

## **Discussion of the Rationale for Proposed Changes to the By-Laws for the Congregation and By-Laws for the Corporation (12/16/2021)**

After careful consideration and review, the Session has concluded that the By-Laws governing St Mark should be modified, and is asking the Congregation to approve these changes at Congregational Meetings that have been called for January 30, 2022. While these changes are primarily focused on changing the way Trustees of the Corporation are selected, a few other changes are also required to properly reflect the way St Mark is currently being managed. While the proposed revised By-Laws are being issued to the congregation for your review and consideration ahead of the January 30, 2022 meetings, Session has also prepared this document to (1) help explain the rationale and reasons why the changes are being proposed, and (2) summarize the material changes that are being proposed to the By-Laws. **As noted above, Session will recommend that the congregation vote to adopt the revised By-Laws for the Congregation and the By-Laws for the Corporation at the January 30, 2022 Congregational Meetings.**

### Rationale for Proposed Changes to the By-Laws

- The congregation voted to modify the name of the nominating committee from Representative Nominating Committee to Congregational Nominating Committee to provide consistency with the Book of Order and to be more descriptive of its function. The By-Laws need to be modified to reflect this change.
- The St. Mark Presbyterian Church documents of Incorporation by the State of Texas stipulate that the corporation shall be governed by trustees. The Book of Order PC(USA) states that: "The corporation so formed, or the individual trustees, shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the congregation, provided that in buying, selling, and mortgaging real property, the trustees shall act only after approval of the congregation. The powers and duties of the trustees shall not infringe upon the powers and duties of the session or the board of deacons. The ruling elders on the session of a congregation, who are eligible under civil law, shall be the trustees of the corporation, unless the corporation shall determine another method for electing its trustees."

The session acted as trustees until 2010 when the session recommended to the congregation that a Board of Trustees be created consisting of a minimum of three ruling elders. Expectations at that time were that church membership would be growing and land acquisitions and facility expansions were being considered, thus creating additional duties that would unduly burden session elders. The congregation has shrunk since that time. The trustees asked session for additional responsibilities and some

ministries responded by requesting the trustees to help with certain ministry activities, but all such activities were only undertaken with the approval of session.

In 2018 the session was assisted by an Administrative Commission of Presbytery to review St. Mark's policies and procedures. It was their thought that a church the size of St. Mark should have the duties of trustee handled by session members. The nominating committee is currently challenged each year with maintaining 30 session, clerk, treasurer, deacon and nominating committee positions, without the additional strain of nominating 3-5 trustees. At the same time, we believe that with the current size of the church session elders can handle the designated responsibilities of the trustees as permitted by the Book of Order without detracting from their other responsibilities.

Based on the forgoing, it is recommended that the board of trustees be filled by three ruling elders currently on session as opposed to trustees elected from at large ruling elders, and that the session assume the responsibility for nominating session elders for congregational approval to also fill the legal role of corporate trustees in addition to their responsibilities as a session elder.

### Summary of By-Law Changes Required to Effect Recommended Changes

The session will nominate one session elder from each incoming class to a 3-year trustee term in addition to their role on session. The Finance Elder is prohibited from also serving as a trustee to preclude any appearance of conflict of interest. The congregation will retain the right to nominate an alternative to the person nominated by session from the congregational meeting floor, so long as such individual is a ruling elder of St Mark in good-standing. The session elder in the last year of their session term will be the Trustee Chairman unless the trustees recommend otherwise to the session. The documents titled Draft Proposed By-Laws For the Congregation and Draft Proposed By-Laws For the Corporation reflect the detailed modifications required in the By-Laws to effect these changes that are being recommended for approval by the congregation at the 1/30/2022 Congregational Meeting.

Note that as of January 1st, Wayne Seewald will be in his last year as an at-large trustee. The terms of the other two existing trustees have expired. The proposal is for Mr. Seewald to continue as trustee in 2022 (including assuming responsibility as the Chairman of the Trustee Board) and for two trustees to be nominated by session, one from the Session Class of 2023 (two-year term) and one from the Session Class of 2024 (three-year term). These nominations will be considered and voted on by the congregation at the Congregational Meeting on 1/30/2022. At the end of 2022, all future trustees will normally be nominated by the session and approved by the congregation at the annual Congregational Meeting.

**DRAFT PROPOSED BY-LAWS FOR THE CONGREGATION (12/16/2021)**

**ST. MARK PRESBYTERIAN CHURCH  
OF THE PRESBYTERIAN CHURCH (U.S.A)  
BY-LAWS FOR THE CONGREGATION**

Adopted: October 26, 1997  
Revised: April 22, 2001  
Name Corrected: April 12, 2010  
Revised: January 29, 2017  
Revised:

1. These by-laws are subordinate to and are intended to adhere to the principles and guidelines of the Constitution of the Presbyterian Church (U.S.A.), Part II, Book of Order.
2. The congregation is made up of all members on the active roll of St. Mark Presbyterian Church, Boerne, Texas. All such members who are present at a congregational meeting are entitled to vote.
3. All administrative responsibilities for the church shall reside in one body, the session. The session shall consist of no less than six (6) elders in active service and the Pastor, who shall serve as moderator. Serving session elders shall be elected by the congregation at a congregational meeting. The session shall be divided into three classes, one class retiring each year. However, each elder shall continue to serve until their successor is duly elected and installed. Ordinarily, elders shall be elected to serve a three year term and may be reelected for one consecutive term. However, the congregation may elect an elder to a shorter term to fill a class vacancy. No elder may serve for more than six (6) consecutive years. There must be a full year intervening before an elder is eligible to be reelected following six years of service. The Session shall elect an active member of the congregation who is also an ordained elder in the Presbyterian Church (USA) to serve as Clerk of the session.
4. The congregation shall hold an Annual Meeting to hear reports from the session with plans for the coming year and conduct such other business as deemed appropriate but limited to those matters enumerated in the Book of Order. During the Annual Meeting the congregation shall review the adequacy of the compensation of the Pastor upon report of the prior review by the session.
5. The Pastor shall serve as moderator of all congregational meetings and the clerk of session shall serve as secretary. Should the pastor or the clerk not be available to attend the meeting, they shall be replaced according to the provisions of the Book of Order. Public notice of the Annual Meeting shall be given on two successive Sundays.
6. The quorum for all congregational meetings shall be one tenth of the members on the active roll.

7. Special Meetings may be called to conduct such business as may be proper for congregational consideration. The business to be transacted shall be limited to items specifically listed in the call for the meeting. Public notice of called meetings shall be given on two successive Sundays. The meeting may be convened following the notice given on the second Sunday.
8. Special Meetings of the congregation shall be called:
  - a. by the session whenever it determines such a meeting is necessary,
  - b. by Mission Presbytery whenever it determines such a meeting is necessary,
  - c. by the session when requested in writing by one fourth of the members on the active roll of St. Mark Presbyterian Church.
9. Motions in congregational meetings shall be decided by simple majority. The Pastor is not a member of the congregation and may not vote in a meeting of the congregation. When there is a tie vote, the Pastor shall put the question a second time. If there is a tie vote again, the motion is lost. Voting by proxy is not allowed.
10. All congregational meetings shall be opened and closed by the moderator with prayer.
11. There shall be a Board of Deacons comprised of no less than 6 members of the congregation in good standing. Deacons are elected at a congregational meeting normally to fill 3-year staggered terms, with approximately one-third of the deacons retiring each year. However, the congregation may elect a deacon to a shorter term to fill a class vacancy. Their ministry is under the supervision and authority of session. The Board of Deacons shall elect their own moderator and other organizational positions as they deem appropriate.
12. The session shall form a Congregational Nominating Committee (CNC) in accordance with the Book of Order. The CNC shall present to the congregation at an Annual Meeting or a Special Meeting nominations of no more than one eligible person for each office of elder, deacon, and CNC member to be filled. Nominations of qualified members for any such office may be made from the floor by any eligible voter during the meetings.
13. The session is responsible for maintaining the incorporation of the church under the Constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Texas. It will ensure that an appropriate set of by-laws is developed for the Corporation. To govern the Corporation, the session may provide for the election of Trustees, consisting of no less than three ruling elders who are on the active roll of St. Mark Presbyterian Church and elected by the congregation in the same manner as serving session elders. To fill expiring Trustee positions each year, the session shall nominate one or more incoming session members to also serve a three year term as a Trustee that expires concurrently with their term on session. The session shall nominate additional members of session to fill any other vacancies on the Board of Trustees, selecting from session members whose term coincides with the remaining term associated with the Trustee vacancy. The session elder responsible for Finance shall not be eligible to also serve as a Trustee. The nominations for Trustees made by the session shall be presented to the congregation and voted on at a Congregational Meeting. Nominations of qualified members (ruling elders in good standing) may also be

made from the floor by any eligible voter during the meeting. The charge to the Trustees must be in accordance with the Book of Order.

14. Members on the active roll of St. Mark Presbyterian Church shall be members of the Corporation and shall be eligible to vote at meetings of the Corporation. The by-laws of the Corporation shall also require the Trustees to render to the session a report, at least annually, on the condition of those items under the Trustee's responsibility. The by-laws of the Corporation shall also require an Annual Meeting of the Corporation at which the Trustees shall render a report on the condition of those items under the Trustee's responsibility to the members of the Corporation.
15. The Corporation and the Trustees shall have the following powers: to receive, hold, encumber, manage and transfer property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and defend title to such property, all subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.), provided further that in buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the congregation granted in a duly constituted meeting. The session may charge the Trustees with such additional responsibilities for the supervision of church property as they deem necessary. The powers and duties of the trustees shall not infringe upon the duties of the session or the board of deacons.
16. These by-laws may be amended at any duly constituted meeting of the congregation so long as the proposed changes are published in the church bulletin for four Sundays immediately prior to the scheduled meeting date and in the church newsletter at least 30 days prior to the scheduled meeting date and are made a part of the call for the meeting.

**DRAFT PROPOSED BY-LAWS FOR THE CORPORATION (12/16/2021)**

**ST. MARK PRESBYTERIAN CHURCH  
OF THE PRESBYTERIAN CHURCH (U.S.A)  
BY-LAWS FOR THE CORPORATION**

Adopted: October 26, 1997  
Revised: November 11, 2001  
Name Corrected: April 12, 2010  
Revised: January 29, 2017  
Revised:

1. The By-laws for the corporation of ST. MARK PRESBYTERIAN CHURCH, of Boerne, Texas, shall always be subject to the Constitution and Laws of the State of Texas and to the Constitution of The Presbyterian Church (U.S.A.).
2. The members of the corporation shall be the persons listed on the active roll, maintained by the Clerk of the Session, of St. Mark Presbyterian Church, Boerne, Texas.
3. The corporation shall have the following powers: to receive, hold, encumber, manage, and transfer property, real or personal, for the church; to accept and execute deeds of title to such property; to hold and defend title to such property, all subject to the authority of the session and under the provisions of the Constitution of the Presbyterian Church (U.S.A.), provided further that in buying, selling, and mortgaging real property, the Trustees shall act only after approval of the members of the corporation granted in a duly constituted meeting. The session may charge the Trustees with such additional responsibilities for the supervision of church property, as they deem necessary. The powers and duties of the trustees shall not infringe upon the duties of the session or the board of deacons.
4. The officers of the corporation shall be the Trustees, who shall be elected by the congregation in the manner detailed in the By-Laws for the Congregation of St. Mark Presbyterian Church. Each Trustee shall continue to serve until their successor has been duly elected and installed. Only members of the corporation who have been ordained as elders in the Presbyterian Church (U.S.A.) shall be eligible to serve as Trustees.
5. Unless the Trustees recommend to the session otherwise, the Trustee currently serving the last year of his term shall be the chairman of the corporation. The trustees shall elect

from their members a secretary for the corporation. Other policies and procedures governing the work of the Board of Trustees shall be developed by the Trustees and approved by the session.

6. There shall be an annual meeting of the corporation to receive the report of the Trustees detailed in Section 17 below, and for the transaction of any other business properly coming before such meetings as specified and limited in the By-Laws of the St. Mark Congregation, the Book of Order and the laws of the State of Texas. The annual meeting shall be held each year immediately following the adjournment of the annual meeting of the Congregation.
7. Special meetings of the corporation may be called by session as requested by the Trustees, or when directed by the session or when directed by Mission Presbytery. All such calls shall state clearly the purpose of such meeting, and no other matter save that specified in the call may be considered.
8. Public notice of all meetings of the corporation shall be given on two successive Sundays. The meeting may be convened following notice given on the second Sunday.
9. The presiding officer at all meetings of the corporation may be designated by the Trustees; however, the members may elect an eligible member to serve as presiding officer at the meeting. The secretary for each meeting may be designated by the Trustees; however, the members may elect an eligible member to serve as secretary for the meeting.
10. The quorum for all meetings of the corporation shall be one tenth of the members on the active roll of St. Mark Presbyterian Church.
11. Motions in corporation meetings shall be decided by simple majority. When there is a tie vote, the presiding officer shall put the question a second time. If there is a tie vote again, the motion is lost. Voting by proxy is not allowed.
12. The minutes of each meeting shall be attested to by the presiding officer and the secretary and shall be entered in the minute book of the Trustees.
13. The Trustees shall be responsible to maintain the legal papers and records of the corporation. They may seek legal counsel to examine the Articles of Incorporation filed with the Secretary of State of the State of Texas and other necessary legal papers to insure that all necessary filings for the legal standing of the corporation are correct and up-to-date.

14. The financial records and accounts of the Trustees shall be open to the inspection of the members of the corporation except that the giving records shall be restricted.
15. In accord with the Book of Order, the Trustees shall insure that a full financial review of all books and records relating to the finances of the corporation is conducted at least once a year by a public accountant or public accounting firm or a committee of corporation members versed in accounting procedures. Such auditors shall not be related to the treasurer or Elder of Finance.
16. The Trustees shall report periodically, no less than annually, to the Session of St. Mark Presbyterian Church the condition of the corporation and the state of its property, real and personal, and the financial activities of the corporation. The report shall include financial statements prepared under generally accepted accounting principles. Trustees may include such other matters in their report as they deem appropriate to keep the session informed.
17. The Trustees shall report annually to the members of the corporation the condition of the corporation and the state of its property, real and personal, and financial activities of the corporation. The report shall include financial statements prepared under generally accepted accounting principles. Trustees may include such other matters in their report as they deem appropriate to keep the members of the corporation informed.
18. These by-laws may be amended at any duly constituted meeting of the corporation so long as the proposed changes are published in the church bulletin for four Sundays immediately prior to the scheduled meeting date and in the church newsletter at least 30 days prior to the scheduled meeting date and are made a part of the call for the meeting.