

BY-LAWS
of
THE UNITED PRESBYTERIAN CHURCH
Wood River, Illinois

DECLARATION

~~The Merged Church is the continuation and successor of both First Presbyterian Church of Roxana and First Presbyterian Church of Wood River, particular churches of the Presbytery of Giddings-Lovejoy and of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.) These churches pursuant to approval granted by the Presbytery of Giddings-Lovejoy on January 1, 1995, merged and became one church, known as "The United Presbyterian Church". The United Presbyterian Church acknowledges itself to be a particular church of the Presbyterian Church (U.S.A.) and of the Presbytery of Giddings-Lovejoy, and subject to and bound by the Constitution of the Presbyterian Church (U.S.A.), consisting of the Book of Confessions and Book of Order.~~

STATEMENT OF MISSION

~~The United Presbyterian Church upholds, as did its predecessors, First Presbyterian Church of Roxana and First Presbyterian Church of Wood River, the fulfillment of the mission of the church universal, to be found in the incarnation of God in the life, death and resurrection of Jesus Christ. We at The United Presbyterian Church are believers devoted to a lifetime of discipleship, worship, education, and service to Jesus Christ. Rooted in Faith. Responding through Mission. Rejoicing in God's Love.~~

ARTICLE ONE - MEETINGS OF THE CONGREGATION

Section 1.01 - Members

The congregation is made up of all members on the active roll of the church. All such members who are present at a congregational meeting are entitled to vote. No voting by proxy is permitted. All congregational meetings may deal with both "corporate" and "ecclesiastical" matters.

Section 1.02 - Notice

Public notice of the time and place of all meetings of the congregation and of the purpose of all meetings except the annual meetings of the congregation (as to which it shall be sufficient to state, in the notice, that it is the annual meeting).

Notice shall be given orally or in writing during each morning worship service on the two (2) successive Sundays, immediately prior to the time at which the meeting is to

be held, that is, the meeting may be convened immediately following the last notice given on the second Sunday, except in ~~the case of meetings the purpose of which requires additional advance or other notice under the Book of Order, such as in the case of calling of pastors, as to which at least ten (10) days notice, as well as public notice on two (2) successive Sundays is required. (cf. G-14.0502, Book of Order, 1993-1994).~~

Section 1.03 - Quorum

A quorum shall consist of one-tenth of the active membership. ~~, and this amount shall not be made smaller, by amendment or otherwise, unless the congregation shall have previously obtained consent thereto from Presbytery for a smaller fraction as quorum, as provided in the Book of Order.~~ No meeting of fewer than three (3) members shall be considered a congregational meeting.

Section 1.04 - Meeting May be Postponed if Session Members Predominate

Notwithstanding the presence of a quorum, if, of those active members in attendance, fewer than half are members not then actively serving as elders, then, on the motion of any member attending calling attention to this fact, the meeting shall be postponed and adjourned until the Sunday immediately following, or until such further day as a meeting can be held consisting of members at least one-half of whom are not then actively serving as elders, but not more than one postponement shall be made on this ground alone. If no such motion is made, the meeting shall continue to conduct its business until and unless such a motion is made.

Section 1.05 - Presiding Officers

- (A) The **installed** pastor shall be the moderator of all meetings of the congregation. If the church has co-pastors, they shall, when present, alternately preside at meetings of the congregation. When the church is without a pastor, the moderator of the Session appointed by the Presbytery shall preside at all meetings of the congregation. If it is impractical for the pastor or the moderator of the Session appointed by the Presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of the Presbytery to preside. ~~When this is not expedient, and when both the pastor or the moderator of the Session concur, a member of the Session may be invited to preside.~~
- (B) The Clerk of the Session shall be secretary of **the all meetings** of the congregation. If the Clerk is unable to serve, the congregation shall elect a secretary **for that meeting**. The minutes of each meeting of the congregation shall be attested by the moderator and the secretary and shall be entered in the Minute Book of the Session.

- (C) Since a minister/moderator is not a member of the congregation, she or he may not vote in the meeting of the congregation. When there is a tie vote, ~~a minister~~ the moderator presiding shall put the question a second time. If there is a tie vote again, the motion is lost.

Section 1.06 - Call of Meetings of the Congregation

Except as otherwise provided herein, meetings of the congregation shall be held upon the call (1) of the Session whenever it deems such a meeting is necessary; (2) by the Presbytery whenever it deems such a meeting is necessary, or (3) by the Session when requested in writing by one-fourth of the members of the active role of the church congregation. The call shall provide for the date, time and place of the meeting, and, except in the case of an annual meeting, the purpose thereof, that is, the business to which the meeting is limited, which may be for any or all of the purposes appropriate to an annual meeting, and, further, for the method or methods of giving notice to the members. Unless otherwise specified in the call of the meeting, meetings of the congregation shall be held at the principal regular place of worship of the congregation.

Section 1.07 - Time and Place of Annual Meetings of the Congregation

Unless otherwise provided by the Session, the called meeting of the congregation for the purpose of electing officers shall be immediately following worship service on ~~the first~~ a Sunday in November in each year, ~~beginning in 1995,~~ at the principal regular place of worship of the congregation. An annual meeting shall be held on one Sunday during January ~~before the end of February~~ to receive annual reports and conduct any other business appropriate to an annual meeting. Annual meetings held at such time and place require no special call, but notice shall be given thereof as provided herein above.

Section 1.08 - Business to Come Before Annual Meeting in January

At the annual meeting of the congregation any proper business may be brought before the meeting. This includes hearing reports of the Session along with plans for the coming year, hearing reports from the Board of Deacons or other organizations of the church, if any there be, and transacting other business as is appropriate. The annual meeting of the congregation shall review the adequacy of the compensation of the pastor or pastors upon report of the prior review by the Session.

Congregational Business in General: Business to be transacted at meetings of the congregation shall include and is limited to the following:

- (1) Matters relating to the election of officers, if any there be;
- (2) Matters related to the calling of a pastor, co-pastor, or associate

pastors;

- (3) Matters related to the pastoral relationship, such as changing the call, or requesting or consenting or declining to consent to dissolution;
- (4) Matters relating to buying, mortgaging or selling real property;
- (5) Matters relating to permissive powers of the congregation, such as emendations of, additions to or deletions from these Bylaws or the adoption of new or restated Bylaws.
- (6) Matters relating to the request of Presbytery to grant an exemption on the terms of service for ruling elders and deacons, as permitted in this Constitution (G-2.0404).

Section 1.09 - Business before Special Meetings

The business before special meetings of the congregation shall be limited to items specifically listed in the call for the meeting

Section 1.10 - Nominating Committee

Nominations shall be made in accordance with the Book of Order (G-14.0201b) which states as follows: **of ruling elders, deacons and nominating committee members shall express the diversity of the congregation's membership.**

~~At least~~ **Two** members of this committee shall be **ruling** elders designated by the session, one of whom shall be currently on the session. ~~and These ruling elders shall serve as co-moderators of the committee.~~ ~~At least One~~ member of this committee shall be designated by and from the ~~board~~ **council** of deacons, ~~if the church has deacons.~~ **Four** ~~Other~~ members of the committee, **none of whom may be in active service on the session or on the council of deacons,** ~~in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be nominated by the committee and elected~~ **chosen** by the congregation. ~~or by such organizations within the church as the congregation may designate, none of whom may be in active service on the session or in active service on the board of deacons.~~ The pastor shall be a member of this committee, serving ex officio and without vote. The nominating committee shall be ~~chosen~~ **elected** annually and no member of the committee shall serve more than three years consecutively.

Section 1.11 - Election of Officers

At the called meeting of the congregation, in November, the congregation shall

receive names of those nominated by the Nominating Committee as ruling elders, deacons, and at-large members of the Nominating Committee ~~nominate~~ and elect them at the ~~called meeting of the congregation, in November,~~ officers to succeed those whose terms are about to expire. ~~and~~ They shall also, at special meetings called for the purpose, elect officers to fill vacancies ~~that may exist~~ on the governing ~~boards~~ **councils**. In order that each officer elected truly represents majority support of the congregation, each officer shall be elected by a majority of those **active members** present and voting (and not simply by a plurality) at a meeting at which a quorum is present. Voting shall continue until such a majority is secured for each seat to be filled. The total votes for each candidate shall be announced to the congregation, so that those voting, in a contested election, may consider any apparently emerging consensus. Unless all the vacancies are filled at once, then, as the voting proceeds, additional nominations shall be permitted for each vacancy to be filled. Those nominated shall have indicated in advance, in writing or otherwise, to those presenting their nomination, their willingness to serve if elected. While it is always in order to receive nominations from the floor, those nominated from the floor must have indicated **in advance** their willingness to serve ~~in advance~~ **and be trained**.

Section 1.12 - Pastoral Nominating Committee

A Pastoral Nominating Committee is to be elected by the congregation pursuant to the Book of Order (~~G-14.0502~~ **G-2.0802**). “The Session shall call a congregational meeting to elect a **pastor** nominating committee ~~which~~ **that** shall be representative of the whole congregation.” The Session shall **may** establish guidelines for the composition of this committee. **The committee’s duty shall be to nominate a pastor for election by the congregation.**

ARTICLE TWO - THE SESSION

Section 2.01 - Members of the Session

The Session **is the ruling council for the congregation and** shall consist of the **installed** pastor or co-pastors, ~~and~~ any associate pastors, and the **ruling elders** in active service. All members of the Session, including the pastor, co-pastors and associate pastors, are entitled to vote. In addition, staff members, at the discretion of the Session, may be requested to attend Session meetings if it is determined that their presence will enhance the ministry and work of the church. Staff members will have voice when attending meetings.

Section 2.02 - Number and Classes of **Ruling Elders in Active Service**

The ~~Elder members~~ **Council** of the Session of The United Presbyterian Church shall ~~at the time of the merger, consist of all those Elders then serving actively as members of the Session of either of the merging churches, a total of 24 (12 from each merging church.)~~ At the annual meeting to be held hereafter, beginning in November,

~~1995, the congregation shall elect four (4) elders in place of those whose terms are about to expire, so that the number of actively serving Elders shall fall from 24 to 20 to 16 to 12 over the succeeding three (3) years, and shall remain at consist of twelve (12) members thereafter. Four ruling elders shall be elected each year to serve for a term of three (3) years in place of those whose terms are about to expire. and until their successors are elected and qualified, and Ruling elders are eligible for re-election to a consecutive three (3) year term. provided that their fully serving the term to which re-elected will not violate the constitutional prohibition against serving consecutive terms, either full or partial, aggregating However, no ruling elder shall be eligible to serve more than six (6) years, and a ruling elder who has served six (6) consecutive years shall be ineligible for election to the same council for at least one (1) year. on the same governing board (cf. G-14.0200 (G-2.0404, Book of Order, 2011-2013). As The United Presbyterian Church is deemed to be a continuation of both the merging churches, this constitutional prohibition shall be deemed to be effective with respect to Elders previously serving actively on the Session of either of the merging churches. Except as provided hereinabove, or as otherwise necessary to fill vacancies, one-third of the Elders shall be elected in each year.~~

Section 2.03 - Powers and Duties of the Session

The powers and duties of the Session are as specified in the Book of Order, and especially as set forth in “Chapter X. especially G-3.0201”The Session” of the Form of Government, as well as these By-laws.

Section 2.04 - Meetings of the Session

Stated meetings shall be held no less frequently than once every calendar quarter upon such reasonable notice. Special meetings of the Session may be held upon the call of ~~the Session or the pastor~~ moderator, when he or she judges it necessary, and shall be called by the pastor moderator on written request of any two (2) members of the Session. The Session shall also meet when directed to do so by Presbytery. Ordinarily, at least three (3) days notice shall be given of all special meetings except when only routine business is to be transacted. A quorum of the Session is the pastor moderator or other presiding officer and one-third of the elders, but no fewer than two (2), except for the reception and dismissal dismissal of members, when the quorum shall be the moderator and two (2) members of the Session; provided, however, that the Session, by ordinary resolution, may from time to time fix its own quorum at any higher number or percentage for any category or kind of business to be transacted, or for meetings generally.

Section 2.05 - Officers

- (A) The Pastor shall be the moderator of the Session. At such time as there may be co-pastors, they shall, when present, alternately preside in the

Session. The moderator possesses the authority necessary for preserving order and for conducting efficiently the business of the Session. He or she shall convene and adjourn the Session in accordance with its own action. **The session shall not meet without the pastor or designated moderator.**

- (B) The Clerk of the Session shall be an Elder elected by the Session for such term as it may determine. The Clerk need not be an Elder presently in active service as a member of the Session. The Clerk shall keep the minutes of the Session and make recommendations to the Session for the permanent safekeeping of the records of the Session, the congregation and other organizations of the church. As minutes and all other official records of the Session are the property in perpetuity of the Session or its successors, the minutes and records ~~of the merging churches~~ shall be kept by the Session ~~of The United Presbyterian Church~~, or, if no longer required for frequent reference, they shall be deposited for **permanent** safekeeping as provided in ~~G-9.0406~~ **G-3.0107** of the Book of Order, Form of Government.
- (C) The Session shall annually elect a Treasurer, whose work shall be supervised by the Session. Those in charge of the various funds of the church shall report at least annually to the Session or to the Treasurer, as directed by the Session, and more often when requested. At least the minimum standards of financial procedure required by the Book of Order ~~G-10.0400~~, shall be observed, and such additional standards and procedures as the Session may require or the Treasurer may recommend shall also be observed.
- (D) All ~~Chairs~~ **Moderators** of Standing Committees shall be members of the Session.
- (E) If an Elder has missed three (3) successive meetings of the Session without an acceptable excuse by that ~~Board~~ **council**, the congregation may on recommendation from the ~~Board~~ **council** declare the position vacant and elect another person to fill the unexpired term.
- (F) The Session is responsible for **providing** ~~instructing~~ **instruction**, ~~examining~~ **examination** and ~~approving~~ **approval** of new Elders. (See ~~G-14.0205~~ **G-2.0402**).

ARTICLE THREE - OTHER MATTERS

Section 3.01 – History of The United Presbyterian Church

The United Presbyterian Church is the continuation and successor of both First Presbyterian Church of Roxana and First Presbyterian Church of Wood River, particular churches of the Presbytery of Giddings-Lovejoy and of the Presbyterian

Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.) These churches, pursuant to approval granted by the Presbytery of Giddings-Lovejoy on January 1, 1995, merged and became one church, known as “The United Presbyterian Church”. ~~The United Presbyterian Church acknowledges itself to be a particular church of the Presbyterian Church (U.S.A.) and of the Presbytery of Giddings-Lovejoy, and subject to and bound by the Constitution of the Presbyterian Church (U.S.A.), consisting of the Book of Confessions and Book of Order.~~

At the time of the merger, the Session consisted of all Elders then serving actively as members of the Sessions of the merging churches, a total of 24 (12 from each merging church). From the year 1995 – 1998, the number of actively serving Elders was reduced from 24 to 12. In the same way, the members of the Board of Deacons started at 24 from the merging churches and were reduced to 12 over the same 3-year period.

Declaration of Trust

All the property heretofore held or received by ~~either of the merging churches or hereinafter acquired by~~ The United Presbyterian Church, whether legal title is lodged in a corporation, a trustee or trustees, or an unincorporated association, and whether the property is used in programs of The United Presbyterian Church or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.).

Section 3.02 - Deacons

The ~~members of the Board~~ **Council** of Deacons of The United Presbyterian Church shall ~~be the members of the respective Boards of Deacons of the merging churches on the date of the union~~ **consist of twelve (12) members**. Each year thereafter ~~the congregation will elect four (4) deacons and the Board of Deacons will be reduced from 24 to 20 to 16 to 12 over the succeeding three (3) years and shall remain at 12 members.~~ **Four (4) deacons shall be elected to serve for a term of three (3) years in place of those whose terms are about to expire. Deacons are eligible for re-election to a consecutive three (3) year term. However, no deacon shall be eligible to serve more than six (6) years, and a deacon who has served six (6) consecutive years shall be ineligible for election to the same council for at least one (1) year (cf. G-2.0404)**

Section 3.03 - Corporation to Hold Property

~~Whereas, both the merging churches had created property holding, non-profit corporations under applicable provisions of the laws of the State of Illinois, and all title to real estate held by either merging congregation either is or should be vested in a property holding corporation of the merging churches, and Sessions of the merging churches and the congregations of the merging churches shall act to merge said property holding corporations, and the corporation of The United Presbyterian Church shall be the surviving corporation, carrying forward all right, title and interest in any property, real or personal or chooses inaction, and wheresoever located at either~~

church, and subject to all liabilities responsibilities or duties of either church or of their respective corporations. The governing body of the surviving corporation shall be the Session of the merged church and the members of the corporation of the surviving corporation shall be the active members of the congregation of the merged church, namely "The United Presbyterian Church", until other provision shall be made by amendment to these Bylaws, but in no case shall the governing body of such corporation deviate from policies and rules required of it by the Session of The United Presbyterian Church. — The active members of the congregation of The United Presbyterian Church have created a property-holding, non-profit corporation under applicable provisions of the laws of the State of Illinois formed and maintained as "The United Presbyterian Church". The corporation so formed, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided that in buying, selling and mortgaging real property, the trustees shall act only after approval of the congregation, granted in a duly constituted meeting; to accept and execute deeds of title to such property; to hold and defend title to such property; and to manage any permanent special funds for the furtherance of the purposes of the congregation, all subject to the authority of the Session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.). All active members are the members of said corporation, until other provision shall be made by amendment to these Bylaws, but in no case shall the governing body of such corporation deviate from policies and rules required of it by the Session of The United Presbyterian Church. Those persons elected Elders shall be considered to be elected as Corporate Trustees with the Chair Co-moderators of the Administrative Committee to be considered Presidents of the Corporation, the Treasurer as Treasurer, and the Clerk as Secretary.

Section 3.04 - Amendments to the Bylaws

Amendments to the Bylaws, deletions from or additions to the Bylaws and the adoption of new or restated Bylaws may be made by a vote of a majority of a quorum of the members of The United Presbyterian Church, meeting on no less notice than that required for the election and call of a pastor, provided that the exact terms and provisions of any such proposed change shall be distributed with the notice of the meeting. Proposals for such amendments or changes may be made by the Session or by petition signed by one-tenth of the active members and submitted to the Session, which shall then call a meeting of the congregation to consider adoption of such proposals.

Section 3.05 - Initial Adoption of these Bylaws, Effective Date of These By-laws

~~These Bylaws shall be presented to the Session of The United Presbyterian Church, and following approval of the Session, shall be presented to the congregation of The United Presbyterian Church for adoption. Upon approval of a simple majority of a quorum of the congregation, and upon receiving such congregational approval they shall become effective.~~ These Bylaws shall become effective immediately upon the approval of a simple majority vote of the congregation of The United Presbyterian Church.

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