

Congregation Approved May 16, 1965  
Amended January 20, 1974  
Amended November 23, 1986  
Amended September 20, 1995  
Amended November 6, 2011

**AMENDED AND RESTATED CONSTITUTION OF**  
**INDEPENDENT PRESBYTERIAN CHURCH OF**  
**MEMPHIS, TENNESSEE, INC.**

(As of November 6, 2011)

**PREAMBLE**

The Independent Presbyterian Church of Memphis, Tennessee, Inc., was incorporated on March 17, 1965, under the General Welfare laws of the State of Tennessee, and its charter is registered in the office of the Registrar of Shelby County, Tennessee. This church stands for the separation of the Church and State. Although the Constitution and By-Laws of any church derive their legal form from the State, they derive all of their spiritual authority from Holy Scripture, and the laws and principles of civil and ecclesiastical authority must be kept separated and interpreted and applied by this Church to avoid conflicts with the authority of the Scriptures.

Further, this church, as stated in Article II, 3, has as its subordinate standards the Westminster Standards, namely the Westminster Confession of Faith and Westminster Larger and Shorter Catechisms in the form as they were originally adopted, not with the modern changes. Therefore, since the congregation is Presbyterian in government, the government of the church is exercised through a Session of Elders, chosen and appointed to that duty, and assisted in the care of the physical properties by a Board of Deacons whose duties will be assigned by the Session.

The relationship of this church as to other churches will always be one that is consistent with the teaching of Scripture and with the Westminster Standards. Any relationship it might have will in no way infringe upon the right of this church to do the following things: (1) Have sole title to its real property and by sole owner of any equity it may have in any real estate so that no one but this church will ever have claim whatever on any funds or property of any kind held by or belonging to any branch of this particular church. (2) Have the right to terminate and withdraw its relationship at any time with any other churches, reserving always unto itself the right to join or to sever such relationship by a three-fourths vote of its membership. (3) Preserve its independence as a body of the Holy Catholic Church in accordance with the Apostles Creed and the Scriptures and delegate only such spiritual or administrative authority as it

deems necessary or advisable to other bodies. (4) This church shall not associate with any other church body unless specific provision is made for its withdrawal in accordance with this Constitution and By-Laws.

### ARTICLE I - NAME

The name of the Church is "Independent Presbyterian Church of Memphis, Tennessee, Inc."

### ARTICLE II - OBJECT

1. This Church, according to the Scriptural principle which is recognized by its grant and charter, consists of the body of communicant members and their children who have here united themselves together for the purpose of Christian worship and service.
2. The supreme and only infallible rule of faith and life, by which in every case this church, as a branch of the universal church, is to exercise its ministry, is the written Word of God. We believe that the Word of God is verbally inspired and therefore without error.
3. The subordinate standards of this church are the Westminster Confession of Faith and Larger and Shorter Catechisms as adopted by the Presbyterian Church in America 1973.

### ARTICLE III - QUALIFICATIONS OF MEMBERSHIP

1. Communicant members of the church shall be its charter members and those persons who have been baptized in obedience to Christ's command, who have made a credible profession of faith in our Lord Jesus Christ, who are believed to have been regenerated, whose Christian profession is not contradicted by flagrant sin or false doctrine, and who have presented themselves and have been approved and accepted by the Session and who agree to conform to the rules, standards, and government of this Church.
2. Non-communicant members of this church are children of communicant members or children under proper care of communicant members, who as such communicant members shall be under solemn obligation to bring such children up "in the nurture and admonition of the Lord" and to seek to induce them to accept Christ as their personal **Savior**, when they reach the age of discretion.

3. Non-communicant members are not entitled to vote in any meeting of the Church until they become communicant members, nor are they to partake of the communion until they become communicant members.

#### ARTICLE IV – OFFICERS, THEIR ELECTION AND DUTIES

The head of the universal Church, as well as each local expression of that Church, such as is Independent Presbyterian Church is Jesus Christ, who has delegated to human leaders the nurture and protection of his church. Therefore, in accordance with Scripture, the ordinary and perpetual classes of office in the church are elders and deacons. The elders include both teaching and ruling elders, who are jointly responsible for the oversight and government of the church. The deacons' office is not one of rule, but of service both to the physical and spiritual needs of the people.

The particular qualifications of these officers, as well as their particular duties, shall be as defined in the Book of Church Order, particularly in Chapters 7, 8, and 9. The election of these officers shall take place in accord with the Book of Church Order, Chapter 24.

#### ANNUAL ELECTION

The annual election of officers shall take place at a meeting of the congregation **at a time announced by the Session**. In accordance with the Book of Church Order, Chapter 24, the Session shall give public notice of this election at least four weeks in advance, and shall ask the congregation to submit nominations to the Session in writing. Nominees who are interested to stand for election shall then be instructed in the qualifications for and duties of elder and deacon **as approved by the Session**. At the completion of their instruction, all prospective candidates who wish to stand for election shall be examined by the Session in all points set out in Chapter 24-1 of the Book of Church Order. The Session shall report to the congregation all those eligible for election at least one week prior to the election.

- A. The number of officers elected shall be determined by the congregation at the time of the election, after hearing the Session's recommendation, which recommendation shall be announced along with the announcement of those eligible for election.

- B. Both ruling elders and deacons shall be elected for **six (6)** year term, which shall begin in September of the same year of the election. **Election of elders and then deacons shall alternate annually**. Once elected to a term, officers may stand, if nominated, for an additional six (6) year term for that office **they currently hold**. Thereafter the officer shall take a sabbatical of a minimum of one (1) year prior to being eligible for reelection to that office.
- C. By recommendation of the **Session and approval of the Congregation, terms may be extended for a term not to exceed two (2) additional years. Officers selected to serve extended terms may stand for re-election at the next normal election, provided they are not prohibited by the sabbatical requirement in the first paragraph of this section above**. Members of the Session shall be ex-officio members of the Board of Directors with all the attendant rights and responsibilities of Directors.

#### The Pastor

- A. By virtue of his office, the Pastor is Moderator of the Session. In the absence of the Pastor, the Clerk shall convene the Session and the Session shall elect one of its members Moderator Pro-tem.
- B. When it becomes necessary to fill the pulpit, it shall be the duty of the Elders to present to the congregation the person, or persons, who in their judgment are suited to the needs and desires of this Church and congregation. Until a permanent Pastor shall be elected, the Elders shall have authority and be required to provide temporary supply, or supplies, for the pulpit - this authority not to extend over a period of one year unless renewed.

Only *communing* members **in good standing** shall vote in the election of officers. The election of Elders and Deacons, shall be by **written** ballot.

#### ARTICLE V - MEETINGS

##### A. Congregational Meetings

- 1. This Church, as a religious organization, consists of communicant members and their baptized children, as headed by the Presbyters or Elders, one of whom is the Pastor; and being thus organized, it commits authority, for divers purposes, to various persons. Special business including the election of Pastor, Elders, and Deacons, is

committed to a congregational meeting, i.e., to an assembly of communicants such as are, according to the rules, qualified to vote.

2. At least one week's notice shall be given from the pulpit of all congregational meetings for the transaction of business, and the purpose of the meeting shall be stated in the call.
3. A quorum of any congregational meeting shall consist of 25% of the members who are entitled to vote, except that the quorum shall never consist of less than twenty-five members entitled to vote.
4. No voting shall be allowed by proxy in the Church.
5. Any communicant who removes his residence permanently from the bounds of the congregation, or is placed upon the Inactive Roll by the Session, shall not be entitled to vote on any question, and any member who shall be absent for two years without satisfactory reasons may be dropped from the roll by the Session.

#### B. Annual Meetings

1. For the proper conduct of this Church, it is held to be of essential importance that there shall be an Annual Meeting of its members, at which time the annual reports of the Elders, Deacons, and Directors shall be presented and acted upon.

The Annual Meeting of the Congregation shall be held on the third Wednesday in September and shall be opened in prayer. Notice of the meeting shall be given from the pulpit at least one week in advance. The meeting being called to order by the Pastor or Ruling Elder appointed by the Session, a Moderator and Clerk shall be chosen by those present, and shall serve as Moderator and Clerk of all congregational meetings until the next Annual Meeting. If the elected Moderator and Clerk are unable to serve at any special meeting of the congregation, a temporary Moderator or Clerk may be elected to serve at the meeting. It shall be the duty of the Clerk to keep an accurate record of all meetings. The meeting shall be opened and closed by prayer. The purpose of the annual meeting is to present the following as information to the congregation: an overview of the church's annual budget, Session and Diaconate reports, and any other business which may be properly transacted by the congregation. This will be a church wide meeting with all other meetings suspended.

#### C. Special Meetings

Special meetings of the congregation may be called by the Session at any time, and shall be so called at the request of any 25% of the communing members who are in good and regular standing, due notice being given according to Article V-B, and the purpose of the meeting being stated in the call.

The election of, and/or the dissolution of a Senior or Associate Pastor shall be in accordance with the Book of Church Order.

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ARTICLE VI

THE SESSION, THE DIACONATE AND THE BOARD OF DIRECTORS

A. The Session

1. To the Session, consisting of the Pastor or Pastors and Ruling Elders, is committed the general oversight and direction of the spiritual affairs of the Church, including the admission of new members, the dismissal of those removing to other churches, action upon resignation of members and of any elected or appointed officers of the Church, determination of those who shall be inactive members, processes of discipline, the administration of the Lord's Supper, the order of worship, the collection and distribution of gifts for charities and missions, the care of all funds belonging distinctively to the Church which are not committed to the Board of Deacons, and in general all the business of the Church which is not otherwise provided for.
2. The Session is charged with the responsibility of formulating and putting into operation an adequate system for financing the Church Expenses and Benevolent Causes. All subscriptions paid on pledges and all collections taken up during any church service shall be under the control of the Session exclusively. The selection of an organist and choir and full control of same are the responsibility of the Session. All other matters pertaining to the service are under the Session's control.

3. Some of the above duties are to be assigned to the Board of Deacons by the Session, and more especially, as in the Apostolic Church, attention to the wants of sick and poor persons.
4. Only **communing** members **in good standing** shall vote in the election of officers. The election of Elders and Deacons shall be by **written** ballot.

**B. The Diaconate**

1. To the office of Deacon, which is spiritual in nature, should be chosen men of spiritual character, honest repute, exemplary lives, brotherly spirit, warm sympathies, and sound judgment.
2. The duties of the Deacons in this Church shall be as follows:
  - a. To minister to those who are in need, to the sick, to the friendless and to any who may be in distress.
  - b. To develop the grace of liberality in the members of the Church.
  - c. To plan in collaboration with the Session the objects which the offerings of the congregation shall be regularly directed, and to plan effective methods for gathering these offerings.
  - d. To receive other offerings as directed by the Session.
  - e. To see that all offerings are distributed among the objects toward which they have been contributed.
  - f. They shall have care of the property of the congregation, both real and personal, and shall keep in proper repair the church edifice and other buildings belonging to the congregation.
  - g. In matters of special importance affecting the property of the Church, they can take final action only with the approval of the Session and consent of the congregation.
  - h. To prepare annually, a current expense budget to be submitted to the Session, no later than the fourth Monday in July, for consideration before presentation to the congregation.
  - i. There shall be included in the annual budget, the Benevolent Budget prepared by the Session, or any special budgetary item approved by the Session.
3. The Deacons of this Church shall be organized as a Board.
4. The Board shall elect annually a Chairman, Vice-Chairman, a Secretary, and a Church Treasurer from among their members. These officers shall not be elected to succeed themselves except in the case of the Church Treasurer.
5. The Church Treasurer shall be bonded at the expense of the Church.

6. The Church Treasurer shall deposit all monies and valuables in the name of, and to the credit of, Independent Presbyterian Church in such bank and depositories as the Board of Deacons shall designate.
  - a. The Church Treasurer shall maintain a record of receipt and disbursement of funds in his custody.
  - b. The Church Treasurer shall submit a monthly Financial Statement to the Session, the Board of Deacons and the Board of Directors.
  - c. The Church Treasurer shall disburse budgeted and approved expenses and Benevolent funds by check requiring TWO signatures, of persons bonded to sign checks who have been approved by the Board of Deacons.
  - d. The approval of current expense vouchers shall be based on the system of internal control of the Board of Deacons.
7. The approval of disbursement of Benevolent items remain in the custody of the Session.
8. All monies or valuables designated for the Building Fund, Trust Endowments or other like funds shall be turned over to the Church Treasurer.
9. It shall be the duty of the Secretary of the Board of Deacons to keep accurate minutes of the actions and resolutions passed by the Diaconate, and to provide copies of the minutes of the meeting of the Diaconate to the Session by the fourth Monday of each month.
10. The Board of Deacons will perform any other duties which may be delegated to them by the Session.

C. The Board of Directors

1. This Church, thus composed of communicant baptized members and organized with Elders for the sake of religious work and worship, is also owner of certain property and funds for the maintenance of this work and worship. Under the charter, the Board of Directors is legally recognized as entitled to hold, in the name of the Church and for its use, the property which the Church owns, and perform any business transactions in consequence thereof.
2. The Directors shall have no power to sell or dispose of any real property of the Church without first obtaining authority from the congregation, nor shall they have power to incur any debt in the name of the Church unless specifically authorized by the congregation to do so.

**ARTICLE VII - THE SUNDAY SCHOOL**

A. The Pastor of the Church is the Pastor of the Sunday School, and, in fact, the meetings of the Sunday School are as truly meetings of the Church itself as the other assemblies for worship on the Lord's Day, **under the authority of the Session**

### ARTICLE VIII - AMENDMENTS

The Constitution and By-Laws are subject to amendments by a two-thirds vote of the **communing** members present at any meeting, notice of such proposed amendment having been announced from the pulpit and published in the church bulletin at least thirty days prior to such meeting.

1. **Suspension of any provision of the constitution and bylaws may be approved by the congregation by a vote of two thirds (2/3) vote of the communing members present and voting. The suspension shall be for a period not to exceed one (1) year. This vote shall be by written ballot.**

### ARTICLE IX - RULES OF PROCEDURE

Rules of Parliamentary procedure not provided for in the Constitution or the By- Laws shall be those of Roberts Rules of Order.