

March 31, 1999

Dardenne Presbyterian Church

BY-LAWS FOR A MISSOURI GENERAL NOT-FOR-PROFIT CORPORATION

ARTICLE I PURPOSES AND RESTRICTIONS

The purposes of the Corporation shall be to attend to the business of the corporation by the glory of God and those non-profit purposes stated in the Articles of Incorporation, as may be amended, and in the Book of Order of the Presbyterian Church USA. No part of the net earning or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE II OFFICES

The principal office of the Corporation in the State of Missouri shall be located in Dardenne Prairie, MO 63366. The Corporation may have such other offices within or without said location as may be required.

The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

ARTICLE III MEMBERSHIP

The Corporation members are the active members of Dardenne Presbyterian Church and as further prescribed and set forth in the Book of Order of the Presbyterian Church USA.

**Exhibit 19 to
Dardenne Petition**

ARTICLE IV
BOARD OF DIRECTORS OR SESSION

A. Management. The affairs of the Corporation shall be managed, supervised and controlled by a self-perpetuating Board of Directors, known as the Session of the Church, consisting of not less than three (3) nor more than *fifteen (15)* persons (as decided, from time to time, by the Board of Directors) and ~~presently being fifteen (15) members, five elected each year, being the duly elected and serving elders of the Church, elected by a majority of the members of the Church in a manner specified in Section B hereof plus the installed Pastor(s) and Associate Pastor(s).~~ The Session shall refer and receive such business from the duly-elected Diaconate as set forth in the Book of Order of the Presbyterian Church (USA).

B. Term and Election of Directors. Each director or elder shall be elected for a term of three (3) years at an annual meeting of the Members of the Church. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of directors, shall be filled by the members of the Church. Any director may succeed himself or herself to a maximum of 5 years. Pastors and Associate Pastors serve on Session according to the provisions of *The Book of Order* of the Presbyterian Church (USA).

C. Meetings. The Annual Meeting of the Church for the election of the directors or elders shall be held on the 2nd Sunday of the month of September, and all meetings of the Church members, Board or Session, regular or special, shall be held at the principal office of the Corporation, or at such time and place within or without the State of Missouri as shall be designated by the Clerk of the Session. The annual meeting of the Church members shall be held for the purpose of electing officers and directors and Special meetings of the Board of Directors or Session may be called by or at the request of the Moderator. ~~All monthly meetings of the Board of Directors or Session Moderator shall be held on the 3rd Tuesday of each month and special meetings as shall be designated by the Moderator of the Session or by at least two (2) Directors or duly-elected elders or one Director or duly-elected elder and the Pastor of the Church.~~

~~Members of the Board of Directors or Session, or of any committee designated by the Board of Directors or Session, may participate in a meeting of the Board or Session or of any committee by means of conference telephone or similar communication's equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.~~

Any action which is required to be or may be taken at a meeting of the directors or duly-elected elders, or of any committee of the directors or duly-elected elders, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or committee as the case may be. The consent shall have the same force and effect

as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Clerk shall file the consents with the minutes of the meetings of the Board of Directors or Session or of the committee as the case may be.

All actions shall be consistent with the Book of Order of the Presbyterian Church USA.

D. Notice. Notice of any annual or special meeting shall be given on two successive Sundays by announcement from the pulpit of the Church on any Sunday.

E. Quorum. The meeting of the Church members shall be deemed to have a quorum if duly called and at least ten percent (10%) of the members are in attendance at the meeting, being the sum total of all members at the precincts. One-third of the incumbent members of the Board or Session shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or Session, except to receive new members which requires two elders and the Moderator.

F. Manner of Acting. The act of the majority of the Directors or duly-elected elders present at a meeting of the Directors or Session at which a quorum is present shall be the act of the Board of Directors or Session unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Missouri or the Book of Order of the Presbyterian Church USA.

G. Committees. The Board of Directors or Session may by resolution adopted by a majority of the directors or duly-elected officers in office establish one or more committees, each of which shall consist of at least one of the directors or duly-elected elders and members of the Church, under such terms and with such powers as shall be specified in such resolution. The Session shall refer such business to the Diaconate as is consistent with the Book of Order of the Presbyterian Church USA.

ARTICLE V OFFICERS

A. Number and Election. The officers of the Corporation shall be the Moderator of the Session, Clerk and Treasurer of the corporation. All officers except Moderator shall be elected at a *duly called* meeting of the Board members or duly-elected elders present including newly-elected members each November or December, and said officers shall hold office at the pleasure of the Board or Session for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board or Session for the unexpired term.

B. Moderator. The Moderator shall be the chief executive officer of the Corporation. The Moderator shall preside at all meetings of the Board of Directors or Session, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, in general, the Moderator shall perform all such other duties incident to the office of Moderator and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors or Session.

C. Clerk. The Clerk shall *ensure the recording and preservation of the* minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Clerk or as from time to time directed by the Board of Directors. (With prior authorization, from Session or Congregation, the Clerk and/or 3 elected trustees may execute deeds, bonds, indebtedness, loans, etc.)

D. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors or Session, that all expenditures are presented promptly to the Board of Directors or Session, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors may from time to time determine.

E. The Financial Secretary. The Financial Secretary shall receive all funds coming to the church and shall deposit in banks selected by Stewardship and Budget Committee (and approved by Diaconate) and make accurate weekly reports of deposits to the Treasurer. All cash monies received shall be counted by at least 2 persons or a fidelity bonded person.

F. Removal and Resignation. Any director or elder may resign at any time by giving written notice to the Board of Directors or Session, the Clerk or the Pastor. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective. When a person is unable to function in office, a dissolution may be made by the Session in accordance with *The Book of Order* provisions and the position filled by election of a successor by the congregation.

ARTICLE VI GENERAL PROVISIONS

A. Contracts, Etc., How Executed. Except as in these Bylaws otherwise provided or restricted, the Board of Directors or Session may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to

bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.

B. Loans. Unless in the ordinary course of business, no loans shall be contracted on behalf of the Corporation and not negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or Session in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation or Session from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.

C. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such bankers, trust companies or other depositories as the Board of Directors or Session may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors or Session.

D. Checks, Drafts, etc. All checks, drafts or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors or Session in accordance with the provisions of these Bylaws. Checks in excess of \$5,000 must have two signatures. Endorsement for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the agent of the Corporation to whom the Board of Directors or Session, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

E. General and Special Bank Accounts. The Board of Directors or Session from time to time may authorize the opening and keeping of general and specific bank accounts with such banks, trust companies or other depositories as the Board of Directors or Session may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

ARTICLE VII
AMENDMENTS

These Bylaws may be amended by a majority vote of the members of the Church at a meeting of the Church so long as a quorum is present and which meeting may be held in precincts and so long as in accordance with the Book of Order of the Presbyterian Church USA.

ARTICLE VIII
CORPORATE SEAL

The Board of Directors or Session may elect to adopt a corporate seal, which (if one is adopted) shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words Corporate Seal and Missouri.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall begin JANUARY 1 and end DECEMBER 31.

ARTICLE X
INDEMNIFICATION

Each person who is or was director, elder, deacon or officer of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and claim arising in connection with such persons conduct in his or her capacity, or in connection with his or her status, as a director, elder, deacon or officer of the Corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

Adopted _____, 20____

Clerk of the Session

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 according to the Book of Confessions and the Book or Order of the Presbyterian Church (U.S.A.) [hereafter PCUSA]. [G-5.0200] 1
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ARTICLE II
AFFILIATION

Section 1 – Congregation

DPC shall be governed by the PCUSA Book of Order and the decisions of its General Assembly, the Synod of Mid-America, and the Presbytery of Giddings-Lovejoy, or their successor governing bodies. Any provision of these By-Laws which is now, or may at any future time be found to be in conflict with the Book of Order shall be null and void. 5
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Section 2 – 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. 9
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ARTICLE III
CONGREGATION / CORPORATION

Section 1 – Members

The DPC Congregation/Corporation shall consist of all baptized, active, inactive and affiliate members who have been received by the Session. [G-5.0200] 11
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Section 2 – Board of Directors

The Corporation shall be governed by a Board of Directors, which shall be the “Session.” [G-1.0200] 13

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: [G-7.0302] 14
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- Constituting prayer 17
- Approve minutes 18
- Approve the annual report summary of all DPC organizations and Committees 19
- Receive the annual budget, including action on Pastor’s compensation(s) 20
- Old business if any 21
- New business, including constituting the Nominating Committee 22
- Adjournment with prayer 23

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: 24
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- Constituting prayer 26
- Approve minutes 27
- Receive the Nominating Committee’s report, and other nominations if any 28
- Appoint tellers, balloting, telling the vote 29
- Miscellaneous business as may be recommended by the Session 30
- Adjournment with prayer 31

Section 5 – Special Meetings

Special meetings of the Congregation/Corporation shall be called by the Session or the Presbytery at 32

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 transacted 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. [G-7.0302-7.0203]

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, 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 congregational/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 it by the Book of Order. [G-10.0102]

Section 2 – Members

The Session shall consist of the Pastor(s) and twelve (12) Elders in active service, elected, trained, examined, ordained and installed according to the Book of Order. [G-10.0101]

Section 3 – Session Officers

The Session shall have the following officers:
 The Moderator, who shall be the Pastor,
 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 an active member appointed annually by the Session, who shall be responsible for receiving and recording all gifts, pledged and unpledged, to DPC, 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. 69
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5] 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. 73
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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 matters relating to the Christian discipleship of the members. The Session has supervisory control of all DPC organizations, and no organization not specifically provided for in these Bylaws shall be formed without Session approval. All activities of all organizations, including receiving and disbursing funds, shall be subject to the Session’s approval and supervision. The Session shall maintain the DPC rolls, receive members into DPC, and dismiss or discipline members as provided in the Book of Order. All DPC members appointed by the Session to any task or office shall make regular reports to the Session. In addition to these powers, the Session has all other powers conferred to it in the Book of Order, and to exercise such powers and do all such duties as may be done by a corporation, or as limited by law. [G-10.0102(m)] 78
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Section 5 – Meetings [G-10.0200]

The Session shall meet at least quarterly and at other times when requested to do so by the Pastor, any two (2) Session members, or by the Presbytery. Actions may be taken in lieu of a meeting by a conference call and the Clerk obtaining in writing or electronically the consent of a two-thirds (2/3) majority of the Session. 88
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Section 6 – 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 by the Presbytery. 92
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Section 7 - Committees

The Session may establish one or more Committees, each of which shall consist of at least one (1) Session member plus other DPC members appointed by the Session. Each Committee shall report regularly and make recommendations to the Session. 94
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ARTICLE V
THE DIACONATE

Section 1 – Members

The Diaconate shall consist of eighteen (18) Deacons in active service, elected, trained, examined, ordained and installed according to the Book of Order. [G-6.0400] 97
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Section 2 –Officers

The Diaconate shall elect the following officers annually by and from the Board: 100
A Moderator who shall preside at all Board meetings. 101
A Vice-Moderator who shall serve in the Moderator’s absence or inability. 102
A Secretary who shall keep a record of all proceedings and submit minutes of each Board meeting to the Session when requested. 103
The Pastor shall be an ex officio member without vote. [G-6.0403] 104

Section 3 – Duties

Deacons shall provide a ministry of service as prescribed in the Book of Order, and shall fulfill such other duties as may be specifically delegated to them from time to time by the Session. [G-6.0401] 105
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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. 107
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Section 5 – Quorum

One-third (1/3) of its members shall constitute a quorum of the Board. 109

ARTICLE VI
THE BOARD OF TRUSTEES

Section 1 – Members

The Board of Trustees shall consist of six (6) Elders. 110

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. 111
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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. 115
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Section 4 – Quorum

Two-thirds (2/3) of its members shall constitute a quorum of the Board. 117

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, 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. [G-14.0222] 118
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Section 2 – Size

The number of members on the Session or the Diaconate may be changed by the Session, and immediately reported to the Nominating Committee. The number of members on the Diaconate 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. 125
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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. 129
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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. 132
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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 serving DPC or at the request of DPC. 137
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ARTICLE VIII
NOMINATING COMMITTEE

Section 1 – Members [G-14.0223]

The Nominating Committee shall consist of seven (7) members. Two (2) shall be elected by and from 140

the Session for terms of two (2) years, one of whom shall be named by the Session as Chairman. 141
 One (1) shall be elected by and from the Diaconate for a term of one (1) year. Four (4) others, not 142
 serving on the Session or Board of Deacons, shall be elected for terms of two (2) years, two (2) each 143
 in alternate years. No member shall serve consecutive terms. The Pastor shall be an ex officio member 144
 without vote. Vacancies on the committee shall be filled by Session appointment matching the vacancy. 145

Section 2 – Term

The Nominating Committee shall be formed annually in the Election Meeting. 146

Section 3 – Duties

The Nominating Committee shall meet prior to each Election Meeting in sufficient time to nominate 147
 candidates for all elective DPC offices. The Committee shall not be required to nominate more 148
 nominees than are needed to fill vacancies. Members of this Committee shall not be eligible for 149
 nomination by the Committee to any office. 150

Section 4 – Nominees

Names of candidates to be nominated by the Committee and a synopsis of their qualifications shall be 151
 published at least two (2) weeks prior to the Election Meeting. Nominations made by this Committee 152
 shall not preclude nominations for any office from the floor, but such nominees must assure the 153
 congregation that they are willing to serve if elected. 154

ARTICLE IX
REPORTS

Each organization shall keep an accurate record of its proceedings and activities. Written annual reports 155
 of all DPC organizations, Committees, Task Forces and appointed officers shall be submitted to the 156
 Session no later than three (3) weeks prior to the Annual Meeting, for its review and approval. A 157
 Summary shall be presented to the congregation in the Annual Meeting, then to be filed with DPC's 158
 permanent historical records. 159

ARTICLE X
AMENDMENTS

Section 1 – Plurality

These Bylaws may be amended by a two-thirds (2/3) vote at any congregation meeting. 160

Section 2 – Proposals

Amendments may be proposed either by the Session or by any active member. In the latter case, the 161
 proposed amendment shall be signed by at least ten (10) other active members, and presented to the 162
 Session, which shall review the proposal and forward it to the congregation with their recommendation. 163

Section 3 – Notice

Notice of a proposed amendment, together with a synopsis of its intended effect, shall be published 164
 in writing at least two (2) weeks prior to the congregational meeting at which action to amend is to 165
 be taken. 166

ARTICLE XI
RULES OF ORDER

All meetings of all DPC Boards and organizations shall be conducted in accord with the most recent 167
 edition of *Robert's Rules Of Order* except in those instances where the PCUSA Book of Order 168
 provides otherwise. 169

Adopted as revised, 1991 170

Adopted as revised, [September 2009] 171

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 according to the Book of Confessions and the Book of Order of the Presbyterian Church (U.S.A.) [hereafter PCUSA]. [F-1.0304]

ARTICLE II
AFFILIATION

Section 1 – Congregation

DPC shall be governed by the PCUSA Book of Order and the decisions of its General Assembly, the Synod of Mid-America, and the Presbytery of Giddings-Lovejoy, or their successor governing bodies. Any provision of these By-Laws which is now, or may at any future time be found to be in conflict with the Book of Order shall be null and void.

Section 2 – 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. [G-1.04]

Section 2 – Board of Directors

The Corporation shall be governed by a Board of Directors, which shall be the Session. [G-4.0102]

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: [G-1.0501]

- 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	32
<u>Section 5 – Special Meetings</u>	
Special meetings of the Congregation/Corporation shall be called by the Session or the Presbytery 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. [G-1.0501-1.0502]	33 34 35 36 37 38
<u>Section 6 – Meeting Notices</u>	
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.	39 40 41
<u>Section 7 – Officers</u>	
The Congregation/Corporation shall have the following officers:	42
The Moderator, who shall be the Pastor, to serve as the Corporation Chairman,	43
The Clerk of Session, who shall be the Corporation Secretary,	44
The DPC Treasurer, who shall serve as the Corporation Treasurer.	45
<u>Section 8 – Minutes</u>	
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.	46 47 48 49 50
<u>Section 9 – Eligibility</u>	
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.	51 52 53
<u>Section 10 – Quorum</u>	
A quorum for all Congregation/Corporation meetings shall be ten percent (10%) of the active members at the time of the first call.	54 55
<u>Section 11 – Voting</u>	
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.	56 57 58 59

ARTICLE IV
THE SESSION

<u>Section 1 – Authority</u>	
The Session is responsible for DPC’s mission and government and therefore has all the authority granted to it by the Book of Order.	60 61
<u>Section 2 – Members</u>	
The Session shall consist of the Pastor(s) and sixteen (16) Elders in active service, elected, trained, examined, ordained and installed according to the Book of Order. [G-3.0201]	62 63
<u>Section 3 –Officers</u>	
The Session shall have the following officers:	64
The Moderator, who shall be the Pastor,	65
The Clerk, who shall be an Elder elected annually by the Session.	66
<u>Section 4 – Financial Officers</u>	
a) <u>The Financial Secretary</u>	
The Financial Secretary shall be an active member appointed annually by the Session who shall	67

be responsible for receiving and recording all gifts do 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. 68
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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. 74
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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. 81
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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. 83
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b) All activities of all organizations, including receiving and disbursing funds, shall be subject to the Session's approval and supervision. 85
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c) The Session shall maintain the DPC rolls, receive members into DPC, and dismiss or discipline members as provided in the Book of Order. 87
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d) All DPC members appointed by the Session to any task or office shall make regular reports to the Session. 92
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e) In addition to these powers, the Session has all other powers conferred to it in the Book of Order and to exercise such powers and do all such duties as may be done by a corporation, or as limited by law. 94
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Section 5 – Meetings

The Session shall meet at least quarterly and at other times when requested to do so by the Pastor, by any two (2) Session members **in writing** or by the Presbytery. 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. [G-3.0203] 96
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Section 6- 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 of by the Presbytery. 100
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Section 7 – 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. 102
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ARTICLE V
THE DIACONATE

Section 1 – Members

The Deacons in active service are elected, trained, examined, ordained and installed according to the Book of Order. [G-2.0202] 106
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Section 2 – Officers

The Diaconate shall elect the following officers annually by and from the Board: 108

A Moderator, who shall preside at all Board meetings, 109

A Vice-Moderator who shall serve in the Moderator's absence or inability, 110

A Secretary who shall keep a record of all proceedings and submit minutes of each Board Meeting to the Session when requested. 111

112

The Pastor shall be an ex officio member without vote. 113

Section 3 – Duties

Deacons shall provide a ministry of service as prescribed in the Book of Order, and shall fulfill such other duties as may be specifically delegated to them from time to time by the Session. [G-2.0202] 114
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Section 4 - Meetings

The Diaconate shall meet at least quarterly and at other times when requested to do so by an two (2) Board members, by the Pastor, or by the Session. 116
117

Section 5 – Quorum

One-third (1/3) of its members shall constitute a quorum of the Board 118

ARTICLE VI
THE BOARD OF TRUSTEES

Section 1 – Members

The Board of Trustees shall consist of six (6) Elders. 119

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 120
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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. 124
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Section 4 – Quorum

Two-thirds (2/3) of its members shall constitute a quorum of the Board. 126

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. [G-0404] 127
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Section 2 – Size

The number of members on the Diaconate shall be determined be the Session. 134

The number of members on the Session, 135

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. 137
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Section 3 – Vacancies

Vacancies occurring on the Session shall be filled at he 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. 140
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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 143
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next congregational meeting.	147
<u>Section 5 – Indemnification</u>	
DPC may indemnify any member or employee to the full extent allowed by Missouri State law against	148
any liability, judgment, fine, amount paid in settlement, costs or claim arising from service DPC or at	149
the request of DPC.	

ARTICLE VIII
NOMINATING COMMITTEE

<u>Section 1 – Members</u> [G-2.0401]	
The Nominating Committee shall consist of seven (7) members. Two (2) shall be elected by and from	150
the Session for terms of two (2) years. One of whom shall be named by the Session as Chairman. One	151
(1) shall be elected by and from the Diaconate for a term of one (1) year. Four (4) others, not serving	152
on the Session or Board of Deacons, shall be elected for terms of two (2) years, two (2 each in alternate	153
years. No member shall serve consecutive terms. The Pastor shall be an ex officio member without	154
vote. Vacancies on the committee shall be filled by Session appointment matching the vacancy.	155
<u>Section 2 – Term</u>	
The Nominating Committee shall be formed annually in the Election meeting	156
<u>Section 3 – Duties</u>	
The Nominating Committee shall meet prior to each Election Meeting in sufficient time to nominate	157
candidates for all elective DPC offices. The Committee shall not be required to nominate more	158
nominees than are needed to fill vacancies. Members of this Committee shall not be eligible for	159
nomination by the Committee to any office.	160
<u>Section 4 – Nominees</u>	
Names of candidates to be nominated by the Committee and a synopsis of their qualifications shall be	161
published at least two (2) weeks prior to the Election Meeting. Nominations made by this Committee	162
shall not preclude nominations for any office from the floor, but such nominees must assure the	163
congregation that they are willing to serve if elected.	164

ARTICLE IX
REPORTS

Each organization shall keep an accurate record of its proceedings and activities. Written annual reports	165
of all DPC organizations, Committees, Task Forces and appointed officers shall be submitted to the	166
Session no later than three (3) weeks prior to the annual Meeting, for its review and approval. A	167
summary shall be presented to the congregation in the annual Meeting, then to be filed with DPC's	168
permanent historical records.	169

ARTICLE X
AMENDMENTS

<u>Section 1 – Plurality</u>	
These Bylaws may be amended by a two-thirds (2/3) vote at any congregational meeting.	170
<u>Section 2 – Proposals</u>	
Amendments may be proposed either by the Session or by any active member. In the latter case, the	171
proposed amendment shall be signed by at least ten (10) other active members, and presented to the	172
Session, which shall review the proposal and forward it to the congregation with their recommendation.	173
<u>Section 3 – Notice</u>	
Notice of a proposed amendment, together with a synopsis of its intended effect, shall be published	174
in writing at least two (2) weeks prior to the congregational meeting at which action to amend is to be	175
taken.	176

ARTICLE XI

RULES OF ORDER

All meetings of all DPC Boards and organizations shall be conducted in accord with the most recent 177
edition of Robert's Rules of Order except in those instances where the PCUSA Book of Order provides 178
otherwise. 179

Adopted as revised 1991 180
Adopted as revised September, 2009 181
Adopted as revised June, 2012 182

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 according to the Book of Confessions and the Book of Order of the Presbyterian Church (U.S.A.) [hereafter PCUSA]. [F-1.0304]

ARTICLE II
AFFILIATION

Section 1 – Congregation

DPC. A congregation affiliated with the Presbyterian Church U.S.A. [PCUSA], shall be governed by The Scripture, the Word of God Written, as our “infallible rule of faith and practice.” [C-6.002]. The Book of Confessions and the Book of Order are standards subordinate to the Holy Scriptures to inform church/congregational governance.

Section 2 – 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. [G-1.04]

Section 2 – Board of Directors

The corporation shall be governed by a Board of Directors, which shall be the Session. [G-4.0102]

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: [G-1.0501]

- Constituting prayer 17
- Approve minutes 18
- Approve the annual report summary of all DPC organizations and Committees 19
- Receive the annual budget, including action on Pastor compensation(s). 20
- Old business if any 21
- New business 22
- Adjournment with prayer 23

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 26
- Approve minutes 27
- Receive the Nominating Committee’s report, and other nominations if any 28
- Appoint tellers, balloting, telling the vote 29
- Constitute next year’s Nominating Committee 30
- Miscellaneous business as maybe recommended by the Session 31

Adjournment with prayer 32

Section 5 – Special Meetings

Special meetings of the Congregation/Corporation shall be called by the Session or the Presbytery 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. [G-1.0501-1.0502] 33
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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. 39
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Section 7 – Officers

The Congregation/Corporation shall have the following officers: 42

The Moderator, who shall be the Pastor, to serve as the Corporation Chairman, 43

The Clerk of Session, who shall be the Corporation Secretary, 44

The DPC Treasurer, who shall serve as the Corporation Treasurer. 45

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. 46
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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. 51
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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. 54
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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. 56
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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 it by the Book of Order. 60
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Section 2 – Members

The Session shall consist of the Pastor(s) and **fifteen (15)** Elders in active service, elected, trained, examined, ordained and installed according to the Book of Order. [G-3.0201] 62
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Section 3 – Officers

The Session shall have the following officers: 64

The Moderator, who shall be the Pastor, 65

The Clerk, who shall be an Elder elected annually by the Session. 66

Section 4 – Financial Officers

a) The Financial Secretary

The Financial Secretary shall be a person appointed annually by the Session who shall 67

be responsible for receiving and recording all gifts do 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. 68
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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. 74
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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. 81
82

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. 83
84

b) All activities of all organizations, including receiving and disbursing funds, shall be subject to the Session's approval and supervision. 85
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c) The Session shall maintain the DPC rolls, receive members into DPC, and dismiss or discipline members as provided in the Book of Order. 87
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d) All DPC members appointed by the Session to any task or office shall make regular reports to the Session. 92
93

e) In addition to these powers, the Session has all other powers conferred to it in the Book of Order and to exercise such powers and do all such duties as may be done by a corporation, or as limited by law. 94
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Section 5 – Meetings

The Session shall meet at least quarterly and at other times when requested to do so by the Pastor, by any two (2) Session members **in writing** or by the Presbytery. 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. [G-3.0203] 96
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Section 6- 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 of by the Presbytery. 100
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Section 7 – 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. 102
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ARTICLE V
THE DIACONATE

Section 1 – Members

The Deacons in active service are elected, trained, examined, ordained and installed according to the Book of Order. [G-2.0202] 106
107

Section 2 – Officers

The Diaconate shall elect the following officers annually by and from the Board: 108

A Moderator, who shall preside at all Board meetings, 109

A Vice-Moderator who shall serve in the Moderator's absence or inability, 110

A Secretary who shall keep a record of all proceedings and submit minutes of each Board 111

Meeting to the Session when requested. 112

The Pastor shall be an ex officio member without vote. 113

Section 3 – Duties

Deacons shall provide a ministry of service as prescribed in the Book of Order, and shall fulfill such other duties as may be specifically delegated to them from time to time by the Session. [G-2.0202] 114
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Section 4 - Meetings

The Diaconate shall meet at least quarterly and at other times when requested to do so by an two (2) Board members, by the Pastor, or by the Session. 116
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Section 5 – Quorum

One-third (1/3) of its members shall constitute a quorum of the Board. 118

ARTICLE VI
THE BOARD OF TRUSTEES

Section 1 – Members

The Board of Trustees shall consist of six (6) Elders. 119

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. 120
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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. 124
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Section 4 – Quorum

Two-thirds (2/3) of its members shall constitute a quorum of the Board. 126

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. [G-0404] 127
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Section 2 – Size

The number of members on the Diaconate shall be determined be the Session. 134

The number of members on the Session, 135

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. 137
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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. 140
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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 143
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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 DPC or at the request of DPC.

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ARTICLE VIII
NOMINATING COMMITTEE

Section 1 – Members [G-2.0401]

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 shall be an ex officio member without vote. Vacancies on the committee shall be filled by Session appointment matching the vacancy.

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Section 2 – Term

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

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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.

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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.

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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.

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ARTICLE X
AMENDMENTS

Section 1 – Plurality

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

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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.

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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.

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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 the PCUSA Book of Order provides otherwise. 177
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Adopted as revised 1991 180
Adopted as revised September, 2009 181
Adopted as revised June, 2012 182
Adopted as revised November 2013 183
Adopted as revised January 2019 184
Adopted as revised January 2023 185