

**BY-LAWS
OF
CLEAR LAKE PRESBYTERIAN CHURCH**

In accordance with the constitution of the Presbyterian Church in the United States (PC(USA)), and under the provisions of the Texas Non-profit Corporation Act, the Congregation of the Clear Lake Presbyterian Church, Presbytery of New Covenant, PC(USA), has adopted the following By-laws:

**I.
OFFICE**

The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris, and the Clear Lake area.

The Corporation shall have and continuously maintain in the State of Texas a Registered Office and a Registered Agent whose office is identical with such Registered Office, as required by the Texas Non-Profit Corporation Act. The Registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the Registered Office may be changed from time to time by the Session. The name of the Registered Agent may also be changed from time to time by Session.

**II.
MEMBERS**

All Active Members on the Active Roll of the Clear Lake Presbyterian Church shall be members of the corporation.

**III.
MEETINGS OF MEMBERS**

SECTION 1. The Annual Meeting of the Membership shall be held during the first quarter of the calendar year at a time and place selected by Session. Business to be conducted at the annual meeting may include, but is not limited to, the following:

- A. Matters relating to the call of a Pastor or Pastors, changing the terms of call of a pastor or Pastors, or acting on the consent to dissolve the relationship of the Pastor or Pastors.
- B. Receiving reports on the status of the church ministries and the financial conditions of the church.
- C. Matters relating to the election of Elders, Deacons, Trustees, and Nominating Committee members.
- D. Matters relating to buying, selling, and mortgaging real property.

SECTION 2. The Annual Meeting and Called Congregational Meetings shall¹ be called by Session, Presbytery, or by Session when requested in writing by 25% of the members.

SECTION 3. The Pastor- Head of Staff will be the Moderator of the Congregational Meetings. If the church is without a Pastor-Head of Staff, Moderator of the Session appointed by Presbytery shall preside at the Congregational Meetings. Clerk of Session shall be Clerk of the Congregational Meetings. If the Clerk of Session is not present, an Acting Clerk is to be elected by the members present at the meeting. The Moderator cannot vote at these meeting nor are proxies allowed. A 10% quorum of Active Members is required for the conducting of business. Robert's Rules of Order shall be used for Parliamentary guidance.

¹ "shall" Amended April 1, 2012

SECTION 4. Public notice of a least two calendar weeks shall be given for all Annual or called Congregational Meetings. This notice shall include time, place, and business to be conducted.

IV. GOVERNING COUNCILS

SECTION 1. Session – The Session is responsible for the Mission and Government of the Church. Its duties and responsibilities are, but not limited to, the following:

- Provide opportunities for evangelism by the members and the church
 - Receive members into the church upon profession of faith, reaffirmation of faith in Jesus Christ, or by transfer of church membership.
 - Lead the congregation in participation in the world wide mission of the Church
 - Provide for the worship of the people of God
 - Provide for the growth of its members
 - Develop and supervise the educational program of the church
 - Lead the congregation in ministries of personal and social healing and reconciliation
 - Challenge the people of God with the responsibility of Christian stewardship of money, time, and talent
 - Establish annual budgets, monitor expenses, and provide full information to the congregation
 - Instruct, examine, ordain, install, and welcome elders and deacons upon their election to office
 - Delegate duties and supervise the Board of Deacons and Trustees
 - Provide for the administration of the program of the church
 - Provide for the management of the property of the church
 - Maintain regular and continuing relationships with the higher governing bodies of the church and elect elder commissioners where required.
 - Adjust the number of members on the Session, Deacons, and Nominating Committee to meet the needs of the corporation.
 - Periodically review the Active Membership roll and determine if inactive members need follow up or removal from the Active Roll
- A. The Session shall consist of the Pastors and the Ruling Elders. The number of Elders is determined by the Session reflecting the needs of the Church. All Ruling Elders are elected for 3 year terms and, as much as possible, they are to be split into 3 equal classes to maintain continuity. No Elder can serve more than 3 consecutive years or one term unless elected for an unexpired term preceding their election for a full term. A minimum of one year off the Session is required before reelection.
- B. The Pastor serves as a Moderator for the Session with rights of vote.
- C. Session elects a Clerk and Treasurer each year. It can appoint a Registered Agent when a vacancy exists.
- D. Session will meet a minimum of four times per year.
- E. Vacancies can be filled by special elections of the congregation or left open until the next annual election at the discretion of Session

SECTION 2. Trustees- The Trustees of the corporation shall carry out the legal responsibilities of the corporation as required by the State of Texas, as approved² and directed by the Session, and under the

² "as approved" Amended April 1, 2012

authority of the corporation granted in a Congregational Meeting. Trustees have the power and authority as approved and directed³ to buy, sell, and mortgage property of the church, to accept and execute deeds, and to hold and defend title to the same. On occasion, they may also be requested to manage, invest, and distribute Special Gifts and Endowments that the Church may receive.

- A. The Board of Trustees shall consist of three members with each elected by the Congregation for a three year term. An effort shall be made to stagger the terms by electing one trustee each year. They cannot serve for more than three consecutive years and must be Elders who concurrently are serving on CLPC session or have served on CLPC Session in the past.
- B. The Board of Trustees must meet at least once each year and elect from its members a Chair, a Secretary, and a Treasurer.
- C. A meeting can be called by any two members and two members constitutes a quorum. A two day notification of a meeting is required.
- D. A vacancy may be filled by a vote of Session. That person can serve until the next normal election of officers.

SECTION 3. Deacons – The Session of CLPC has the authority to establish a Board of Deacons to serve the needs of its congregation and others in the community of faith in the area. The Deacons may establish their own policies and practices and will be responsible to the Session for the Ministries that they perform.

SECTION 4. Nominating Committee. The nominating committee shall aid the congregation in identifying suitable candidates for the offices of Session, Deacons (if this Board exists), Trustees, and Nominating Committee.

- A. Voting members of the Nominating Committee shall be representative of the congregation. This committee shall have two members of the Session, at least one member of the Board of Deacons (if this Board exists), and at least two adult members at large. One youth member may also serve but is not required.
- B. Committee members shall be elected for three year terms and cannot succeed to a second consecutive term. If a youth member is elected, the term may be one or two years if re-elected.
- C. Pastor, Head of Staff, serves on the Nominating Committee without a voting right.
- D. Vacancies can be filled by special elections of the congregation or left open until the next annual election at the discretion of Session.

V. OTHER

SECTION 1. Conflicts of Interest – Contracts or transactions between the Corporation and members of the Session, Trustees, Deacons, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Session member, Trustee, Deacon or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every such person with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefits and potential conflicts of interest, to the other members of the Session or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested Session members or of the uninterested members of another group with the authority to authorize the transaction.

³ "as approved and directed" Amended April 1, 2012

SECTION 2. Required Books and Records. The Corporation will keep correct and complete records of the Corporation's activities. These will include the following:

- A. Copies of all documents filed with the Texas Secretary of State.
- B. A copy of all By-laws including the original, this edition, and any future amended versions.
- C. Minutes of the proceedings of Session, Board of Deacons, Board of Trustees, and Nominating Committee.
- D. List of names and addresses of Elders, Deacons, Trustees, and Nominating Committee in active service. Also, list shall be maintained of all Ordained Elders and Deacons who are members of the corporation.
- E. List of Active Members, Baptized Members, and Affiliate Members
- F. Financial Statements of Balance Sheets and Income and Expenses for a minimum of three years.
- G. Information concerning Federal, State and Local taxes for a minimum of three years or as required by statute.

SECTION 3. From time to time, there may be a need for Session or other Governing Councils to reach a decision where convening a meeting is not practical and gaining a consensus by Email or other electronic means is the most efficient and expedient means. In these cases, the following procedure is authorized:

- The Clerk of Session and Session Moderator can jointly initiate an email polling of Session Members. For other Governing Councils, the leads can initiate an Email polling of council members.
- If consensus of two-thirds of the members responds favorably with no dissenting responses, the Clerk of Session or the lead of other Governing Councils can authorize action on time sensitive issues.
- A Motion will be presented at the next Session meeting, or other Governing Council meeting, for discussion and sustaining of the action. If new information is presented and the motion is not sustained, action will be reversed where possible and not repeated.

SECTION 4. For issues not directly addressed in this document, the Book of Order will be used as guidance to determine proper course of action.⁴

VI. AMENDMENTS

These By-laws may be altered, amended, or repealed and new By-laws adopted by a two-thirds vote of the Active Membership present at any Annual or Called Congregational Meeting where two weeks' notice has been given, a quorum exists, and intent and content is given to alter, amend, or repeal and adopt new By-laws. Additionally, these By-Laws will be reviewed at least every five years by the Session.⁵

Membership approved of the Adoption of this By-Law revision on the 1st day of April, 2012.



CLERK OF CONGREGATIONAL MEETING

⁴ Part V, Section 4 Amended April 1, 2012

⁵ "Additionally, these By-Laws will be reviewed at least every five years by the Session." Amended April 1, 2012