

# BYLAWS

## Of

### DARDENNE PRESBYTERIAN CHURCH Congregation and Corporation

#### ARTICLE I PURPOSE

The purpose of Dardenne Presbyterian Church, Inc. [hereafter DPC], a not-for-profit corporation under Missouri State law, is to glorify God by fulfilling the great ends of the Church, and to further all religious and charitable work of the Christian faith.

#### ARTICLE II AFFILIATION

##### Section 1 – Congregation

DPC, regardless of any denominational affiliation, shall be governed by The Scripture, the Word of God Written, as our “infallible rule of faith and practice.” Any denominational constitution, including but not limited to any “Book of Confessions,” “Book of Order,” or “Discipline,” are standards subordinate to the Holy Scriptures to inform church/congregational governance.

##### Section 2 – Denominational Associations

DPC may associate with one or more religious denominations or ecclesiastical organizations at various times. To the extent that DPC utilizes, relies upon, or adheres to any denominational rules or procedures, such utilization, reliance, or adherence is strictly voluntary, “at will,” and is never intended to be an irrevocable submission to denominational authority. In no case shall any such adherence be construed as a relinquishment of any of DPC’s sovereign property, contractual, corporate, or other rights as recognized by state or federal law. DPC shall exclusively own and control its own property notwithstanding the doctrines, polity, authority, or disciplinary rights—including those set forth in any Discipline, denominational constitution, or denominational bylaws—of any denomination or ecclesiastical group with which DPC may be affiliated or associated at a given time. Nor shall any such denomination or ecclesiastical group have any right to assume control of any of DPC’s property by claiming authority to replace, supersede, or designate DPC’s corporate board or corporate membership.

##### Section 3 – Corporation

The principal office shall be located in Dardenne Prairie, MO, and may be changed from time to time in Conformity to Missouri State law.

#### ARTICLE III CONGREGATION / CORPORATION

##### Section 1 – Members

The DPC congregation/Corporation shall consist of all baptized, active and affiliate members who have been received by the Session and who appear on the official membership roll of the church (without regard to any membership determination or declaration issued by any outside entity, denomination, or appointees of such).

##### Section 2 – Board of Directors

The corporation shall be governed by a Board of Directors, which shall be the Session.

##### Section 3 – Annual Meeting

The fiscal year shall begin January 1 and end December 31. The annual meeting of the Congregation/ Corporation shall be held in January of each year at such date, hour and place as the Session shall determine, and its order of business shall be:

Constituting prayer

Approve minutes

Approve the annual report summary of all DPC organizations and Committees

Receive the annual budget, including action on Pastor compensation(s).

Old business if any

New business

Adjournment with prayer

#### **Section 4 – Election Meeting**

The election meeting of the congregation/Corporation shall be held in September of each year at such date, hour and place as the Session shall determine, and its order of business shall be:

Constituting prayer

Approve minutes

Receive the Nominating Committee's report, and other nominations if any

Appoint tellers, balloting, telling the vote

Constitute next year's Nominating Committee

Miscellaneous business as maybe recommended by the Session

Adjournment with prayer

#### **Section 5 – Special Meetings**

Special meetings of the Congregation/Corporation shall be called by the Session at such date, hour and place as the Session shall determine. The call shall clearly state the purpose of the meeting, and no other business shall be conducted except that specified in the call. The Session shall also call a meeting when requested to do so by a petition bearing the signatures of twenty-five percent (25%) of the active members and include a specific reason for such meeting, which shall be held at such date, hour and place as the Session shall determine.

#### **Section 6 – Meeting Notices**

Notice of all meetings shall be published in the worship bulletin(s) and announced publicly at worship on at least two (2) consecutive Saturdays/Sundays immediately prior to each meeting, or by notice mailed to the last known address of all active members at least two (2) weeks prior to the meeting.

#### **Section 7 – Officers**

The Congregation/Corporation shall have the following officers:

The Moderator, who shall be the Pastor recognized by the Session and congregation, to serve as the Corporation Chairman,

The Clerk of Session, who shall be the Corporation Secretary,

The DPC Treasurer, who shall serve as the Corporation Treasurer.

#### **Section 8 – Minutes**

The Clerk of Session shall be the Clerk of all congregational meetings, who shall record full and accurate minutes of each meeting. In the Clerk's absence or inability, the Moderator shall appoint a Session member as Clerk pro tem. Minutes of each meeting shall be reviewed for accuracy by the Session at its next regular meeting following the congregational meeting, and be submitted to the next congregational meeting for approval.

#### **Section 9 – Eligibility**

All active members of the congregation of whatever age have the right to vote in all congregational meetings. Only active members eighteen (18) years of age or older shall be eligible to vote in corporation meetings.

#### **Section 10 – Quorum**

A quorum for all Congregation/Corporation meetings shall be ten percent (10%) of the active members at the time of the first call.

#### **Section 11 – Voting**

All actions shall be decided by majority vote unless otherwise specified in these Bylaws. All elections shall be by show of hands except when a division of the house is requested or more than one (1) person is nominated for a particular office, in which case a written ballot shall be cast. A majority of votes cast shall be necessary to elect. Voting by proxy shall not be allowed.

## ARTICLE IV THE SESSION

### Section 1 – Authority

The Session is responsible for DPC's mission and government and therefore has all the authority granted to a board of directors by Missouri law.

### Section 2 – Members

The Session shall consist of the Pastor(s) recognized by the Session and congregation, and **fifteen (15)** Elders in active service, elected, trained, examined, ordained and installed with the approval of the corporation's members.

### Section 3 – Officers

The Session shall have the following officers:

The Moderator, who shall be the Pastor recognized by the Session and congregation,

The Clerk, who shall be an Elder elected annually by the Session.

### Section 4 – Financial Officers

#### a) The Financial Secretary

The Financial Secretary shall be a person appointed annually by the Session who shall be responsible for receiving and recording all gifts to DPC, pledged and unpledged, deposit them in the bank and report the amounts to the Treasurer. The Financial Secretary shall maintain accurate and confidential records of all DPC pledged gifts, and provide regular giving reports to DPC members as directed by the Financial Affairs Committee. All DPC offerings shall be counted, recorded and reported by at least two (2) active members who shall be responsible to the Financial Secretary.

#### b) The Treasurer

The Treasurer shall be an active member appointed annually by the Session, who shall be responsible for the disbursement of all DPC funds, and maintain accurate budget-management records reflecting a true account of all financial transactions. The Treasurer shall be a member of the Financial Affairs Committee, making monthly reports to the Session through that committee and at other times at their request.

### Section 5 - Powers and Duties

The Session is responsible for the mission and government of the Congregation/Corporation, and is charged with responsibility for all matter relating to the Christian discipleship of the members.

a) The Session has supervisory control of all DPC organizations, and no organization not provided for in these Bylaws shall be formed without Session approval.

b) All activities of all organizations, including receiving and disbursing funds, shall be subject to the Session's approval and supervision.

c) The Session shall maintain the DPC rolls, receive members into DPC, and dismiss or discipline members in accordance with any appropriate duly-adopted policy permissible under Missouri law.

d) All DPC members appointed by the Session to any task or office shall make regular reports to the Session.

e) In addition to these powers, the Session exercise such powers and do all such duties as may be done by a corporation, or as limited by law.

### Section 6 – Meetings

The Session shall meet at least quarterly and at other times when requested to do so by the Pastor, or by any two (2) Session members **in writing**. Actions may be taken in lieu of a meeting by a conference call with the Clerk obtaining in writing or electronically the consent of a two-thirds (2/3) majority of the Session.

### Section 7- Quorum

One-third (1/3) of its members, plus the Moderator, shall constitute a quorum. The Session shall not meet without the Pastor, or a moderator Selected by the Pastor, or in his/her absence, the Clerk of Session.

### Section 8 – Committees

The Session may establish one or more Committees, each of which shall consist of at least one (1) Session members plus other DPC members appointed by the Session. Each Committee shall report regularly and make recommendations to the Session. All Committee chairs shall be appointed annually by the Session and may be any Committee member.

## **Section 9 – Removal**

Session members may only be removed by the members of the corporation in accordance with the Missouri non-profit corporation statute. MO. STAT. § 355.346 (2023).

## **ARTICLE V** **THE DIACONATE**

### **Section 1 – Members**

The Deacons in active service are elected, trained, examined, ordained and installed in accordance with any appropriate duly-adopted policy permissible under Missouri law.

### **Section 2 – Officers**

The Diaconate shall elect the following officers annually by and from the Board:

- A Moderator, who shall preside at all Board meetings,
- A Vice-Moderator who shall serve in the Moderator's absence or inability,
- A Secretary who shall keep a record of all proceedings and submit minutes of each Board Meeting to the Session when requested.

The Pastor shall be an ex officio member without vote.

### **Section 3 – Duties**

Deacons shall provide a ministry of service and shall fulfill such other duties as may be specifically delegated to them from time to time by the Session.

### **Section 4 - Meetings**

The Diaconate shall meet at least quarterly and at other times when requested to do so by any two (2) Board members, by the Pastor, or by the Session.

### **Section 5 – Quorum**

One-third (1/3) of its members shall constitute a quorum of the Board.

## **ARTICLE VI** **THE BOARD OF TRUSTEES**

### **Section 1 – Members**

The Board of Trustees shall consist of six (6) Elders.

### **Section 2 – Duties**

The Trustees shall receive, hold, encumber, manage and transfer property, real or personal, for the Corporation, accept and execute deeds of title to such property, and hold and defend title to such property, and shall fulfill such other duties of a corporate nature as may be specifically delegated to them from time to time by the Session.

### **Section 3 – Meetings**

The Board shall meet at least annually and at other times when requested to do so by any two (2) Board Members, by the Pastor, or by the Session, and submit their minutes to the Session when requested.

### **Section 4 – Quorum**

Two-thirds (2/3) of its members shall constitute a quorum of the Board.

## **ARTICLE VII** **OFFICERS**

### **Section 1 – Election and Term**

Elders, Deacons, Trustees and Endowment Board members shall be elected by and from the Congregation, and be divided into three (3) classes nearly equal in number, one class of which shall be elected each year. No officer shall be elected for a term of more than three (3) years, nor shall an officer serve for consecutive terms, either full or partial, aggregating more than six (6) years. An officer having served a total of six (6) years shall be ineligible for re-election for a period of at least one (1) year. Each officer's term shall begin on January 1 of the following year. When a person is elected to fill a vacancy, that term shall begin when the person is installed.

### **Section 2 – Size**

The number of members on the Diaconate shall be determined by the Session. The number of members on the

Session, and the Board of Trustees may be changed by vote of the congregation at the Annual Meeting or at any Special Meeting called for that purpose.

### **Section 3 – Vacancies**

Vacancies occurring on the Session shall be filled at the next congregational meeting, or at a special meeting called for that purpose. The Session shall determine when vacancies occurring on the Diaconate or the Board of Trustees shall be filled.

### **Section 4 – Removal Or Resignation**

Any officer may resign by giving written notice to the Session, which takes effect immediately. The Session may establish written criteria by which to evaluate DPC officers. When an officer is unable or unwilling to fulfill the duties of the office, a dissolution may be made by the Session, and the officer shall be notified in writing of the Session's decision. Any vacancy shall be filled by election at the next congregational meeting.

### **Section 5 – Indemnification**

DPC may indemnify any member or employee to the full extent allowed by Missouri State law against any liability, judgment, fine, amount paid in settlement, costs or claim arising from service for DPC or at the request of DPC.

## **ARTICLE VIII** **NOMINATING COMMITTEE**

### **Section 1 – Members**

The Nominating Committee shall consist of seven (7) members. Two (2) shall be elected by and from the Session for terms of two (2) years. One of whom shall be named by the Session as Chairman. One (1) shall be elected by and from the Diaconate for a term of one (1) year. Four (4) others, not serving on the Session or Board of Deacons, shall be elected for terms of two (2) years, two (2) each in alternate years. No member shall serve consecutive terms. The Pastor recognized by the Session and congregation shall be an ex officio member without vote. Vacancies on the committee shall be filled by Session appointment matching the vacancy.

### **Section 2 – Term**

The Nominating Committee shall be formed annually in the Election meeting.

### **Section 3 – Duties**

The Nominating Committee shall meet prior to each Election Meeting in sufficient time to nominate candidates for all elective DPC offices. The Committee shall not be required to nominate more nominees than are needed to fill vacancies. Members of this Committee shall not be eligible for nomination by the Committee to any office.

### **Section 4 – Nominees**

Names of candidates to be nominated by the Committee and a synopsis of their qualifications shall be published at least two (2) weeks prior to the Election Meeting. Nominations made by this Committee shall not preclude nominations for any office from the floor, but such nominees must assure the congregation that they are willing to serve if elected.

## **ARTICLE IX** **REPORTS**

Each organization shall keep an accurate record of its proceedings and activities. Written annual reports of all DPC organizations, Committees, Task Forces and appointed officers shall be submitted to the Session no later than three (3) weeks prior to the annual Meeting, for its review and approval. A summary shall be presented to the congregation in the annual Meeting, then to be filed with DPC's permanent historical records.

## **ARTICLE X** **AMENDMENTS**

### **Section 1 – Plurality**

These Bylaws may be amended by a two-thirds (2/3) vote at any congregational meeting.

**Section 2 – Proposals**

Amendments may be proposed either by the Session or by any active member. In the latter case, the proposed amendment shall be signed by at least ten (10) other active members, and presented to the Session, which shall review the proposal and forward it to the congregation with their recommendation.

**Section 3 – Notice**

Notice of a proposed amendment, together with a synopsis of its intended effect, shall be published in writing at least two (2) weeks prior to the congregational meeting at which action to amend is to be taken.

**ARTICLE XI**  
**RULES OF ORDER**

All meetings of all DPC Boards and organizations shall be conducted in accord with the most recent edition of *Robert's Rules of Order* except in those instances where Missouri law provides otherwise.

**Adopted as revised 1991**  
**Adopted as revised September, 2009**  
**Adopted as revised June, 2012**  
**Adopted as revised November 2013**  
**Adopted as revised January 2019**  
**Adopted as revised January 2023**