

Redeemer Presbyterian Church

By-Laws

Section 1. Name

The name of this church, which is a Texas nonprofit corporation, shall be “Redeemer Presbyterian Church.” In these By-Laws the words “church” and “corporation” are used interchangeably in place of Redeemer Presbyterian Church.

Section 2. Object

The object of this church shall be the spread of the Gospel of Jesus Christ and the building of His Kingdom through evangelism, education, ministry, and worship.

- A. This object is to be carried out under the guidance of the Bible and the subordinate standards, being: The Westminster Confession of Faith, together with the Larger and Shorter Catechisms, and the Book of Church Order as adopted by the Presbyterian Church in America.
- B. This object will be carried out in presbyterian affiliation with the Presbyterian Church in America and the area Presbytery into which the church has been accepted (the “Presbytery”).

Section 3. Members

The members of this church shall be confessing believers in Jesus Christ and their children as approved and received by the Session of the church in accordance with the Book of Church Order.

- A. Communing members are those who have publicly confessed Christ as Savior before members of the Session and the church, have been baptized, and have been admitted by the Session to the Lord’s Table in keeping with the subordinate standards. These persons are received by vote of the Session and, while remaining as members in good standing, may vote in meetings of the corporation.
- B. Non-communing members are the children of communing members who have not yet been admitted to the Lord’s Table by the Session and as such are entitled to baptism and to the pastoral oversight, instruction, and government of the church, but not the right to vote in meetings of the corporation.
- C. Members shall be subject to discipline as provided for in the subordinate standards.

Comment

It is recommended that the practice of church discipline be recited in a church's By-Laws in order to put all on notice of the practice and how it is carried out, in our case under the subordinate standards of the Westminster Confession and Catechisms and the Book of Church Order, which preclude a member avoiding discipline by resigning.

Section 4. Session

- A. The jurisdiction and management of the affairs of the church shall be vested in the Session as prescribed by the subordinate standards. The Session shall be the corporation's board of trustees, and each member of the Session is thereby a trustee of the corporation.
- B. The Session shall consist of (i) the pastor and associate pastors who have been elected by the communing members of the church and installed by the Presbytery and (ii) the ruling elders who have been elected by the communing members of the church from eligible candidates presented to the congregation by the Session and installed, both in accordance with the subordinate standards, and who are in Active Service, i.e., serving in an active capacity in accordance with the subordinate standards and written policies of the church. Consistent with the subordinate standards, assistant pastors who have been called by the Session are not members of the Session.
- C. All teaching and ruling elders are ordained and shall serve for life, unless the relationship between an elder and the church is dissolved in accordance with the subordinate standards. Emeritus elders may be designated by the Session in accordance with the subordinate standards. Ruling elders not in Active Service and emeritus elders are entitled to notice of and to attend all meetings of the Session, but they do not have the authority, duties or liabilities of a teaching or ruling elder and are not governing persons of the church.
- D. The number of members of the Session shall be no fewer than three (3). This number may be increased by the election of additional associate pastors or ruling elders in accordance with the subordinate standards.

Comments

The revised language in B and C better tracks the provisions of the Book of Church Order that relate to teaching and ruling elders and sessions. It also removes the requirement for an annual election of elders, in recognition that we have not always done so at Redeemer, and recognizes the Redeemer practice of naming emeritus elders and the role of emeritus and inactive elders.

The revised language in D tracks Texas law, which requires a minimum of three directors of a corporation, and then reflects that the actual number of Session members will vary based on the elections at Redeemer.

Section 5. Meetings and Actions of the Session

- A. A majority of the members of the Session, including at least one teaching elder and two ruling elders, shall constitute a quorum for the conduct of business.
- B. Meetings of the Session may be called by the pastor and shall be called if requested by two ruling elders or if directed by the Presbytery in accordance with the subordinate standards.
- C. A meeting of the Session may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system (including videoconferencing technology or the Internet), or any combination, if the telephone or other equipment or system permits each person participating in the meeting to hear and communicate with all other persons participating in the meeting, reasonable measures are taken to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and a record is kept of any vote or other action taken at the meeting. Individual elders may also participate and vote in meetings by the same means.
- D. In situations where a meeting cannot practicably be held, the moderator may ask the Session to consider acting by means of email, so long as no elder objects, the vote of each person is identified in writing, a record of the votes is kept, and the action of the Session is recorded in the minutes of the Session.
- E. Meetings of the Session shall be conducted in accordance with Robert's Rules of Order Newly Revised. To the extent the Book of Church Order and Robert's Rules conflict, the Book of Church Order will take precedence.

Comments

The new language in C tracks a provision of Texas law that allows meeting by teleconference or videoconference, removing any question about the legitimacy of actions taken in this meeting format. It also allows telephone or video participation by an elder at an in-person meeting, which the Session has traditionally permitted.

The new language in D allows Session votes to be taken by email in extraordinary situations.

(Language in new Section 7 extends these same provisions to meetings of commissions and committees of the Session.)

The new language in E reflects Redeemer's practice of conducting meetings under Robert's Rules of Order, which is only one of several models of parliamentary procedure. Similar language in Section 6 applies to congregational meetings.

Section 6. Meetings of the Corporation

- A. Regular annual meetings of the corporation shall be held on the third Sunday in October, which for convenience may be moved to any other Sunday before or after at the direction of the Session.
- B. Special meetings of the corporation shall be called in accordance with the subordinate standards.

- C. Notice of a meeting shall be given by oral announcement at the regularly scheduled worship services and by written notice as directed by the Session at least two weeks prior to the meeting, except as provided by the subordinate standards or other provisions of these By-Laws.
- D. The quorum for all meetings of the corporation shall be as prescribed by the subordinate standards.
- E. The purchase, sale or mortgaging of all real property containing the sanctuary and constituting the main campus of the church must be approved by a majority vote of the communing members of the corporation present and voting at a regular or special meeting of the corporation.
- F. Voting by communing members must be in person and voting by proxy is not allowed.
- G. Meetings of the corporation shall be conducted in accordance with Robert's Rules of Order Newly Revised. To the extent the Book of Church Order and Robert's Rules conflict, the Book of Church Order will take precedence.

Comments

The time for notice of congregational meetings under C is extended from one week to two weeks. The language also recognizes that a longer notice is required for certain actions, such as the election of ruling elders and deacons, and for amendments to the By-Laws under Section 8.

The necessity of congregational approval for real estate transactions is limited in E to the sanctuary or main campus of the church.

Other changes in E, and changes in renumbered Section 8, clarify that certain congregational actions must be approved by a majority vote of those communing members who are present and vote.

Under Texas law, members of a corporation may vote by proxy, unless the governing documents of the corporation limit this practice. The new language in F reflects that this is not allowed, nor do we allow congregational meetings by teleconference or videoconference.

Section 7. Governance

- A. The Session shall have specific authority over the financial and contractual affairs of the church and its property, operations, facilities and non-pastoral personnel, except with respect to certain transactions involving real property as provided in Section 6.E. The Session may delegate its authority to commissions or committees of the Session, individual members of the Session or diaconate, or a member of the church staff. Any act of the Session performed in accordance with these By-Laws shall be binding on the church.
- B. Meetings and actions of commissions and committees of the Session may be conducted in the same manner allowed for meetings and actions of the Session in Sections 5.C and 5.D.
- C. For purposes of Texas law, the moderator of the Session shall act as president of the

corporation and the stated clerk of the Session shall act as secretary, each to be chosen in accordance with the subordinate standards. These individuals shall have the powers and duties provided to such offices by Texas law and as designated by the Session, to the extent not inconsistent with the subordinate standards or these By-Laws.

D. The fiscal year of the corporation shall be October 1 to September 30.

E. The financial records of the corporation shall be audited or reviewed annually by an independent party.

F. The Session may decide to indemnify an elder, trustee, deacon, officer, employee or agent of the church in accordance with Texas law.

Comments

This new section adds several provisions typically found in church By-Laws and that clarify and align the business practices of the church with Texas law.

Section 8. Amendment

These By-Laws may be amended only by a two-thirds vote of the communing members of the corporation present and voting at a regular or special meeting of the corporation. Notice of proposed amendments must be given at least 30 days before the meeting.