

**BY-LAWS OF  
Trinity Presbyterian Church of Southlake**

**Section I. Statement of Purpose or Mission**

The Trinity Presbyterian Church of Southlake, Texas, has been called by God and organized to MAKE AND GROW DISCIPLES WHO GIVE THEIR LIVES TO MAKE A DIFFERENCE IN THE WORLD. BUILD A FAITH COMMUNITY THAT ENGAGES IN INSPIRING WORSHIP, MAKES DISCIPLES OF JESUS CHRIST, AND SERVES THE NEEDS OF CHILDREN, YOUTH, AND ADULTS.

**Section II. Relation to the Presbyterian Church (U.S.A.)**

The Trinity Presbyterian Church is a member church of the Presbytery of Grace in the Synod of the Sun of the Presbyterian Church (U.S.A.).

**Section III. Governance of the Church**

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these bylaws shall provide specific guidance for this church. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

**Section IV. Meetings of the Church**

An annual meeting of the congregation shall be held during the first quarter of every year in the church building. The session shall select the specific date of the meeting and shall notify the congregation verbally and in writing at least two weeks in advance. At a minimum, There shall be an annual meeting of the congregation in the church building on the third Sunday in January, at which at least the following business shall be presented at the annual meeting: annual reports from organizations and the session (information only); financial report for the preceding year; budget of the current year (information only); changes in the terms of call for the pastor(s); electing members to serve on the nominating committee.

The meeting for the election of elders and deacons shall be held during the third quarter of every year in the church building. The session shall select the specific date of the meeting and shall notify the congregation verbally and in writing at least two weeks in advance. on the third Sunday of September.

Special meetings may be called by the session. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call. (G-1.05017-0302)

**Section V. Notice of Meetings**

Public notice of the meetings shall be given in printed and verbal form on at least two successive Sundays prior to the meeting. When the meeting is called for the purpose of electing a pastor, the notice shall be given in printed and verbal form at least ten days in advance, which shall include two successive Sundays. (G-1.05017-0302)

### **Section VI. Moderator**

The pastor shall moderate the meetings. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, the moderator appointed by the presbytery shall preside. If it is impractical for the pastor or the moderator of the session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the session, another minister of the presbytery to preside. When this is not expedient, and when both the pastor and the moderator concur, a member of the session may be invited to preside. (G-~~1.05047-0306~~)

### **Section VII. Secretary**

The clerk of session shall serve as secretary. If the clerk is not present or is unable to serve, the congregation shall elect a secretary.

### **Section VIII. Minutes of the Meeting**

The minutes of the meeting recorded by the secretary shall be attested by the moderator and the secretary, and recorded in the minute book of the session. (G-~~1.05057-0307~~) ~~The minutes can then be posted on the bulletin board outside the church office.~~

### **Section IX. Quorum for the Meeting**

The quorum of a meeting of the congregation shall be the moderator, the secretary, and no fewer than one third of the active members of the congregation. Consistent with the laws of the state of Texas, a quorum shall be no fewer than one third of the active members on corporate matters. The secretary shall determine that a quorum is present. Only active members may vote (G-~~1.05017-0304~~), regardless of age. Voting by proxy is not allowed. Consistent with the laws of the state of Texas, voting on corporate matters is restricted to active members age twenty-one and above. Consistent with the laws of the state of Texas, voting by proxy shall be permitted only for corporate matters.

### **Section X. Incorporation**

In accordance with the laws of the state of Texas, the congregation shall cause a corporation to be formed. Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation. (G-~~4.01017-0304~~)

The elders serving on the session shall be the trustees of the corporation.

## Section XI. Nominating Committee

The congregation shall form a nominating committee in the following manner.

1. There shall be seven members on the nominating committee.
2. Two of the members shall be elders serving on the session and designated by the session, one of whom shall serve as moderator of the committee.
3. One member shall be a deacon serving on the Board of Deacons and designated by the Deacons.
4. Four of the members, none of whom may be members currently serving on the session, shall be nominated and elected at the annual meeting of the congregation.
5. Members of the committee shall be elected annually, and no member shall serve more than three years consecutively.
6. The pastor shall be a member ex officio and without vote.
7. The nominating committee shall bring to a meeting of the congregation called by the session during the third quarter of the year~~on the third Sunday of September~~ nominations for DEACONS only for the number of positions to be filled. The nominating committee shall bring to the meeting of the congregation called by the session during the third quarter of the year~~on the third Sunday of September~~ nominations for ELDERS only for the number of positions to be filled.
8. The floor shall be open for nominations at the meeting FOR ELECTIONS.

## Section XII. Elders

Session shall consist of the pastor plus ~~The congregation shall elect at least six elders, but no more than twelve elders.~~ The elders shall be divided into three ~~equal~~ equal classes of no less than 2 elders and no more than 4 elders, one class of whom shall be elected each year at a meeting of the congregation called by the session during the third quarter of the year~~on the third Sunday of September~~ to serve a three-year term beginning January of the following year. The number of elders elected each year shall be determined by the session. The time between election and service shall be a time of PREPARATION for installation and ordination. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the Session for a period of at least one year.

The session, at its first regular meeting in each year shall elect an elder to serve as clerk and shall form such committees as necessary to carry out its work. At that same meeting of the session, the session shall annually elect a treasurer. A quorum for the session shall be pastor or other presiding officer and one half of the elders except for receiving new members where the quorum is the pastor or other presiding officer and one-sixth of the active elders.

## Section XIII. Deacons

The congregation shall elect twelve deacons divided into three equal classes, one class of whom shall be elected each year at a meeting called by the session during the third quarter of the year~~on the third Sunday of September~~ for a three-year term beginning January of the following year. The time between election and service shall be a time of PREPARATION for installation and ordination. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for re-election to the board of deacons for a period of at least one year.

The deacons' primary responsibility will be Congregational Care as defined by the session. Other responsibilities may be assigned by the session. The board of deacons may form committees and ministry teams to help fulfill its responsibilities. It will work under the supervision and authority of the session and in accordance with the provisions of G-2.026-0400 in the *Book of Order*.

The board of deacons, at its first regular January meeting of each year shall elect a moderator and a secretary for the year and shall determine its quorum.

#### **Section XIV. Vacancies**

The nominating committee will present candidates to fill vacancies on the session and board of deacons. These vacancies may be filled at a special meeting of the congregation or at the annual meeting as the session may determine.

#### **Section XV. Transactions of the Church**

Affiliated Transactions. Any contract or transaction between the church and an affiliated party shall be void as provided by law, or voidable at the discretion of the board of elders, if there is a conflict of interest between the church and such affiliated party. For the purposes of this section, an "affiliated party" shall be any elder, deacon, officer, committee member, or employee of the church or their affiliates or associates, or any other entity in which one or more of the elders, deacons, officers, or employees or their affiliates or associates has a financial interest or is a managerial official or member. However, an otherwise valid and enforceable contract or transaction is valid and enforceable, and is not void or voidable, notwithstanding any affiliated party relationship or interest, if the conditions of subsection (a) or subsection (b) of this section are satisfied:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed to or known by:
  - (i) The church's board of elders or committee members entitled to vote on the authorization of the contract or transaction in good faith and with ordinary care authorize the contract or transaction by the affirmative vote of the majority of disinterested elders or committee members, regardless of whether the disinterested elders or committee members constitute a quorum; or
- (b) The contract or transaction is fair to the church when the contract or transaction is authorized, approved, or ratified by the board of elders or committee members entitled to vote on the authorization of the contract or transaction.

Prohibited Acts. As long as the church is in existence, and except with the prior approval of the session, no elder, deacon, officer, committee member, or employee of the church shall:

- (a) Commit any act in violation of the bylaws or a binding obligation of the church;
- (b) Commit any act with the intention of harming the church or any of its operations;
- (c) Commit any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the church;
- (d) Receive an improper personal benefit from the operations of the church;
- (e) Use the assets of this church, directly or indirectly, for any purpose other than carrying on the business of this church;
- (f) Wrongfully transfer or dispose of property of the church, including intangible property such as good will;

- (g) Use the name of the church (or any substantially similar name) or any trademark or trade name adopted by the church, except on behalf of the church in the ordinary course of the church's business; or
- (h) Disclose any of the church's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

**Section XVI. Amendments**

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Texas and the Constitution of the Presbyterian Church (U.S.A.) by a two-thirds vote of the voters present, providing that the proposed changes in printed form shall have been distributed to the congregation in writing at least two weeks in advance~~at the same time as the call~~ of the meeting at which the changes are voted upon.

Adopted OCTOBER 10, 1999  
AMENDED APRIL 14, 2002  
AMENDED OCTOBER 16, 2005  
AMENDED NOVEMBER 18, 2009  
AMENDED NOVEMBER 14, 2010

## EXPLANATION AND RATIONALE OF CHANGES

- Change:** Updated the Statement of Purpose or Mission to reflect our current mission statement.
- Explanation:** Our congregation adopted a new mission statement in 2008 and we should update our Bylaws to reflect that change.
- Change:** Added flexibility into when Congregational Meetings should occur.
- Explanation:** Instead of specifying the 3<sup>rd</sup> Sunday of January and the 3<sup>rd</sup> Sunday of September, these have been changed to the 1<sup>st</sup> and 3<sup>rd</sup> quarter respectively, as specified by Session.
- Rationale:** This takes into account that every year is a little different, and sometimes it would be beneficial if a Congregational Meeting happens on a different day than the day set in the bylaws.
- Change:** Size of Session: Our Session has requested that we add flexibility to the size of future Sessions. The proposed language says that in addition to the pastor, there won't be LESS than 6 Elders, and there won't be MORE than 12 Elders.
- Explanation:** The way this will work functionally is that the Session will request a number of new Elders to be selected, based on the current needs of the church and our strategy. The Nominating Committee will then work to find that number. If the Nominating Committee should not be able to find that many eligible candidates, they will report back to Session (and Session will advise them), but otherwise that slate will be presented to the Congregation at the 3<sup>rd</sup> Quarter Congregational Meeting.
- Rationale:** This does several things for us. First, this adds a level of flexibility so that Session can be the proper size to fit with our leadership needs and strategy. This also allows for the Session to be smaller which should increase the level of communication and trust within the Session. At the same time, this also allows for the Session to remain the same size.

- Change:** Added Section XV. Transactions of the Church.
- Explanation:** This section is added to make clear that we will not engage in any activities where leadership can benefit at the church's expense. (I.e. if an elder owns a hymnal printing company, we need some safeguards in place to make sure that EVEN if we need hymnals, we aren't buying them from this elder just because they're a member, but because it's the best deal for the church)
- Rationale:** This adds language to keep us safe and is common language used in bylaws.
- Change:** All other changes are to help add clarity or address changes in the Book of Order