

BYLAWS OF MACALESTER PLYMOUTH UNITED CHURCH SAINT PAUL, MINNESOTA

ARTICLE I NAME

The name of this nonprofit corporation is Macalester Plymouth United Church, also known in these bylaws as "the church."

ARTICLE II STATEMENT OF FAITH AND MISSION

We believe in God, the Eternal Spirit, who is made known to us in Jesus our brother and our Savior, and to whose deeds we testify:

God calls the world into being,
creates humankind in the divine image,
and sets before each person the ways of life and death.

God seeks in holy love to save all people from aimlessness and sin.

God judges all humanity and all nations by that will of righteousness declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Lord,
God has come to us
and shared our common lot,
conquering sin and death
and reconciling the whole creation to its Creator.

God bestows upon us the Holy Spirit,
creating and renewing the Church of Jesus Christ,
binding in covenant faithful people of all ages,
tongues and races.

God calls us into the church
to accept the cost and joy of discipleship,
to be servants in the service of others,
to proclaim the gospel to all the world
and resist the powers of evil,
to share in Christ's baptism and eat at his table,
to join him in his passion and victory.

God promises to all who trust in the gospel
forgiveness of sins and fullness of grace,
courage in the struggle for justice and peace,
the presence of the Holy Spirit in trial and rejoicing,
and eternal life in that realm which has no end.

Blessing and honor, glory and power be unto God.

This church seeks to be a Biblical faith community centered in the dominion of Christ in the tradition of the ministry of all believers. Consequently, we are led to hold worship services, promote Christian education at all levels, facilitate the building of community, involve members in mission locally and on a wider scale, furnish pastoral care by and for the community's members, and call one another and others to faith and to appropriate stewardship and lifestyles.

Being set in this time and place, this church is especially called to be:

- a. serving those in greatest need;
- b. cooperating denominationally and ecumenically at all levels from local to international;
- c. ministering supportively to those in higher education, especially Macalester College and United Theological Seminary.

Those called to be officers of this church respond to and seek guidance from the Holy Spirit and from the wisdom of our reformed tradition as found in the *Book of Confessions* from the Presbyterian Church (USA) and the Affirmations of Faith in the *Book of Worship* of the United Church of Christ.

ARTICLE III **DENOMINATIONAL STATUS AND RELATIONSHIPS**

Macalester Plymouth United Church is affiliated with both the United Church of Christ and the Presbyterian Church (USA), and supports the heritage, mission, and benevolence of both denominations.

This church gives allegiance to the historical reformed theological tradition, and strives to live out that tradition in keeping with the spirit and structures of our two denominations. This church shall be guided by and follow the directions of the UCC Constitution and the Presbyterian *Book of Order*. As agreed at the time of merger, wherever the constitutions of the two denominations differ, the mandatory provisions of one shall apply whenever the other is permissive. If there are conflicting mandatory provisions, the Session will appeal to the Presbytery and the Association for settlement.

This church reports annually one-half of the total membership to each of the two denominations, and per capita assessment is paid accordingly. Publication of such membership data is to note that the report is that of a union church which has, therefore, double the membership listed. All baptisms, funerals, and marriages are reported to each denomination.

Likewise, in support of both the Presbyterian Church (USA) and the United Church of Christ, this church sends representatives to associations and judicatories of both denominations as well as of the wider Church, and encourages participation of its members in the work of those bodies.

ARTICLE IV

MEMBERSHIP

Subject to the provisions in this article, active membership in Macalester Plymouth United Church is granted to any person 1) upon affirmation of faith; 2) by letter of transfer from another church; or 3) by reaffirmation of faith.

Any person who makes application for membership and who has been approved by the Session, or by a commission appointed by the Session, is received into church membership and entered on the roll of active members.

Membership is an outward sign of commitment to a lifelong process of continuing education in the Biblical faith and of personal maturation as a follower of Christ. Members are expected to attend worship services regularly, to give systematically of their time and means for the church's support and for its benevolences, to involve themselves in Christian service to their brothers and sisters in the community, to promote diligently the spiritual welfare of the church, and to encourage others to make a commitment to Christ.

Those members unable to be active may be included on the roll of baptized, affiliate, or inactive members, as defined by the *Book of Order*.

Membership may be terminated by 1) resignation, 2) transfer to another church, or 3) action of the Session.

ARTICLE V **MEETINGS OF THE CONGREGATION**

A. Annual Congregational Meeting

The congregation will hold an annual meeting in January on a date set by Session. At this meeting, the congregation elects elders, deacons, vice moderator, treasurer, and other officers as may be necessary to carry on the work of the church. It accepts the budget as presented, or asks the Session to reconsider it. It also receives reports of ministers, organizations, and the Session, and transacts business appropriate to both ecclesiastical and corporate functions, subject to the provisions of these bylaws.

B. Presiding Officers

The minister or other moderator (pursuant to the Book of Order G-7.0306) calls the meeting to order, and delegates the moderating of the meeting to the vice moderator for the transaction of business.

C. Special Meetings

Special meetings of the congregation may be called by either the Session or Presbytery. The Session, when requested in writing by at least one-fourth of the members on the active roll of the church (see Article IV) must call such a special meeting.

D. Notice

Notice of meetings of the congregation shall be read from the pulpit at all services on the four Sundays immediately prior to the meeting and shall be mailed to the last known address of each member at least four weeks prior to the meeting. For special meetings, these notices must include a statement of the purpose of the meeting, and no action may be taken at a special meeting on business not so announced. For matters requiring immediate action, the Session may call a special meeting with announcement two Sundays prior to the meeting and at least ten days' written notice (including the full text of every motion).

E. Quorum

Ten percent of those eligible to vote (see Article XVII) constitute a quorum for action taken by the congregation, except that twenty percent is the required quorum for voting on a pastoral nominating committee, extending or dissolving a call to a minister, or amending these bylaws or the articles of incorporation.

F. Official Action

All decisions made by the affirmative vote of the designated majority of the eligible voters present at an annual or special meeting of the congregation are binding on the entire membership.

A simple majority of the eligible voters present and voting is sufficient for all decisions, except when voting on these bylaws or extending or dissolving a call to a minister, at which times a two-thirds majority of those eligible voters present is required.

On any action, vote by ballot is mandatory if requested by at least ten of the eligible voters present. No absentee or proxy voting is allowed.

G. Electronic Meetings

The congregation may meet by electronic means if a reasonable effort is made so all members have notice of the electronic meeting and the ability to discuss and vote on business items. The quorum for such a meeting is as defined in ARTICLE V. Section E, and notice is as defined in ARTICLE V, Section D.

ARTICLE VI
THE SESSION

The Session, in response to God's call to service, is charged with the corporate oversight of the life of the church. The Session shares in the carving out of pastoral duties with the minister(s), advising the minister(s) in his/her/their professional role(s). The Session enters into spiritual and benevolent ministries, both directly and by the supervision of programs. The Session has the prerogative, when it is appropriate and desirable, to offer advice and counsel on the relationship of the faith to

personal and corporate behavior. Members of the Session participate in the administration of the sacraments, thereby symbolically acting out their pastoral and spiritual leadership.

A. Members and Officers

The voting members of Session shall consist of a minimum of 15 and up to 21 elders, who are active members of the church, elected by the congregation, and the minister(s). The officers of the Session are the moderator and the clerk. The nonvoting, ex officio members are the vice moderator, the treasurer, the assistant treasurer, and the president of the Board of Deacons.

B. Clerk

The Session at its first meeting following the annual meeting of the congregation elects a Clerk of Session from its membership or from among those elders not in active service. When the chosen elder is not in active service, such clerk shall have voice but not vote in proceedings of the Session.

The clerk's duties are:

1. keeping minutes and records of all meetings of the Session;
2. keeping minutes and records of all regular and special meetings of the congregation;
3. receiving and recording reports from all officers, boards, committees and organizations preceding each annual meeting;
4. making reports to the denominational bodies as requested;
5. maintaining the church registry and other official church records;
6. calling special meetings of the Session in the absence of the moderator, upon request of Presbytery or upon the written request of two or more Session members;
7. serving as primary signatory of all legal documents not assigned to the treasurer.

The Session may also elect an assistant clerk, for a one-year term, from among current or past elders. This person has voice but no vote.

C. Meetings

1. Regular meetings

The Session shall meet once a month except in July and August.

2. Special meetings

Special meetings may be called at any time by the moderator or, in the absence of a moderator, by the Clerk of Session. Special meetings must be called upon written request of any two or more members of Session, or when Presbytery so directs.

3. All meetings

Any Session meeting may entertain matters which the State of Minnesota deems the responsibility of trustees. Such business shall be conducted in Session meetings according to Session procedures and shall be recorded in the Session minutes.

4. The Session may meet by electronic means if all active elders have reasonable notice of the electronic meeting and the ability to discuss, deliberate, and vote on business items. The quorum for such a meeting is as defined in ARTICLE VI, Section D. Votes on business items that must be addressed quickly in between Session meetings may be taken by email, and must be ratified the next time the Session meets.

D. Quorum

A quorum for any meeting of the Session is the presiding officer plus one-third of the elders serving on Session.

E. Authority

The Session has authority over all matters of the church, including trusteeship, actions of the Deacons, and procedures (not decisions) of the Nominating Committee. Session sets its own committee structure and operating procedures. It also may at any time appoint and disband ad hoc committees, and determine or change their size, personnel, or function. Session may elect and authorize a commission to take action on its behalf.

F. Responsibility/Accountability

The Session is responsible to the congregation, and is accountable to Presbytery, to the Association by voluntary covenant, and to its own members.

G. Specific Duties

1. Each year the Session shall:
 - a. review the adequacy of the compensation for each minister;
 - b. report any changes in the terms of the call(s) to the Association and Presbytery Committees on Ministry;
 - c. order and receive an audit of the church financial records.
2. In the absence of the minister(s) or in case of vacancy of the pastoral office, the Session shall be responsible for:
 - a. pulpit supply;
 - b. guidance of the vice moderator, who in the absence of the minister(s) assumes responsibility for supervision of administrative affairs ordinarily handled by the minister(s), until a minister returns, or an interim minister clearly charged with administration or a called minister is duly in office.
3. The Session shall carry out the duties required of a Board of Directors by the laws of the State of Minnesota. The Session may delegate responsibilities and tasks to:
 - a. Session committees, which may include non-elders. They carry out duties as charged by the Session, and may make recommendations

- to Session. However, a committee shall not make binding commitments for the Session unless prior authorization is in the minutes.
- b. The treasurer. Session shall delegate to the treasurer responsibilities in accord with Article XV.
4. The Session shall designate the clerk as primary signatory of all legal documents except those the Session delegates to the treasurer, and shall elect additional signatories as needed.

ARTICLE VII

ELDERS

Active members of the church, who respond to God's call to leadership expressed through the congregation, are ordained as elders. Elders, when elected to active service, serve three-year terms. The terms are staggered so that seven elders (a class) are elected at each year's annual meeting of the congregation. No elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An elder having served a total of six consecutive years shall be ineligible for reelection for a period of at least one year.

In the event of emergency situations beyond the control of the church (such as a natural disaster or a public health crisis) elders may serve less than a three-year term or extend their term for an additional year beyond the term limit of six consecutive years.

Elders are responsible to the congregation which has elected them. They are accountable to God and are charged to vote as guided by the Spirit.

Elders are expected to attend and participate in Session meetings. Notice of any absence goes to the clerk prior to the meeting that will be missed.

Elders carry out the work of the Session by participation in, and often leadership of, Session committees.

By accepting ordination, elders accept responsibility for the life and work of the whole Church. Our mission and witness as covenant members of the wider Church include participation by elders in structures of those bodies.

ARTICLE VIII

COMMITTEES OF THE SESSION

The Session has no standing committees. Session shall create committees in configurations it deems appropriate, and shall determine operating procedures and committee membership. Responsibility for at least the following matters shall be assigned to committees, with administrative oversight assigned to the minister(s):

1. worship and music;

2. education and nurture for all ages;
3. service to the world outside the congregation, including social, environmental, and international issues;
4. advocacy of peace and justice issues at personal, community, and international levels through education and witness;
5. programs for spreading the Gospel, and for the growth and maintenance of membership;
6. church activities, groups, and organizations for promotion of community among members;
7. participation in the wider Church, both denominational and ecumenical;
8. annual review of clergy matters;
9. personnel policies for all staff;
10. care and use of facilities;
11. coordination of planning and budgeting;
12. office management and administration of church business: law, insurance, information services, purchasing, financial reports;
13. church support: current and deferred giving, endowment gifts, and the income from endowment funds.

Each committee shall be chaired by an elder in active service. Committee assignments and chairperson designations are made through nomination by the moderator with the consent of the persons involved and election by the Session.

A subcommittee may be chaired by any member, either an elder or a non-elder, through nomination by the parent committee chairperson and election by the parent committee. Subcommittees are accountable to the Session through their parent committees. All committee action is subject to the approval of Session.

Members of the congregation are encouraged to participate on committees.

ARTICLE IX

COMMITTEES OF THE CONGREGATION

A. The Nominating Committee

The Nominating Committee ascertains the church's leadership needs and finds people who are both able to provide the needed leadership and willing to respond to the call to serve God through service to the church.

The Nominating Committee members are on the roll of active church members and serve one-year terms, with no one serving more than three consecutive terms. The members are representative of the congregation by the following arrangement:

1. Two members are designated by and from the Session. One of these two is designated as chairperson, upon nomination by the moderator and election by the Session.
2. One member is designated by and from the Board of Deacons.

3. Four members are elected by the congregation at each annual meeting and shall not be members of either the Session or the Board of Deacons.

The senior minister is an ex officio, non-voting member of this committee.

For each annual meeting of the congregation, the committee prepares a slate of nominees for elders, deacons, treasurer, assistant treasurer, vice moderator, at large nominating committee members, and any other officers needed. This slate in no way precludes nominations from the floor of the annual meeting, provided that said nomination is made with the prior consent of the person being nominated.

B. The Pastoral Nominating Committee

When an ordained staff person is to be added or to be replaced, the Session consults with the Association and Presbytery Committees on Ministry. When these committees agree it is appropriate, the Session shall establish a process for nominating a slate for a pastoral nominating committee and call a special congregational meeting for its election. At that meeting, representatives of the Association and Presbytery Committees on Ministry shall be present, and the meeting shall be moderated by the vice moderator.

This committee accepts the responsibility for preparing the local church profile for each denomination, for screening candidates from both denominations for the vacant position, and for bringing to bear the members' sensitivity to Divine purposes and to the needs of the church, before selecting someone to nominate.

ARTICLE X **THE BOARD OF DEACONS**

The Deacons are ordained to the pastoral ministry; teaching charity, urging concern, and directing the church members' help to the friendless and those in need.

A. Members

The Board of Deacons shall consist of up to 18 active members of the church. Each year the board shall tell the Nominating Committee how many new deacons they wish to have elected at the annual meeting of the congregation. The number shall be roughly one-third of the total number on the board, and each term shall be for three years. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six consecutive years shall be ineligible for re-election for a period of at least one year.

In the event of emergency situations beyond the control of the church (such as a natural disaster or a public health crisis) deacons may serve less than a

three-year term or extend their terms for an additional year beyond the term limit of six consecutive years.

B. Officers

Each year the Board of Deacons shall elect a president, vice president, secretary, and treasurer from among its own members. The president of the Board of Deacons is an ex officio, non-voting member of Session.

C. Duties

In addition to care of members, the Board also performs service for the congregation, such as preparation of the sacraments, church decoration for some worship services, and other duties as delegated by the Session.

ARTICLE XI
VACANCIES

In the event that an elder, deacon, vice moderator, treasurer, Nominating Committee member, or other elected officeholder cannot fill out a term to which she/he was elected, the Session shall declare a vacancy.

The Session at its discretion may choose to replace an elder or deacon either by the usual process of election, ordination, and installation, or by appointment of an inactive elder or deacon, respectively, to serve until the next annual meeting. Vacancies in other elected offices may be filled, as Session at its discretion chooses, either by the usual process of election or by appointment of a qualified person to serve until the next annual meeting.

The Nominating Committee, in preparing the slate for the next annual meeting, shall nominate someone to fill the remainder of any unexpired term. Having served a partial year does not make the person ineligible for election to serve the rest of an unexpired term, provided that the person has been out of that office for at least a year immediately before the partial year.

ARTICLE XII
THE SENIOR MINISTER

The senior minister is the moderator of the congregation and the Session.

As teaching elder, the senior minister is responsible for leadership of congregational worship and for guidance and facilitation of the members' growth in the Christian faith.

With the cooperation of the Board of Deacons, the senior minister is responsible for pastoral ministry to the congregation.

The senior minister is expected to take seriously the advice and counsel of the Session regarding the exercise of her/his ministry. The minister is responsible to the congregation and is accountable to the wider Church by membership in the Presbytery and by covenant with peers in the Association.

The senior minister is head of staff and is responsible for the supervision of all other church employees, both ordained and lay. Employment policies and performance evaluation are the responsibility of the Session committee handling personnel matters.

The senior minister, or his/her designee from the professional staff, is a member, ex officio and non-voting, of all boards and committees of the church.

The moderator shall convene and adjourn congregational meetings. The moderator is expected to delegate the moderating of congregational meetings to the vice moderator elected by the congregation.

The senior minister is responsible to report to the Clerk of Session a record of all baptisms, weddings, and funerals. Since these are ministries of the church, the minister should consult with the Session if there is a question of appropriateness.

ARTICLE XIII **ASSOCIATE MINISTER(S)**

The church may have one or more associate ministers. Associate ministers serve under the supervision and direction of the senior minister.

When planning to be absent, the senior minister may designate an associate minister as head of staff. He/she may assign to the associate minister(s) duties normally performed by the senior minister.

In case a vacancy occurs in the office of associate minister and the Session authorizes the vacancy to be filled, it shall be filled in the same manner as a vacancy in the senior minister's office would, including election of a pastoral nominating committee by the congregation.

ARTICLE XIV **VICE MODERATOR**

The church has a vice moderator elected by the congregation to represent its voice and to give counsel on its behalf. The vice moderator consults with and advises the minister regarding the administration of the general program of the church.

The vice moderator is an ex officio, nonvoting member of Session and of all boards and committees of the church. Upon delegation by a moderator, the vice moderator presides at all congregational meetings.

The vice moderator is elected annually for a one-year term and may serve no more than three successive terms. The vice moderator may be an elder but is not required to be.

In the absence of the senior minister, or upon a vacancy in the pastoral office, the vice moderator, with the guidance of the Session, assumes responsibility for the supervision of administrative matters, including supervision of staff. This provision does not take effect if:

- a. an associate minister of this church is appointed to that role by the senior minister; or
- b. a moderator is appointed by the Presbytery or Association, and responsibility for administrative matters is included in the terms of the appointment or call.

ARTICLE XV TREASURERS

The congregation elects a treasurer and an assistant treasurer annually for one-year terms. No one person may serve more than three successive terms in either office or more than six successive terms in any combination of the two offices. A person having served a total of six consecutive years as treasurer and assistant treasurer shall be ineligible for reelection to either office for a period of at least one year.

The treasurer and assistant treasurer are ex officio, nonvoting members of the Session.

The Session delegates to the treasurers responsibility for the following:

1. keeping account of all moneys of the church received or disbursed;
2. arranging for the deposit of all moneys and valuables in the name of and to the credit of the corporation in such hands or depositories as the Session designates;
3. disbursing funds of the corporation;
4. performing other such duties as prescribed by the Session.

The treasurer shall have primary responsibility, with the assistant treasurer authorized to act on behalf of or in the absence of the treasurer.

ARTICLE XVI CONDUCT OF FINANCIAL AND LEGAL AFFAIRS

With understanding of our role as stewards of resources dedicated to the service of God's people, Macalester Plymouth United Church shall manage all real and personal property as is necessary to properly carry out the mission as stated in Article II. It shall build, buy, sell, own, lease, mortgage, or otherwise acquire, hold, and dispose of real and personal properties, subject to restrictions in the *Book of Order* (G-8.0000) and guidance from the Conference.

Macalester Plymouth United Church shall enjoy all other rights, privileges, and immunities which are now or which may hereafter be accorded to churches and other nonprofit corporations under the laws of the State of Minnesota.

ARTICLE XVII

VOTING

Except where Minnesota law prohibits, all persons who are on the roll of active members as defined in Article IV have the right to vote in all the transactions and affairs of the church, and to hold office.

ARTICLE XVIII AMENDMENTS

These bylaws may be amended by the members of the congregation at any annual meeting of the congregation or any special meeting called for that purpose, provided that notice of any meeting at which such amendment(s) are to be considered shall include the full text of the proposed amendment(s) (see Article V, Section D). A quorum for this purpose is twenty percent of those on the roll of active members. An affirmative vote of two-thirds of those eligible voters present at any meeting is sufficient.