

**Bylaws of the
The Downtown Presbyterian Church
of Nashville, Tennessee
(Consult with Presbytery G-1.0201)**

I. Statement of Purpose or Mission

The Downtown Presbyterian Church has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world.

II. Relation to the Presbyterian Church (U.S.A.)

The Downtown Presbyterian Church is a member church of the Presbytery of Middle Tennessee in the Synod of the Living Waters of the Presbyterian Church (U.S.A.)

III. Governance of the Church

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.) (Book of Order)*. Consistent with that *Constitution*, these bylaws shall provide specific guidance for this church. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

IV. Meetings of the Church

There shall be a meeting of the congregation to elect ruling elders to the next in-coming session class. This meeting is typically held in December.

There shall be an annual meeting of the congregation on the last Sunday in February, at which at least the following business shall be presented: annual reports from organizations and the session (information only), financial report for the preceding year, budget for the current year (information only), and a report of the church corporation, ~~changes in the terms of call for the pastor(s).~~

The congregation shall also vote on the terms of call for the pastor, co-pastors and associate pastor(s) serving in installed positions (G-2.0504a) or who are serving as designated pastors.

Other business conforming to Book of Order G-1.0502 may also be transacted.

Special meetings may be called by the session. Such calls shall state clearly the purpose of such special meetings, and business shall be restricted to that which is specified in the call. (G-1.0501)

V. Notice of Meetings

Adequate public notice of all congregational meetings shall be given, including notice given at regular services of worship prior to the meeting. *Own rule of minimum notification specified.* (G-1.0502) We recommend minimum of 2 successive Sundays.

VI. Moderator

The pastor shall moderate the meetings. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, the moderator appointed by the presbytery shall preside. 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 concur, a member of the session may be invited to preside. (G-1.0504)

VII. Secretary

The clerk of session shall serve as secretary. If the clerk is not present or is unable to serve, the congregation shall elect a secretary.

VIII Minutes of the Meeting

The minutes of the meeting recorded by the secretary shall be attested by the moderator and the secretary, recorded in the minute book of the session. (G-1.0505)

IX. Quorum for the Meeting

The quorum of a meeting of the congregation shall be the moderator, the secretary, and a majority **one-third (1/3)** of church membership. ~~Under no circumstances shall it be fewer than fifty percent of the congregation.~~

Consistent with the laws of the state of Tennessee, a quorum shall be $2/3^{\text{rds}}$ of active members on corporate matters. The secretary shall determine that a quorum is present. All active members of the congregation present at either annual or special meetings are entitled to vote (G-1.0501). Consistent with the laws of the state of Tennessee, voting is restricted to active members. Voting by proxy is not allowed.

X. Incorporation

In accordance with the laws of the state of Tennessee, the congregation shall cause a corporation to be formed. Consistent with the laws of this state, both ecclesiastical and corporate business may be conducted at the same meeting of the congregation. (G-1.0503).

Note: There will be variations from state to state on provisions for incorporation. Since the pastor or moderator is not a member of the corporation, consistent with Article VI, a member of the session shall be invited to moderate the meeting when corporate matters appear on the agenda. The elders serving on the session shall serve at the same time as trustees.)

XI. Nominating Committee (See G-2.0401)

The congregation shall ~~form~~ **elect** a nominating committee in the following manner:
(~~congregation will need to determine process for election of a nominating committee~~)

- (1) There shall be six ~~active members~~ **persons** on the nominating committee (~~minimum of three~~)
- (2) **Three members shall be active members of the congregation who are not serving on session at the time of the election.**
- (3) ~~One~~ **Two** of the members shall be ruling elders ~~who is~~ **are** currently serving on the session.

- (4) The pastor shall be a member ex officio and without vote.
- (5) Full opportunity shall always be given to the congregation for nominations from the floor of the congregational meeting by any active member of the congregation.
- (6) A majority of all active members present and voting shall be required to elect.

The nominating committee is a standing committee and is responsible for nominating ruling elders, deacons, three members to serve on the nominating committee for the subsequent year, and members of a pastor nominating committee.

XII. Ruling Elders/The Session

The session shall consist of nine (9) ruling elders divided into three equal classes.

~~The congregation shall elect a minimum of four new elders annually, elected each year prior to the annual meeting.~~ New Ruling elders shall typically serve a three-year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six years shall be ineligible for reelection to the session for a period of at least one year.

The session, at its first meeting following the annual meeting, shall elect an elder to serve as clerk and shall form such committees as necessary to carry out its work. At that same meeting of the session, the session shall annually elect a treasurer. A quorum for the session shall be the pastor or other presiding officer and one third of the elders.

XIII. Deacons

The congregation shall not elect deacons save the congregational attendance on Sundays exceed 250 median attendees for a year. At this time, service by deacons shall commence. The congregation should then elect deacons divided into three equal classes, one class who will serve for a three-year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.

The board of deacons, at its first meeting following the annual meeting, shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.

The pastor shall be an advisory member of the board of deacons. A quorum for the board of deacons shall be one third of the members, including the moderator.

XIV. Vacancies

Vacancies on the session, board of deacons, or nominating committee ~~or the board of deacons~~ may be filled at a special meeting of the congregation or at the annual meeting, as the session may determine.

XV. Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of Tennessee, and the *Constitution of the Presbyterian Church (U.S.A.)* by a two-thirds vote of the voters present, providing that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.

~~XVI. Note on Non-profit Organizations Using Church Space~~

~~No non for profit that has not already existed for two years shall be considered for use of space to operate in the Downtown Presbyterian Church.~~

Appendix T

Manual of Administrative Operation

In the presbytery, synod, and General Assembly, a manual of administrative operation is required (G-3.0106). Such a manual is desirable for your church (Chapter 12). Below is a partial listing of materials to include in the manual.

(1) *Originating Documents*

- (a) organizing covenant,
- (b) list of charter members, (c) articles of incorporation, (d) bylaws,
- (e) mission statement.

(2) *Nominating, Electing, and Ordaining/Installing*

- (a) description of the work of the church officer nominating committee, (b) elements in the examination by the session of those elected,
- (c) procedure on the day for ordination/installation.

(3) *Membership*

- (a) procedures for contact and invitation for membership, (b) procedures for removing names from the roll.

(4) *Committees and Organizations*

- (a) job description of the work of each committee and organization,
- (b) description of annual sequence of the work required for each committee and organization, (c) time, place, and frequency of meetings of each committee and organization,
- (d) expectations of persons serving on committees and organizations.

(5) *Contact with the Presbytery*

- (a) description of the procedure and report from the triennial visit, (b) catalogue of resource library,
- (c) directory of committee membership, (d) list of presbytery commissioners,
- (e) form to nominate persons to serve on presbytery committees.

(6) *Personnel*

- (a) position description for each church staff position—paid or volunteer, (b) personnel policies,
- (c) forms used in hiring, including disclosure forms for prior charges or conviction in sexual misconduct and sexual abuse,
- (d) description of performance review and compensation review procedure.

(7) *Finances*

- (a) church budget,
- (b) description of procedure for stewardship and pledging, (c) procedures for counting the offering.

(8) *Calendar*

church calendar of events during the year.

(9) *Annual Meeting*

description of preparation for the annual meeting with copy of last meeting.

- (10) *Worship and Sacraments* (a) instructions for ushers, (b) instructions for greeters, (c) instructions for those serving communion, (d) instructions for those preparing communion, (e) procedure for elder assisting in baptism.