbytery..

5.2. ***Board of Trustees (referred to in ECO Constitution as Finance Committee).*** The Church's non-profit Corporation was formed and is maintained by the Congregation of the Church through which it can act legally. The Board of Trustees reviews and manages temporal, legal, civil and financial matters between meetings of the Session. The Board of Trustees shall have authority consistent with these bylaws and the Board of Trustees shall operate only through and with the direction and approval of the Session. The Congregation's Session is the governing board of the Board of Trustees.

- 5.2.1. **Board of Trustees Composition.** The Board of Trustees shall consist of one (1) active Ruling Elder to serve as Chair of the Board of Trustees and have four (4) Covenant Partner members nominated by the Chair and approved by the Session. The Session may elect other corporate officers as it deems appropriate or as required by law. The senior Teaching Elder/Head of Staff shall be an ex-officio member of the Board of Trustees, with a voice but not vote.
- 5.2.2. **Officers of the Board of Trustees.** The Board of Trustees shall consist of a Chair, Vice-Chair, Secretary/Treasurer, and other officer(s) as necessary or appropriate. Normally, elections shall occur at its first meeting after the election of successor trustees. The officers shall serve for a term of one year. Officers of trustees may be re-elected for any office during their term on the Board of Trustees. The roles and responsibilities of Board officers shall be as described in the Board of Trustees Operations and Procedures document approved by the Session. All trustees shall hold office until their successors are elected and qualified.
- 5.2.3. **Qualification of Candidates for Trustee.** Candidates for Trustee shall be individual/natural persons who are on the roll of the Congregation of the Church, who are twenty-one (21) years of age or older and in good standing, elected by the membership of the Corporation.
- 5.2.4. **Terms of Office.** Trustees' shall be governed by the same term limits as Session members.
- 5.2.5. **Discipline or Removal of Trustee.** A trustee elected by members of the Session may be removed by the members of the Session in accordance with Section 5.1.4 set forth above.
- 5.2.6. **Vacancies.** Vacancies on the Board of Trustees caused by death, incapacity, resignation or removal may be filled for the unexpired term by a majority vote of the Session.
- 5.2.7. **Powers of the Board of Trustees.** Unless otherwise reserved to the membership of the Corporation, the civil powers of the Corporation shall be exercised by a Board of Trustees. The Board of Trustees may appoint and prescribe duties of committees to make recommendations to the Board. Trustees may consult with advisors from time to time who are not covenant partners of the Church. All activities of the Board of Trustees shall be reported to and approved by the Session.
- 5.2.7.1. **Property.** All property, both real and personal, is held for the sole use and benefit of First & Calvary Presbyterian Church. As per the ECO Membership Agreement Section 1.5, nothing in the Agreement "shall be construed as granting to either Party: (i) any right, title, interest, or claim in and to any property, real or personal, that the other Party now owns or acquires hereafter, or (ii) any right to consent or object to any action of the

other Party to own, purchase, sell, encumber, gift, discard, transfer, or convey any interest of such other Party in real of personal property.”

5.2.7.2. **Particular Property Requirements.** Trustees shall have no power to sell or dispose of any real property of the Church without first obtaining authority from the Session, nor shall they have power to incur any debt in the name of the Church unless specifically authorized by the Session.

5.2.7.3. **Checks, Notes, Drafts, etc.** The Board of Trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and the negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Church.

5.2.7.4. **Annual Report to Session.** The Trustees, acting as advisors of the Session, shall provide at least annually, a report to be reviewed by the Session which provides an accurate accounting of the status of all Church property and funds administered by the Trustees and on any and all business transactions regarding Church property and funds. Ownership, management and maintenance of all Church property and funds administered by the Trustees shall be for such purposes as directed by the Session.

5.2.7.5. **Revision of Board of Trustees Bylaws under Section 5.2.** The Board of Trustees shall have the authority to amend subsections of Section 5.2 of these bylaws, including the right to make and alter those fixing their further qualifications and terms of office, subject to the affirmative vote of two-thirds (2/3) of the members of the Board and a majority of the Session for submission to the members of the Corporation for approval. Approval shall require an affirmative vote of not less than two-thirds (2/3) of a quorum of the Corporation. The notice of any meeting at which the bylaws are altered, amended, or repealed, restated, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a reasonable summary of those provisions.

5.2.8. **Meetings of the Board of Trustees.** Meetings of the Board of Trustees shall be called by the Chair of the Board of Trustees and held as often as the business of the Corporation requires, but at least once per year prior to the general annual meeting of the Corporation.

5.2.8.1. **Time and Place of the Board of Trustees Meetings.** Shall be communicated to the Session in advance of such meetings. All Board of

Trustees meetings shall be open to members of Session except when executive session is needed as per Article VI. The reason for the executive session will be reported to the Session.

5.2.8.2. **Special Meetings of the Board of Trustees.** Special meetings of the Board of Trustees may be held at any time upon the call of Session, the Chair or Vice-Chair or of not less than the majority of the Trustees then in office.

5.2.9. **Notices.** Notice of the time, place, and purpose(s) of every meeting of the Board of Trustees shall be in writing and shall be duly sent, mailed or otherwise delivered to each Trustee not less than ten (10) days before the meeting. Meetings may be held at any time without notice if all of the Trustees are present or if those not present waive notice of the time, place, and purpose(s) of the meeting, either before or after the holding thereof.

5.2.10. **Quorum of the Board of Trustees and Acts of the Board.** — A quorum of the Board of Trustees consists of a majority of the trustees. If a quorum is present when a vote is taken, the affirmative vote of a majority of trustees present is the act of the board. Any action requiring consent of the Congregation of the Church will be first submitted to the Session for review and approval.

5.2.11. **Books and Records.** The Board of Trustees of the Corporation shall keep or cause to be kept accurate books and records in accordance with generally accepted accounting principles showing all transactions relating to the Corporation, including all funds donated for special purposes, and showing that the terms thereof have been carried out. They shall, after the close of each calendar year, furnish the Session and the Congregation of the church an accounting in writing showing, in detail, the status of the principal of the Corporation as of the close of the year and the receipts and disbursements thereof for the year then ended. The Secretary-Treasurer of the Board of Trustees shall keep, correct, and complete minutes of meetings of the Board, minutes of committees appointed by the Board, annual reports to the Session, agendas of meetings of the corporation called by the Board of Trustees, and all other relevant documents.

## **ARTICLE VI CONDITIONS FOR CLOSED MEETINGS**

- 6.1. Committees may call for an executive session (closed meeting) as outlined by the Standard Operating Procedures.
- 6.2. Any subjects, persons or conversations that occur during executive session may not be discussed outside of the meeting or with any persons not present during the executive session.

- 6.3. Any action taken during the executive session shall be reported in the minutes of the meeting.

## **ARTICLE VII**

### **CERTAIN DEBT AND/OR PROPERTY TRANSACTIONS**

- 7.1. No real property shall be purchased, sold, transferred, conveyed, or encumbered, except under the following conditions:
- 7.1.1. The proposed sale, purchase, contract, transfer, conveyance, or incurrence of long term debt secured by real estate at 820 E Cherry, shall first be approved in writing by a majority of the Session. It shall be presented to a meeting of the Church, said meeting to be called, stating its purpose, as required by applicable governing documents and with public notice given on two successive Sundays (said meeting may be convened following the notice given on the second Sunday).
- 7.1.2. The proposed sale, transfer, conveyance, purchase, contract, or incurrence of long term debt secured by real estate at 820 E Cherry, shall be approved by resolution adopted by two-thirds ( $\frac{2}{3}$ ) of the members present and entitled to vote, provided that a quorum for meetings of the Congregation (not less than one tenth of the members) is present.

## **ARTICLE VIII**

### **DISSOLUTION/MISCELLANEOUS**

- 8.1. Civil dissolution of the Corporation as provided herein is distinct from ecclesiastical dissolution of the Congregation of the Church as provided by denominational charter. The Corporation shall be dissolved whenever seventy-five (75) percent of all of the members at a lawful meeting of the benevolent association adopt by recorded vote a resolution favoring dissolution. After payment of all debts, claims, or other obligations, said association may then be dissolved by filing an affidavit of dissolution with the Secretary of state setting forth such facts. Upon such filing, the affidavit shall be prima facie evidence of voluntary dissolution. Upon the dissolution of the Corporation by the members, a liquidator selected by the members shall settle the Corporation's affairs in accordance with applicable Missouri law, RSMO 352.
- 8.2. In addition, the identity of the Corporation, the ownership of the Corporation's assets, the right to use of the name First and Calvary Presbyterian Church and decision on voluntary denominational affiliation or disaffiliation may be determined at a duly noticed annual or special meeting of the members by a two-thirds ( $\frac{2}{3}$ ) vote of the members present and voting.



## **ARTICLE IX**

### **LIMITATION OF LIABILITY**

- 9.1. No trustee or officer of the Corporation shall be liable to the Corporation or to its members for monetary damages for breach of his fiduciary duty as a trustee or officer, provided that the foregoing provision shall not eliminate or limit the liability of a trustee or officer for (a) any breach of his duty of loyalty to the Corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, including without exercise of reasonable care the knowing distribution of corporate assets to members, or (c) any transaction from which they derived an unlawful personal benefit.
- 9.2. No trustee or officer of this Corporation shall ever be held liable or responsible for contracts, debts or defaults of this Corporation, nor shall any mere informality in organization have the effect of rendering these bylaws null, or of exposing any trustee or officer to any liability other than as provided above.

## **ARTICLE X**

### **INDEMNIFICATION**

#### **10.1. When Indemnification is Required, Permitted, and Prohibited.**

- 10.1.1. The Church shall indemnify an elder, deacon, officer, committee member, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding or who have been threatened with litigation as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as a trustee, officer, partner, proprietor, or trustee of a partnership, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests as determined by the Session. In a case of a criminal proceeding, the person may be indemnified only if the Session believes he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improper actions or receiving an improper personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.
- 10.1.2. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Church.
- 10.1.3. The Church shall pay or reimburse expenses incurred by an elder, deacon, officer, committee member, employee, or agent of the Church in connection with the

person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.

- 10.1.4. In addition to the situations otherwise described in this paragraph, the Church may indemnify an elder, deacon, officer, committee member, employee, or agent of the Church to the full extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 10.1.1, above.
- 10.1.5. Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the bylaws and authorized by the Church. However, the Church shall not indemnify any person who is a named defendant in a proceeding brought by the church.
- 10.1.6. If the Church indemnifies a person under the bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including reasonable attorney's fees) actually incurred in connection with the proceeding.

## 10.2 Procedures Relating to Indemnification Payments.

- 10.2.1 Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 10.2.1.3, below. The Church may make these determinations and decisions by any one of the following procedures:
  - 10.2.1.1. Majority vote of a quorum consisting of Session members who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - 10.2.1.2. If such a quorum cannot be obtained, by a majority vote of a committee of the Session, designated to act in the matter by a majority vote of all Session members, consisting solely of two (2) or more Session members who at the time of the vote are not named defendants or respondents in the proceeding.
  - 10.2.1.3. Determination by special legal counsel selected by the Session by vote as provided in paragraph 10.2.1.1 or 10.2.1.2, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Session members.
- 10.2.2. The Church shall authorize indemnification and determine which expenses to be reimbursed are reasonable and such determination shall be conclusive.
- 10.2.3. The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation from the person to be indemnified. The determination that the facts then known to those

making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.2.1, above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The indemnification shall provide for repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## ARTICLE XI

### MISCELLANEOUS PROVISIONS

- 11.1. **Legal Construction.** If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.
- 11.2. **Headings.** The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.
- 11.3. **Gender.** Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.
- 11.4. **Seal.** The Corporation shall not utilize a corporate seal.
- 11.5. **Power of Attorney.** A person may execute any instrument related to the corporate powers of the Church by means of an authorized grant of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Board of Trustees to be kept with the Church records.
- 11.6. **Parties Bound.** The bylaws shall be binding upon and inure to the benefit of the covenant partners, Teaching Elders, Ruling Elders, deacons, officers, committee members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.