

BYLAWS FOR THE CONGREGATION AND CORPORATION OF
WESTMINSTER PRESBYTERIAN CHURCH OF ANN ARBOR, MICHIGAN

1. NAME

- 1.1 The name of this Church is the Westminster Presbyterian Church of Ann Arbor (hereafter referred to as 'this Church').

2. PURPOSE

- 2.1 The purpose of this Church is to provide for the worship of Almighty God, to proclaim the gospel of salvation by faith in Jesus Christ, to seek God's guidance through prayer and fellowship, to provide for an understanding of Christian faith through Christian education, to maintain a ministry of care and concern for all of God's people, to promote social justice, and to exhibit the truth of God's Kingdom and obedience to God's will as one of the congregations of Christ's Church in the world.

3. GOVERNANCE OF THE CHURCH

- 3.1 This Church shall be governed in accordance with the Constitution of the Presbyterian Church (U.S.A.). Consistent with that Constitution, these bylaws shall provide specific guidance for this Church.

4. THE CONGREGATION AND ITS MEMBERS

- 4.1 For purposes of these bylaws, the congregation shall include all members on the active roll of this Church.
- 4.2 Categories of membership in this Church include baptized members, active members, and affiliate members. Members in all categories of membership are entitled to the pastoral care and instruction of the church, to participate in the Sacrament of the Lord's Supper, and to present children for baptism.

5. THE CORPORATION

- 5.1 For purposes of these bylaws, the corporation shall include all members on the active roll of this Church.

6. BOARDS AND OFFICERS

6.1 The Session

- 6.1.1 The session has authority over this Church in all matters ecclesiastical and civil.
- 6.1.2 The session has the responsibility for all matters of governance within the congregation
- 6.1.3 The Session shall be composed of the pastor, associate pastor(s), and nine (9) elders elected by the congregation.

- 6.1.4 There shall be three (3) classes of three (3) members each. Ordinarily, three (3) new elders will be elected each year.
 - 6.1.5 The elders in active service shall be the trustees of the corporation and shall exercise legal rights to the buildings, grounds, and other properties of the corporation.
 - 6.1.6 The session shall organize itself so that the duties of the session may be executed efficiently and responsibly. Ministry teams will be formed, and members of the congregation may serve on these teams. An elder will serve on each standing ministry team, which will be chaired by the elder or a member of the team. Ministry teams for particular tasks may be formed under the guidance of the session.
- 6.2 The Moderator
- 6.2.1 The pastor called by the congregation shall be the moderator of the session and of the congregation.
 - 6.2.2 When the pastorate is vacant, the moderator of the session and of the congregation shall be a minister or elder appointed by the presbytery.
- 6.3 The Clerk of Session
- 6.3.1 A clerk of session shall be elected annually by the session.
 - 6.3.2 The clerk of session shall be the clerk of all meetings of the session and congregation.
 - 6.3.3 The clerk of session shall also be the secretary of the corporation.
- 6.4 President of the Corporation
- 6.4.1 A member of the session shall be elected annually by the session to be president of the corporation, whose duties shall be:
 - 6.4.1.1 Presiding officer of the meetings of the corporation, if held separately from the meetings of the congregation.
 - 6.4.1.2 The president of the corporation shall provide leadership within the congregation upon request of the session.
- 6.5 Treasurer
- 6.5.1 The session shall elect a treasurer annually, whose duties shall be:
 - 6.5.1.1 Treasurer of the corporation and congregation.
 - 6.5.1.2 Consult with the ministry teams regarding financial matters.

6.6 Financial Secretary

6.6.1 The session shall annually appoint a financial secretary and assistant financial secretary.

6.6.1.1 The financial secretary(s) shall be responsible for receipt and deposit of all funds, shall maintain confidential pledge records and other records and reports of fund receipts as are deemed necessary by the finance ministry team and the session.

6.6.1.2 The contribution statements shall be kept in strict confidence and ordinarily shall not be open to inspection by anyone except the financial secretary(s), or if necessary, the treasurer and pastor.

6.7 Appointments

6.7.1 In the absence of any officer elected by the session, the session may elect a person to fill the position temporarily.

6.7.2 Other appointments may be made by the session as needed.

6.8 Removal from Office

6.8.1 Any officer elected by the session may be removed from office by the session for cause.

6.8.2 Any other removal from office shall be as provided for in the Constitution.

6.9 The Board of Deacons

6.9.1 The board of deacons shall be composed of nine (9) members elected by the congregation.

6.9.2 There shall be three (3) classes of three (3) members each. Ordinarily, three (3) new deacons will be elected each year.

6.10 The Moderator, Vice Moderator, Treasurer, and Secretary of the Board of Deacons

6.10.1 The board of deacons shall elect a moderator, vice moderator, treasurer, and secretary from among its membership. The pastor, or his/her designee, shall serve as an ex officio member of the board of deacons.

7. MEETINGS

7.1 Annual Meetings of the Congregation and Corporation

7.1.1 The annual meeting of the congregation and corporation shall ordinarily be held the second Sunday in September, for the purpose of hearing reports of the session along with plans for the coming year, hearing reports from the board of deacons and other organizations of the church,

and transacting any other business properly coming before such meeting. It shall review the adequacy of the compensation of the pastor or pastors upon report of the prior review by the session. Consistent with the laws of the state, both church and corporate business may be conducted at the same meeting.

7.1.2 Minutes of congregation and corporation meetings shall be reviewed, corrected and approved by the session at its next scheduled meeting, and the approved minutes shall be entered into the permanent record. These approved minutes will be available at the next congregational meeting, and additions and corrections may be made by vote.

7.2 Special Meetings of the Congregation and Corporation

7.2.1 Special meetings of the congregation and/or corporation may be called at any time by the session.

7.3 Meeting of the Congregation to Elect New Officers

7.3.1 A special meeting of the congregation will ordinarily be held the first Sunday in November to elect officers for the following year.

7.3.2 The installation of officers shall be held promptly but not later than the second Sunday of January.

7.4 Quorum and Conduct for Meetings of Congregation and Corporation

7.4.1 A quorum for business at either a regular or special meetings of the congregation or corporation shall be at least one tenth of the members of the congregation.

7.4.2 All meetings of the congregation or corporation shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

7.5 Notice for Meetings of the Congregation and Corporation

7.5.1 Public notice of the meetings shall be given on two successive Sundays. The meeting may be convened following the notice given on the second Sunday.

7.5.2 At special meetings of the congregation or corporation, the business to be transacted shall be limited to items specifically listed in notices for the meeting.

7.6 Eligibility to Vote

7.6.1 At congregational and corporation meetings, all members on the active roll of this Church shall be eligible to vote on any matters of business.

7.7 Session Meetings

7.7.1 The session shall have a minimum of ten (10) regular monthly meetings annually.

7.7.2 Quorum for Meetings of the Session

7.7.2.1 A quorum for business at either a regular or special meetings of the session shall be a minimum of five (5) members.

7.7.2.2 For the reception of new members, a quorum shall be the moderator and two (2) members.

7.7.3 Special Meetings of the Session

7.7.3.1 Special meetings of the session may be called by the moderator when he or she judges it necessary or when requested in writing by any two (2) members of the session.

7.8 Board of Deacons Meetings

7.8.1 The board of deacons shall hold a minimum of eight (8) meetings per year. Special meetings may be called as needed.

7.8.2 The board of deacons shall be under the supervision and authority of the session and will provide reports of their activities to the session on a monthly basis.

7.8.3 Ordinarily, the session and board of deacons will meet at least once a year to share their respective ministries, joys and concerns.

7.9 Electronic Meetings

7.9.1 At the direction of the moderator of the congregation and corporation, the annual meeting of the congregation and corporation and any other called meetings of the congregation or corporation may be held electronically or virtually using appropriate technology. Use of these meetings will be limited to times when in-person meetings cannot be held, and care will be taken to ensure that broad participation is possible.

7.9.2 At the direction of the moderator of the session and agreement by the ruling elders, session meetings may be held electronically or virtually using appropriate technology.

7.9.3 At the direction of the moderator of the board of deacons and agreement by the deacons, the board of deacons' meetings may be held electronically or virtually using appropriate technology,

8. NOMINATIONS AND ELECTIONS

8.1 The Nominating Committee

8.1.1 The nominating committee shall be composed of active members of this Church. Two members of this committee shall be elders designated by

the session, one (1) of whom shall be currently on the session and serve as chair of the committee. One (1) member of the committee shall be designated by and from the board of deacons. Four (4) other members of the committee (none of whom may be in active service on the session) shall be elected by the congregation. The pastor shall be an ex officio member of this committee.

8.2 Nomination of Elders, Deacons and the Nominating Committee

8.2.1 Any member of the congregation who is qualified to vote may suggest names of persons to the nominating committee, and the committee shall consider all persons suggested to it. The committee shall in advance of the meeting of the congregation inform the congregation as to the proposed nominees.

8.2.2 The committee shall make such nominations at the meetings as are necessary for all vacancies to be filled and shall nominate men and women from among the active members of this Church, giving fair representation to persons of all ages and of all racial ethnic members and persons with disabilities.

8.2.3 The presentation of nominations by this committee shall not preclude nominations from the floor by any member present who is qualified to vote for the office for which the nomination is made.

8.2.4 No person shall be nominated without having indicated his/her willingness to serve if elected.

8.3 Eligibility for Nomination and Election as Elder and Deacon

8.3.1 Only active members of this Church shall be eligible for nomination and election as elder or deacon.

8.3.2 Ordinarily, ruling elders and deacons should be elected to serve terms of three years. No ruling elder or deacon shall be eligible to serve more than six consecutive years and shall not succeed themselves without an interval of one (1) year elapsing after serving two (2) full terms. Nevertheless, in a succeeding year, they may be nominated and elected to serve on another board.

8.4 Election of Elders, Deacons and the Nominating Committee

8.4.1 Elders shall be elected for full terms of three (3) years or until their successors are ordained and installed.

8.4.2 Deacons shall be elected for full terms of three (3) years or until their successors are ordained and installed.

8.4.3 Four (4) members of the nominating committee representing the congregation shall be elected annually. Two (2) others from the congregation shall be elected to serve as first and second alternates.

8.4.4 Elections may be held at any regular or properly called special meeting to fill vacancies arising from death, resignation, or any other causes.

9. REPORTS

- 9.1 Annually, as determined by the session, the president or other proper officer of each society, group, or other authorized organization of this Church shall submit to the clerk of session a written report covering membership and finances of the organization during the preceding year and any other information deemed necessary.
- 9.2 The treasurer shall make a monthly financial report to the session and shall prepare an annual financial report for the congregation.
- 9.3 Reports may be required from any officer or ministry team of this Church at any time by the session when deemed necessary, including any organization of this Church.
- 9.4 The session shall submit to the presbytery its records of proceedings for examination as required.

10. AMENDMENTS

- 10.1 The bylaws, except where mandatory by the Constitution of the Presbyterian Church (U.S.A.), or the laws of the State of Michigan, may be altered or amended at any regular or special meeting, with two-thirds (2/3) of those present concurring, provided public notice of such alteration or amendment proposed shall be given on two successive Sundays. Publication of the proposed changes shall be made at least one full week prior to such a meeting.
- 10.2 Except as otherwise provided, these bylaws shall become effective immediately upon adoption by the congregation or corporation.

Bylaws for the Congregation and Corporation of
Westminster Presbyterian Church of Ann Arbor, Michigan

Listing of Revisions

- 11/1/98 Bylaws completely revised and approved in total by the congregation.
- 2/13/00 Bylaws revised and approved by the congregation as follows:
- 6.1.3 The Session shall be composed of the Pastor, Associate Pastor(s), and ~~eighteen (18)~~ *twenty-one (21)* Elders elected by the Congregation.
- 6.1.4 There shall be three (3) classes of ~~six (6)~~ *seven (7)* members each. Ordinarily, ~~six (6)~~ *seven (7)* new Elders will be elected each year.
- 6/25/00 Bylaws revised and approved by the congregation as follows:
- 8.2 Nomination of Elders, Deacons, Nominating Committee, ~~and Members of the Memorial and Special-Gifts Committee, and Members of the Endowment Committee~~
- 8.3 Eligibility for Nomination and Election as Elder, Deacon, and Member of the Memorial ~~and Special-Gifts Committee, and Members of the Endowment Committee~~
- 8.3.1 Only active members of this Church who have attained the age of eighteen (18) years shall be eligible for nomination and election as Elder, Deacon, ~~or member of the Memorial and Special-Gifts Committee or member of the Endowment Committee.~~
- 8.4 Election of Elders, Deacons, Members of Nominating Committee, ~~and Members of the Memorial and Special-Gifts Committee, and Members of the Endowment Committee~~
- 8.4.4 Three (3) members shall be elected annually to the Memorial ~~and Special-Gifts Committee~~ for a term of three (3) years. Although elected by the Congregation, the activities of the committee fall under the direction of the Session.
- 8.4.5 *One (1) member shall be elected annually to the Endowment Committee for a term of three (3) years.*
- 8/29/04 Bylaws revised and approved by the congregation as follows:
- 7.3 Meeting of the Congregation to Elect New Officers
- 7.3.1 A Special meeting of the Congregation will be called during the month of ~~November~~ *September* to elect officers for the following year.
- 4/9/06 Bylaws revised and approved by the congregation as follows:
- Approved 8/1/21

7.1 Annual Meetings of the Congregation and Corporation

7.1.1 The Annual Meeting of the Congregation and Corporation shall ordinarily be held the ~~first~~ *second* Sunday in ~~February~~ *September*, for the purpose of hearing reports of the Session along with plans for the coming year, hearing reports from the Board of Deacons and other organizations of the Church, and transacting any other business properly coming before such meeting.

4/18/10

Bylaws revised and approved by the congregation as follows:

6.9 The Deacons

6.9.1 The Board of Deacons shall be composed of ~~twenty-one (21)~~ *eighteen (18)* members elected by the Congregation.

6.9.2 There shall be three (3) classes of ~~seven (7)~~ *six (6)* members each. Ordinarily, ~~seven (7)~~ *six (6)* new Deacons will be elected each year.

7.3 Meeting of the Congregation to Elect New Officers

7.3.1 A Special meeting of the Congregation will ~~be called during the month of September~~ *ordinarily be held the first Sunday in November* to elect officers for the following year.

7/10/11

Bylaws revised and approved by the congregation as follows:

7.4 Quorum *and Conduct* for Meetings of Congregation and Corporation

7.4.2 *All meetings of the Congregation or Corporation shall be conducted in accordance with the most recent edition of Robert's Rules of Order.*

8.2 Nomination of Elders, Deacons, Nominating Committee, ~~members of the Memorial Gifts Committee~~ and members of the Endowment *and Memorial Gifts Committee*

8.3 Eligibility for Nomination and election as Elder, Deacon, ~~Member of the Memorial Gifts Committee~~, and members of the Endowment *and Memorial Gifts Committee*.

8.3.1 Only active members of this Church who have attained the age of eighteen (18) years shall be eligible for nomination and election as Elder, Deacon, ~~member of the Memorial Gifts Committee~~ or member of the Endowment *and Memorial Gifts Committee*.

8.4 Election of Elders, Deacons, Members of the Nominating Committee, ~~Members of the Memorial Gifts Committee~~ and Members of the Endowment *and Memorial Gifts Committee*

~~8.4.4 Three (3) members shall be elected annually to the Memorial Gifts Committee for a term of three (3) years. Although elected by the Congregation, the activities of the committee fall under the direction of the Session.~~

~~8.4.5~~ 8.4.4 One (1) member shall be elected annually to the Endowment *and Memorial Gifts* Committee for a term of three (3) years.

~~8.4.6~~ 8.4.5 Elections may be held at any regular or properly called special meeting to fill vacancies arising from death, resignation, or any other causes.

10/18/15 Bylaws revised and approved by the congregation as follows:

4.2 Categories of membership in this Church include baptized members, active members, ~~inactive members~~, and affiliate members. Members in all categories of membership are entitled to the pastoral care and instruction of the church, to participate in the Sacrament of the Lord's Supper, and to present children for baptism.

~~6.1.2 No organization shall be formed within the Church without the approval of the Session and all activities of the organizations shall be subject to its approval.~~

6.1.2 *The Session has the responsibility for all matters of governance within the congregation.*

6.1.3 The Session shall be composed of the Pastor, Associate Pastor(s) and ~~twenty-one (21)~~ twelve (12) Elders elected by the Congregation.

6.1.4 There shall be three classes of ~~seven (7)~~ four (4) members each. Ordinarily, ~~seven (7)~~ four (4) new Elders will be elected each year.

~~6.1.6 The Session shall organize itself so that the duties of the Session may be executed efficiently and responsibly. Committees of the Session may be formed, and members of the Congregation may serve on these committees. Standing committees of the Session shall be chaired by Session members. Special committees for particular tasks may be appointed, with members and chairpersons to be recommended by the Moderator and approved by the Session.~~

6.1.6 *The Session shall organize itself so that the duties of the Session may be executed efficiently and responsibly. Ministry teams will be formed and members of the Congregation may serve on these teams. An elder will serve on each standing Ministry Team, which will be chaired by the elder or a member of the team. Ministry teams for particular tasks may be formed under the guidance of the Session.*

~~6.5.1 A member of the Session shall be elected annually by the Session to be Treasurer. The Session shall elect a Treasurer annually, whose duties shall be:~~

~~6.5.1.1 Treasurer of the Corporation and Congregation~~

~~6.5.1.2 Chair of the finance committee of the Session~~

~~6.5.1.2 Consult with other committees the ministry teams regarding financial matters~~

- 6.6.1 The Session shall annually appoint a Financial Secretary *and Assistant Financial Secretary*.
- 6.6.1.1 The Financial Secretary(s) shall be responsible for receipt and deposit of all funds, shall maintain confidential pledge records and other records and reports of fund receipts as are deemed necessary by the ~~finance committee~~ *Finance Ministry team* and Session.
- 6.6.1.2 The contribution statements shall be kept in strict confidence and ordinarily shall not be open to inspection by anyone except the Financial Secretary(s), or if necessary, the Treasurer and Pastor.
- 6.9.1 The Board of Deacons shall be composed of ~~eighteen (18)~~ *twelve (12)* members elected by the Congregation.
- 6.9.2 There shall be three (3) classes of ~~six (6)~~ *four (4)* members each. Ordinarily, ~~six (6)~~ *four (4)* new Deacons will be elected each year.
- 8.2 Nomination of Elders, Deacons and Nominating Committee ~~and members of the Endowment and Memorial Gifts Committee~~
- 8.3 Eligibility for Nomination and Election as Elder and Deacon ~~and members of the Endowment and Memorial Gifts Committee~~
- 8.3.1 Only active members of this Church ~~who have attained the age of eighteen (18) years~~ shall be eligible for nomination and election as Elder or Deacon. ~~or member of the Endowment and Memorial Gifts Committee.~~
- 8.4 Election of Elders, Deacons and Nominating Committee ~~and members of the Endowment and Memorial Gifts Committee~~
- 8.4.4 ~~One (1) member shall be elected annually to the Endowment and Memorial Gifts Committee for a term of three (3) years.~~
- 9.3 Reports may be required from any officer or ~~committee~~ *ministry team* of the Church at any time by the Session when deemed necessary, including any organization of the Church.

12/10/17

Bylaws revised and approved by the congregation as follows:

- 7.4.1 A quorum for business at either a regular or special meeting of the Congregation or Corporation shall be ~~not less than sixty (60) members and~~ at least one tenth of the members of the Congregation.
- 7.8.3 ~~A joint meeting of the Session and the Board of Deacons shall be held at least annually to confer on matters of common interest, with the Moderator of Session presiding. The Board of Deacons will review its records with Session at this time. Quarterly, the Moderator of the Deacons will attend a Session meeting to report on the activities of the Board of Deacons, and an Elder on Session will attend a meeting of the Board of Deacons to share decisions and activities of the Session and Ministry Teams.~~

9/29/19

Bylaws revised and approved by the congregation as follows:

- 7.1.2 *Minutes of Congregation and Corporation meetings shall be reviewed, corrected, and approved by Session at its next scheduled meeting, and the approved minutes shall be entered into the permanent record. These approved minutes will be available at the next congregational meeting, and additions and corrections may be made by vote.*
- 7.8.2 The Board of Deacons shall be under the supervision and authority of the Session *and will provide reports of their activities to the Session on a monthly basis.*
- 7.8.3 ~~Quarterly, the Moderator of the Deacons will attend a Session meeting to report on the activities of the Board of Deacons, and an Elder on Session will attend a meeting of the Board of Deacons to share decisions and activities of the Session and Ministry Teams. Ordinarily, the Session and Board of Deacons will meet at least once a year to share their respective ministries, joys and concerns.~~

8/1/21

Bylaws revised and approved by the congregation as follows:

- 6.1.3 The Session shall be composed of the pastor, associate pastor(s), and ~~twelve (12)~~ *nine (9)* elders elected by the congregation.
- 6.1.4 There shall be three (3) classes of ~~four (4)~~ *three (3)* members each. Ordinarily, ~~four (4)~~ *three (3)* new elders will be elected each year.
- 6.9.1 The board of deacons shall be composed of ~~twelve (12)~~ *nine (9)* members elected by the congregation.
- 6.9.2 There shall be three (3) classes of ~~four (4)~~ *three (3)* members each. Ordinarily, ~~four (4)~~ *three (3)* new deacons will be elected each year.
- 7.7.2.1 A quorum for business at either a regular or special meetings of the session shall be a minimum of ~~seven (7)~~ *five (5)* members

7.9 *Electronic Meetings*

- 7.9.1 *At the direction of the moderator of the congregation and corporation, the annual meeting of the congregation and corporation and any other called meetings of the congregation or corporation may be held electronically or virtually using appropriate technology. Use of these meetings will be limited to times when in-person meetings cannot be held, and care will be taken to ensure that broad participation is possible.*
- 7.9.2 *At the direction of the moderator of the session and agreement by the ruling elders, session meetings may be held electronically or virtually using appropriate technology.*
- 7.9.3 *At the direction of the moderator of the board of deacons and agreement by the deacons, the board of deacons' meetings may be held electronically or virtually using appropriate technology.*

- 8.3.2 *Ordinarily, ruling elders and deacons should be elected to serve terms of three years. No ruling elder or deacon shall be eligible to serve more than six consecutive years and shall not succeed themselves without an interval of one (1) year elapsing after serving two (2) full terms. Nevertheless, in a*

succeeding year, they may be nominated and elected to serve as ~~Deacons~~ on another board.

~~8.3.3 Ordinarily, Deacons shall not succeed themselves without an interval of one (1) year elapsing after serving a full term. Nevertheless, in a succeeding year, they may be nominated and elected to serve as Elders.~~