

Bylaws

of

[Name] **Cumberland Presbyterian Church¹**

A non-profit corporation organized and existing under the laws of the state of [state].

ARTICLE 1.

RELIGIOUS AND DENOMINATIONAL AUTHORITIES

1.1 Church Corporation. The corporation referred to in the Bylaws as “the Church,” is a covenant community of believers who have come together for Christian worship, communion, and witness.² Jesus Christ as Lord and head of the church has entrusted the government of the church to officers who make decisions that will guide the life and ministry of the covenant community.³

1.2 Cumberland Presbyterian Church. The Cumberland Presbyterian Church, of which the Church is a part, is governed by certain representative bodies: session, presbytery, synod, and General Assembly.⁴ The church recognizes the special areas of responsibility of each of these representative bodies as set out in the *Confession of Faith*, *Constitution*, *Rules of Discipline*, and *Rules of Order* of the Cumberland Presbyterian Church.

1.3 Denominational Authorities. Notwithstanding any provision of these Bylaws or of the Articles of incorporation, the Church and its officers, Session, Deacons, and committees shall always act in accordance with the *Confession of Faith*, *Constitution*, *Rules of Discipline*, and *Rules of Order* of the Cumberland Presbyterian Church as they may exist from time to time.

¹ This form is based on the Revised Model Nonprofit Corporation Act adopted Summer, 1987, by the Subcommittee on the Model Nonprofit Corporation Law of the Business Law Section of the American Bar Association. Many states have adopted the Model Nonprofit Corporation Act in some form or another. However, laws relating to bylaws differ from state to state. This form should be used in conjunction with the advice of legal counsel. The footnotes in this form are for information; however, for easy future reference the church may wish to include in its bylaws those footnotes which refer to the *Confession of Faith*, *Constitution*, etc.

² *Confession of Faith*, §§ 5.06, 5.11, 5.28

³ *Confession of Faith*, § 5.32

⁴ *Confession of Faith*, § 5.34

ARTICLE 2.

OFFICES

2.1. **Location.** The principal office of the corporation (referred to below as “the Church”) shall be located at [street address of church] in county , [state] .

ARTICLE 3.

MEMBERS

3.1. **Membership.** The initial members of the corporation shall be those persons who were members of [Name] Cumberland Presbyterian Church immediately prior to the time of its incorporation, according to the membership roll of the church. Members may be added to or removed from the church roll by action of the Session consistent with policies adopted by the Cumberland Presbyterian Church from time to time.

3.2. **Annual Meeting.** Beginning with the year 20 , the members shall hold an annual meeting, [time and date of annual meeting] , at which time the members shall elect new elders and deacons as provided in these bylaws and transact such other business as may be properly brought before the meeting.⁵ None of the following matters may be considered in the meeting unless the matter is included in the notice of the meeting: amendment of the articles of incorporation, amendment of the bylaws, indemnification of an elder, or approval of a merger, dissolution, sale of assets, or conflict of interest transaction.

3.3. **Special Meetings.** Special meetings of the members for any purpose or purposes shall be held upon the call of the Session; or upon the petition of fifteen percent (15%) of the members presented to the moderator; or upon the direction of the [name of the presbytery] Presbytery of the Cumberland Presbyterian Church (“the Presbytery”).⁶ No business may be transacted at any special meeting except for matters included in the notice of the meeting.

3.4. **Place of Meeting.** All regular and special meetings of the members shall be held at the principal office of the Church.

⁵ The Model Act requires the bylaws to fix a time for an annual meeting of the members. An example of a date and time for the meeting would be “the second Sunday of December, at 11:00 a.m.”

⁶ Constitution, ¶ 2.55

3.5. **Notice of Meetings.** Notice of all meetings shall be given orally during the three Sunday morning worship services immediately preceding the meeting.⁷

3.6. **Member's Entitled to Vote.** The record date for determining the members entitled to vote at any meeting shall be the Sunday prior to the meeting.⁸

3.7. **List of Members Entitled to Vote.** At any meeting of the members, the Stated Clerk shall make the current church roll available for inspection by the members, This right shall be in lieu of any other statutory right to inspect any list of the roll of members.⁹ If any person's right to vote is challenged, the person presiding at the meeting may rely on the current church roll as evidence of the right of the person challenged to vote at the meeting.

3.8. **Quorum.** The members present at a duly called meeting of the members shall constitute a quorum at that meeting. Unless at least one-third of the members are present, only those matters, which are included in the notice of the meeting, may be considered.

3.9. **Proxies.** A member must be present to vote at any meeting of the members. No proxies shall be permitted.

ARTICLE 4.

SESSION

4.1. **Session.** The business and affairs of the Church shall be managed by the Session. The Session shall be the board of directors, and shall exercise all rights, and powers vested in the board of directors by the laws of the state. The Session shall consist of [number] elders and the Pastor.¹⁰

4.2. **Duties.** The Session shall exercise the duties and responsibilities set out in Paragraphs 4.5 - 4.7 of the Constitution of the Cumberland Presbyterian Church including the following functions:

⁷ Constitution, ¶ 2.55. This bylaw may also suggest or require additional notice, such as printing the notice of the meeting in the worship bulletin or church newsletter, or mailing a notice to all members. Notice by mail to all members may be required for the following items of business: amendment of the articles of incorporation, amendment of the bylaws, indemnification of an elder, or approval of a merger, dissolution, sale of assets, or conflict of interest transaction.

⁸ The record date can be some other date, such as the first date on which notice of the meeting was given.

⁹ The Model Act requires a corporation to make an alphabetical list of members and their mailing addresses available for inspection two days prior to the meeting, but permits religious corporations to limit or abolish this inspection right.

¹⁰ There must be at least three corporate directors (the Pastor and two or more elders).

- a. Formulate and fill positions on the various committees of the Church.
- b. Review the work of the Board of Deacons and the committees of the Church, acting upon recommendations when necessary.
- c. Subject to any approval required from Presbytery, call a Pastor; review the work of the Pastor; and make all decisions regarding the Pastor's compensation and the other terms of the Pastor's service to the Church.
- d. Select a delegate or delegates to each stated meeting of Presbytery or Synod. The delegates selected shall serve for all meetings of Presbytery or Synod, respectively, until the next stated meeting.

4.3. **Term of Office.** Each elder shall serve a term of _____¹¹ years beginning on the first day of [month] following his or her election.

Optional Provisions: The term of office for elders shall be staggered so that, as nearly as possible, an equal number of elders will be elected to the Session each year.

An elder who has served at least _____ years of a term of office on the Session shall not be eligible to serve on the Session again until he or she has been off of the Session for _____ year(s).

The initial Session shall consist of the Pastor and the elders serving on the Session of the Church immediately prior to incorporation. Each initial elder shall complete the term of office to which he or she was elected.¹²

4.4. **Qualification and Election.** At each annual meeting of the members, the Session¹³ shall nominate one person to fill each vacancy of the Session. Additional nominations may be made by members from the floor after obtaining the approval of the person nominated. Each person nominated must be an active member of the Church. If there are more nominees than vacancies, the members shall vote by secret ballot. Each member may cast one vote for each vacancy to be filled, but may not cast more than one vote for any candidate. The candidates who receive the most votes shall be elected.¹⁴

¹¹ The term may not be shorter than three years (*Constitution*, ¶ 2.93), nor longer than five years (Model Act, §8.05(a)).

¹² If incorporation involves a change in the tenure of elders on the Session, the proper procedure is to dissolve the session, install the new type of tenure, and elect members to the Session according to the new type of tenure. *Constitution*, ¶ 2.93

¹³ Or a nominating committee chosen by the Session. *Constitution*, ¶ 2.91

¹⁴ *Constitution*, ¶ 2.91; *Rules of Order*, ¶¶ 11.1 - 11.6

4.5. **Vacancies.** A vacancy occurring in the Session for any reason may be filled at a special meeting of the members. An elder elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.6. **Regular Meetings.** The Session shall meet [frequency of meetings - monthly, quarterly, etc.] or more often at the date and time set by the Session, at which time the Session shall transact such business as may properly be brought before the meeting.

4.7. **Special Meetings.** Special meetings of the Session may be called by or at the request of the Pastor or any two elders. All special meetings shall be held at the principal office of the Church except by unanimous consent.

4.8. **Notice.** A special meeting may be called by the Pastor during or immediately after a regular worship service with no other notice.¹⁵ Notice of any other special meeting shall be given to each Session member in person or by telephone at least two (2) days before the date of such meeting or by first class mail at least seven (7) days before the date of the meeting. Except as specifically provided by these Bylaws, the notice of the meeting need not state the business to be transacted at nor the purpose of any special or regular meeting.

4.9. **Conference Meetings.** The Session may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

4.10. **Quorum and Voting.** A majority of the members of the Session shall constitute a quorum for the transaction of business at any meeting.¹⁶ A meeting may be adjourned despite the lack of a quorum. The vote of a majority of the Session members present at a meeting at which a quorum is present shall be the act of the Session, unless a greater vote is specifically required by the Articles of Incorporation or these Bylaws.

4.11. **Removal of Elders.** An elder whose performance becomes unacceptable for non-disciplinary reasons (such as nonattendance or nonparticipation in the worship, study, witness, and service of the congregation) may be removed from office at a special meeting of the members called by the Session for that purpose. Before any vote to remove an elder from office, the elder shall have the opportunity to address the members.¹⁷ Removal of an elder for disciplinary reasons shall be in accordance with the *Rules of Discipline* of the Cumberland Presbyterian Church.¹⁸

¹⁵ *Constitution*, ¶ 4.3

¹⁶ *Constitution*, ¶ 4.4; *Rules of Order*, ¶ 6.1

¹⁷ *Constitution*, ¶ 2.94 - 2.95

¹⁸ *Rules of Discipline*, ¶ 1.3, ¶3.30 et. seq.

ARTICLE 5.

DIACONATE¹⁹

5.1. **Diaconate.** There shall be a Board of Deacons composed of [number] deacons elected by the members²⁰ as provided below. The Pastor shall be an ex officio member of the Diaconate without the power to vote.

5.2. **Chair.** During its first meeting of each calendar year, the Diaconate shall elect a Chair who shall serve a one- (1) year term of office. When present, the Chair shall moderate at meetings of the deacons. In the Chair's absence, the Pastor shall moderate.

5.3. **Duties.** The Diaconate shall exercise the duties and responsibilities set out in Paragraphs 2.81- 2.83 of the *Constitution* of the Cumberland Presbyterian Church including the following functions:

a. Lead and coordinate the Church and its committees and groups in ministering to the poor, the elderly, the sick, and others in need, administering the funds provided by the Church for this purpose.²¹

b. Report regularly to the Session and, when appropriate, make recommendations to the Session concerning those areas over which the Diaconate is given the responsibility.

c. *Optional provisions may be included here concerning the formation of budgets and exercise of other financial responsibilities.*²²

5.4. **Term of Office.** Each deacon shall serve a term of ____²³ years beginning on the first day of [month] following his or her election.

Optional Provisions: The term of office for deacons shall be staggered so that, as nearly as possible, an equal number of deacons will be elected to the Diaconate each year.

Optional Provisions: A deacon who has served at least ____ years of a term of office on the Diaconate shall not be eligible to serve as a deacon again until he or she has been off of the Diaconate for _____ year(s).

¹⁹ A church may or may not choose to have a diaconate. *Constitution* ¶ 2.84. The term "Board of Deacons" may be used as an alternative to "diaconate."

²⁰ *Constitution*, ¶ 2.91

²¹ *Constitution*, ¶ 2.81

²² Optional. See *Constitution*, ¶ 2.82

²³ The term may not be shorter than three years. *Constitution*, ¶ 2.93

The initial Diaconate shall consist of the deacons serving on the Diaconate of the Church immediately prior to incorporation. Each initial deacon shall complete the term of office to which he or she was elected.²⁴

5.5. Election. At each annual meeting of the members, the Session²⁵ shall nominate one person to fill each vacancy on the Diaconate. Additional nominations may be made by members from the floor after obtaining the approval of the person nominated. If there are more nominees than vacancies, the members shall vote by secret ballot. Each member may cast one vote for each vacancy to be filled, but may not cast more than one vote for any candidate. The candidates who receive the most votes shall be elected.²⁶

5.6. Vacancies. A vacancy occurring in the Diaconate for any reason may be filled at a special meeting of the members. A deacon elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.7. Regular Meeting. The Diaconate shall meet [frequency of meetings: monthly, quarterly, etc] at such date and time as may be set by the Diaconate, at which time the Diaconate shall transact such business as may properly be brought before the meeting.

5.8. Special Meetings. Special meetings of the Diaconate may be called by the Session, the Pastor, or at the request of any two deacons. All special meetings shall be held at the principal office of the Church except by unanimous consent.

5.9. Notice. A special meeting may be called by the Pastor during or immediately after a regular worship service with no other notice.²⁷ Notice of any other special meeting shall be given to each deacon in person or by telephone at least two (2) days before the date of such meeting, or by first class mail at least seven (7) days before the date of the meeting. The notice of the meeting need not state the business to be transacted at the meeting nor the purpose of any special or regular meeting.

5.10. Telephone or Conference Meetings. The Diaconate may participate in a meeting by means of conference telephone or, if it is deemed necessary by the Pastor or the chair of the Diaconate, may be polled individually by telephone.

5.11. Quorum and Voting. A majority of the deacons then in office shall constitute a quorum for the transaction of business at any meeting. A meeting may be adjourned despite the lack of a quorum. The vote of a majority of the deacons present at a meeting at which a quorum is present

²⁴ If incorporation involves a change in the tenure of deacons, the proper procedure is to dissolve the Diaconate, install the new type of tenure, and elect members to the Diaconate according to the new type of tenure. *Constitution*, ¶ 2.93

²⁵ Or a nominating committee chosen by the Session. *Constitution*, ¶ 2.91

²⁶ *Constitution*, ¶ 2.91; *Rules of Order*, ¶¶ 11.1 - 11.6

²⁷ See *Constitution*, ¶ 4.3, which authorizes such special meetings for the Session.

shall be the act of the Diaconate. In the event of a vote by telephone poll, all deacons must be polled, and the affirmative vote of a majority of the deacons in office shall be necessary to approve any action.

5.12. Removal of Deacons. A deacon whose performance becomes unacceptable for nondisciplinary reasons (such as nonattendance or nonparticipation in the worship, study, witness, and service of the congregation) may be removed from office at a special meeting of the members called by the Session for that purpose. Before any vote to remove a deacon from office, the deacon shall have the opportunity to address the members.²⁸ Removal of a deacon for disciplinary reasons shall be in accordance with the *Rules of Discipline* of the Cumberland Presbyterian Church.²⁹

ARTICLE 6.

ACTION BY WRITTEN CONSENT

6.1. Procedure. Whenever the Session is required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken and signed by all of the members of the Session. Unless the consent specifies a different effective date, the action taken by such consent shall be effective when signed by all members of the Session.

ARTICLE 7.

WAIVER OF NOTICE

7.1. Procedure. Any notice required to be given to any member of the Session or deacon of the Church under these Bylaws, the Articles of Incorporation, or state law may be waived. The waiver shall be in writing, signed by the person entitled to notice either before or after the time the notice was due to be given, and filed with the minutes. Neither the business to be transacted at the meeting nor the purpose of any special or regular meeting need be specified in the waiver of notice of such meeting.

7.2. Waiver By Attendance. Attendance at any regular or special meeting of the Session or Diaconate shall constitute a waiver of notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 8.

²⁸ *Constitution*, ¶ 2.94 - 2.95

²⁹ *Rules of Discipline*, ¶ 1.3, ¶ 3.30 et seq.

OFFICERS

8.1. **Officers.** The Church shall have the following officers: Pastor, President,³⁰ Stated Clerk, and Treasurer. The same individual may simultaneously hold more than one office. The President shall be a member of the Session, and each officer shall be a member of the Church, except the Pastor shall be a member of the Presbytery.

8.2. **Election and Term of Office.** The Pastor shall be elected by the Session for an indefinite term, subject to the approval of Presbytery.³¹ The other officers of the Church shall be elected at the first meeting of the Session and annually thereafter to serve a term of [number] year(s)³² and until his or her successor has been duly elected and qualified. The term of office of any officer who dies, resigns, or is removed shall end immediately upon such event.

8.3. **Removal.** Any officer may be removed by the Session whenever in its judgment the removal would serve the best interests of the Church. Removal of the Pastor shall be subject to the approval of Presbytery.³³

8.4. **Pastor.** The Pastor shall be an ordained minister entrusted with the spiritual care of the Church.³⁴ The Pastor shall be a member of the Session and shall serve as moderator in meetings of the Session, and the members.³⁵ The Pastor shall, by virtue of office, be a voting member of each standing committee of the Church.³⁶ The Pastor is responsible to:

- a. lead the people in public worship;
- b. pray for and with them as their mouth to God;
- c. read the scriptures to the people and proclaim to them the word of God;

³⁰ The Model Act suggests that every corporation have at least three officers: a President, a Secretary, and a Treasurer. The same person may serve in more than one office at a time. The Church may use different titles for the officers. For example, these bylaws use the term “stated clerk” in lieu of the term “secretary.” In these bylaws the President must be a member of the Session; however, that is not a legal requirement.

³¹ Constitution, ¶¶ 7.02, 7.05

³² The bylaws should provide for a definite term of office. Three years is recommended. *Rules of Order*, ¶¶ 3.2, 4.1

³³ *Constitution*, ¶ 7.06

³⁴ *Constitution*, ¶ 7.02

³⁵ *Constitution*, ¶ 2.55, 7.02

³⁶ This provision is optional. The Pastor may be a non-voting member or not a member at all.

- d. administer the sacraments;
- e. bless the people from God;
- f. teach the scriptures to the children, youth, and adults;
- g. visit the people, especially the poor, the sick, the dying, and those with other critical needs;
- h. counsel with persons in their preparation for marriage;
- i. share in the personal witness of the church to unbelievers and those out of fellowship with the church;
- j. counsel with people, in light of the scriptures, about their personal needs and problems;
- k. counsel with disturbed and broken families;
- l. with the elders who comprise the Session, lead and govern the church in all its ministries;³⁷ and
- m. perform other, specific duties as may be agreed upon between the Pastor and the Session.

8.5. President. The President shall be a member of the Session, in the absence of a moderator appointed by the Presbytery³⁸ the President shall serve as moderator *pro tem* in meetings of the Session or the members. The President shall sign with the Clerk any deeds, mortgages, bonds, or other instruments and any contracts or documents which the Session has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Session or these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed. The President shall perform any other duties, which may be prescribed by the Session from time to time.

8.6. Stated Clerk. The Stated Clerk, who shall be the secretary of the corporation, shall keep the minutes of meetings of the members or elders in one or more books provided for that purpose; shall see that all notices of meetings are duly given according to these Bylaws and state law; shall be custodian of the Church records; in the absence of a moderator appointed by Presbytery and the

³⁷ *Constitution*, ¶ 2.63

³⁸ Optional: adding here the words “and the Stated Clerk” would have the effect of making the Stated Clerk the first choice to serve as moderator *pro tem* in the absence of an appointed moderator. See *Rules of Order*, ¶ 1.7

President,³⁹ the Stated Clerk shall serve as moderator *pro tem* in meetings of the Session or the members;⁴⁰ shall keep a register of the mailing address of each member as furnished by the member to the Clerk and shall in general perform all duties incident to the office of Clerk set out in the *Rules of Order* of the Cumberland Presbyterian Church, ¶¶ 3.1-3,5, and such other duties as may from time to time be prescribed by the Session.

8.7. **Treasurer.** The Treasurer of the Church shall have charge and custody of and be responsible for all funds and securities of the Church; receive and give receipts for monies due and payable to the Church from any source whatsoever, and deposit all such monies in the name of the Church in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and shall in general perform all duties incident to the office of Treasurer set out in the *Rules of Order* of the Cumberland Presbyterian Church, ¶ 4.1 - 4.5, and such other duties as may from time to time be prescribed by the Session.

ARTICLE 9.

COMMITTEES⁴¹

9.1. **Standing Committees.** The Church shall have the following standing committees:

[Names of Standing Committees]

9.2. **Committee Guidelines.** The Session shall adopt guidelines for each committee setting out the membership and responsibilities of each committee. Copies of these guidelines shall be kept in written form in the church office.⁴² The Session shall provide for copies of the guidelines to be provided to all new committee members.

9.3. **Special Committees.** The Session may create special committees from time to time. The membership, duration, and responsibilities of any special committee shall be determined by the Session in the action creating the committee.

³⁹ If the Stated Clerk is the first choice to serve as moderator *pro tem*, delete the words “and the President.” See the discussion in the previous footnote.

⁴⁰ *Rules of Order*, ¶ 1.7

⁴¹ This Article on Committees is optional.

⁴² As an option, the committee guidelines can be included in the Bylaws.

ARTICLE 10.

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

10.1. **Contracts.** The Session may authorize any officer or officers, agent or agents, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Church; and such authority may be general or confined to specific instances. The Diaconate may authorize the execution of any contract involving the expenditure of \$_____ or less of budgeted funds dealing with matters within the responsibility of the Diaconate.⁴³

10.2. **Loans.** No loan (other than purchases of less than \$_____ on credit) shall be contracted on behalf of the Church and no evidences of indebtedness shall be issued in its name unless authority is specifically given by a resolution of the Session. Such authority may be general or confined to specific instances.

10.3. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents, of the Church and in such manner as shall from time to time be determined by resolution of the Session.

10.4. **Deposits.** All funds of the Church not otherwise employed shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Session may select.

ARTICLE 11.

INDEMNIFICATION OF ELDERS AND OFFICERS⁴⁴

11.1. **Indemnification.** Subject to the limitations in these Bylaws, the Church shall indemnify any elder or officer who was, is, or is threatened to be made a party to a completed, pending, or threatened action or proceeding from any liability arising from the elder's or officer's official capacity with the Church. This indemnification shall extend to the personal representative of a deceased elder or officer if the elder or officer would, if living, be entitled to indemnification under these Bylaws.

11.2. **Costs and Expense Covered by Indemnification.** Indemnification provided under these Bylaws shall extend to the payment of a judgment, settlement, penalty, or fine, as well as attorneys'

⁴³ This sentence is optional. The authority to spend monies, up to a designated sum, may be given to other committees or to particular officers.

⁴⁴ "Indemnification" is the payment by the corporation of legal liabilities assessed against officers and directors of the corporation while acting in their official capacity as officers and related legal expenses. These bylaws provide for the maximum indemnification allowed by state law in order to limit the personal liability of those who choose to serve, thereby encouraging service to the corporation. This Article is optional. If the church desires to limit its obligations under state law to indemnify officers and directors, that limitation must be placed in the corporation's articles of incorporation.

fees, court costs, and other reasonable and necessary expenses incurred by the elder or officer with respect to the action or proceeding.

11.3. **Limitation on Indemnification.** Indemnification of an individual elder or officer shall be subject to the following limitations:

- a. The individual must have acted in good faith;
- b. The individual must have reasonably believed that his or her conduct was at least not opposed the Church's best interest;
- c. In the case of conduct in the individual's official capacity, he or she must have reasonably believed that the conduct was in the Church's best interests;
- d. In the case of a criminal proceeding, the individual must not have had reasonable cause to believe that his or her conduct was unlawful;
- e. The individual cannot be indemnified in a proceeding where he or she has been adjudged liable to the Church in a proceeding by or in the right of the Church; and
- f. The individual cannot have been adjudged liable on the basis of an improper personal benefit received by the individual.

ARTICLE 12.

FISCAL YEAR

12.1. **Fiscal Year.** The fiscal year of the Church shall end in the month of [ending month of fiscal year] .

ARTICLE 13.

AMENDMENTS

13.1. **Procedure.** Subject to Paragraph 13 above, the Bylaws may be amended as follows:

- a. The Session must approve the amendment unless the amendment relates to the number of elders on the Session, the composition of the Session, the term of office of elders, or the method or way in which elders are elected or selected.
- b. The members must approve the amendment by vote of a majority of the total members or by two-thirds of the votes cast at a duly called meeting. The notice of the meeting must state that one of the purposes of the meeting is to consider a proposed amendment or repeal of the Bylaws and be accompanied by a copy or summary of the amendment.