

CORPORATE BYLAWS
St. Andrew Presbyterian Church, Inc.
Denton, Texas

Article I: Purposes, Formation, Authority, Powers and Duties, Property

Section 1 Formation of St. Andrew Presbyterian Church: The purposes for which St. Andrew Presbyterian Church is formed are set forth in the Constitution of the Presbyterian Church (U.S.A.) and include the great ends of the Church: “the proclamation of the gospel for the salvation of humankind; the shelter, nurture, and spiritual fellowship of the children of God; the maintenance of divine worship; the preservation of the truth; the promotion of social righteousness; and the exhibition of the Kingdom of Heaven to the world” (F-1.0304).

The Mission of St. Andrew Presbyterian Church states further, “we proclaim that *all* people are created in the image of God and affirm that each person is a beloved child of God worthy of God’s love and grace. We welcome all, celebrating our differences while finding unity in Christ. No matter who you are or where you are on life’s journey, you are welcome here.”

Section 2 Relation to the Presbyterian Church (U.S.A.): St. Andrew Presbyterian Church of Denton, Texas, is a member congregation of Grace Presbytery in the Synod of the Sun of the Presbyterian Church (U.S.A.).

Section 3 Incorporation: Pursuant to the Constitution of the Presbyterian Church (U.S.A.), each congregation, where permitted by civil law, shall cause a corporation to be formed and maintained, and shall determine a method to constitute the board of trustees by its own rule.

Section 4 Authority: The trustees and the Corporation shall be under the authority of the session and the congregation and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.).

Section 5 Limitation of Powers and Duties: The powers and duties of the Corporation and its trustees shall not infringe upon the powers and duties of the session or of the board of deacons of the church.

Section 6 Powers and Duties: The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.) and the Articles of Incorporation: to receive, hold, encumber, manage, and transfer property, real or personal for the church, to accept and execute deeds of title to such property; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church. In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presby-

terian Church (U.S.A.), the Corporation shall have all of the general powers of a nonprofit religious corporation organized under the State of Texas Business Organizations Code, Title 2 Corporations, Chapter 22, Nonprofit Corporations.

Section 7 All Property Held in Trust: All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.).

Section 8 Particular Property Requirements: When buying, selling and mortgaging real property, the board of trustees shall act only after the approval of the congregation granted in a duly constituted meeting. The board of trustees shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session. The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the presbytery transmitted through the session.

Section 9 Property Conveyances: Pursuant to the Constitution of the Presbyterian Church (U.S.A.), real property held or acquired by the Corporation, the church, the board of trustees, a trustee, or an unincorporated association will include the following language in the deed: "The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to Grace Presbytery, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.). The grantee holds the property in trust pursuant to the provisions of the Constitution of the Presbyterian Church (U.S.A.)."

Article II: Members

Section 1 Eligibility for Membership: Only members on the active membership roll of St. Andrew Presbyterian Church of Denton, Texas, older than eighteen (18) years of age, shall be members of the Corporation and eligible for election as trustees. The members of the Corporation are not personally liable for a debt, liability, or obligation of the Corporation.

Section 2 Active Members: The roll of active members established and maintained by the session as prescribed by the Constitution of the Presbyterian Church (U.S.A.) shall determine those individuals who are active members.

Article III: Meetings

The Corporation shall hold an annual meeting of the members. It shall be held in conjunction with or immediately following the annual meeting of the congregation of the church. A special meeting of the Corporation may be called by the board of trustees or one-tenth of the membership of the Corporation as defined in Article II. Public notice of the time and place of any meeting of the Corporation shall be given from the pulpit and in print on the two Sundays preceding the date of such meeting. The meeting may be convened on the second Sunday on which notice is given.

Article IV: Trustees

The directors of the Corporation shall be the elected trustees; the trustees, in turn, shall constitute the board of trustees. The initial board of trustees shall be those persons named in the Articles of Incorporation. Thereafter, the board of trustees shall be ruling elders currently in service older than eighteen (18) years of age.

Election: Election by the congregation and installation as a ruling elder shall constitute that person a trustee of the Corporation.

Terms of Service: In accordance with the Constitution of the Presbyterian Church (U.S.A.), ruling elders shall be elected to serve terms of no more than three (3) years on the session. No elder having served a full three-year term shall be eligible to be elected to a new term until at least one year has elapsed. An elder who was elected to fill a vacancy for an unexpired term of one year or less, however, shall be eligible for re-election to a regular three-year term without lapse of time between terms. Election shall be to classes equal in number, or as nearly equal in number as possible, with the term of only one class ending each year.

Termination: Whenever a ruling elder leaves the membership of the session (for any cause), that person shall automatically terminate as a trustee of the Corporation.

Article V: Meetings of the Board of Trustees

Section 1 Annual Meeting: The annual meeting of the board of trustees shall be held in conjunction with or immediately following the first meeting of the session of the church or immediately after the annual meeting of the church.

Section 2 Procedures: The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Robert's Rules of Order* (Newly Revised) shall be used for parliamentary guidance. Electronic meetings are permitted when the business is routine and conducted in accordance *Robert's Rules of Order* (Newly Revised).

Section 3 Notices: Notice of any meeting of the board of trustees held in conjunction with a regularly scheduled meeting of the session need not be given. Notice of the time, place, and purpose of special meetings of the board of trustees (those not held in conjunction with regularly scheduled meetings of the session) shall be in writing and shall be duly sent, mailed or otherwise delivered, to each trustee not less than seven (7) days before the meeting; provided that no notice of adjourned meetings need be given.

Section 4 Special Meetings: Special meetings may be held upon the call of session, the president, or of no less than one third of the trustees then in office.

Section 5 Quorum: A majority of the trustees shall constitute a quorum for the transaction of business, and the action of the board of trustees present at any meeting at which a quorum is

present shall be the action of the board of trustees; provided that, if the trustees shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the trustees. If at any meeting of the board of trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall be obtained.

Section 6 Power and Authority: The board of trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may appoint necessary committees, including therein persons who are not members of the board of trustees, as in the judgment of the trustees will be helpful in carrying on the work of the Corporation; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; may dismiss any appointive agent of the Corporation without previous notice. The board of trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a trustee for the time being.

Section 7 Executive Committee: The officers of the board of trustees shall constitute the executive committee. The executive committee shall have and execute the authority of the board of trustees in the management of the business of the Corporation between the meetings of the board.

Article VI: Meetings of Members

Section 1 Annual Meeting: There shall be an annual meeting of the members of the Corporation.

Section 2 Place and Time: Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter. Both ecclesiastical and corporate business may be conducted at the same meeting. Any stated or called meeting of the congregation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 3 Notices: Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirements of meetings of the congregation

Section 4 Procedural Requirements: The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation and the provisions of the Constitution of the Presbyterian Church (U.S.A.). In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Robert's Rules of Order* (Newly Revised) shall be used for parliamentary guidance.

Section 5 Absentee Voting and Proxy Voting: Absentee voting and voting by proxy are prohibited.

Article VII: Officers

Section 1 Officers: The congregation shall elect the President and the Treasurer of the Corporation at its annual meeting in January. The President of the Corporation shall be an elder in active service. The clerk of session shall serve as Secretary of the Corporation. No person shall hold more than one office at the same time.

Section 2 Term: The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the congregation may be removed from the office at any meeting of the board of trustees, by the affirmative vote of a majority of the trustees then in office, whenever in their judgement the interest of the Corporation will be served thereby. The board of trustees shall have full power to fill any vacancies until such time as the congregation may elect new officers.

Section 3 Powers and Duties: The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the board of trustees. No action taken by the officers shall infringe upon the authority of the session of the church and all actions shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.). Subject to this section, these bylaws and the articles of incorporation of the Corporation, the officers shall have the following powers and duties in regard to the Corporation:

- A. The president shall: (1) preside at meetings of the Corporation and the board of trustees; (2) make such appointments as directed, authorized, or required, including appointing trustees to serve on committees who shall be responsible for reporting to the board of trustees of the activities of their respective committees; (3) execute any and all documents of whatsoever kind and nature necessary to carry out the purpose and functions of the corporation; (4) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the articles of incorporation; (5) in general, perform all duties incident to the office of president; and (6) perform such other duties as may from time to time be assigned by the board of trustees.
- B. The secretary shall: (1) perform for the Corporation those duties set out in the constitution of the Presbyterian Church (U.S.A.); (2) record all votes by the board of trustees; (3) be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal; (4) deliver all permanent records, including minutes of the board of trustees, for archiving; (5) in general, perform all duties incident to the office of secretary; and (6) perform such duties as may from time to time be assigned by the board of trustees.
- C. The treasurer shall: (1) perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.); (2) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; (3) be responsible for the filing of any and all tax and other financial reports as

required by applicable law; (4) deposit all monies, drafts, and checks in the name of or to the credit of the church or Corporation at such banks or depositories as the board of trustees shall designate; (5) in general perform all the duties incident to the office of treasurer; and (6) perform such other duties as may from time to time be assigned by the board of trustees. The treasurer may delegate his or her day-to-day duties to the church's financial secretary as deemed appropriate.

Section 4 Checks, Notes, Drafts, etc.: The board of trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

Article VIII: Fiscal Year, Seal, Office

Section 1 Fiscal Year: The fiscal year of the Corporation shall be January 1 – December 31.

Section 2 Seal: The board of trustees shall provide a suitable corporate seal for use by the Corporation.

Section 3 Office: The principal office and mailing address of the Corporation is St. Andrew Presbyterian Church, 300 W. Oak St., Denton, TX 76201.

Article IX: Amendments

The bylaws of the Corporation may be amended or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the members of the Corporation present at a meeting; provided that the bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Article X: Indemnification of Trustees and Officers

Each trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.

Article XI: Dissolution

If the church is formally dissolved by Grace Presbytery, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the corporation may have shall be vested in and

be the property of Grace Presbytery of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), Grace Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as Grace Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Appendix
Corporate Bylaws Approvals

The Bylaws of St. Andrew Presbyterian Church, Denton, Texas, which commingled session and corporate bylaws, approved by session December 1988

Revision of the church's December 1988 bylaws, which created a separate and revised set of corporate bylaws, approved by the congregation January 2020