

## Grace Presbyterian Church, 2021 Bylaw Revision Summary

We are proposing a major revision of the Grace Presbyterian Church Bylaws based on the following principles:

1. Provide support for the Session approved shepherding and governance.
2. Restrict the Bylaws to congregationally oriented duties and committees.
3. Allow flexibility for structure and rules of the Session and Diaconate.
4. Since the Book of Church Order (BCO) is our constitution, eliminate BCO restatement. In other words, only include needed additions with minimal BCO restatement for clarity.

The proposed Grace Presbyterian Church Bylaws are much shorter and should not need revision for changes in our Session and Diaconate policies and process. Included articles are:

ARTICLE ONE – GENERAL PROVISIONS  
ARTICLE TWO – CONGREGATION  
ARTICLE THREE – CHURCH OFFICERS  
ARTICLE FOUR – ELECTIONS  
ARTICLE FIVE – INDEMNIFICATION

The “General Provisions” article is substantially the same as current bylaws, but references the BCO for “Relationship in the Church” and “Conflict Resolution” paragraphs. “Indemnifications” is the same as current bylaws.

Key differences between current bylaws and proposed revision:

1. Elimination of the Council of Shepherding Elders and the Council of Ministering Deacons. Our implementation of shepherding achieves the original purpose of these two bodies. Also, all elders and deacons are invited to meet regularly for fellowship, prayer, and discussion of key issues with our revised meeting schedule.
2. Combines annual and special congregational meeting requirements. Our revised nominations process will require two meetings per year, so we will continue to meet regularly.
3. Reliance on BCO for duties of the Session and Diaconate.
4. Removal of Session and Diaconate structure and rules of order to allow flexibility. A companion document of officer’s operational procedures will be submitted for Session approval to include items like size, committee structures, meeting types, notices, quorums, dockets, recusals, etc.
5. Removal of fiscal related matters to allow flexibility. A companion document of officer’s operational procedures will be submitted for Session approval to include fiscal matters including fiscal year, audit requirements, Church Treasure duties, budget, donations, etc.
6. Rely on BCO approach and responsibilities for hiring and dismissal.
7. Elder and deacon election article is updated to reflect the Session approved process.

Two companion documents will be developed to clarify non-bylaw related items. Officer’s operational procedures will include Session and Diaconate structure, rules of order, and fiscal policy. Congregational summary information will include congregational responsibilities, membership responsibilities, a guide to church governance, etc.

**BYLAWS OF THE CONGREGATION  
AND CORPORATION OF  
GRACE PRESBYTERIAN CHURCH**

A Body Organized Pursuant to the  
Illinois Religious Corporation Act

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Proposal

**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. 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.

**4. 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.

**5. 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 meeting of the congregation, provided that:

- 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; and
- 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.

## **6. 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.

## **7. 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.

Parenthetical references to the Book of Church Order are provided throughout the Bylaws for assistance and reference but are not themselves part of the Bylaws.

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.

## **8. Relationships and Conflict Resolution**

Relationships in the church and conflict resolution will be guided and governed by biblical principles, the BCO (27 to 46), and BCO Appendices (Appendix I – “Biblical Conflict Resolution”). 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.

Members may be removed from membership at their own request following the steps of appropriate pastoral care as set forth in the BCO (38-4). If a member requests to withdraw because of specific problems or disappointments with the Church, the Session shall attempt to resolve those matters so that the member may remain in the Church and enjoy greater fruitfulness and personal spiritual growth. If the Session is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Session that a member has requested removal merely to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded.

## **ARTICLE TWO CONGREGATION**

### **1. Membership**

Church members include communing, non-communing, and associate members as defined in the BCO (6-1 to 6-4). Members are received, suspended, transferred, dismissed, and reinstated by the Church as defined in the BCO (12-5, 27 to 46) and Church policy.

### **2. Responsibilities**

Congregational responsibilities are as defined in the BCO and include:

- Calling and removing Pastors and Associate Pastors (20-2 to 20-8)
- Electing officers (Elders and Deacons: 24-1 to 24-9, Trustees: 25-6 to 25-7)
- Approving the purchase, sale, transfer, or mortgaging of the real property of the Church (25-6)

### **3. Meetings**

Congregational meetings shall be called, led, and conducted in accordance with the BCO (25-1 to 25-5) which includes requirements for notice, quorum, eligibility to vote, and calling of meetings. Only communing members in good and right standing have the privilege of voting. There shall be no absentee or proxy voting. Meetings may be a combined meeting of the congregation and the corporation.

The Session shall call congregational meetings when it is in the best interest of the church or when properly requested by the congregation including providing date, purpose, and notice (25-2). The business of the meeting shall be confined to the purposed stated in the meeting notice (25-2).

## **ARTICLE THREE CHURCH OFFICERS**

### **1. Officers and Church Boards**

The Church is governed by the Session of elders with the support of the Diaconate (also referred to as the Board of Deacons), and Trustees. Each board's membership is comprised of congregationally elected members. The functions of the Session and the Diaconate are defined in the BCO (Session: 8-1 to 8-5, 8-8, 8-9, 9-2, 9-7, 12-5, 27 to 46; Diaconate: 9-1 to 9-7). The function and membership of Trustees is as described below.

The Board of Trustees shall have the custody and control of the real and personal property of the Church (BCO 25-7. 25-8), 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.

#### **a. Responsibilities**

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.

- i. In carrying out duly authorized action, the Board of Trustees 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.
- ii. 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.
- iii. 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 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.

#### **b. Membership**

The number of members of the Board of Trustees shall be six (6), comprised of three (3) ruling elders and three (3) deacons. The Church Treasurer should normally be included as one of the six trustees. Nominees shall be submitted to the corporation for election at a church corporation 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.

#### **c. Meetings**

The Trustees shall meet when needed, but at least annually. They shall also meet when requested by the Session.

d. Chairman and Secretary

The Board of Trustees shall elect its Chairman and its Secretary annually from among its members and 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.

i. 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 Tempore. 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.

ii. 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.

Proposal

## **ARTICLE FOUR ELECTIONS**

### **1. Election of Pastors**

The election and calling of Pastors and Associate Pastors by the congregation shall follow the process prescribed in the BCO (20-2 to 20-8).

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

Ruling elders and deacons shall be elected by the Congregation in a manner consistent with the BCO (24-1 to 24-5).

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

In preparation for the annual election of officers, a committee of fourteen (14) communing members of the Church who are in good and regular standing shall be elected by the congregation to make nominations for all open positions on the Session, the Diaconate, and Trustees. The membership of the Nominations Committee shall be the immediate past Clerk of Session as the Chairman and plus other members as follows:

- Three (3) elders,
- Three (3) deacons, and
- Seven (7) communing members in good and regular standing including two (2) senior members, two (2) middle aged members, and three (3) young adults.

The committee members (other than the chairman) shall be elected by the congregation at a duly called congregational meeting from a slate of:

- Five (5) elders proposed by the Session,
- Five (5) deacons proposed by the Diaconate,
- Three (3) senior members, three (3) middle aged members, and five (5) young adults selected by the Session from written recommendations from the congregation and with special care to include women representatives.

#### **b. Number of Nominees**

The number of elder nominees for the Session and deacon nominees for the Diaconate shall be recommended by the Session and approved by the Congregation (BCO 24-1). There shall be three annually staggered classes of officers with each class serving a three-year term. Normally, each class will have four to eight members for each board.

#### **c. Eligibility**

Primary requirements for officers are as detailed in scripture (Acts 6, 1 Timothy 3, Titus 1, and 1 Peter 5) and the BCO (8-1 to 8-3, 9-1 to 9-3, 24-1). In addition, 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.

- d. 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.
- e. Nomination  
At a duly called congregational meeting, the Nominations Committee will propose nominees who are screened for eligibility, available, and willing to serve as officers. The congregation shall be given the opportunity for floor nominees who meet the eligibility requirements and are willing to serve.
- f. Training and Examination of Nominated Candidates  
All of the nominated candidates shall complete instruction and be examined by the Session concerning the qualifications, work of the office, and church doctrine as specified in the BCO (24-1).
- g. Election of Nominees  
Nominees who have successfully completed training and examination shall stand for election at a duly called congregational meeting. All elections shall be by written secret ballot and the election process shall be as described in the BCO (24-2 to 24-5) The number of officers to be elected will be equal to the number of Nominating Committee candidates standing for election to each office. If there are more nominees than the number to be elected, the nominees with the most votes (and who receive a simple majority) will be elected.
- h. Commencement of Term  
Candidates who are elected shall serve on a calendar year basis, beginning their three-year terms on January 1 of the year following their election. Newly elected elders and deacons shall be ordained and installed prior to the beginning of their terms (BCO 24-6).
- i. Vacancies  
Should a vacancy result from the interruption of the normal three-year term of an elder or deacon, it shall remain vacant until the next annual election. At this next annual election of officers, the Nominating Committee shall include among its submitted candidates, another candidate designated to complete any remainder of the vacated term of office.

**ARTICLE FIVE  
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.