FIRST PRESBYTERIAN CHURCH of KIRKWOOD

Kirkwood, Missouri

AMENDED AND RESTATED BYLAWS

(Adopted August 28, 2022 and Amended October 13, 2024)

PURPOSE

We the members of First Presbyterian Church of Kirkwood, Missouri ("First Presbyterian Church" or the "Church"), being affiliated with and subject to the Constitution of the Presbyterian Church (U.S.A) ("the Constitution") Form of Government (hereinafter referred to by G-number), the Directory For Worship (hereinafter referred to by W-number), the Rules of Discipline and the Book of Confessions of the General Assembly, Synod of MidAmerica and the Presbytery of Giddings-Lovejoy, and a pro forma decree corporation under the laws of the State of Missouri, do hereby adopt the following Bylaws which replace completely all previous Bylaws of the First Presbyterian Church of Kirkwood.

I. THE CONGREGATION

1.1 **Members.** The basis for membership in this Congregation is prescribed in the Form of Government G-1.0402 and includes all Active Members in good and regular standing, on the Active Roll of the Church, as kept by the Session.

1.2 **Meetings.** Meetings of the Congregation of First Presbyterian Church of Kirkwood ("Congregational Meetings) should ordinarily be face-to-face. Telephone conference calls and electronic communications may, with approval of Session, be used for regular and special meetings, including voting on matters therein, unless a simple majority of the body requests a face-to-face meeting. Meetings held by conference call or electronically abide by the same policies and procedures as a face-to-face meeting.

1.3 **The Annual Congregational Meeting.** The Annual Congregational Meeting shall be held prior to the end of February in each year as determined by the Session for the purpose of reporting activities of the prior year, including financial information.

1.4 **Special Meetings**. Special Meetings of the Congregation may be called by the Session whenever deemed advisable, or under special circumstances, as set forth in G1.0501.

1.5 **Notice**. Public notice of a meeting of the Congregation and its purpose shall be published in the Church's electronic newsletter or other similar communications sent with at least 10 days

in advance. The notice of the meeting shall be announced during worship on two successive Sundays, which may include the Sunday of the meeting.

1.6 **Special Meeting for Elections.** A special meeting of the Congregation shall be called by the Session for the purpose of electing Ruling Elders to serve on Session, Deacons, members of the Pastor Nominating Committee when needed, at-large members of the Nominating Committee and at-large Trustees of the Endowment Trust, The meeting shall be called at a time that allows for adequate training and orientation of newly elected officers, generally by September. The slate of nominees to be presented by the Nominating Committee shall be published with the notification of the Special Meeting. Ordination and installation of newly elected Ruling Elders and Deacons will normally take place on one of the first two Sundays in January during a morning worship service. Ordination and installation of Ruling Elders and Deacons elected to fill vacancies during the year or for those unable to be present at the January ordination and installation may take place during any Sunday morning worship service. Service as an Elder or Deacon will begin at the time of their installation.

1.7 **Special Meeting for Terms of Call.** A Special Meeting of the Congregation shall be called prior to December 31 by the Session for the purpose of approving the Terms of Call for the Pastor and Associate Pastor(s) for the subsequent calendar year.

1.8 **The Moderator**. The Moderator of a Congregational Meeting is the Moderator of the Session, as specified here in below, or in their absence, another Moderator chosen as provided in the Constitution (G-1.0504)

1.9 **The Clerk**. The Clerk of the Session shall serve as Secretary of all Congregational Meetings. The Clerk shall record the actions of the Congregation in the minutes of the meeting. In the absence of the regular Clerk, the Congregation shall elect a substitute. (G-1.0505)

1.10 **Quorum.** One-tenth of the Active Members shall be a quorum for the transaction of business at all Congregational Meetings. Only members on the Active Roll of this Congregation are qualified to vote on matters coming before any Congregational Meeting. The vote of a majority of Active Members then present at a meeting where there is a quorum of the Congregation shall be the act of the Congregation.

1.11 **Proxy voting prohibited.** No proxy voting is allowed.

1.12 **Business.** Business to be transacted at meetings of the Congregation shall be limited to those outlined in G-1.0503.

II. THE SESSION (G-3.02)

2.1 **Members of the Session**. The Congregation shall be ruled and governed by the Session, consisting of the Pastor, Associate Pastor(s), and Ruling Elders, ordained and installed, as required by the Constitution. (G-3.0201, W-4.04) Ruling Elders will number

1. no fewer than ten (10) and no more than twenty-two (22) in the calendar year 2023
2. no fewer than ten (10) and no more than eighteen (18) in the calendar year 2024 and subsequent years

2.2 **Ruling Elders.** Ruling Elders in active service on the Session shall also constitute the Trustees of the First Presbyterian Church and shall have the powers stated in G-4.0101.

2.3 **Election.** Ruling Elders shall be elected by the Congregation at a Special Meeting called for that purpose. Nominations for Ruling Elders shall be made to the Congregation by the Nominating Committee in accordance with 4.3a herein (G-2.0401).

2.4 **Terms.** The Session shall be divided into three classes of an approximately equal number of Ruling Elders in each class. Each class shall be elected for a term of three years. Persons may be elected to the Session for two (2) consecutive terms. No Ruling Elder shall serve for consecutive terms, either full or partial, aggregating more than six (6) years, and a Ruling Elder who has served six consecutive years shall be ineligible for election to the Session for at least one year. (G-2.0404). The election, ordination, and installation of Ruling Elders shall be in accordance with G-2.0404, W-4.04 of the Constitution and any amendments thereto.

2.5 **Responsibilities.** The Session is responsible for the mission and government of the First Presbyterian Church and the direction of its boards, committees, and organizations. General responsibilities of the Session are set forth in G-3.0201.

2.6 **Regular Meetings.** The Session shall hold stated meetings at least six times per year. Meetings of the Session should ordinarily be face-to-face. Telephone conference calls and electronic communications may, with approval of the Moderator and Clerk, be used for regular and special meetings, including voting on matters therein, unless a simple majority of the body requests a face-to-face meeting. Meetings held by conference call or electronically abide by the same policies and procedures as a face-to-face meeting,

2.7 **Special Meetings.** The Moderator shall call a Special Meeting when they deem necessary or when requested in writing by any two members of the Session. The business to be transacted at Special Meetings shall be limited to items specifically listed in the call for the meeting. The Session shall also meet when directed by presbytery. Notice for special meetings must be at least 48 hours in advance of the meeting.

2.8 **Quorum.** A quorum of the Session shall be the pastor or other presiding officer, and a majority of the Ruling Elders, except for the reception of members, when the quorum shall be the Moderator and two members of the Session. (G-3.0203). The vote of a majority of Ruling Elders then present at a meeting where there is a quorum of the Session shall be the act of the Session.

2.9 **Proxy voting prohibited**. No proxy voting is allowed.

2.10 **Action without Meeting.** The Session may take an Action Without Meeting after notice is provide to all members of the Session, provided that at 80% of the members consent

in writing to the adoption of a resolution being proposed. Notice of the proposed Action without Meeting shall be given in writing and sent in the manner customary for meeting notices, such as email. The notice of the proposed Action without Meeting shall specify the action that the Session proposes to take. The resolution and written consents shall be filed with the minutes of the Session.

2.11 **Terms of Call Review**. The Session shall, each year prior to a special Congregational Meeting in the fall, review the Terms of Call of the Pastor and Associate Pastors. Any changes in Terms of Call for the Pastor and Associate Pastors shall be approved by the Session for recommendation to the Congregation for approval at a Special Congregational Meeting in the fall. The Session or a designated committee of the Session shall review the adequacy of compensation for all other staff prior to the end of the year and approve changes for the following year.

2.12 **Powers**. The Session has all the powers conferred by Form of Government and amendments thereto of the Constitution, which is hereby made a part hereof as completely as if herein set out. In the event there is an inconsistency between these Bylaws and the Constitution, the Constitution will prevail.

III. OFFICERS

2.1 **Moderator.** The pastor of the Congregation shall be the Moderator of the Session. The Moderator duties are prescribed in G-3.0104.

2.2 **Clerk.** The Session shall elect a Ruling Elder to be the Clerk of the Session annually, who shall prepare the minutes of meetings of the Session and the Congregation, authenticate the records of the corporation, and perform the duties as prescribed in G-3.0104. No Clerk will serve more than ten (10) consecutive annual terms. A Clerk who has served ten years in aggregate will be ineligible to serve as Clerk again for at least three (3) years. Unless the Clerk is serving as a Ruling Elder nominated and elected in accordance with Section II, they shall be a nonvoting member of Session and not be counted in the total number of members of the Session.

2.3 **Officers.** The Session, in its role as the Trustees of the corporation, shall elect annually from their membership a President, Secretary and Treasurer of the corporation who shall be authorized to sign documents related to legal and property matters. The nomination, election, and terms of office of each elder shall conform to the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Missouri. Officers will be nominated by the Nominating Committee. Each of these officers will serve an annual term and may not serve more than six (6) consecutive terms.

a. The President shall have and exercise duties as may be assigned to them by the Session.

b. The Treasurer shall exercise oversight over the financial affairs of the Church and shall have and exercise duties as may be assigned to them by the Session.

c. The Clerk shall be the Secretary of Trustees of the Corporation and shall have oversight of such documents as the Session may determine and shall have and exercise duties as may be assigned to them by the Session.

IV. COMMITTEES

4.1 **Committees.** The Session may establish such standing committees and special committees as are appropriate and necessary for the carrying out of its responsibilities. Each Session Committee must have a least two (2) Ruling Elders. Duties for Committees shall be determined through Committee Charters ratified by the Session. The Chairs and membership of the committees will be determined annually by the Moderator and Clerk, unless otherwise stated below, and will be approved by the Session.

4.2 **The Executive Committee**. The Executive Committee shall be comprised of the President, Treasurer, the Clerk and the Moderator. The Executive Committee shall possess and may exercise all powers of the Session in the intervals between regular meetings of the Session when as determined by the Moderator immediate Session action is required before a Special Meeting can be called or when a quorum of the Session cannot be attained for the purposes of a Special Meeting. Notice of an Executive Committee meeting shall be communicated at least 24 hours in advance. However, an Executive Committee member may waive notice of a meeting by attending the meeting or in writing. The Moderator and three (3) members of the Executive Committee shall constitute a quorum to transact business at a meeting, which may be held electronically in the manner described for the Session. The vote of a majority of Executive Committee members present at meeting at which there is a quorum shall be the act of the Executive Committee. All decisions of the Executive Committee require presentation to the Session.

4.3 **The Nominating Committee.** The Church will establish the Nominating Committee.

a. The Nominating Committee shall offer nominations for all Church positions to be elected by the Congregation, but full opportunity shall always be accorded at the Congregational Meeting for nominations by an eligible voter from the floor, with prior consent of the nominee. These nominations include Ruling Elders on the Session, Deacons, members of the Pastor Nominating Committee when needed, at-large members of the Nominating Committee and at-large Trustees of the Endowment Trust.
b. The Nominating Committee shall offer nominations for all positions to be elected by the Session, but full opportunity shall always be accorded at the Session meeting for nominations by a Ruling Elder from the floor, with prior consent of the nominee. These nominations include the Ruling Elder representatives on the Endowment

Trust board, the Ruling Elder representatives on the Nominating Committee, including the chair, officers of Trustees of the First Presbyterian Church and the Clerk.

c. The Nominating Committee shall, as far as possible, see that all nominees are informed as to the duties of their offices and determine if they will serve if elected.
d. The Nominating Committee shall be comprised of seven (7) Active Members of the First Presbyterian Church who will serve a one-year term. Two (2) members of this committee shall be designated by and from the Session, one (1) of whom shall be named by the Session as Chair. One (1) member of this committee shall be designated by and from the Board of Deacons. Four (4) members of the Nominating Committee (none of whom may be in active service
on either the Session or the Deacons) shall represent the congregation-at-large. Members of the committee shall be elected for a one (1) year term and shall represent the congregation-at-large. In addition, the pastor shall be a member of this committee ex officio but without vote. (G-2.0401).

4.4 The Session may also establish Volunteer Committees to assist the Church in fulfilling its mission. Each Volunteer Committee must have one Ruling Elder to serve as a liaison to the Session. The duties of a Volunteer Committee will be set out in a charter approved by the Session.

4.5 No committee member shall serve for consecutive annual terms aggregating more than six (6) years on the same committee. A committee member who has served for six consecutive years on the same committee shall not be eligible for that committee for at least one year.

V. BOARD OF DEACONS (G.202)

5.1 **Membership.** The Board of Deacons shall consist of the members of the pastoral staff (as advisory members), and will number:

a. no fewer than ten (10) and no more than twenty-two (22) in the calendar year 2023
b. no fewer than ten (10) and no more than eighteen (18) in the calendar year 2024 and subsequent years.

Deacons shall be elected by the Congregation to perform the duties enumerated below.

5.2 **Terms**. The Board of Deacons shall be divided into three classes of an approximately equal number of Deacons in each class. Each class shall be elected for a term of three years. No Deacon shall serve for consecutive terms, either full or partial, aggregating more than six (6) years and a Deacon who has served six consecutive years shall be ineligible for election to the Board of Deacons for at least one year. (G.2.0404) The election, ordination, and installation of Deacons shall be in accordance with G-2.0404, W-4.04 of the Constitution and any amendments thereto.

5.3 **Meetings.** The Deacons shall hold regular meetings at least quarterly. Meetings of the Board of Deacons should ordinarily be face-to-face. Telephone conference calls and electronic communications may, with approval of the Moderator and pastoral staff, be used for regular and special meetings, including voting on matters therein, unless a simple majority of the body requests a face-to-face meeting. Meetings held by conference call or electronically abide by the same policies and procedures as a face-to-face meeting.

5.4 **Special Meetings**. The Moderator may call a special meeting to be held with at least 48 hours advance notice.

5.5 **Officers**. The Board of Deacons shall have the following officers: Moderator, Vice Moderator and Secretary-Treasurer, to be elected annually by the Board of Deacons. The Moderator shall lead the Board of Deacons in performing its duties and responsibilities. In the absence or disability of the Moderator, the Vice Moderator shall perform the duties of the Moderator. The Secretary-Treasurer shall keep records of the Board of Deacon's proceedings and submit them regularly, but at least annually, to the Session.

5.6 **Responsibilities.** The ministry of the Deacons is one of compassion, witness, and service, sharing in the redeeming love of Jesus Christ as stated at G-0201. Duties for the Board of Deacon shall be determined through the Deacon's Charter ratified by the Session.

5.7 **Committees.** The Board of Deacons may organize committees to accomplish the foregoing duties. Committee membership will include at least one Deacon and may include other members of the Church who are not Deacons. The Deacons will establish term limits and other membership requirements as they deem necessary.

5.8 **Meeting with the Session**. The Board of Deacons and Session shall meet at least annually to confer on matters of common interest.

VI. FINANCIAL ADMINISTRATION

6.1 **Fiscal Year.** The fiscal year of First Presbyterian Church of Kirkwood shall be January 1 to December 31.

6.2 **Annual Budget**. The Annual Budget shall be prepared and approved by the Session and presented to the Congregation for information. The monies required in the budget shall be raised under the direction of the Session. (G-3.0113)

6.3 **Oversight**. A full financial review of all financial books and records shall be conducted every year by a public accountant or committee of members versed in accounting procedures. Reviewers should not be related to the treasurer(s). Terminology in this section is meant to provide general guidance and is not intended to require or not require specific audit procedures or practices as understood within the professional accounting community. (G-3.0113)

6.4 Financial procedures as dictated by the Constitution shall be followed. (G3.0205)

VII. PASTOR NOMINATING COMMITTEE

The nomination for pastors shall be left to a committee, to be known as the Pastor Nominating Committee. The Session shall instruct the Nominating Committee to submit a slate of nominees for the Pastor Nominating Committee, to be presented to the Congregation. The Pastor Nominating Committees shall consist of no fewer than seven (7) or more than nine (9) members elected from the Congregation. It shall be so constituted that in its membership it shall give fair representation of the male and female members of all ages, and of all racial and ethnic groups~~,~~ of the Congregation. It shall elect its own presiding officer and other desired officers. The calling and installation of ministers is set forth in G-2.08.

VIII. USE OF CHURCH PROPERTY

8.1 The use of Church property for weddings and funerals shall be open to members as well as non-members of First Presbyterian Church of Kirkwood, subject to Session's approval.

8.2 Use of the property by organizations or individuals, not part of First Presbyterian Church of Kirkwood, shall be subject to the approval of the Session.

8.3 A donation to defray costs incurred by the use of the facilities shall be paid according to a schedule determined by the Session.

IX. CONFLICTS OF INTEREST

9.1 **Conflict of Interest Transaction**. A conflict-of-interest transaction is a transaction with the Church in which a Session Member has a material interest.

9.2 **Session Member Duty to Disclose.** In connection with any actual or possible conflict of interest, a Ruling Elder or Pastor or Associate Pastor ("Session Members") must disclose the existence of potential conflict of interests arising from a financial interest in a party engaging in a transaction, agreement or arrangement with the Church. The Session Member should disclose all material facts to the Session. Such disclosure shall be made prior to the Church engaging in any transaction, agreement or arrangement in which any actual or possible conflict of interest with the Session Member exists; provided, however, that if any actual or possible conflict interest arises after the Church has engaged in a transaction, agreement or arrangement, such disclosure shall be made when the Session Member first learns of the actual possible conflict of interest.

9.3 **Approving Session Member's conflict of interest.** A transaction in which a Session Member has a conflict of interest may be approved in advance by the majority vote of the Session or a committee of the Session if:

a. The material facts of the transaction and the Session Member's interest are disclosed or known to the Session or committee of the Session; and

b. The Session Members approving the transaction in good faith reasonably believe that the transaction is not unfair to the Church. In determining fairness, the Session, or any committee thereof, shall determine whether the Church can obtain with reasonable efforts a more advantageous transaction, agreement, or arrangement from a person or entity that would not give rise to a conflict of interest.

c. A majority of the Session Members on the Session who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, and a quorum is present for the purpose of taking action under this section.

X. AMENDMENTS TO BYLAWS

10.1 The Session shall review these Bylaws whenever the Constitution is amended and at least once every three years. These Bylaws may be amended from time to time by a majority vote of the Congregation, under the following procedures:

a. Proposed amendments shall be recommended by the Session at least one month prior to a Congregational Meeting and shall be published in the Church's electronic newsletter at least two weeks prior to the meeting.

b. Proposed amendments by members of the Congregation must be made to the Session for its consideration at least two months prior to the Congregational Meeting. Any proposed amendment by the membership must be signed by at least ten (10) Active Members before presentation to the Session.

10.2 Any provision of these Bylaws may be temporarily suspended by the Congregation on motion to suspend the rules and approval by a majority present. These Bylaws may be altered, amended or repealed and any Annual Meeting or Special Meeting called for that purpose, provided conditions in paragraph 9.1. of this section have been met. However, sections of these Bylaws derived from the Constitution cannot be permanently nullified.

10.3 It is understood that the above and foregoing Bylaws are to be construed and interpreted in harmony with the Constitution and other controlling law of the General Assembly and the Presbytery of Giddings-Lovejoy of the Presbyterian Church (U.S.A.).