

# FIRST PROTESTANT CHURCH

## Constitution and Bylaws



# FIRST PROTESTANT CHURCH CONSTITUTION

## PREAMBLE

The following Constitution and Bylaws for First Protestant Church in New Braunfels, Texas has been amended, adopted and approved on December 13<sup>th</sup>, 2020.

It comes from the hearts and souls of the 305 original members beginning with laws of the Republic of Texas on October 15, 1845; and from their first service under the “Seele Elm Tree” on Good Friday, March 21, 1845; and from the present commitment of all its members to the everlasting Gospel of Jesus Christ.

And so, conforming with the words of the Apostle Paul in 1 Corinthians 14:40, “But all things should be done decently and in order “ let us, as members of First Protestant Church of New Braunfels, Texas pledge ourselves to observe all various provisions contained herein.

We affirm the following:

- The Trinitarian name of God – Father, Son, and Holy Spirit.
- God has revealed Himself fully and decisively as attested in Holy Scripture. We believe the Bible, consisting of the Old and New Testaments, to be the inspired and authoritative Word of God. The Scriptures are the guide of faith and life.
- There is only one way to salvation – through Jesus Christ.
- The sanctity of human life at every stage based on our creation in the image of God and our election by God for service in His kingdom.
- The Biblical guidelines for human sexuality: marriage as the union of one man and one woman, chastity outside of marriage, lifelong fidelity and holiness in marriage for the sake of the kingdom.
- That the mission of the Church is to spread the good news of the Gospel of salvation in every word and deed. We are sent by Christ into all the world to bring every person into a life of faith, discipleship and submission to the Lordship of Jesus Christ.
- It claims as its own, the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers, i.e., the Apostles’ and Nicene Creed and the “Solas” of the Reformation – Scripture alone, Grace alone, Faith alone, Christ alone, for the Glory of God alone.
- In accordance with the teaching of our Lord and practice prevailing among evangelical Christians, it recognizes two sacraments: Baptism and the Lord’s Supper or Holy Communion.

## **ARTICLE 1**

### **NAME & CORPORATE OFFICE**

The name of this Church will be First Protestant Church and the principal office will be located in New Braunfels, Comal County, Texas.

## **ARTICLE 2**

### **MISSION AND PURPOSE**

First Protestant Church of New Braunfels exists to worship and proclaim to the world that Jesus Christ is Lord. We will serve others and make disciples for Christ in New Braunfels and to the ends of the earth.

## **ARTICLE 3**

### **FAITH AND COVENANT**

#### **3.1 Faith**

This Church acknowledges as its sole Head, Jesus Christ, the Son of God and the only Savior. It acknowledges, as brothers and sisters in Christ, all who share in this confession.

#### **3.2 Covenant**

We covenant one with another to seek and respond to the Word and the will of God and to walk together in the ways of the Lord, made known to us. We hold it to be the mission of the Church to witness to the Gospel of Jesus Christ in all the world, while worshipping God and striving for truth, justice and peace. As did our Church forebearers, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the kingdom of God and we look with faith toward the triumph of righteousness and eternal life.

## **ARTICLE 4**

### **POLITY**

#### **4.1 Local Congregation**

This Church will be an independent local congregation of Christian believers. First Protestant Church seeks ways to be a part of the wider body of Christ through involvement, in the Evangelical Association of Reformed and Congregational Christian Churches, networks, organizations, and associations of Christians. Any and all involvement with wider church entities will be instituted and/or terminated by a majority vote of a duly called congregational meeting upon the recommendation of the Church Council (“Council”). The Council designates the representative corporate member to the Evangelical Association.

#### **4.2 Government**

Ultimate authority for the operation of this Church resides in the head of the Church, the Lord Jesus Christ, and in the Scriptures as the basis for all faith and practice. This Church shall remain autonomous and self-governing.

The government is vested in its membership and directed by the Council and administered by the Ministers. In function, final authority will reside in the active members of the congregation. The congregation shall approve Biblically qualified leaders to serve on the Council and have the authority to recall Council Members and to terminate pastoral staff. Unless otherwise specified, any action of the Church will be decided by a vote of the majority of active members present at any congregational meeting (example: Article 8.1 of the Constitution & 4.2.a.1 of the Bylaws). A quorum will consist of that number of active members present at any duly called meeting of the congregation.

#### **4.3 The Church Council**

The Council shall be responsible for shepherding the Church and overseeing personnel, ministries, facilities, finances, and the spiritual health of the Church. As qualified overseers, Council Members must be “Active Members” of First Protestant Church in good standing and must hold to the standards of scripture (1 Timothy 3:1-13, Titus 1:5-9) while leading the

towards its biblical vision and mission. Council Members shall have clear understandings of the Gospel and be expected to display spiritual depth and maturity (Galatians 5: 22-26) — “Fruits of the Spirit”) in their daily personal lives in various settings. As such, they shall have made a proclamation of faith in Jesus Christ as their Lord and Savior. Council Members shall be expected to regularly attend worship with the First Protestant Church community, which includes giving financially to the Church.

The Council shall focus on the governance issues that drive ministry forward (the big issues of values, mission, vision, ministry initiatives, policy-making, approval of staff hires with the exception of the Senior Minister), rather than the management issues that can be delegated to staff or committees (lesser concerns such as day-to-day management issues, staff management, developing specific ministry plans).

To ensure the Council focuses on governance issues, it shall:

- Be the authority to interpret this Constitution and Bylaws.
- Build written agendas around big issues not small issues.
- View itself as a leadership board responsible for the entire Church and not view itself as a representative board to speak for various constituencies in the Church.
- Concentrate on direction, spiritual health, and policies, not management.
- Be more proactive than reactive on issues concerning the Church.
- Delegate consistently.
- Agree on principles of decision-making.
- Disseminate information to the congregation and appropriate parties.

The Senior Minister relates to the Council in three ways. He is the leader who develops, communicates, and implements the values, mission, vision, and ministry plan of First Protestant Church. He is a peer on the Council, entitled to a voice and vote. He is also subservient to the Council and must defer to the Council’s decisions. All other staff report to the Senior Minister, not to the Council or a committee.

## **ARTICLE 5**

### **MEMBERSHIP**

#### **5.1 Categories of Membership**

Categories of Membership are:

- a) Active Members are those members that are of 16 years of age or older who perform the duties of membership;
- b) Associate Members are those members who do not perform the duties of membership, or those under the age of 16.

Council will periodically review and update the membership rolls of the Church.

#### **5.2 Duties of Members**

The duties of members are to live a Christian life, to seek the spiritual well-being of the congregation and all people, to regularly attend worship services of the Church and the celebration of the Lord's Supper, to contribute financially to its support, and to share in its organized work.

#### **5.3 Right to Voice and Vote**

All active members will have the right to voice and vote in transactions of the Church, to serve the congregation on Council, boards, committees and organizations.

## **ARTICLE 6**

### **WORSHIP SERVICES**

#### **6.1 Services of Worship**

Services of worship will be held at stated hours each Sunday, except when temporarily suspended by the Council and Ministers. Other services of worship will be arranged by the Ministers as deemed necessary.

## **6.2 Sacrament of the Lord's Supper or Holy Communion**

The Sacrament of the Lord's Supper or Holy Communion will be celebrated regularly as determined by the Council and Ministers.

## **6.3 Baptism**

The Baptism of children or adults will be observed, preferably in a public service of worship, at such time as the Ministers will deem necessary.

### **ARTICLE 7**

#### **MINISTERS**

Only ordained Christian Ministers who have graduated from an accredited college or university and an accredited graduate school of theology may serve this Church as a Minister. All Ministers will fully support the Church's affiliation with the Evangelical Association of Reformed and Congregational Christian Churches.

### **ARTICLE 8**

#### **AMENDMENTS**

## **8.1 Constitution and Bylaws**

The Constitution and Bylaws may be amended, repealed, or altered in whole or in part, at any duly called congregational meeting by a two-thirds affirmative vote of the active members present. A public announcement of the text of the proposed amendment will be made two weeks prior to the meeting.

## **8.2 Constitutional Review**

The Council will appoint a Constitution Review Committee consisting of congregation and Council Members for each constitutional review as deemed necessary. This Committee will review the Constitution and Bylaws and recommend needed amendments and alterations.

## **ARTICLE 9**

### **PARLIAMENTARY AUTHORITY**

The most current authorized edition of Robert's Rules of Order will be the parliamentary authority for all matters of procedure not specifically covered by this Constitution and/or Bylaws.



# **FIRST PROTESTANT CHURCH BYLAWS**

## **ARTICLE 1**

### **OFFICIAL YEAR**

The official year, including all appointed and elected offices and the Church's fiscal operation will be January 1<sup>st</sup> through December 31<sup>st</sup>.

## **ARTICLE 2**

### **CONGREGATIONAL MEETING**

#### **2.1 Annual Meeting**

There will be an annual meeting of the congregation, to be held in the fourth quarter, the date and time of which is to be determined by the Council. The annual meeting of the congregation will include:

- a) Election of Council Members of the Church;
- b) Election of Board Members, Officers of the Church, Nominating Committee Chair and Members;
- c) Election (as necessary) of delegates, representatives, and/or participants of any wider church entities to which this congregation may, at any time, choose to belong to or participate in;
- d) Presentation of annual financial report and approval of the Church budget; and
- e) Reviewing and discussing other items of business as determined by the Council.

Only Active Members will be eligible to vote at any congregational meeting.

#### **2.2 Special Congregational Meetings**

Special congregational meetings may be called by the Senior Minister, Council, or upon written request of 20% of the active membership of the congregation, including reason for request. The Council will issue a call for such a meeting within two weeks after the request has been received. Proper notice will be given of the time, place, and purpose of a special congregational meeting. Only such business as has been mentioned in the call may be transacted at such special meeting.

### **2.3 All Congregational Meetings**

All meetings of the congregation will be announced in services of worship on two successive Sundays prior to the meeting, and all active members will be notified by mailed written notice or via electronic media at least two weeks prior to such meetings.

## **ARTICLE 3**

### **MEMBERSHIP**

A person may become a member after consultation with the Senior Minister or, in the absence of the Senior Minister, one of the ordained ministers of the Church by:

- a) affirmation of faith;
- b) re-affirmation of faith, if membership in this or another church has been allowed to lapse;
- c) letter of transfer from another Christian fellowship; or,
- d) baptism and rite of confirmation.

New members will be received by the congregation in a Service of worship.

Any member who desires a letter of transfer and recommendation to another church is entitled to receive it upon request. Letters of transfer will be given only to a specific Christian fellowship.

Active membership rolls are maintained in the Church office by the business administrator in accordance with the policy set forth by the council.

Policy or policies for identifying the members of the Church will be created, maintained, upheld, and reviewed by the Council.

## **ARTICLE 4**

### **STAFF**

## **4.1 General**

The Council will provide for an adequate staff to accomplish the primary mission of the Church.

- a) With the exception of the Senior Minister, all ministerial members of staff will be approved by the Council as recommended and approved by the Senior Minister or Interim Senior Minister.
- b) Administrative members and support staff will be employed by the Senior Minister with the approval of Council.
- c) Salary and/or hourly wages and benefits for all staff members will be provided for in the Council/Congregation approved annual budget and will be coordinated and approved by Council and the Senior Minister.

## **4.2 Staff Positions**

### **a) Senior Minister**

The Senior Minister is the recognized spiritual leader of the Church, responsible for the planning, organization and its effective operation in the attainment of the mission of First Protestant Church as specifically noted in Article 2 of the Constitution.

- 1) The Senior Minister will be called for an indefinite time by a 75% affirmative vote of those active members present at an official meeting of the congregation of the Church. The Senior Minister will become a member of First Protestant Church and affirm the beliefs of the Church as outlined in the Preamble of the First Protestant Church Constitution.
- 2) The Senior Minister will be an ex-officio member of the Council with voice and vote. The Senior Minister may also serve as an ex-officio member of all boards and committees of the Church, with voice and vote.
- 3) While the term of the Senior Minister will be indefinite, the Church may, at any time by a majority vote of those active members present at an special Congregational Meeting called for the specific purpose of termination, request his or her resignation with the requirement that it will be presented within seven days. A severance package may be negotiated. The Senior Minister will cease all

involvement with the Church immediately upon notification of resignation or termination.

- 4) The Senior Minister may resign by giving the Council a minimum fourteen days notice.
- 5) In the call, the terms of employment will be agreed upon by the candidate and the Council.
- 6) When a vacancy occurs on the part of the Senior Minister, the Council will be responsible for determining whether to use internal resources (a search committee selected from Church members) and/or external resources (a professional ministerial search firm).

**b) Other Ministers or Directors**

- 1) The Council, in cooperation with the Senior Minister, selects and dismisses all other Ministers and Directors. No other minister will perform any functions within the congregation without the consent of the Council and Senior Minister. In the absence of a senior minister, Council will have the sole authority to approve any function presented by a minister. The other Ministers and Directors will become members of the Church and affirm the beliefs of the Church as outlined in the Preamble of the First Protestant Church Constitution.
- 2) In the absence of the Senior Minister, the other Ministers or Interim Senior Minister will assume the duties of the Senior Minister with the approval of council

**c) Members of the Administrative Staff**

- 1) The Council, in cooperation with the Senior Minister, selects and dismisses the administrative and support staff.
- 2) In general, the Senior Minister will be responsible for all administrative and support staff in management of all Church business operations.

**ARTICLE 5**

## **THE COUNCIL AND EXECUTIVE COMMITTEE**

### **5.1 Purpose and Responsibilities**

The Council will be the duly elected representatives of the Church membership to direct the planning, administrative and legal affairs of the Church. Delegation of specific Council approved responsibilities may be given to Council's Executive Committee.

### **5.2 Membership**

The Council will consist of nine (9) members. The Congregation will elect eight (8) members to the Council and the Senior Minister will serve as an ex officio member with voice and vote.

### **5.3 Nominations and Elections**

The Council members will be elected at an annual meeting of the congregation, with nomination and election to be conducted as follows:

- a) The Nominating Committee of the Church will nominate a person for each vacancy to be filled. Public notice of such nominations will be as stated in Article 2.3.
- b) Additional nominations may be made from the floor, but the consent to serve by such nominee must be obtained in advance of the meeting.

### **5.4 Terms of Office**

- a) Active Church members will be elected to council for a three year term or until their successors have taken office. They may serve one additional three (3) year term, if elected. Once two consecutive terms are served, a member must wait one year before being eligible to return to Council. A simple majority of the votes cast by the active members present will elect.
- b) When elected, the newly elected members will be publicly installed on a Sunday agreed upon by the Council and Ministry staff. At the first Council meeting following installment, the Council will elect its own officers.
- c) If a Council member is unable or unwilling to complete their term, council will appoint a successor to complete the vacated term. The nominating committee will be utilized for this process.

## **5.5 Officers and Duties**

### **The Officers of the Council**

#### **1) The President**

The President will preside at all meetings, will have general supervision of the affairs of the Church, may sign or countersign all contracts and other instruments of the Church as authorized by the Council, will make reports to the Council and members, and perform all such duties as are incident to this office or properly required by him/her of the Council.

#### **2) The Vice President**

In the absence or disability of the President, the Vice President will exercise all functions of the President. The Vice President may sign or countersign such instruments which require his/her signature and will perform all duties incident to his/her office or that are properly required of him/her by the Council.

#### **3) The Secretary**

The Secretary will issue notices for all meetings, keep the minutes, have charge of the seal and corporate books, sign with the President such instruments which require such signatures, and make such reports and perform such other duties as are incident to his/her office or are properly required of him/her by the Council.

#### **4) The Treasurer**

The Treasurer may sign or countersign such instruments which require his/her signature and will perform all duties incident to his/her office or that are properly required of him/her by the Council. The Treasurer also serves as the Chair of the Board of Finance, coordinating all financial board policy with Council and the Business Manager. The Nominating Committee will search for a candidate with specific qualifications relative to the role of the treasurer.

## **5.6 Executive Committee**

An Executive Committee may be appointed by Council to directly represent the Council in matters as specifically directed. They may meet in special session called by the President of the Council or the Senior Minister.

### **5.7 Council Meeting**

- a) The Council will normally meet in regular session at least once a month for the transactions of Church business. Additional meetings may be called by the President of the Council or the Senior Minister.
- b) The regular order of business at meetings of the Council and meetings of the congregation will be in accordance with the most current edition of Robert's Rules of Order.
- c) Council members may be removed by a majority vote of the Council for nonparticipation, absence of at least 50% of the scheduled yearly meetings, or behavior unbecoming a Council Member.

## **ARTICLE 6**

### **BOARDS OF THE CHURCH**

#### **6.1 Representation by Members**

All facets of Church life will be considered and represented by members of the congregation and staff on various boards and/or committees. Boards will report to Council as deemed necessary by Council. Boards will present to Council any ideas to be broadly implemented in the Church for Council approval.

#### **6.2 Board Size**

Membership of each Board will be at least three (3) active members of the congregation. The chair(s) may appoint additional members to the board at their discretion.

#### **6.3 Ad-Hoc Committees**

Board Chairs may also appoint ad-hoc or other committees for specific board research or tasks.

## **6.4 Staff Membership**

The Senior Minister and other staff ministers may also be members of boards. Staff will have voting privileges on their assigned boards, departments and committees.

## **6.5 Established Boards**

The following Boards will be established:

- a) Board of Missions
- b) Board of Christian Education
- c) Board of Pastoral Care
- d) Board of Finance

## **6.6 Authorization**

Other Boards will be created or dissolved as authorized by the Council.

## **6.7 Terms and Board Chairs**

Board Members will be elected for terms of three (3) years or until their successors have taken office. They may succeed themselves in office for one additional elective term, for a total time in service of six (6) years. They must be out of office for one (1) year before becoming eligible for election again. A simple majority of the votes cast will elect. When a vacancy occurs on the board, the board is responsible for filling the vacancy.

Board Chairs will be elected by the membership of the specific board. Any and all expenditures made by a board shall be in accordance with Church policy and State and Federal laws.

### **a) Board of Missions**

- 1) The Board of Missions will promote and facilitate the Church's local and global mission's vision, determine strategic priorities and procedures and allocate resources for the fulfillment of the mission's vision.



- 2) The Board will consist of a pastoral advisor, global area leaders and apprentices (Jerusalem [local], Judea/Samaria [Texas/Nation], Ends of the Earth [rest of the World]) and support team leaders and apprentices as necessary.

**b) Board of Christian Education**

- 1) The Board of Christian Education will work in concert with the Ministers, the Director of Youth Ministries and the Director of Children's Ministries to promote and facilitate the Church's educational ministries (Sunday School, small groups, youth ministry, children's ministry, etc.) so that persons of all ages may be led into a deeper relationship with Jesus Christ and with the global Christian community.

**c) Board of Pastoral Care**

- 1) The Board of Pastoral Care will work with the Minister of Congregational Life and Pastoral Care and the Director of Lay Ministry in developing the pastoral care ministry of the Church for members of all ages.
- 2) This Board will assist in developing the lay ministry program of the Church in the area of pastoral care. There will be teams of lay ministers in areas such as shut-in ministry, caregiver ministry, and hospital visitation, to assist the Ministers in emergencies.

**d) Board of Finance**

- 1) The Board of Finance will work closely with the Business Manager, the Senior Minister, and the Council in developing the financial needs of First Protestant Church which are presented to the Council for approval.
- 2) This Board will develop an on-going annual stewardship program.
- 3) The Board will prepare a comprehensive annual budget for all Church operations, providing for a monthly update of financial condition of the Church's operations.
- 4) This Board will develop and supervise special funding requirements as approved by the Council and/or the congregation, such as loans, bond programs, etc.

## **ARTICLE 7**

### **FIRST PROTESTANT SCHOOL**

#### **7.1 Mission**

The First Protestant School will be a direct ministry of First Protestant Church, encompassing Christian values with a caring, professional, instructional program. All staff are required to be actively practicing Christians.

#### **7.2 First Protestant School Director**

The First Protestant School Director will report to the Senior Minister in full coordination with the Business Manager for the management and administration of the school. Preferably the Director will become a member of First Protestant Church and affirm the beliefs of the Church as outlined in the Preamble of the First Protestant Church Constitution.

#### **7.3 Financial Records**

Separate financial records will be kept by the Board of Finance and will be included with the monthly financial reports.

#### **7.4 Operating Budget**

A yearly operating budget will be developed by the School Director, coordinated with the Business Manager, and approved by the Board of Finance.

#### **7.5 Hiring of First Protestant School Director**

The Council will select a search committee to hire the First Protestant School Director. This committee will include active members of the congregation as well as the Senior Minister. The committee's selected candidate will be presented to the Council by the Senior Minister for approval.

## **ARTICLE 8**

### **THE NOMINATING COMMITTEE**

#### **8.1 Membership**

The Nominating Committee will be elected at the Annual Meeting for three year terms that are rotating so that two members will be elected each year. The Senior Minister is a member of the Nominating Committee with full voting privileges. The remainder of the committee is composed of five members plus the chairperson who are also active members of the congregation. No member other than the Senior Minister will serve more than six years on the Nominating Committee.

#### **8.2 Duties**

This committee will prepare nominations for members of the Council, delegates, and members of the Nominating Committee for the subsequent year to be elected at the Annual Meeting. Such nominations will be printed in accordance with Article 2, Section 3, and Article 5, Section 3 of the Bylaws.

## **ARTICLE 9**

### **FINANCE**

#### **9.1 Tax ID Number**

First Protestant Church is a non-profit corporation being granted a nontaxable status of 501(c)(3), ID #74-1189690.

#### **9.2 Deposits**

All monies of the First Protestant Church will be deposited in the name of First Protestant Church in all appropriate and approved accounts in accredited banks, financial institutions, or investment instruments.

#### **9.3 Financial Responsibility**

The Board of Finance will be accountable to the Council for all financial operations.

#### **9.4 Signature Authority**

All checks for expended funds will have at least two authorized signatures as approved by the Council. Generally, the following personnel will have authorization to sign:

- a. President of Council
- b. Vice President of Council
- c. Treasurer
- d. Business Manager

#### **9.5 Audits**

All financial records will be audited at least once each year or as often as the Council may deem necessary, by a committee of three members of First Protestant Church appointed by the Council, or the task may be performed by a qualified audit firm if directed by the Council.

#### **9.6 Debt Approval**

The Council and congregation must approve all incurred debt, such as loans, bond sales, etc.

### **ARTICLE 10**

#### **PROPERTY**

##### **10.1 Corporate Name**

First Protestant Church may, in its corporate name, acquire by purchase, gift, devise, bequest, or otherwise own, hold, invest, reinvest, or dispose of property both real and personal for such work as First Protestant Church may undertake, and may purchase, own, receive, hold, manage, care for, and transfer, rent, lease, mortgage, or otherwise encumber, sell, assign, transfer, and convey such property for the general purpose of First Protestant Church, and sue or be sued. It may receive and hold in trust both real and personal property and invest and reinvest the same and make contracts for promoting the objects and purposes of First Protestant Church. The purchase or sale of any real estate must be approved by the congregation at the regular or special called meeting.

## **10.2 Dissolution of First Protestant Church**

Upon dissolution of First Protestant Church, its assets and all property and interests of which will then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise made before or after such dissolution, will be transferred to another Christian entity or charity by a majority vote of the active members present at a meeting called for said purpose.

## **ARTICLE 11**

### **POWER TO PASS BYLAWS**

The Council does not have the power to amend, alter, or repeal the Bylaws, but may recommend additional amendments to the Bylaws in conformity therewith as may be necessary or convenient to facilitate the business of First Protestant Church in accordance with Article 9 of the Constitution.

Adopted at the Semi-Annual Meeting of the Congregation

January 26, 1969

Constitution Article 5 and By-Laws Article III Revised

January 2, 1974

Articles IV and V Revised and Adopted

January 30, 1977

Revised and Adopted

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January 25, 1987

January 31, 1988

January 20, 1991

Article IV Revised and Adopted

January 23, 1994

Constitution and By-Laws Revised and Adopted

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Constitution and By-Laws Revised and Adopted

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Constitution and By-Laws Revised and Adopted

December 5, 2017

Constitution and ByLaws Revised and Adopted

December 13, 2020