

## AMENDED AND RESTATED BYLAWS

### OF

## WESTMINSTER PRESBYTERIAN CHURCH, INC., CHARLOTTE NORTH CAROLINA

### ARTICLE I - IDENTITY

Section 1.1 **The Church.** Westminster Presbyterian Church, Inc. Charlotte, North Carolina (the “Church”) is a nonprofit religious corporation organized pursuant to the laws of the State of North Carolina and is member congregation of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”), and of the ECO Presbytery exercising ecclesiastical jurisdiction over the Church (the “Presbytery”). As such, the Church subscribes to the ECO *Essential Tenets*, and is governed by the ECO *Polity* and *Rules of Discipline*, respectively. The ECO *Essential Tenets*, *Polity*, and *Rules of Discipline*, as amended from time to time, collectively constitute the ECO *Constitution*, which is incorporated into and made a part of this document.

Section 1.2 **Principal and Registered Office.** The principal and registered office of the Church shall be located at 101 Colville Rd., Charlotte, NC.

Section 1.3 **Powers.** The Church shall act legally as a corporation as described in the ECO *Polity*. All the powers authorized and permitted by the ECO *Constitution* for a local church corporation shall be the powers of the Church, together with such powers as are granted to a nonprofit corporation by the North Carolina Nonprofit Corporation Act, as amended from time to time (the “Act”).

### ARTICLE II - GOVERNANCE

Section 2.1 **Governance Generally.** The Church shall look to these Bylaws, the Articles of Incorporation, the ECO *Constitution*, the Act, and the requirements for continued qualification as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code (as amended from time to time) for guidance in the operation of its affairs.

Section 2.2 **Order of Authority.** These bylaws set forth provisions for the governance and operation of the Church. These bylaws shall at all times be subject to the provisions of the ECO *Constitution*, and the applicable provisions in the ECO *Constitution* shall take priority over any inconsistent provisions in these bylaws. These bylaws are also subject to the Act and the Articles of Incorporation of the Church. It is intended that the Church be governed, and its affairs be conducted, in accordance with the ECO *Constitution* and, to the fullest extent permitted by the Act, in the same manner and with the same governance and organizational structure as a local Presbyterian Church that is not incorporated, but with all of the rights, powers, privileges and immunities of a North Carolina nonprofit corporation, and these bylaws shall be construed accordingly. To the extent necessary to effectuate the foregoing, the ECO *Constitution* is hereby incorporated by reference into these bylaws.

## ARTICLE III - MEMBERS

Section 3.1 **Status and Voting Rights.** The congregational members of the Church (referred to in the *ECO Constitution* as “covenant partners”) shall be those individuals who have been elected to membership by the Session and who have subsequently neither resigned their membership nor been removed from membership by the Session. Each congregational member shall be entitled to one vote on matters requiring membership approval by the *ECO Constitution*.

Section 3.2 **Meetings.** An annual meeting of the congregational members shall be held once each year at the time and place as determined by the Session, for the purpose of electing elders and deacons, and for the transaction of such other business as may come before the meeting. A special meeting of the congregational members, for any purpose or purposes, may be called by the Session, by the Presbytery or by the Session when requested in writing by congregational members having at least twenty-five percent (25%) of the votes entitled to be cast at such meetings.

(a) Notice of Meetings. Except as otherwise prescribed by statute, written notice of each meeting of the congregational members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in each prior worship service held in the week of such meeting and in the week prior to such meeting (with each week beginning on a Sunday).

(b) Participation in Meetings. Any or all congregational members may participate in any meeting through the use of any means of communication as determined by the Session for such meetings by which all persons participating in the meeting may hear each other during the meeting, and all such participation shall qualify for purposes of establishing a quorum.

(c) Approval of Actions. Except as otherwise provided in these bylaws, ten percent (10%) of the congregational members shall constitute a quorum of the members for action on a matter, and the affirmative vote of a majority of the congregational members present at a meeting of the congregational members shall be the act of the congregational members if a quorum exists.

(d) Other. The Session is not required to prepare a members’ list in connection with any meeting of the members, and no member shall be entitled to vote by proxy.

## ARTICLE IV - SESSION

Section 4.1 **General Powers.** Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Church shall be managed under the direction of, the Session (as described in the *ECO Constitution*), which shall serve as the board of directors of the Church (the “Session”). The Session shall be elected and serve in accordance with the provisions of the *ECO Constitution* and shall have and exercise all of the powers and responsibilities of the board of directors of a North Carolina nonprofit corporation except to the extent that such power and responsibilities are conferred by the Articles of Incorporation, these Bylaws or the *ECO Constitution* upon some other person or body. Any third party dealing with the Church may rely upon any act of the Session that is within the powers and authority of a board of directors of a North Carolina nonprofit corporation

as being the act and deed of the Church unless such third party has actual knowledge to the contrary.

**Section 4.2 Composition.** The Session shall consist of the elders currently in office, the senior pastor, and each associate pastor. The number of elders in office shall initially be twelve (12) but shall not be less than nine (9) as determined from time to time by the Session. The senior pastor and each associate pastor shall serve as designated members of the Session with voting rights.

**Section 4.3 Election; Removal; Vacancies.** Members of the Session (other than the senior pastor and associate pastors) shall be elected at the annual meeting of the congregational members. A member of the Session (other than the senior pastor and associate pastors) may be removed, and a vacancy on the Session (other than a vacancy formerly held by the senior pastor or an associate pastor) may be filled, at a special meeting of the congregational members called for such purpose.

**Section 4.4 Meetings.** A regular annual meeting of the Session shall be held at such time and place as may be determined by the Session, for the purpose of appointing additional corporate officers (if any) and for the transaction of such other business as may come before the meeting. The Session shall meet no less frequently than quarterly and may provide by resolution the time and place for the holding of additional regular meetings. Special meetings of the Session may be called by or at the request of the senior pastor or two (2) or more members of the Session. The person or persons authorized to call special meetings of the Session may fix the time and place for holding any special meeting of the Session so called.

(a) Notice of Meetings. Notice of each meeting of the Session stating the date, time and place of the meeting shall be given to each Session member at such Session member's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Session member). A Session member may waive notice of any meeting as provided in the Act. The manner of notice shall be as determined by the Session or the Secretary.

(b) Organization. Each meeting of the Session shall be presided over by the senior pastor or, in the absence or at the request of the senior pastor, by the most senior associate pastor or, in their absence or at the request of the senior pastor, by any person selected to preside by vote of a majority of the Session present. The Secretary, or in the absence or at the request of the Secretary, any person designated by the person presiding at the meeting, shall act as secretary of the meeting.

(c) Participation in Meetings. Members of the Session or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication as determined by the Session for such meetings by which all Session members participating may hear each other during the meeting. A Session member participating in a meeting pursuant to this paragraph is deemed to be present at the meeting.

(d) **Quorum and Voting.** A majority of the Session members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Session, and the vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless otherwise required by these bylaws. No Session member may vote or act by proxy at any meeting of the Session.

**Section 4.5 Action Without Meeting.** Action required or permitted to be taken by the Session at a meeting may be taken without a meeting if one or more written consents describing the action taken are approved by each of the members of the Session, whether before or after the action so taken, and filed with corporate records or the minutes of the proceedings of the Session. Action so taken is effective when the last member of the Session provides written approval for such consent unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document. Transmission of written approvals by facsimile, e-mail, or other electronic means shall have the same effect as the delivery of manually signed documents in person.

**Section 4.6 Committees.** The Session may designate from among its members one or more standing or ad hoc committees, each of which, to the extent provided in the resolution establishing such committee or these bylaws, shall have and may exercise all of the authority of the Session, except as prohibited by the Act and provided that, with respect to any committee whose members also include those who are not then members of the Session, such other members shall not be entitled to vote or, if such members are entitled to vote, such committee shall not have authority to act for the Session. The delegation of authority to any committee shall not operate to relieve the Session or any member of the Session from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Session unless the Session or the committee itself determines otherwise. Standing committees of the Session shall exist solely at the pleasure of, and may be replaced or supplemented from time to time by the Session.

## ARTICLE V - ECCLESIASTICAL OFFICES

**Section 5.1 Types of Offices.** The Church shall have various ecclesiastical offices as set forth in the *ECO Polity*, namely pastors, elders, and deacons. Deacons shall serve on the Diaconate in capacities determined by the Session in consultation with the deacons. Except as expressly assigned in these bylaws or resolution of the Session, no ecclesiastical officer shall, as such, be a corporate officer or have any legal authority with respect to the affairs of the Church.

### **Section 5.2 Elections of Elders and Deacons; Clerk of Session.**

(a) **Terms.** The terms of office of the elders and deacons shall be three years commencing on January 1 following the congregational meeting in which they are elected. Each of the elders and deacons shall be divided into three classes, with the term of each class expiring in a different year. An elder or deacon elected to fill a vacancy shall have the remaining term of the class to which such elder or deacon is elected. No elder or deacon may serve as an elder or deacon for more than two consecutive terms, except that any partial term served by reason of an increase in the number of elders or deacons or an

election to fill a vacancy for an unexpired term, and any terms followed by a period out of office of at least one year, shall not be counted.

(b) Voting. In an election of elders or deacons at a congregational meeting, that number of candidates equaling the number of elders or deacons to be elected, having the highest number of votes cast in favor of their election, are elected as elders or as deacons.

(c) Clerk of Session. The Session shall appoint from among its members (other than the senior pastor and any associate pastor) the clerk of session to serve at the pleasure of the Session for a one-year term. A clerk of session may continue to serve as such for consecutive terms so long as such person remains a member of the Session.

### Section 5.3 **Pastors.**

(a) Calling. All pastors shall be called, and shall be subject to removal, in accordance with the *ECO Constitution*.

(b) Duties. Each pastor (i) shall provide Spirit-led vision, leadership and pastoral care for the staff and congregation; (ii) if such pastor is the senior pastor (or, in the absence, disability or request of the senior pastor, the most senior associate pastor (or elder or other associate pastor as the senior pastor may have selected)) shall serve as the moderator at all meetings of the Session and congregational members; (iii) if such pastor is the senior pastor (or as the senior pastor may have delegated to one or more associate pastors), supervise the ministry vision, strategy and theology of all other pastors and staff having theological, pastoral or other religious-based duties; and (iv) perform all other duties incident to the ecclesiastical office of pastor.

## ARTICLE VI - CORPORATE OFFICERS

Section 6.1 **Selection of Officers**. The officers of the Church shall include a chief executive officer, a secretary, and a treasurer, each of whom shall be elected for one-year terms by the Session. The Session may also appoint such other officers, assistant officers, and agents as it may consider necessary or useful. Such other officers shall have terms as may be determined by the Session as applicable. One person may hold more than one office at a time. Except as otherwise required by the *ECO Constitution*, corporate officers need not be Session members.

Section 6.2 **Authority and Duties of Corporate Officers**. The officers of the Church shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Session or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chief Executive Officer. The clerk of session shall, subject to the direction and supervision of the Session and the *ECO Constitution*: (i) serve as the chief executive officer of the Church; (ii) have authority to execute legal instruments and documents on behalf of the Church; and (iii) perform all other duties incident to the office of Chief Executive Officer and as from time to time may be assigned to such office by the Session. The clerk of session may also use the title "President."

(b) Vice Presidents. The Vice Presidents shall generally assist the Chief Executive Officer and perform such other duties as the Session shall prescribe and, in the absence or disability of the Chief Executive Officer and in order of their seniority or in any other order determined by the Session, shall perform the duties and exercise the powers of the Chief Executive Officer. The title of any Vice President may include any terms descriptive of his or her duties as the Session may prescribe. Unless otherwise appointed by the Session, the Chair of the Finance Committee of the Session shall be the Vice President - Finance.

(c) Secretary. The clerk of session shall be the Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Session; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the Session. Assistant Secretaries shall have the same duties and powers, subject to the direction and oversight of the Secretary.

(d) Treasurer. Unless otherwise appointed by the Session, the Chair of the Finance Committee of the Session shall be the Treasurer. The Treasurer shall (i) be the chief financial officer of the Church and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the session; (ii) upon request of the Session, make such reports to it as may be required at any time; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the Session. Assistant Treasurers shall have the same powers and duties, subject to the direction and oversight of the Treasurer.

Section 6.3 **Qualification, Appointment and Term**. All officers of the Church shall be elected by the Session and may serve simultaneously as officers and members of the Session. The Session may authorize a duly appointed officer to appoint one or more other officers or assistant officers, other than appointment of the Chief Executive Officer. Each officer shall serve as such at the pleasure of the Session.

Section 6.4 **Removal**. Any officer may be removed by the Session at any time, with or without cause, provided that such removal shall not itself affect the contract rights, if any, of the person so removed.

Section 6.5 **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Session for the unexpired portion of the term.

Section 6.6 **Compensation**. The compensation of all officers of the Church shall be fixed by, or in the manner prescribed by, the Session.

## ARTICLE VII - CONTRACTS, LOANS AND DEPOSITS

Section 7.1 **Contracts**. The Session may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any document or instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances.

Any resolution of the Session authorizing the execution of documents by the proper officers of the Church or by the officers generally and not specifying particular officers shall be deemed to authorize such execution by the Chief Executive Officer or by any other officer if such execution is within the scope of the duties of such other office. The Session may by resolution authorize such execution by means of one or more facsimile signatures.

Section 7.2 **Loans.** No loans shall be contracted on behalf of the Church and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Session. Such authority may be general or confined to specific instances.

Section 7.3 **Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the Church may be signed by the Business Manager or such other officer or officers, agent or agents of the Church, and in such manner, as shall from time to time be determined by resolution of the Session.

Section 7.4 **Deposits.** All funds of the Church not otherwise employed or invested shall be deposited from time to time to the credit of the Church in such depositories as the Session directs.

## ARTICLE VIII - INDEMNIFICATION

Section 8.1 **Indemnification.** Any person who at any time is serving as a member of the Session or the Diaconate shall have a right to be indemnified by the Church to the fullest extent permitted by the Act and other applicable law against (a) expenses, including reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether or not brought by or on behalf of the Church, arising out of his or her status as such Session or Diaconate member, or his or her status as an officer, employee or agent of the Church (including service on any committee, commission, council, task force or other body or agency of this Church other than the Session or the Diaconate), or his or her service, at the request of the Church, as a director, officer, partner, trustee, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan, or his or her activities in any of the foregoing capacities, and (b) any liability incurred by him or her, including without limitation, satisfaction of any judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any such action, suit or proceeding.

Section 8.2 **Actions by Session.** The Session shall take all such action as may be necessary and appropriate to authorize the Church to pay the indemnification required by this Bylaw, including, without limitation, to the extent necessary, (a) making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and (b) giving notice to and obtaining approval by the congregational members of the Church if otherwise required by law or the *ECO Constitution*.

Section 8.3 **Payment of Expenses.** Expenses incurred by a member of the Session or the Diaconate in defending an action, suit or proceeding may be paid by the Church in advance of

the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such member to pay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Church against such expenses.

**Section 8.4 Reliance.** Any person who at any time after the adoption of this bylaw serves as a member of the Session or the Diaconate shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit of the legal representatives of any such person, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw, and shall not be limited by the provisions for indemnification in Sections 55A-8-51 through 55A-8-56 of the Act or any successor statutory provisions.

**Section 8.5 Expenses in Obtaining Indemnification.** Any person who is entitled to indemnification by the Church under Section 8.1 shall also be entitled to reimbursement of reasonable costs, expenses and attorneys' fees incurred in obtaining such indemnification.

**Section 8.6 Permissive Indemnification of Others.** The Church may, to the fullest extent permitted by the Act and other applicable law, but, unless otherwise required by law, only as and to the extent authorized by general or specific action by the Session or as and to the extent required by any contract duly approved by the Session, indemnify and advance expenses to any one or more of its current or former officers, employees, or agents (including any person who serves or has served on any committee, commission, council, task force or other body or agency of the Church other than the Session) who is not a member of the Session or the Diaconate, or to any one or more of its former members of the Session or the Diaconate, to the same extent to which an incumbent member of the Session or the Diaconate is entitled to indemnification and advancement of expenses pursuant to Section 8.1 through Section 8.4 above.

**Section 8.7 Other Rights to Indemnification not Impaired.** Nothing in this Article VIII shall impair any right to indemnification or advancement of expenses that any persons may otherwise have, in the absence of this Article VIII, under the Act or other applicable law, or any exculpation or immunity to which any member of the Session or other representative of the Church is entitled under the Articles of Incorporation, the Act or other applicable law.

## **ARTICLE IX - RECORDS AND REPORTS**

**Section 9.1 Records and Reports.** The Church shall keep all records and submit and file all reports and filings as are required by applicable law and the ECO *Constitution*. Unless the Session otherwise directs, the Treasurer shall be responsible for keeping, or causing to be kept, all financial and accounting records of the Church and for submitting or filing, or causing to be submitted or filed, all reports and filings of a financial or accounting nature, and the Secretary shall be responsible for keeping, or causing to be kept, all other records and for submitting or filing, or causing to be submitted or filed, all other reports and filings.

**Section 9.2 Meeting Minutes; Congregational Members.** The Church shall keep as permanent records minutes of all meetings of its congregational members and the Session and a



record of all corporate actions taken by the Session without a meeting. The Church or its agent shall maintain a record of its congregational members, in a form that permits preparation of a list of the names and addresses of all members in alphabetical order and showing whether such congregational members have a right to vote. The Church shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

### ARTICLE X - MISCELLANEOUS

Section 10.1 **Amendments.** Provisions of these bylaws may be amended only by the congregational members at a congregational meeting of a quorum of members and approved by a vote of a majority of the quorum, provided that no amendment to the Bylaws may be made which would prevent the Church from qualifying as a tax-exempt corporation described in 501(c)(3) of the Internal Revenue Code of 1986, as amended, or which would otherwise be inconsistent with its Articles of Incorporation or the ECO *Constitution*.

Section 10.2 **Construction.** All personal pronouns used in these bylaws shall include persons of any gender. All terms used herein and not specifically defined herein but defined in the Act shall have the same meanings herein as given under the Act, unless the context otherwise requires.

**These Amended and Restated Bylaws were approved on December 11, 2022, by the congregational members as required by Section 10.1 and such approval is hereby certified by the Clerk of Session.**

  
Dennis Chen (Jan 6, 2023 11:03 EST) . Jan 6, 2023

**Clerk of Session**

**Date**







# Bylaws of Westminster Presbyterian Church\_wSignatrure

Final Audit Report

2023-01-06

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