

GRACE CHURCH ELIZABETHTOWN BYLAWS

With 2011 Amendments

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THESE BYLAWS ARE SUBJECT TO ARBITRATION PURSUANT TO THE KY
ARBITRATION ACT, WITH THE ARBITRATER BEING THE PRESBYTERY
IN WHICH GRACE CHURCH ELIZABETHTOWN PCA IS A MEMBER

1. Name

The name by which this organization shall be known in law shall be "Grace Church Elizabethtown," referred to herein as "the church."

2. Constitution

The Constitution of the church, which is subject to and subordinate to the Scriptures of the Old and New Testaments, the inerrant Word of God, consists of its doctrinal standards set forth in the Westminster Confession of Faith, together with the Larger and Shorter Catechisms, and the Book of Church Order of the Presbyterian Church in America ("BCO")¹, comprising the Form of Government, the Rules of Discipline, and the Directory for Worship (see BCO Preface §III). Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control (see BCO §11-4; 25-7).²

¹ The Book of Church Order referred to includes all amendments approved up to and including those made at the 35th General Assembly which met in June, 2007. All references are to that document, as amended.

² These bylaws are designed to supplement the Constitution of the church, especially our Book of Church Order (BCO). When needed to provide an understandable framework, these bylaws will actually duplicate or repeat what is stated in the BCO. In many places, these bylaws go beyond the BCO and address issues that are not adequately covered elsewhere. To avoid repeating the entire BCO, however, these bylaws do not cover every issue addressed in the BCO. Therefore, these bylaws may not serve as a substitute for BCO, which should still be consulted when questions arise about church government. To facilitate cross-referencing between these two documents, these bylaws contain numerous citations to related sections of the BCO.

3. Organization and Incorporation

The church shall be organized as a nonprofit corporation under the laws of the Commonwealth of Kentucky (see BCO §25-7).

4. Purpose and Limitations

The purposes of the church are:

- a. To bring glory and honor to the Triune God by promoting true worship, mutual edification, and gospel witness;
- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities (see BCO §25-7).
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

5. Location of Office

The registered office of the church shall be located within Kentucky at the address of the church's registered agent. The Board of Directors or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

6. Membership

- a. The membership shall consist of all communing and non-communing members, all of whom have the privilege of pastoral oversight, instruction, and government by the church (see BCO §6). Communing members are those who have made a profession of faith in Christ, have been baptized, and have been admitted by the Session to the Lord's table as provided in Bylaw §6.b (see BCO §25-7). Non-communing members are the children of communing members (see BCO §§6-1; 28-5).
- b. A person may be received into communing membership by a letter of transfer from

another church of like faith and practice approved by the Session, by reaffirmation of faith, or by confession of faith. In order to be received into communing membership, a person must also complete the membership course, submit a Membership Application, sign a Membership Commitment, and be accepted by the Session.

- c. All communing members in good standing in the church shall be voting members (see BCO §24.3, 25-1). ("Good standing" means that a member is not presently under the censure of suspension or deposition.) Any voting member in attendance at a duly called meeting shall be entitled to one vote on matters brought before the congregation (see BCO §§6-4; 24-3; 25-1). Voting by proxy shall not be permitted. The pastor is not a member of the congregation and therefore is not entitled to vote.
- d. Members may be removed from membership at their own request by informing the Session of their intention to withdraw and the reasons therefore (see BCO §38-3). If a member requests to withdraw because of specific problems or disappointments with the church, the Session shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Session is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Session that a member has requested removal merely to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded (see Matt. 18:12-20; BCO §§38-3; Bylaw §16).
- e. Members may also be removed from membership by order of the Session when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; unite with a church of another denomination; cannot be found for a period greater than two years; or are removed by excommunication for persistent impenitence (see BCO §38.3b, 38.4). Non-communing members may be removed from membership with their parents or when they reject the covenantal responsibility of submission to home or church and neglect the ongoing exhortation of the Session to profess faith in Christ (see BCO §28).

7. Ruling Elders and Deacons

- a. Ruling elders and deacons must be male voting members (see BCO §§7-2). In order to be eligible for election, a man shall satisfy the qualifications set forth in Scripture (see 1 Tim. 3:1-7; Titus 1:6-9; BCO §§8-1, 2; 9; 24-1). In order to be installed as an officer, the candidate shall also have been a member in good standing in the church for at least one year, shall have received the appropriate training under the direction or with the approval of the Session, and shall have served the church in functions requiring responsible leadership (see BCO §§16; 17).
- b. Ruling elders, individually and jointly with the pastor, are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to prevent corruption of doctrine or morals. Evils that they cannot correct by private admonition they should bring to the notice of the Session. They should visit the

people, especially the sick, instruct the ignorant, comfort the mourning, and nourish and guard the children of the covenant. They should pray with and for the people. They should have particular concern for the doctrine and conduct of the pastor and help him in his labors (see BCO §§7; 8-3, 8, 9).

- c. Deacons shall show forth the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church (see BCO §§7-2; 9-1, 2, 3). As delegated and directed by the Session, they shall minister to the temporal needs of members and friends, manage the church finances, and see to the care and maintenance of church property.
- d. Any voting member may propose to the Session nominations for the offices of elders and deacons. The Session shall certify those nominees whom, upon examination, it judges to possess the necessary qualifications for office. An elder or deacon who had been previously certified but who resigned from or was divested of the office must be re-certified. Notice of a meeting to elect elders or deacons shall be given at least 30 days prior to the date for that meeting, giving the time and place of that meeting, and announcing the eligible candidates for office. Election shall be from those certified. Voting on the election of elders and deacons shall be done by secret ballot, and each vote shall be cast either in favor of or against the election of each candidate, and those candidates receiving the vote of a majority in favor of their election shall be deemed elected. Elders and deacons shall be elected for fixed terms of office. This shall generally be for three years, and shall not exceed three years. However, the congregation may, from time to time, elect officers to shorter terms of service. (see BCO §24-1 to 4; also §§16 and 17).
- e. An elder or deacon may be divested of his office by deposition for an offense in doctrine or life. He may also be divested without censure by action of the Session, if a majority of the congregation so requests (see BCO §24-7) or if he cannot or does not for a period of one year perform the duties of his office (see BCO §24-9). An elder or deacon also may resign from his office (see BCO §24-7), or he may be relieved of certain responsibilities when he becomes infirm or reaches the age of seventy (see BCO §24-10).

8. Pastors

- a. It is the charge of the pastor (teaching elder) to feed and tend the flock as Christ's minister and with the other elders to lead them in all the service of Christ. It is his task to conduct the public worship of God; to pray for and with Christ's flock as the mouth of the people unto God; to feed the flock by the public reading and preaching of the Word of God, according to which he is to teach, convince, reprove, exhort, comfort, and evangelize, expounding and applying the truth of Scripture with ministerial authority, as a diligent workman approved by God; to administer the sacraments; to bless the people from God; to shepherd the flock and minister the Word according to the particular needs of groups, families, and individuals in the congregation, catechizing by teaching plainly the first principles of the oracles of God to the baptized youth and to adults who are yet

babes in Christ, visiting in the home of people, instructing and counseling individuals, and training them to be faithful servants of Christ; to minister to the poor, the sick, the afflicted, and the dying; and to make known the gospel to the lost (see BCO §§7-2; 8-3,4, 5).

- b. If the congregation chooses to elect an associate pastor (see BCO §22-1, 2), his relationship to the church shall be determined by the congregation. If the Session calls an assistant pastor, his relationship with the church shall be determined by the Session (see BCO §§22-4).
- c. The pastor and the associate pastor shall be elected by the congregation as required in BCO §20.
- d. A pastor may resign from his position with the permission of his Presbytery, upon due consideration of the needs and counsel of the church. If the church desires to be relieved of its pastor, it may, through a duly called congregational meeting, ask him to resign. If the pastor agrees to do so, the presbytery shall be requested to dissolve the pastoral relationship as of a mutually agreeable date. If the pastor is not willing to resign, the church may petition the presbytery to dissolve the pastoral relationship and may send representatives to the meeting to support the request. The presbytery may grant the request, but only after giving the pastor opportunity to present his reasons for not concurring, or it may urge the congregation to reconsider its action. The decision of the presbytery shall be final and binding, except when that decision is appealed to the General Assembly (see BCO §23-1).

9. Session (Board of Directors)

- a. The Session is the governing body (Board of Directors) of the church and consists of its pastor, associate pastor, and ruling elders (see BCO §§12-1; 22-2; 25-7). The Session shall have the power and authority to make rules and regulations not inconsistent with the laws of the Commonwealth of Kentucky, the Constitution, and these Bylaws. The Session shall manage the business affairs of the corporation, oversee all matters concerning the conduct of public worship, and decide the best measures for promoting the spiritual growth and evangelistic witness of the congregation. It shall receive, dismiss, and exercise discipline over the members of the church, supervise the activities of the Board of Deacons and all other organizations of the congregation, and have final authority over the use of the church property (see BCO §§12-1, 5; 11-1 to 3).
- b. The pastor shall be the moderator (chairman) of the Session (see BCO §§10-3; 12-2 to 4). The Session shall elect its clerk (secretary) annually from among its members (see BCO §10-4). The Session may also choose a vice-moderator from among its members.
- c. The Session shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations (see BCO §25-7 to 8). Neither the Session nor its delegates shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church property worth more than \$10,000, nor to

incur any indebtedness exceeding the sum of \$10,000, unless first authorized to do so at a congregational meeting, either through the adoption of the annual budget or by special action of the congregation. The Session may delegate to the Board of Deacons, the Trustees, or to other communing members such of these responsibilities as it deems appropriate (see BCO §9-2, 5).

- d. The church may appoint Trustees who shall be responsible for executing any documents required for the acquisition and disposition of church property. All Trustees shall be members of the Session, and shall be elected by the congregation at a duly called congregational meeting (see BCO §25-7; Bylaw §11).
- e. The Session shall meet at least quarterly and shall convene at the call of the moderator, the presbytery, or any two members of the Session. (See B CO §§12-6; 10-3). Either oral or written notice, including the date, time, and place of a meeting, shall be given at least two days before a meeting. If mailed, notice shall be deemed to be effective two days after the letter is postmarked. Notice may be waived either orally or in writing. An elder's or pastor's attendance at a meeting waives his right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting (or promptly upon arrival), he objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.
- f. When a church has a pastor, a quorum is two ruling elders, if there are three or more; or one ruling elder if there are fewer than three; together with the pastor. When a church has no pastor, a quorum is three ruling elders, if there are five or more; or two ruling elders, if there are less than five ruling elders. In no case may the Session conduct its business with fewer than two present who are entitled to vote (see BCO §12-1).
- g. The act of a majority present at a Session meeting at which a quorum is present (when the vote is taken) shall be the act of the Session. A pastor or elder shall be deemed to have approved of an action taken if he is present at a meeting of the Session unless: (1) he objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- h. If at any time there are less than three persons on the Session, the congregation may elect from the Board of Deacons and, if necessary, from among the voting members, individuals who will temporarily serve as directors of the church for the purpose of carrying out any required corporate business. The terms of such temporary directors shall expire when sufficient elders have been elected and ordained to bring the number of the Session to three or more. If the Session shall cease to exist or become so small as to prevent it from working effectively, presbytery shall provide for the election and ordination of elders from within the congregation, or, with the consent of the congregation, may appoint ruling elders or ministers, or both, normally from within the same presbytery, to be an acting Session or to augment the existing Session temporarily.

- i. The Session may meet by means of a conference telephone call or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting, and provided all persons participating in the meeting can hear each other at the same time. A member participating in a conference telephone meeting is deemed present in person at the meeting. The moderator of the meeting may establish reasonable rules as to conducting business at any meeting by phone.
- j. The chairman of the Board of Directors, who shall also be the principal executive officer (president) of the corporation, shall be a member of the Session elected by the congregation. The moderator shall be subject to the control of the Session, and shall in general supervise and control, in good faith, all of the business and affairs of the church. The moderator shall, when present, preside at all meetings of the members and of the Session, and shall conduct such meetings so as to facilitate free and respectful debate and decision making. The moderator may sign, with the secretary or any other proper officer of the church that the Session has authorized, corporation deeds, mortgages, bonds, contracts, or other Session authorized instruments (see BCO §12-2; 10-3; 25).
- k. The Session may appoint a vice-moderator (vice-chairman), who may perform, in good faith, the moderator's duties if the moderator is absent or is unable or refuses to act, and if any emergency should arise requiring immediate action (see BCO §12-2). In addition, associate or assistant pastors may substitute for the pastor as moderator of the Session at the discretion of the pastor and Session (see BCO §12-4). A vice-moderator or substitute moderator shall have all of the powers of and be subject to all the restrictions upon the moderator. When the church is without a pastor, the moderator of the Session may be either a minister appointed for that purpose by the Presbytery, with consent of the Session, or one invited by the Session to preside on a particular occasion, or one of its own members elected to preside. In judicial cases, the moderator shall be a minister of the Presbytery to which the church belongs (see BCO §12-3).
- l. The clerk of the Session shall be the secretary of the church and shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the Session; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the church and corporate records; (4) subscribe the minutes of all meetings of the Session; (5) when requested or required, authenticate any records of the church; (6) keep a current register of the post office address of each member; and (7) in general perform all duties incident to the office of secretary and any other duties that the moderator or the Session may assign to the secretary (see BCO §10-4).
- m. The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the church; (2) receive and give receipts for moneys due and payable to the church from any source, and deposit all moneys in the church's name in banks, trust companies, or other depositories that the Session shall select; (3) submit the books and records to a Certified Public Accountant or other accountant as directed by the Session; and (4) in general perform all of the duties incident to the office of treasurer and any

other duties that the moderator or Session may assign to the treasurer. If required by the Session, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Session shall determine. The treasurer shall be elected by the Board of Deacons.

- n. The Board of Directors may establish such committees as it deems necessary for the work of the church.

10. Board of Deacons

The Board of Deacons shall oversee the ministry of the deacons. The Board of Deacons shall elect a chairman and a secretary from their number. In conjunction with the Session they shall appoint a treasurer to whom shall be entrusted the funds for the current expenses of the church. It shall meet separately at least once a quarter, and whenever requested by the Session. The Board of Deacons shall determine the number necessary for a quorum (see BCO §9-4).

11. Congregational Meetings

- a. An annual meeting of the church shall be held each year at a date, time, and place to be determined by the Session (see BCO §25). At the annual meeting, the voting members shall elect ruling elders and deacons, review the annual budget, and transact any other business as may come before the meeting.
- b. Special meetings of the church shall be called at a date and location to be determined by the Session whenever the Session deems it to be in the best interests of the church or when requested in writing to do so by the numbers of communicant members prescribed by the BCO §25-2.
- c. The date, time, and location of all congregational meetings must be announced orally or in the church bulletin at least one week prior to the time set for the meeting, or by letter mailed at least eight days prior to the meeting (see BCO §25-2). If the voting members adjourn any congregational meeting to a different date, time, or place, notice of a new date, time, and place need not be given if the new date, time, and place is announced before adjournment. A member entitled to a notice may waive notice of the meeting (or any notice required by the laws of the State of Kentucky or these bylaws), by a writing signed by the member. The member must send the notice of waiver to the church (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the church records.
- d. The purpose of a meeting shall be announced in advance if it involves: a proposed amendment to the bylaws or articles of incorporation; the election or removal of officers; the calling or removal of the pastor; the acquisition or disposition of property worth more than \$10,000; the dissolution of the church; or a question regarding the church's denominational affiliation. When a meeting is called for the transaction of

specific matters of business, no business shall be conducted except that which is stated in the notice (see BCO §25-2).

- e. A member's attendance at a meeting: waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and, waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- f. One-fourth (1/4) of the voting members shall constitute a quorum at congregational meetings (see BCO §25-3). Unless provided otherwise in these Bylaws, a majority vote of those in attendance, a quorum being present, is sufficient to decide any matter.
- g. The pastor shall be the moderator of congregational meetings by virtue of his office. If it should be impracticable or inexpedient for him to preside, or if there is no pastor, the Session shall appoint one of their number to call the meeting to order and to preside until the congregation shall elect their presiding officer, who may be a minister of the Presbyterian Church in America, or any male member of that particular church (see BCO §25-4).
- h. A clerk shall be elected by the congregation to serve at that meeting or for a definite period, whose duty shall be to keep correct minutes of the proceedings and of all business transacted and to preserve these minutes in a permanent form, after they have been attested by the moderator and the clerk of the meeting. He shall send a copy of these minutes to the Session of the church (see BCO §25-5).

12. Church Records

- a. The Session shall keep the following records: (1) minutes of its meetings, including a record of the administration of the sacraments and changes in the membership of the congregation; (2) minutes of the meetings of the congregation; (3) rolls of the members in the congregation (communing, non-communing, and voting), with the dates of their reception; (4) resolutions adopted by the Session; (5) appropriate accounting records; (6) its articles or restated articles of incorporation and all amendments to them currently in effect; and (7) its bylaws or restated bylaws and all amendments to them currently in effect (see BCO §12-7 to 8).
- b. A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Session, any of the church records described above, provided the Session finds that the member has a proper purpose and is acting in good faith. The Session may limit access to any records that contain confidential information about a particular person or persons.

13. Biblical Counseling

- a. All Christians struggle with sin and the effect it has on our lives and our relationships

(see Rom. 3:23; 7:7-25). Whenever a Christian is unable to overcome sinful attitudes or behaviors through private efforts, God commands that he should seek assistance from other members, and especially from the pastor and elders, who have the responsibility of providing pastoral counseling and oversight (see Rom. 15:14; Gal. 6:1-2; Col. 3:16; 2 Tim. 3:16-4:2; Heb. 10:24-25; 13:17; James 5:16). Therefore, this church encourages and enjoins its members to make confession to and seek counsel from each other and especially from our pastoral counselors.

- b. We believe that the Bible provides thorough guidance and instruction for faith and life. Therefore, our counseling shall be based on scriptural principles rather than those of secular psychology or psychiatry. Neither the pastoral nor the lay counselors of this church are trained or licensed as psychotherapists or mental health professionals, nor should they be expected to follow the methods of such specialists.
- c. Although some members of the church work in professional fields outside the church, when serving as pastoral or lay counselors within the church they do not provide the same kind of professional advice and services that they do when they are hired in their professional capacities. Therefore, members who have significant legal, financial, medical or other technical questions should seek advice from independent professionals. Our pastoral and lay counselors shall be available to cooperate with such advisors and help members to consider their advice in the light of relevant scriptural principles.

14. Confidentiality

- a. The Bible teaches that Christians should carefully guard any personal and private information that others reveal to them. Protecting confidences is a sign of Christian love and respect (see Matt. 7:12). It also discourages harmful gossip (Prov. 16:28; 26:20), invites confession (see Prov. 11:13; 28:13; James 5:16), and encourages people to seek needed counseling (see Prov. 20:19; Rom. 15:14). Since these goals are essential to the ministry of the gospel and the work of this church, all members are expected to refrain from gossip and to respect the confidences of others. In particular, our pastor and elders shall carefully protect all information that they receive through pastoral counseling, subject to the following guidelines.
- b. Although confidentiality is to be respected as much as possible, there are times when it is appropriate to reveal certain information to others. In particular, when the pastors and elders of this church believe it is biblically necessary, they may disclose confidential information to appropriate people in the following circumstances:
 - (1) When a pastor or elder is uncertain of how to counsel a person about a particular problem and needs to seek advice from other pastors or elders in this church or, if the person attends another church, from the pastors or elders of that church (see Prov. 11:14; 13:10; 15:22; 19:20; 20:18; Matt. 18:15-17).
 - (2) When the person who disclosed the information or any other person is in imminent danger of serious harm unless others intervene (see Prov. 24:11-12).

- (3) When a person refuses to repent of sin and it becomes necessary to institute disciplinary proceedings (see Matt. 18:15-20 and Bylaw §16) or seek the assistance of individuals or agencies outside this church (see, e.g., Rom 13:1-5).
- (4) When required by law.
- c. The pastors and elders may, but need not, provide counselees with written notice of these confidentiality provisions, but these provisions shall be in effect regardless of whether such notice is given.

15. Conflict Resolution

- a. This church is committed to resolving in a biblical manner all disputes that may arise within our body. This commitment is based on God's command that Christians should strive earnestly to live at peace with one another (see Matt. 5:9; John 17:20-23; Rom. 12:18; and Eph. 4:1-3) and that when disputes arise, Christians should resolve them according to the principles set forth in Holy Scripture (see Prov. 19:11; Matt. 5:23-25; 18:15-20; 1 Cor. 6:1-8; Gal. 6:1). We believe that these commands and principles are obligatory on all Christians and absolutely essential for the well-being and work of the church. Therefore, any and all disputes in this church shall be resolved according to biblical principles, as provided in this bylaw.
- b. When a member of this church has a conflict with, or is concerned about the behavior of another member, he shall attempt to resolve the matter as follows. (1) The offended or concerned person shall prayerfully examine himself and take responsibility for his contribution to a problem (Matt. 7:3-5), and he shall prayerfully seek to discern whether the offense is so serious that it cannot be overlooked (Prov. 19:11; see also Prov. 12:16; 15:18; 17:14; 20:3; Eph. 4:2; Col. 3:13; 1 Pet. 4:8). (2) If the offense is too serious to overlook, the offended or concerned person shall go, repeatedly if necessary, and talk to the offender in an effort to resolve the matter personally and privately, having first confessed his own wrongdoing (Matt. 18:15). (3) If the offender will not listen and if the problem is too serious to overlook, the offended or concerned person shall return with one or two other people who will attempt to help the parties resolve their differences (Matt. 18:16); these other people may be members or officers of the church, other respected Christians in the community, or trained mediators or arbitrators (conciliators) from a Christian conciliation ministry. At the request of either party to the dispute, the church shall make every effort to assist the parties in resolving their differences and being reconciled.
- c. Conflicts involving doctrine or church discipline shall be resolved according to the procedures set forth in the Bylaws on Church Discipline and in Part II of the Book of Church Order. If any party to such a dispute is dissatisfied with a decision reached by an official judicatory (court or ruling body) of this church, he or she may appeal that decision to our Presbytery or General Assembly as allowed in the Book of Church Order, Chapter 42.

- d. If a dispute arises within the church or between a member and the church and cannot be resolved through the internal procedures described above, it shall be resolved as follows:
- (1) The dispute shall be submitted to mediation and, if necessary, legally binding arbitration in accordance with the *Rules of Procedure* of the Institute for Christian Conciliation, and judgment upon an arbitration award may be entered in any court otherwise having jurisdiction.
 - (2) All mediators and arbitrators shall be in agreement with the Westminster Confession of Faith and our basic form of government, unless this requirement is modified or waived by all parties to the dispute.
 - (3) If a dispute submitted to arbitration involves a decision reached by an official judicatory (court or ruling body) of this church or of our presbytery or general assembly, the arbitrators shall uphold the highest judicatory's decisions on matters of doctrine and church discipline.
 - (4) This section covers the church as a corporate entity and its agents, including its pastors, officers, staff, and volunteers with regard to any actions they may take in their official capacities.
 - (5) This section covers any and all disputes or claims arising from or related to church membership, doctrine, policy, practice, counseling, discipline, decisions, actions, or failures to act, including claims based on civil statute or for personal injury.
 - (6) By joining this church, all members agree that these methods shall provide the sole remedy for any dispute arising against the church or its agents, and they waive their right to file any legal action against the church in a civil court or agency, except to enforce an arbitration decision.
 - (7) If a dispute or claim involves an alleged injury or damage to which the church's insurance applies, and if the church's insurer refuses to submit to mediation or arbitration as described in this section, either the church or the member alleging the injury or damage may declare that this section is no longer binding with regard to that part of the dispute or claim to which the church's insurance applies.

16. Church Discipline

Church discipline shall be carried out according to Part II of the Book of Church Order.

17. Ownership and Distribution of Property

- a. The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws (see BCO §25-8 to 11). Should the church decide to withdraw from the Presbyterian Church in America as provided in BCO §25-11, the church shall retain ownership of its property. Such

withdrawal shall not be considered to be a dissolution.

- b. "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefor; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Session, provided that no assets are distributed to any organization governed by a member of the Session.
- c. If a church is dissolved by the Presbytery at the request of the congregation and no disposition has been made of its property by those who hold the title to the property within six months after such dissolution, then those who held the title to the property at the time of such dissolution shall deliver, convey and transfer to the Presbytery, all property of the church; and the receipt and acquittance of the Presbytery, or its proper representatives, shall be a full and complete discharge of all liabilities of such persons holding the property of the church. The Presbytery receiving such property shall apply the same or the proceeds thereof at its discretion, provided the conditions set forth in Bylaw §17.b. are satisfied (see BCO §25-12).
- d. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are part of the Presbyterian Church in America.

18. Indemnification of Officers

- a. The Session may choose to indemnify and advance church-related expenses of any elder, deacon, employee, or agent of the church.
- b. The church shall indemnify any elder or deacon or former elder or deacon of the church against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such elder or deacon, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty.

19. Rules of Order

All meetings of the church, the Session, and its various boards and committees shall be conducted pursuant to the latest edition of *Roberts Rules of Order*.

20. Amendment of Bylaws

These Bylaws may be amended or repealed only by the affirmative vote of a simple majority of the voting members present at a duly-called meeting of the church called for such purposes.

Note: The following Bylaws amendments were adopted by the congregation in:

- 2011 Section 1: The name of the organization;
- Section 7a: Duration of membership for eligibility for election and installation.
- Section 7d: Notification of the nominees for elder and deacon.
- Section 7d: Change to term lengths to allow for staggered terms.
- Section 11a: Change to annual budget requirements