

**BYLAWS OF MACALESTER PLYMOUTH UNITED CHURCH
SAINT PAUL, MINNESOTA**

**Sections with Proposed Amendments 12-6-2020
(Amendments to be added are underlined and highlighted below)**

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 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.