

**BYLAWS OF**  
**WESTMINSTER PRESBYTERIAN CHURCH**  
**NASHVILLE, TENNESSEE**

**ARTICLE I**  
**GENERAL PRINCIPLES**

Section 1.     **Purpose.**

Westminster Presbyterian Church of Nashville, Tennessee (hereinafter “**Westminster**” “**WPC**” or “**the Church**”), a church of ordinary people testifying to the extraordinary light found in our Lord Jesus Christ, who have been called by God and organized to proclaim the good news of Jesus Christ, was formed to minister to its members and to members of the community, and to promote peace and justice in the world.

Section 2.     **Affiliation.**

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

Section 3.     **Incorporation and Location.**

Westminster is a non-profit corporation organized under the laws of the State of Tennessee. The principal office of the Church shall be at 3900 West End Avenue, Nashville, Tennessee. When the needs of the Church so require, the Session may authorize additional offices at other locations.

Section 4.     **Governance of the Church.**

The Constitution of the Presbyterian Church (U.S.A.) (the “**Constitution**”) is composed of the Book of Confessions and the Book of Order (the “**BOO**”). The Church shall be governed by the Constitution, and shall conduct itself in accordance with the BOO. In the event of any conflict between these Bylaws and the Constitution, the Constitution shall control. The most recent version of Robert’s Rules of Order shall be used for parliamentary guidance for all meetings of the Church, including its Committees and the Session, as hereinafter described.

Section 5.     **Enactment.**

These Bylaws are enacted by the Congregation of Westminster to govern the operations of the Church. They are intended to govern the affairs and operations of the Church both as an ecclesiastical body and in its capacity as a body corporate formed under Tennessee law.

## **ARTICLE II CHURCH MEMBERSHIP AND MEETINGS**

### **Section 1.     Membership.**

Membership in Westminster shall include all persons on the membership rolls of the Church from time to time. As used in these Bylaws and for purposes of governance of the Church only, persons on the active membership roll of Westminster shall be considered “members” of the Church and shall collectively be referred to as the Congregation. Membership in the Church encompasses both the Church as an ecclesiastical body and as a body corporate under state law.

### **Section 2.     Location of Meetings.**

All annual and other meetings of the Congregation shall be held at the Church, unless the Session shall designate another location. In accordance with the BOO, the Session may designate the use of technology, whether or not during a time of emergency circumstances, such as a natural disaster or a public health order forbidding social gatherings, to hold annual or special meetings of the Congregation.

### **Section 3.     Annual Meeting.**

The annual meeting of the Congregation shall be held in the first quarter of the Church’s fiscal year, on a date and at a time designated by the Session. At such meeting, the business to be conducted shall include at least the business required to be conducted in accordance with the BOO (including a meeting of the Church as a body corporate), properly considered by the Congregation. Both ecclesiastical and corporate business may be transacted at the same meeting of the Congregation. The Session shall determine the agenda for each annual meeting of the Congregation.

### **Section 4.     Special Meetings.**

Special meetings of the Congregation may be called in accordance with the BOO to address any subject that is appropriate for consideration by the Congregation. The business to be conducted at a special meeting shall be limited to that which is specified in the call for the meeting. Special meetings may be called by the Session, or by the presbytery, whenever either determines it to be appropriate to do so. The Session shall call such a meeting upon the written request by one-fourth of the persons on the active membership roll of Westminster.

### **Section 5.     Notice of Meetings.**

Both annual and special meetings of the Congregation may be held only after notice of the place, date and time of the meeting has been given on two successive Sundays prior to the meeting. As to any special meeting, the notice shall also describe the business to be conducted. Where the publication schedule of any newsletter or website published by the Church permits, notice shall also be given in the newsletter or on the website.

Section 6. **Quorum.**

A quorum for the transaction of business at an annual or special meeting of the Congregation shall consist of at least five percent (5%) of the persons on the active membership roll of Westminster.

Section 7. **Moderator.**

The Pastor/Head of Staff shall be the moderator of all meetings of the Congregation. If the Pastor/Head of Staff is unable to moderate a particular meeting, an associate pastor of the Church nominated by the Session, or another minister of the presbytery designated by the Pastor/Head of Staff with the consent of the Session, shall act as moderator. During any period when the Church is without a Pastor/Head of Staff, the moderator shall be a person selected in accordance with the Constitution.

Section 8. **Secretary.**

The Clerk of the Session shall serve as secretary of all meetings of the Congregation, shall record the minutes of each meeting, and shall maintain a record of all business transacted at meetings of the Congregation. If the clerk is unable to serve, the Congregation shall elect a secretary for the meeting. The minutes of each meeting shall be attested by the moderator and the secretary for that meeting, and shall be maintained with the permanent records of the Church.

**ARTICLE III  
THE SESSION**

Section 1. **Authority and Responsibilities.**

The Session shall be responsible for the mission and governance of the Church. The affairs of the Church, both ecclesiastical and as a body corporate, shall be managed by the Session, except as may be specifically provided otherwise in these Bylaws or by the BOO.

Section 2. **Membership of Session.**

The Session shall consist of the Pastor/Head of Staff, all associate pastors, and elders in active service. All members of the Session are entitled to vote on any matter coming before it.

Section 3. **Election and Terms of Office.**

The Congregation shall elect elders to active service in accordance with the BOO, divided into three equal classes. One class of elders shall be elected at each annual meeting of the Congregation or at a special meeting of the Congregation called for that purpose, for a three-year term. Such term of active service on the Session shall end when the elder's successor has been ordained and installed.

Section 4. **Ineligibility for Re-election.**

An elder in active service shall not be eligible to be elected to more than two consecutive

terms (i.e. no more than six consecutive years), in addition to any period for which an elder was elected to a partial term to fill a vacancy. An elder will again be eligible for election to the Session after a one-year break in service.

Section 5.     **Moderator, Clerk of Session and Church Treasurer.**

The responsibilities of the Moderator, Clerk of Session and Church Treasurer are to be in accordance with the BOO. Appointment to these offices shall be determined by the Session in accordance with the BOO.

Section 6.     **Trustees of the Church as a Body Corporate.**

To the extent Tennessee state law requires the body corporate of the Church to have trustees, the trustees of the Church as a body corporate shall consist of no fewer than five (5) current elders, elected in accordance with these Bylaws.

Section 7.     **Authority of the Trustees of the Church as a Body Corporate.**

The trustees of the Church as a body corporate will be elected annually by the Session in accordance with the BOO, and shall designate one of their number to act as Chair. The trustees will be responsible for matters within the purview of the Session and delegated by the Session to the trustees, and the Chair (or his or her delegate) shall have the authority to execute checks, filings, conveyances and other documents on behalf of the Church and to take such other actions as would normally be vested in a corporate president under Tennessee state law. The Clerk of Session (and or an assistant secretary in the absence of the Clerk of Session) will act as secretary for meetings of the trustees, and authorized to maintain minutes and other records of all actions of the trustees.

Section 8.     **Meetings of the Trustees of the Church as a Body Corporate.**

The trustees will meet at such times as the trustees may determine, but not less often than required by Tennessee state law. The corporate meeting of the trustees may be held at the annual Congregational meeting. Special meetings may be called by the Chair, the Moderator of the Session or, in the absence of the Moderator, by the Clerk of Session.

Section 9.     **Meetings of the Session.**

The Session shall hold regular meetings at such time and place as it may designate, but not less often than quarterly. Meetings of the Session shall be open to any member of the Church unless the Session elects to proceed in executive session. During any executive session, only members of the Session and such other persons as the Session may specifically authorize shall be present. Special meetings of the Session may be called by the Moderator whenever he or she determines it to be appropriate to do so. The Moderator shall call a special meeting upon the written request of any three (3) members of the Session. Reasonable prior notice of all special meetings, and a description of the matters to be discussed, shall be given to the members of the Session. A quorum of the Session shall be the Moderator or other presiding officer as provided by BOO and at least one half of the elders in active service, except for a meeting called for the purpose of receiving members of the Church, for which the quorum shall be the Moderator and at least two members of the Session.

Section 10. **Standing and Special Committees.**

There shall be a Congregational Nominating Committee, as required by these Bylaws. In addition, the Session may create such standing and special committees as it may deem appropriate to carry out its directions and decisions, and to study and recommend actions to the Session. The standing committees shall oversee the mission of the Church in seeking fulfillment of The Great Ends of the Church in accordance with the BOO.

Special committees shall be appointed at such times and for such purposes as may be required by the BOO.

Each committee may establish appropriate subcommittees to assist such committee in fulfilling its responsibilities to the Session and consistent with these Bylaws.

Section 11. **Orientation of New Elders.**

As soon as practicable after the election of new elders each year, the Session shall cause an orientation session for such elders to be conducted to acquaint them with the duties of their positions, the policies and procedures of the Church. The Session may include in such orientation session any elders previously elected and returning to active service.

Section 12. **Vacancies.**

Any vacancies on the Session, or in the trustees of any corporate ministries of the Church (including the Westminster Legacy Fund) may be filled at a special meeting of the Congregation called for that purpose, or at the next annual meeting of the Congregation, as the Session may determine. The Session may, but shall not be required to, nominate a person to fill such a vacancy pending the conduct of a special meeting of the Congregation, or the next annual meeting of the Congregation. Any vacancies in the trustees of the Church as a body corporate may be filled by the Session in accordance with the BOO.

## **ARTICLE IV CONGREGATIONAL NOMINATING COMMITTEE**

Section 1. **Authority and Responsibilities.**

The purpose of the Congregational Nominating Committee is to nominate members of the Congregation for the offices of elder, trustees of any corporate ministries of the Church (including the Westminster Legacy Fund), and at-large members of the Congregational Nominating Committee for the succeeding year. During any period when the Church is seeking a Pastor/Head of Staff or associate pastor, the Congregational Nominating Committee shall also nominate persons to serve on the pastor nominating committee in connection with such search.

Section 2. **Membership of the Congregational Nominating Committee.**

The Congregational Nominating Committee shall be composed of nine members elected as follows: (a) four shall be elders selected by the Session, one of whom shall be an elder in active service who shall serve as Chair of the Congregational Nominating Committee, and (b) five shall

be persons not currently serving on the Session. All members of the Congregational Nominating Committee shall be selected annually. No member shall serve more than three years consecutively. The Pastor/Head of Staff shall be an ex officio member of the Congregational Nominating Committee, without vote.

Section 3.     **Meetings and Procedure of the Congregational Nominating Committee.**

The Congregational Nominating Committee shall meet at the call of its Chair, in sufficient time to prepare a list of nominees for the various offices in advance of the annual meeting or any special meeting of the Congregation where officers are to be elected or a vacancy may be filled. It shall nominate for each office one person willing to serve. At every meeting of the Congregation where persons are elected to office, there shall be an opportunity to submit additional nominations from the floor.

**ARTICLE V  
MINISTERS AND STAFF**

Section 1.     **Pastor/Head of Staff.**

In addition to such other powers and responsibilities as are described in these Bylaws and the Constitution, the Pastor/Head of Staff shall serve as head of staff of the Church. As such, the Pastor/Head of Staff shall have such responsibilities for leadership and direction of the Church's mission and program as are consistent with the pastoral role contemplated by the Constitution, the provisions of his or her call and that of other ministers, and the policies of the Session. The Church may designate any number of associate pastor positions, with such general or specific pastoral responsibilities as may be approved by the Session and included in their call.

Section 2.     **Staff.**

The Session is authorized to hire such professional and other staff as it deems necessary to the mission of the Church and shall make provision for the organization and operation of same.

**ARTICLE VI  
OTHER**

Section 1.     **Indemnification.**

The Church shall indemnify any current or former elder, other officer, or Committee member, and their heirs, successors or assigns, and is authorized to indemnify any staff member, agent or employee, against any loss, costs and expenses, including counsel fees, reasonably incurred by him/her in connection with any claim, action, suit or proceeding to which he/she may be a party by reason of service in such capacity, except as to any matter as to which he/she is finally adjudged in such proceeding to have been guilty of gross negligence or willful misconduct. The foregoing rights shall not be exclusive of other rights to which such officer or person may be entitled.

Section 2. **Fiscal Year.**

The fiscal year of the Church shall be the same as the calendar year unless the Session shall otherwise determine.

Section 3. **Amendments.**

These Bylaws may be amended in any manner that is not prohibited by the laws of the State of Tennessee and the Constitution. A proposed amendment shall first be submitted to the Session for its approval. After approval by the Session, the proposed amendment shall be submitted to the Congregation at the next annual meeting or at a special meeting called for that purpose, as the Session may determine. The proposed changes, in written form, shall be made available to members of the Congregation prior to the meeting at which they are considered and notice of their availability given in the call for the meeting. A two-thirds vote of those members present and voting at the meeting shall be required to adopt the proposed amendment or amendments.

The above Bylaws of Westminster Presbyterian Church in Nashville, Tennessee were proposed by the Session and adopted by the Congregation at its annual meeting on:

Date of Meeting

\_\_\_\_\_

Moderator

\_\_\_\_\_

Attest:

\_\_\_\_\_

Clerk of Session

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