

ARTICLE VIII –FORM OF GOVERNMENT AND DISCIPLINE

The Session. The Supreme Ruler of the Church and TCGV is the Lord Jesus Christ. All other office bearers within the church are subservient to Him, and are appointed to carry out His Divine Will as under-shepherds for His people. The government and discipline of TCGV shall be the responsibility of the Session. Ruling Elders are to lead, care for, and shepherd the church in the service of Christ.

They are to ~~watch~~ (Shepherd) diligently ~~the people~~ (community) committed to their charge ~~to prevent~~ (with special vigilance to guard against false doctrine and morals. Error which cannot be corrected by private admonition and counsel, should then be brought to the notice of the Session. Elders should make visits with the people in order to care for the sick, instruct the ignorant, comfort the mourning, and nourish and guard the children of the covenant.

Elders should pray with and for the people, with particular concern and care for the doctrine and conduct and needs of the Senior Pastor. Elders should help him in his labors and responsibilities.

1. **TCGV** Session shall consist of the Teaching Elders and the active Ruling Elders of this congregation, who should be male members in good standing, thirty (30) years of age or older. Voting members of the Session shall consist of all active Ruling Elders and Teaching Elders, including the Senior Pastor, and Associate Pastor(s).
2. The number of Ruling Elders on the Session shall be determined by the needs of the congregation and number of qualified men called to serve in this capacity.
3. The Session shall elect the Clerk of the Session, who shall serve until he is replaced or resigns.
4. The Session is charged with maintaining the purity, peace, and unity of , TCGV and it shall therefore have the authority to remove from office in any NPC organization any person it deems to be out of accord with the doctrinal standards, program, or position of the church.
5. The procedures for the nomination of Ruling Elders shall be as set forth in Article IX below and the PCA BCO. The election and responsibilities of Ruling Elders shall be as set forth in the Scriptures and the PCA BCO.
6. Speakers for the pulpit of TCGV must be approved beforehand by the Session, and all organizations of TCGV are subject to the authority of the Session in their choice of speakers at any event.
7. A majority of the members of the Session constitutes a quorum for any meeting of the Session.
8. Session meetings are closed to the public, unless an open meeting is called by a

majority vote of the Session. Minutes of the Session meetings (redacted as necessary for confidential information) shall be available to all TCGV members.

9. Members of the Session may participate in meetings of the Session through use of conference telephone or similar communications equipment, so long as all Members of the Session participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting and consequently shall be counted toward the required quorum in any vote.

10. The Session shall have the spiritual oversight of the church and all its ministries. In particular, it shall:

- a. Maintain the spiritual government of TCGV;
- b. Pray for, plan, and promote the work of the Lord through this church;
 - c. Be alert to deviations from the truth of Scripture and shall do their best to protect TCGV from error both within and without, in keeping with their ordination vows;
- d. Present a proposed mission/benevolence budget as a part of the unified budget of TCGV for the ensuing year at the annual congregational meeting;
- e. Receive members into the communion of TCGV;
- f. Approve and adopt the operating and capital budgets;
- g. Examine, ordain, and install Ruling Elders and Deacons; and
- h. Carry out their other responsibilities as set forth in the PCA BCO.

11. The Session may establish such committees as may be deemed necessary or desirable and vest such committees with such authority as may be deemed proper. All committee members shall be Communing Members of TCGV. The Chairperson of each committee shall keep an accurate record of all official meetings and activities undertaken by the committee, and the Chairperson will submit the minutes of all meetings to the Session within seven (7) days of any meetings.

B. The Diaconate. Deacons are called to show the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church. To this end they exercise, in the fellowship of the church, a recognized stewardship of care and of gifts for those in need or distress. Deacons are appointed to oversee the physical needs of the church.

1. The Diaconate shall consist of the Deacons of TCGV, who shall be male members in good standing, twenty-five (25) years of age or older.

2. The number of the Deacons in the Diaconate shall be determined by the needs of the congregation and the number of qualified men called to serve.

3. A Teaching Elder or a Ruling Elder shall be an advisory member to the Diaconate. The Diaconate shall elect a Chairman, Secretary, and Treasurer.

4. The procedures for the nomination of Deacons shall be as set forth in Article IX below and the PCA BCO. The election and responsibilities of Deacons shall be as set forth in the Scriptures and the PCA BCO.

5. Additionally, the duties of the Deacons shall always be founded upon Biblical mandates, e.g. Acts 6, shall always be subject to the review and discretion of the Session, and shall include assisting the Elders in ministry to those who are in need, to the sick and shut-ins, to the friendless, and to any who may be in distress. It is their duty also to develop the grace of liberality in the members of TCGV, to devise effective methods of collecting the gifts of the people, and to distribute these gifts among the objects to which they are contributed.

6. The Secretary shall keep an accurate record of all official meetings and activities undertaken or sponsored by the Deacons. Approved meeting minutes are to be provided to the Session on a monthly basis and kept on file by NPC. The Chairman, Secretary, or appointed designee shall provide a report regarding Diaconal activities at the annual meeting of NPC.

7. A majority of the members of the Diaconate constitutes a quorum for any meeting of the Diaconate.

8. The Diaconate shall establish a sub-committee of active Deacons to oversee the Budget of TCGV. The budget committee is responsible to formulate and oversee the budget for the then-ensuing fiscal year. The budget committee shall interface with the other TCGV committees formulated by the Session. Such budget shall be presented by the Chairman, Treasurer, or appointed designee to the Session for review at least six (6) weeks prior to the congregation meeting where such budget will be presented. The Session will use its discretion regarding the degree of budgetary detail made public to the congregation. Especially as it regards to the more sensitive matters of staff salaries.

9. Members of the Diaconate may participate in meetings of the Diaconate through use of conference telephone or similar communications equipment, so long as all Members of the Diaconate participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting and consequently shall be counted toward the required quorum in any vote.

10. The Diaconate cares for temporal and material matters. In the discharge of their duties the Deacons are under the supervision and authority of the Session. The

responsibilities of the Diaconate include:

- a. Ministry of Mercy - To minister to those who are in need, to the sick, the friendless, and any who may be in distress.
- b. Financial Stewardship Administration - To develop the grace of liberality in the members of TCGV, to devise effective methods of collecting the gifts of the people, to develop the annual budget for TCGV with the assistance of the Finance Committee, if any, as they report to the Session, and to oversee the distribution of TCGV money in accordance with the adopted budgets.
- c. Oversight of Church Property - To care for the property of NPC, both real and personal, and keep in proper repair the church edifice and other buildings belonging to TCGV.
- d. Miscellaneous - To fulfill any other specific duties and responsibilities which the Session may, from time to time, assign.

C. Discipline. Discipline shall be administered and conducted in accordance with and as prescribed by the Rules for Discipline of the PCA BCO.

ARTICLE IX – MINISTRY OF THE CHURCH

The ministry of TCGV is to be a faithful witness of the gospel of our Lord Jesus Christ. We believe that our Christian responsibility extends to all creation (affirming that God created the earth, man, the creatures, and the universe in six literal twenty-four hour days), to bring to bear the revealed will of God on every element of society, and, insofar as we are able, “To open their eyes, and to turn them from darkness to light, and from the power of Satan unto God, that they may receive forgiveness of sins, and inheritance among them which are sanctified by faith that is in me.” (Acts 26:18). Additionally, since the Word of God commands that we “have no fellowship with the unfruitful works of darkness, but rather reprove them” (Ephesians 5:11), we believe the fulfillment of these objectives may require our separation from any organization whose teachings are contrary to the direct and clear teaching of the Word of God.

ARTICLE X – MEMBERSHIP IN TCGV

A. Eligibility for membership in TCGV shall be in accordance with the requirements of the PCA BCO.

B. Persons may be received as communicant members upon profession of faith or, after reaffirmation of faith, by letter of transfer. All applicants for membership shall meet with at least two (2) members of the Session, who shall examine and pass upon the applicants prior to their public reception into membership. Letters of transfer from other churches may be received only from churches of like faith and practice.

~~C. Non-Communing Members: Children of one believing parent, or both, are Non-Communing Members of the Church. Hence, they are entitled to baptism and to the pastoral oversight, instruction, and government of the church, with a view to their embracing Christ and thus possessing personally all benefits of the Church. They are considered Non-Communing Members until they have given to the Session credible testimony of their understanding and conviction of sin, of their trusting in Christ alone for His mercy, and of their ability to discern the body and blood of the Lord and to examine themselves properly before partaking of the Lord's Supper.~~

~~D. Communing Members: Communing Members are those who have made a profession of faith in Christ, have been baptized, and have been admitted by the Session to the Lord's Table. Only those who have made a profession of faith in Christ, been baptized, and admitted by the Session to the Lord's Table, are entitled to all the rights and privileges of the church. The minimum age to become a Communing Member is twelve (12) years of age.~~

E. Members in good standing shall consist of all members who regularly attend the worship services of TCGV, who contribute of their means, and who are in good repute. Those in the armed services, away at school, away for other valid reasons, or ill for a long time, shall be considered to be in good standing but on the inactive roll. Those out of the city are expected to attend a true church if one is available. They are also expected to contact TCGV (in person or by letter or e-mail) at least twice each year.

1. If any member consistently absents himself or herself from the worship services of TCGV for a period of three (3) months, except for the reasons described above, his or her name may be brought before the Session for prayerful consideration and then a personal contact. If, after a further period of three (3) months, the condition continues to exist, the Session shall begin disciplinary proceedings as directed by Matthew 18:15-18 and the PCA BCO.

2. It shall be within the province of the Session to review the membership of any TCGV member, or members, whenever the Session deems it necessary.

3. If at any time a member finds himself or herself out of harmony with the doctrine or practices of TCGV, or if his or her conduct or doctrines are called into question and the

matter is taken up by the Session, and he or she is unwilling to settle differences on Scriptural grounds, the Session shall proceed as directed by Matthew 18: 15-18 and the PCA BCO.

F. Associate Members: An Associate Member is a member who wishes to maintain a membership in a home church while temporarily residing in the Nashville area, and who is entitled to all the rights and privileges of a Communing Member, with the exception of the right to vote in a Congregational meeting. An Associate Member may not hold an office in TCGV.

G. In order to become a Communing Member or Associate Member of TCGV, one must:

1. Give a credible profession of faith in Christ as personal Savior and Lord;
2. Have been baptized in obedience to Christ's command;
3. Be willing to submit to the government of this church;
4. Be living in such a way as not to contradict his or her profession of faith, either by flagrant sin or by false doctrine;
5. Complete a course of instruction approved by the Session;
6. Promise to support NPC and its doctrine and ministries, including TCGV Statement of Faith and Purpose; Statement on Marriage, Gender, and Sexuality; and Statement on the Sanctity of Human Life as set forth in its By-Laws, by faithful involvement, prayer, and financial stewardship as the Lord enables;
7. Present oneself to the Session to testify to conformity to the above qualifications; and
8. Make a public profession of faith in the presence of the congregation, answering in the affirmative the membership questions set forth in the PCA BCO.

H. A Communing Member may be removed from the membership roll for one or more of the following reasons:

- Transfer of membership to another church;
- 2. Willful neglect of NPC for a period of one year;
- 3. Declaration of lack of intent to fulfill TCGV vows;
- 4. Residence unknown for one year;

5. Voluntary withdrawal in writing; and/or
6. Disciplinary action by the Session in accordance with the Rules for Discipline of the PCA BCO.

ARTICLE XII – NOMINATION PROCEDURE

- A. Only candidates qualified for the office of Elder or Deacon according to I Timothy 3:1-13 and Titus 1:5-9 should be nominated for office.
- B. Nominations for the offices of Ruling Elder, Deacon, and Director may be made only by Communing Members of the congregation with the consent of the nominees and must be submitted to the Session at least six (6) months before the next election for those offices. From those so nominated the Session shall choose some or all to undergo training for the respective offices. During such training, the Session shall evaluate those in training as to their fitness for office. At least two (2) months before the election, the Session shall announce those approved and certified to stand for election.
- C. Ruling Elders and Deacons shall be elected by a two-thirds majority vote of the Congregation. Directors shall be elected by a majority vote of the Congregation.
- D. When the Session deems there are sufficient persons to hold office, each body of officers, Elders, Deacons, and Directors, shall serve a 2 year term. An officer shall be eligible to serve two consecutive terms before taking at least one year off.
- E. A vacancy for any Ruling Elder, Deacon, or Director may be filled by a member appointed by the Session to fill the unexpired term of the vacancy.

ARTICLE XIII – MEETINGS

- A. **Annual Meeting; Fiscal Year.** The Annual Meeting of NPC shall normally be held in January of each year, provided that the time, place, and purpose of said meeting shall have been previously announced from the pulpit on at least two (2) Sundays preceding the time of the meeting. The annual meeting of the corporation shall also be held on the same date. The meetings may be held concurrently. TCGV fiscal year shall be from June 1 through May 31.
- B. **Called (Special) Meeting.** The Session may call a special meeting of the congregation at any time it deems necessary – provided the time, place, and purpose of said meeting shall have been previously announced from the pulpit on at least two (2) Sundays preceding the time of the meeting. In case of an emergency, an emergency meeting of the congregation may be called by the

Session, providing however that three-fourths (3/4) of the voting members of the congregation must be present at such emergency meeting to constitute a quorum.

C. **Voting.** Every active Communing Member of TCGV, in good standing, who has attained the age of twelve (16) years and older shall have the right to vote on all TCGV matters.

D. **Quorum.** The quorum at any regular or special meeting of TCGV shall be determined in accordance with the PCA BCO.

ARTICLE XIV– AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by a two-thirds (2/3) majority vote of the Session.

ARTICLE XV – THE CORPORATION AND THE DIRECTORS OF TCGV

A. Authority to supervise and conduct the business affairs relating to TCGV corporate matters as required by the State of Tennessee is vested in the Directors of TCGV, subject always to the review and discretion of the Session.

B. The Directors shall meet as a body and elect a President, who shall preside at meetings of the Board of Directors and at all church meetings (other than the annual Congregational Meeting) which involve corporation matters. The Directors shall also elect a Secretary who shall keep a record of all meetings of the Directors. The Directors shall also elect a Vice-President and a Treasurer.

C. The number of Directors shall be at least three (3), but not more than five (5), which number shall be determined by the Session from time to time.

D. A Director shall be a male or female member of the congregation in good standing who is at least forty (40) years of age and who shall have evidence of business acumen.

E. The Senior Pastor and the Clerk of the Session shall not be members of the Board of Directors, but the Senior Pastor and the Clerk of the Session may attend all meetings of the Board of Directors and sit in an advisory capacity.

F. The Board of Directors shall hold regular meetings as determined by the Directors.

G. All papers and/or contracts of a legal or financial nature entered into by TCGV

shall bear the signature of either the President of TCGV, or the Secretary of TCGV, together with the signature of one other Director designated by the Board of Directors, if required by law, subject always to the review and discretion of the Session. If not required by law, the Directors of TCGV may delegate their signature authority.

H. The Board of Directors, subject to the review and discretion of the Session, shall not buy, sell, mortgage, or otherwise encumber the property of NPC without the consent of a two-thirds (2/3) majority vote of the members of TCGV at a Congregational meeting.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

The rules contained in the then-current edition of Robert’s Rules of Order shall govern TCGV in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XVII – NO COMPENSATION FOR OFFICERS

Ruling Elders, Deacons, and Directors shall serve without compensation, except that the Session by resolution may provide for reimbursement of reasonable expenses for attendance at meetings or the conduct of TCGV business.

ARTICLE XVIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

A. Definitions.

For the purpose of this Article,

1. “Agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a member of the Session, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
2. “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;
3. “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings

against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

B. Successful Defense by Agent.

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter herein or therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Section C through E shall determine whether the agent is entitled to indemnification.

C. Actions Brought by Persons Other Than the Corporation.

Subject to the required findings to be made pursuant to Section E(1) below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding other than an action by or in the right of the corporation to procure a judgment in its favor, or an action brought by the Attorney General by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

D. Action Brought By or On Behalf of the Corporation.

1. Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, without express written consent of this corporation, whether with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

2. Claims and suits awarded against agent. TCGV shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

a. The determination of good faith conduct required by Section E(2) below must be made in the manner provided for in that section; and

b. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case,

the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

E. Determination Of Agent's Good Faith Conduct.

1. Required standard of conduct – Actions brought by persons other than on behalf of the corporation. As a condition for the indemnification described in Section C of this Article, the agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith and in a manner such person believed to be in the best interests of the corporation, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

2. Required standard of conduct – Actions by or on behalf of the corporation. As a condition for the indemnification described in this Article, the agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner which such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

3. Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph (1) or (2) above shall be made by:

a. The Session by a majority vote of a quorum consisting of Session members who are not parties to the proceeding; or

b. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

F. Limitations.

No indemnification or advance shall be made under this Article, except as provided in Section B or E(3)(b), in any circumstance when it appears:

1. That the indemnification or advance would be inconsistent with a provision of the articles of incorporation or an agreement in effect at the

time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

G. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of and undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

H. Contractual Rights of Non-Directors and Non-Officers.

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

I. Insurance.

The Session may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.**J. Fiduciaries of Corporate Employee Benefit Plans.**

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section A of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Adopted by the Session on July 21, 2015 and by the congregation on _____, 2015.

Clerk of the Session

Secretary, The New Presbyterian Church, Inc.

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