

**Constitution and By-Laws
of
The Independent Presbyterian Church of Savannah¹**

Adopted February 7 and 14, 1960
Revised through February 15, 2015

Preamble

The Independent Presbyterian Church of Savannah was organized in 1755 by members professing the faith of the Church of Scotland.² It has never united with any Presbyterian denomination. Hence its title “Independent.”³ At the same time it is Presbyterian.⁴ Its pastors are ordained Presbyterian Ministers;⁵ its creed is the Westminster Confession of Faith⁶ and Catechisms in the form in which they were adopted by the First American Presbyterian Assembly of 1789, with two exceptions, Chapter XXIV.4 and XXV.6; the Session is its parochial Presbytery⁷. Its Constitution and By-Laws as herein set forth are accepted as the Constitution and By-Laws of the Church, as subject to the Church’s Charter and amendments thereto as granted by the Georgia General Assembly.⁸ The Constitution and By-Laws of any Church derive all their authority from Holy Scripture; and each of the provisions thereof must be understood and applied as subordinate to the Scripture. Its organization as The Independent Presbyterian Church implies (1) that its relation to other churches is simply one of fraternal comity, and not of subjection or control, and (2) that its government of its own affairs, while vested in the brotherhood of members, is exercised through a Session or Bench of Elders, chosen and appointed to that duty, i.e., it is a Presbyterian Church, in that its government is thus representative through its Elders or Presbyters; and it is an independent Church, in that it is not subject to any appellate judicature, such as Presbytery, Synod, or General Assembly.⁹

This form of organization was patterned after the Church of Scotland. It bases itself upon the fact that all authority is originally vested in the Lord Jesus Christ, and that He commits authority to the whole body of communicants, with the provision that its actual exercise shall be entrusted to Elders chosen by the people under His direction. His inspired Word provides for the

¹ This version of the proposed revised Constitution and By-Laws aims to reference the original authority of each sentence by way of footnote and by color-coding language derived from the Charter in yellow, Constitution in blue, and By-Laws in green. Please note that references to the Acts of the Georgia General Assembly are taken from the online archive <http://onlinebooks.library.upenn.edu/webbin/serial?id=galegacts>. Information filed with the Georgia Secretary of State references different Act numbers, but also appears to have edited the archive’s earlier versions.

² Act 24 of 1806; also Const. preamble.

³ Const. preamble.

⁴ Act 24 of 1806; also Const. preamble.

⁵ Const. preamble.

⁶ Act 24 of 1806; also Const. preamble.

⁷ Const. preamble.

⁸ Const. preamble (as clarified).

⁹ Const. preamble

existence of this office of Eldership, and His divine Spirit provides direction in the choice of men to exercise it. On the one side, therefore, these Elders represent the people who elect them; and on the other side, they represent the Lord Himself, under whose direction they are elected and from whom all their authority is derived. They are responsible for the exercise of this authority, both to the Lord and to the people. This relation between the people, the Elders, and their Common Lord is given visible expression with peculiar solemnity at those times when the Church undertakes its most sublime and important transaction, namely its Communion with Christ; when the body of communicants before the table, headed by the Session within the chancel are bowed in adoration before the King Himself.¹⁰

Article I - Name

The name of the Church is “The Independent Presbyterian Church of Savannah.”¹¹

Article II - Object

This Church, according to the scriptural principle which is recognized by its 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,¹² “agreeable to the Westminster Confession of Faith.”¹³

Article III - Qualifications and Rights of Membership

A. The conditions required for full membership in this Church are, that the applicant has made profession of his faith in the Lord Jesus Christ, been baptized and has pledged obedience to Him, this profession being accompanied by habits of life which are consistent therewith,¹⁴ as approved by the Session.¹⁵ Members may also be referred to collectively as “the Congregation” or “Communicants.”

B. Communicant¹⁶ members in good standing who are sixteen years of age or older shall have the right to vote¹⁷, to hold office if otherwise qualified,¹⁸ to participate in the Lord’s Supper, to marry in the Lord, to have their children baptized, and to have a funeral or memorial

¹⁰ By-Laws art. I.A.

¹¹ Act 24 of 1821, §1 changed the official name from “The Trustees of the Presbyterian Church of the city of Savannah,” which does not appear to have been changed further though the 1917 and 1959 Acts each use the earlier name for the purpose of referencing the 1806 Act, and note that the common usage was “The Independent Presbyterian Church.” The 1821 Act also notes that actions “which have been or shall be made...by any other name or style with shall describe the said corporation nor Church” shall be respected.

¹² Const. art. II.

¹³ Act 24 of 1806; also Const. art. II.

¹⁴ Const. art. III.A.

¹⁵ Const. art. IV.2.A., by implication.

¹⁶ Const. art. V.1.A.

¹⁷ Const. V.D.

¹⁸ See Article IV, *infra*; Const. art. IV.B.

service performed in the Church (“Members”). Communicant members under the age of sixteen years do not have the right to vote¹⁹, hold office²⁰ or marry, but otherwise enjoy all rights of membership.²¹ Non-communicating members are children of Members who have not yet made a public profession of faith, and consequently have not been admitted to the Lord’s Table and have not been granted the benefits of membership.²²

C. Believers temporarily residing in the Savannah area and away from their permanent homes and otherwise fulfilling the qualifications of full membership may become associate Members without ceasing to be communicant members of their home churches. An associate Member shall have all rights, privileges, and responsibilities as other Members, except they shall not be permitted to vote in a congregational meeting and may not hold an office in The Independent Presbyterian Church of Savannah.²³

D. Membership shall terminate with death, voluntary transfer, or by dismissal²⁴ by the Session. The Session, by two-thirds vote, may dismiss, suspend, and publicly or privately admonish any Member.²⁵ Such disciplined Member may appeal the discipline to the court of appeals, which consists of the Session and the Board of Deacons. After a fair hearing, the vote of two-thirds of the Officers in attendance at this tribunal shall be final. The accused person shall have the right of representation by counsel, both before the Session and before the court of appeals, but no person shall be permitted to act as counsel who is not a communicant in good standing in an Evangelical Church.²⁶

E. Any member who shall be absent for two years without satisfactory reason may be dismissed by the Session in the manner set forth above.²⁷

Article IV- Officers and Trustees

A. Officers Generally.

1. The Officers of this Church shall be a Pastor, or Pastors, Elders, and Deacons.²⁸

2. The Elders and Deacons are to be men chosen from among those Members of the Church who are at least twenty-one years of age, whose lives are marked by the high qualifications prescribed in the New Testament, and, while ordained for life, they are to serve for

¹⁹ Const. art. V.D.

²⁰ Const. art. IV.B.

²¹ Const. art. V.1.A., by implication.

²² Const. art. V.1.A., strictly read, states that a baptized child with a communicant parent are part of the Church (i.e., Members) with no requirement for a subsequent profession of faith.

²³ Const. art. III.B.

²⁴ Const. art. III.A. & IV.2.A.

²⁵ By-Laws art. I.D.

²⁶ By-Laws art. I.E.

²⁷ Const. art. V.1.F.

²⁸ Const. art. IV.A.

a limited term.²⁹ The Trustees are to be chosen in accordance with Article IV. E. 5. below.

3. Each board shall determine its own quorum, except as provided in Article IV.C.4. below, in cases of discipline.

B. The Pastor and Associate Pastors.

1. By virtue of his office the Pastor is Moderator of the Session.³⁰

2. The Pastor shall keep a record of all baptisms, marriages, and deaths, which record shall be the property of the Church.³¹

3. 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 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; provided, however, this authority shall not extend over a period of one year unless renewed by the Members.³²

4. The election of a Pastor shall be by written ballot. Only Members may vote in the election of a Pastor. The Pastor-elect shall be notified by the Elders of his call, and arrangements for ordination and installation shall be made by them and the Pastor-elect. A copy of the Charter and the Constitution and By-Laws shall accompany the call. Although no limitation of time is placed upon the tenure of the pastoral office, it may be terminated by mutual agreement, resignation, or by the vote of the majority of Members present at a called meeting who are entitled to vote in the election of a Pastor; provided, however, there shall be notice of not less than one month of the proposed termination of the pastoral relation.³³

5. The election of an associate Pastor shall also be by written ballot. Assistant Pastors may be called by the Session, and are not members of the Session.³⁴

C. The Session.

1. To the Session, consisting of Pastors and Elders, is committed the general oversight and direction of the Church, including without limitation the admission and discipline of Members, the dismissal of those withdrawing or transferring to other churches, action upon resignation of any elected or appointed Officer or Trustee of the Church, the administration of the sacraments of Baptism and the Lord's Supper, the order of worship, the selection and oversight of an organist and choir, the collection and distribution of gifts for charities and

²⁹ Const. art. III.B.

³⁰ Const. art. IV.1.A.

³¹ By-Laws art. III.A.

³² Const. art. IV.1.B.

³³ Const. art. IV.1.C., though reducing the notice from 3 months to 1 month and clarifying what "rules" shall accompany the call.

³⁴ Const. art. IV.1.B. & C., by implication that "persons" chosen "to fill the pulpit" refers to the possibility of associate Pastors, and that the election of "a Pastor" includes reference to such associates.

missions,³⁵ the publication of the Annual Church Book³⁶ and maintenance of the minute book of the Session,³⁷ the hiring³⁸ and compensation of the Pastors and other employees, and in general all the business of the Church which is not otherwise provided for herein³⁹. Final authority in all matters rests in the Church, acting through its Session, subject to appeal to its Members in a congregational meeting.

2. The Session is charged with the responsibility of formulating and putting into operation an adequate system for financing the Church budget.⁴⁰ All funds received, unless otherwise designated, shall be under the control of the Session exclusively.⁴¹

3. The number of Elders shall be determined by the Congregation,⁴² with Elders each serving a six (6) year term, and with at least one year between any successive terms.⁴³ Elders shall be elected by the Members at a congregational meeting, with terms staggered to the extent reasonably possible.

4. If at any time, whether through the withdrawal or death of an Elder, or the non-acceptance of the office by one elected to it, there should be vacancies in the Session, those who do hold office shall still be considered the Session of the Church, and their acts of binding force; provided, that in cases of discipline no fewer than six Elders shall constitute a quorum of the Session.⁴⁴

5. Except as otherwise provided, the business of the Session shall be decided by a simple majority of the Elders. The Session being a small body, there is no provision for quorum⁴⁵, and Elders need not be physically present to vote on a matter if they have sufficient knowledge to cast an informed vote in absence. The vote of an absent Elder shall be recorded in the Minutes of the meeting at which the vote was taken. Proxies are not permitted.⁴⁶

6. An Elder may be removed from office by two-thirds vote of the Session or a majority of the Members at an annual or special meeting. An Elder may appeal his dismissal by the Session to the court of appeals, which consists of the Session and Board of Deacons as in the case with Members.⁴⁷

D. The Deacons.

³⁵ Const. art. IV.2.A., with slightly modified wording. *See also*, Act 100 of 1959.

³⁶ By-Laws art. III.B.

³⁷ By-Laws art. III.E., by implication of the name itself.

³⁸ Const. art. IV.1.B, but limited by the Members' authority over permanent approval.

³⁹ Const. art. IV.2.A.

⁴⁰ Const. art. IV.2.B.

⁴¹ Act 100 of 1959; also revises second sentence of Const. art. IV.2.B. in accordance with the Act.

⁴² Const. art. IV.A., by implication, though stating there should be "ideally not less than twelve Ruling Elders." *See also*, Const. art IV.B, requiring a minimum of 6 elders for handling matters of Church discipline.

⁴³ By-Laws art. I.B.

⁴⁴ Const. art IV.B.

⁴⁵ By-laws art. I.C., except in matters of discipline as specified in Const. art. IV.B

⁴⁶ Const. art. V.1.E.

⁴⁷ The removal of Elders is not expressly provided for except for removal as a Communicant, and thus also disqualifying one from being a Member or Elder, in By-Laws art. I.D., or through implication of By-Laws art. I.E.

1. The Board of Deacons shall be responsible for those duties which have been assigned to them by the Session,⁴⁸ such as attending to the material needs of the Church, the wants of sick and poor persons,⁴⁹ maintenance of the facilities, worship assistance, and stewardship. The Board of Deacons shall join the Session to hear Member discipline appeals.⁵⁰

2. The term of service for a deacon shall be four (4) years, with at least one year between any successive terms.⁵¹ The Deacons shall be elected by the Members⁵² at a congregational meeting, with terms staggered to the extent reasonably possible. The Session shall set the number of Deacons to be elected at each annual meeting.

3. Except as otherwise provided, any business of the Board of Deacons shall be decided by a simple majority of the Deacons. The Board of Deacons being a small body, there is no provision for quorum,⁵³ and Deacons need not be physically present to vote on a matter if they have sufficient knowledge to cast an informed vote in absence. The vote of an absent Deacon shall be recorded in the Minutes of the meeting at which the vote is taken. Proxies are not permitted.⁵⁴

4. A Deacon may be removed from office by two-thirds vote of the Session or a majority of the Members at an annual or special meeting. A Deacon may appeal his dismissal by the Session to the court of appeals, which consists of the Session and Board of Deacons as in the case with Members.⁵⁵

E. The Trustees.

1. According to the Charter of The Independent Presbyterian Church of Savannah, the Trustees are legally recognized as entitled to hold, in the name and for the use of the Church at the direction of the Session, the real property which the Church owns and such other specified funds committed to them by the Session, and to perform any business transactions in consequence thereof. The business transactions which thus become necessary, the Church performs through its Trustees, who act as the agents and representatives of the Church for this limited purpose.⁵⁶ As title holder of any funds directed to the Trustees by individual grantors with instructions for specific uses and purposes, the Trustees shall use reasonable business judgment to invest, manage and grow such funds, in compliance with the instructions of the grantor. As title holder of any non-designated funds committed to them, including proceeds from the sale of real property, the Trustees shall use reasonable business judgment to invest, manage and grow such funds, and shall use such funds at the direction of the Session or the

⁴⁸ Const. art. IV.2.C.

⁴⁹ Const. art. IV.2.C

⁵⁰ By-Laws art. I.E.

⁵¹ By-Laws art. I.B.

⁵² Const. art. V.1.A.

⁵³ By-Laws art. I.C.

⁵⁴ Const. art. V.1.E.

⁵⁵ The removal of Deacons is not expressly provided for except for removal as a Communicant, and thus also disqualifying one from being a Member or Deacon, in By-Laws art. I.D., or through implication of By-Laws art. I.E.

⁵⁶ Act 100 of 1959; also Const. art. IV.3.A.

Congregation. The Trustees are released from any liability for funds distributed at the direction of the Session or the Congregation.

2. The Trustees 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 so to do.⁵⁷

3. The Trustees shall have no power to permit the Church or Sunday School rooms to be used for any purpose other than the regular meetings of the Church and Sunday School without the consent of the Session.⁵⁸

4. The Trustees, acting under the authority of the Session, and as advisors of the Session, shall provide at least annually, a report to be reviewed by the Session which provides an accurate accounting of the status of all Church property and funds administered by the Trustees and on any and all business transactions regarding Church property and funds.⁵⁹ Ownership, management and maintenance of all Church property and funds administered by the Trustees shall be for such purposes as determined annually by a resolution of the Session, as recommended by the Board of Deacons and advised by the Trustees.

5. The membership of the Trustees shall consist of five (5) active Members,⁶⁰ who are at least twenty-one years of age, each serving a five (5) year term,⁶¹ with at least one year between successive terms.⁶² One Trustee shall be elected annually by the Congregation.⁶³ Any vacancy prior to the end of an annual term shall be filled by the Members.⁶⁴ A Trustee may be removed by a majority of the Members at a special congregational meeting, without right of appeal.⁶⁵

6. Except as otherwise provided, the business of the Trustees shall be decided by a simple majority of the Trustees. The Trustees being a small body, there is no provision for quorum⁶⁶ and Trustees need not be physically present to vote on a matter if they have sufficient knowledge to cast an informed vote in absence. The vote of an absent Trustee shall be recorded in the Minutes of the meeting at which the vote is taken. Proxies are not permitted.⁶⁷

F. Elections.

⁵⁷ Act 100 of 1959; also Const. art. IV.3.B.

⁵⁸ By-Laws art. I.G. Note Act 100 of 1959 states that Trustees have authority over real property for “the only proper use, benefit and behoof of the said Church forever” pursuant to Act 100 of 1959.

⁵⁹ Const. art. IV.3.C.

⁶⁰ Act 100 of 1959.

⁶¹ Const. art. IV.3.D; also By-Laws art. I.B. Note that Act 100 of 1959 calls for annual terms.

⁶² By-Laws art. I.B.

⁶³ Const. art. IV.3.D. Note Act 100 of 1959 calls for annual terms, with two elected by Members and three elected by outgoing Trustees.

⁶⁴ See O.C.G.A. § 14-5-48.

⁶⁵ See O.C.G.A. §§ 14-5-46 & -47.

⁶⁶ By-Laws art. I.C.

⁶⁷ Const. art. V.1.E.

1. Only Members shall vote in the election of Officers and Trustees. Their election shall be by written ballot, except that election by ballot would only be necessary when the number nominated exceeds the number to be elected.⁶⁸

2. Upon the expiration of the full term of service of any Elder, Deacon, or Trustee, such individual shall remain ineligible for re-election to that body for a period of one (1) year.⁶⁹ The filling of un-expired terms of service by the regular election process for all three bodies is allowed.⁷⁰

Article V – Congregational Meetings

A. Congregational Meetings in General.

1. This Church, as a religious organization, consists of the body of communicant members and their children, as headed by the 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 Officers and Trustees is to be conducted at a congregational meeting.⁷¹

2. Inasmuch as all Officers of the Church exercise a delegated power, it is considered proper that their responsibility to the Church should be duly recognized, and that their acts should be regularly reported to the Congregation for its approval, excepting matters of discipline as herein described.⁷²

3. One week's notice shall be given from the pulpit of all congregational meetings for the transaction of business.⁷³

4. A quorum of any congregational meeting shall consist of seventy-five Members.⁷⁴

5. No voting shall be allowed by proxy in this Church at any time.⁷⁵

6. Any communicant who has removed his residence permanently from the bounds of the Congregation shall not be entitled to vote on any question.⁷⁶

7. Unless otherwise provided herein, a simple majority of the Members present at a

⁶⁸ Const. art. IV.2.D. Note that election of all Trustees by the Members contradicts Act 100 of 1959.

⁶⁹ By-Laws art. I.B.

⁷⁰ Taken from By-Laws art. I.B, but adds that it may be filled through the regular election process, which may not technically be possible. *See e.g.*, O.C.G.A. § 14-5-48 regarding the vacancy of Trustees.

⁷¹ Const. art. V.1.A.

⁷² By-Laws art. II.

⁷³ Const. art. V.1.B.

⁷⁴ Const. art. V.1.C

⁷⁵ Const. art. V.1.E.

⁷⁶ Const. art. V.1.F.

meeting is required to approve any measure properly before the Church.⁷⁷

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 the annual reports of the Elders, Deacons and Trustees shall be presented and acted upon, excepting matters of discipline.⁷⁸

2. The annual meeting of the Congregation shall be held on the third Sunday in February. The meeting being called to order, a Moderator and Clerk shall each be chosen by those present, and shall serve as Moderator and Clerk of all congregational meetings until the next annual meeting. It shall be the duty of the Clerk to keep an accurate record of all meetings. The meeting shall be opened by the reading of the Scriptures and prayer. The records of the preceding annual meeting and of subsequent meetings shall be presented and acted upon. Annual reports of the Elders, Deacons and Trustees shall be presented and acted upon. Other business which may properly be transacted by the Congregation may be brought forward, and the meeting shall be closed with prayer.⁷⁹

C. Special Meetings.

Special meetings of the Congregation may be called by the Pastor, Session, or at the request of any twenty-five Members. Notice of a special meeting shall be given from the pulpit at least one week in advance, and shall include a general description of the business to be raised therein.⁸⁰ Such meetings shall be opened and closed in prayer.

D. Records.

1. The Clerk of the Congregation shall procure a well bound book to be known as the "Charter and Constitution and By-Laws Record Book," and in said book he shall record all charters and charter amendments heretofore granted to this Church with the dates and authority granting same; and he shall likewise record any future amendments thereto as they are granted⁸¹.

2. The Clerk shall record all amendments to these instruments or standing rules that are adopted.⁸²

3. This Record Book shall be kept separate from the Minute Book of the Session, and instruments recorded therein shall be full and complete, notwithstanding the fact that they may also be recorded in the Minute Book of the Session.⁸³

⁷⁷ See O.C.G.A. § 14-5-43. "The majority of those who adhere to its organization and doctrines represent a church." See also Const. art. IV.2.D. regarding the majority election of Officers and Trustees (though noting the election of all Trustees by Members contradicts Act 100 of 1959).

⁷⁸ Const. art. V.2.A.

⁷⁹ Const. art. V.2.B.

⁸⁰ Const. art. V.3.

⁸¹ By-Laws art. III.C.

⁸² By-Laws art. III.D.

⁸³ By-Laws art. III.E.

Article VI - Other Activities of the Church

A. There is committed to the care and supervision of the Session all the organizations and activities not heretofore specifically named, such as the Sunday School, the Women of the Church, the Men of the Church, Missions, Youth Work, College Ministry, and any other spiritual activities now functioning or that may arise in the future in the growth and work of the Church.⁸⁴

B. The object desired is to offer the utmost freedom for the development of any new form of work, until every member of the Church has a place with some company of workers; while, at the same time, these various companies are so united into groups, and brought thereby within the supervision of the Session, that the needful unity of Church life is fully maintained. In no case is any work undertaken for the mere sake of increasing activity, but only so far as Divine Providence points out a duty to be done, and willing hands are found to do it. The utmost possible simplicity in organization has been sought, and success in the work has in no wise been expected from the machinery itself, but rather from the living Spirit of Christ, under whose influence it is formed and operated.⁸⁵

Article VII - Amendments

This Constitution and By-Laws is subject to amendment by a two-thirds vote of the Members present at any annual meeting, with notice of such proposed amendment and the material terms thereof having been given at the previous annual meeting.⁸⁶

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⁸⁴ By-Laws art. IV.A., with slight amendments to the example list of activities.

⁸⁵ By-Laws art. IV.B.

⁸⁶ Const. art. VII; also By-Laws art. V.A.