

## BYLAWS OF THE CONGREGATION CHRIST MEMORIAL PRESBYTERIAN CHURCH

- I. CONGREGATION AND CORPORATION. These Bylaws govern both the congregation and Corporation of CHRIST MEMORIAL PRESBYTERIAN CHURCH (CMPC) of COLUMBIA, MARYLAND acting as a particular congregation of the Presbytery of Baltimore of the Presbyterian Church (U.S.A.) and as a corporation incorporated under the laws of the State of Maryland on August 28, 1984. These Bylaws are an amplification of the authority and provisions of the Presbyterian Church (U.S.A.) which are stated in the Book of Order particularly in Chapter 1 of the Form of Government (G-1), and which authority and provisions shall govern all matters except those specifically stated in these Bylaws.
  - II. MEMBERSHIP. The membership of the congregation of CMPC includes baptized members, active members, and affiliate members as stated in the Book of Order. See G-1.04.
  - III. MEETINGS OF THE CONGREGATION. The congregation will meet annually in **January** of each year to review the adequacy of the compensation of the pastor(s) upon report of the prior review by the Session, and to conduct such other business as may properly come before the congregation. Other congregational meetings may be called as necessary; business to be transacted shall be limited to items specifically listed in the call of the meeting. See G-1.0504 *Business Proper to Congregational Meetings*. Public notice of all congregational meetings shall be given on two successive Sundays prior to the meeting. All members on the active roll are eligible to vote. The quorum of a meeting of the congregation shall be the moderator, the secretary, and one-tenth of the active members.
  - IV. SESSION. The Session will consist of twelve (12) to eighteen (18) ruling elders in addition to the pastor and any co-pastors or associate pastors. The quorum for the Session shall be the pastor or designated moderator and one more than one half of the ruling elders. For the reception of congregational members, the quorum shall be the moderator and two members of the Session.
    1. Session meetings may occur in-person or electronically, provided that the technology employed allows all members present to hear and be heard simultaneously, and shall be conducted in accordance with the requirement of Robert's Rules of Order Newly Revised.
    2. The Session may also choose to vote on matters in between Session meetings via electronic means. In such cases, at least 72 hours must be given for Session members to review and be heard.
    3. Clerk of Session – The clerk of Session is elected annually by the Session. The Clerk may be either an elected member of Session or not. The Clerk must be a ruling elder. When not an elected member, the Clerk serves without a vote. The Clerk may be given voice by the Session.
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- V. TRUSTEES. The ruling elders in active service on the Session who have reached the age of eighteen are the trustees of the corporation. The quorum for the trustees is the same as the quorum for the Session, and the convening of a Session meeting convenes a meeting of the board of trustees. The minutes of the Session will be the minutes of the board of trustees. The moderator of the Session will preside over the meetings of the trustees. The board of trustees will confirm the designated officers of the corporation at the first Session meeting after the annual congregational meeting of the year.
1. The Board of Trustees, with approval of the Congregation, shall represent the Corporation with the following powers: to receive, hold, encumber, manage and transfer property, real or personal, for the Church; to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the church, all subject to the authority of the Session and under the provisions of the constitution of the Presbyterian Church (U.S.A.).
  2. The officers of the Board of Trustees shall be designated as follows:
    - President: The Chairperson of the Finance Committee
    - Vice President: The Chairperson of the Property Committee
    - Secretary: The Clerk of the Session
    - Treasurer: The Treasurer of the Church
- VI. TREASURER. The Session will elect a treasurer and assistant treasurer, at the first Session meeting after the annual congregational meeting.
- VII. DEACONS. There will be a Board of Deacons consisting of twelve (12) to eighteen (18) persons. The congregation will elect the deacons, and the Board of Deacons will have those duties and responsibilities stated in the Book of Order (G-6.0402) and such others as may be assigned by the Session. The Board of Deacons shall hold regular monthly meetings and other special meetings as may be called. The Session shall meet with the Board of Deacons at least once per year. Deacon meetings may occur in-person or electronically, provided that the technology employed allows all members present to hear and be heard simultaneously, and shall be conducted in accordance with the requirement of Robert's Rules of Order Newly Revised.
- VIII. ELECTION OF OFFICERS. The election of ruling elders and deacons shall take place at a meeting of the congregation called for that purpose in the fourth quarter (September-December) of each year, with ordination and installation taking place in January. A representative nominating committee of active members of the church shall make nominations. At least two members of this committee shall be elders designated by the Session, one of whom shall be currently on the Session and serve as moderator of the committee. At least one member of this committee shall be designated by and from the board of deacons. Four members of the committee, none of whom may be in active service on the Session or in active service on the board of deacons, shall be chosen by the congregation.
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1. Ruling elders and Deacons shall be elected for terms of three years, with the goal of one-third of each body elected each year.
  2. If an elected officer is unable to complete a term, the Nominating Committee shall determine the need and timeframe to replace the officer. Any replacement will be selected in the usual manner. A meeting of the congregation will be called with proper notice, and an election held to fill the vacancy.
  3. Ruling elders and deacons may be eligible for re-election (after serving on full or partial term). However, no ruling elder or deacon shall be eligible to serve more than six consecutive years, and a ruling elder or deacon who has served six consecutive years shall be ineligible for election as an officer for at least one year.
- IX. ANNUAL REVIEW OF COMPENSATION. The Session will conduct an annual review of the compensation of all employees, bringing to the congregation at its annual meeting specific recommendations in regard to proposed changes in the Call of the pastor or pastors. These recommendations must be approved by the congregation and concurred by the presbytery.
- X. FISCAL YEAR. The fiscal year of the Corporation shall be *January 1 – December 31*.
- XI. INDEMNIFICATION. CMPC must indemnify, to the extent of its applicable insurance coverage, each trustee and officer for all liability, including expenses and attorney’s fees, incurred or suffered in their official capacity or by reason of their being a trustee or officer, to the full extent permitted or required under Maryland law or other applicable law. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.
- XII. ADOPTION, SUSPENSION, AND AMENDMENT. These Bylaws will be considered adopted when approved by a two-thirds vote of the membership present at the meeting the call of which included advice that Bylaws were to be considered, provided that copies of the Bylaws are made available to all eligible voters during the time required for the call of the meeting. The Bylaws may be amended in the same manner in which they were adopted. They may be suspended by a two-thirds vote of the congregation present at a congregational meeting called for this purpose, provided that all provisions of the constitution of the Presbyterian Church (U.S.A.) continue to be adhered to.

### Chronology of Amendments

June 24, 1984:	Congregation approved Bylaws
June 29, 1986:	Article V 2 amended for tenure of Clerk of Session
October 25, 1987:	Amendments
Article I 1	Annual meeting to fourth Sunday in October
Article IV 2	Nominating Committee to comply with Book of Order
Article V 5	Personnel Committee added
Article V 8	Annual salary & wage review under Personnel Committee
Article V 9	Corporate - Titles and organization to conform with State’s requirement

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- January 24, 1993: All articles in the Bylaws revised to conform to the 1992/93 Book of Order and current practices of Christ Memorial Presbyterian Church
- January 25, 1998: All articles in the Bylaws revised to conform to the 1997/98 Book of Order and the current practices of Christ Memorial Presbyterian Church
- September 28, 2003: Primary revisions concern officers beginning service in January, congregational election of Personnel and Endowment Committee members and Clerk of Session status.
- June 1, 2008: Changes  
Article V.2 Changed Session composition from 21 Elders to 12-18 Elders  
Article VI.2 Changed Board of Deacons composition from 21 members to 12-18 members
- January 30, 2011: Eliminated election of members of an Endowment Committee and of the Session Personnel Committee by the congregation at the Annual Meeting.
- June 1, 2014: Changed wording of Article V. 2 Composition from “*An Elder may not serve two complete successive terms nor more than one partial and one complete term. At least one year must elapse between allowable terms*” to the current wording.  
Changed wording of Article VI 2. Composition from “*A member may not serve two successive three-year terms, nor more than one partial term and one three-year term. A year must elapse between allowable terms.*” to the current wording
- January 31, 2021: Two changes to Article V, 7.:  
Changed wording from a requirement that active Elders serve as the Board of Trustees to ordained Elders. Changed the person who shall be named Vice President of the Board of Trustees from the Moderator of the Board of Deacons to the Chairperson of the Property Committee.
- June 7, 2026: All articles in the Bylaws revised to conform to the 2025-2027 Book of Order and the current practices of Christ Memorial Presbyterian Church.
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