

**PROPOSED AMENDMENTS TO THE BYLAWS OF
THE CONGREGATION OF
HERITAGE PRESBYTERIAN CHURCH AT BENICIA**

**These proposals will be voted on at a congregational meeting immediately
following the worship service on November 21, 2021.**

Proposed Amendment #1 with new language shown in red:

Section 4.2: The Session. The Session shall have authority over all of the affairs and activities of this church, both spiritual and corporate, except in such matters that these Bylaws specifically accord to the pastor, to the congregation, or to a higher authority. The Session shall be composed of a minimum of **at least 10 percent of the membership up to a maximum of** Nine (9) ruling elders and the pastor as moderator. The pastor of the church shall be the moderator of the Session and the Session shall not meet without the pastor except as provided in the Form of Government *(G-3.0201).

Rationale: As the size of our membership has declined over time, it is more realistic to allow the size of Session to be a range but with a clearly defined minimum size. Providing a minimum number based on a percentage of the overall membership allows this minimum to reflect our realities at any given time. It is just a minimum, which does not preclude a larger number of elders serving on Session should more members be willing to serve.

Proposed Amendment #2 with deletions shown in ~~strike-through~~ and new language in red:

Section 4.3: Ruling Elders. Only active members of the congregation, who are in good standing, shall be eligible for the office of Ruling Elder. The Ruling Elders shall be divided into three classes, one class to be elected annually, as provided in Article VII below, and to hold office for three years. *(G-2.0404).

- a. No ruling elder shall be elected to the Session for a term of more than three years, nor shall a ruling elder serve on the session for consecutive terms, either full or partial, aggregating more than six years. A ruling elder having been elected to the session for consecutive terms aggregating six years shall be ineligible to serve thereon for a further term until at least one year has elapsed from the expiration of the last term for which that person was elected.
- b. Vacancies on the Session shall be filled as soon as possible after the vacancy occurs **should the vacancy result in the Session falling below the required minimum number of elders (see Section 4.2); If the vacancy is to be filled, it shall occur within three months** by election at a special meeting of the congregation, ~~and in no case later than three months after such vacancy has occurred.~~
- c. When each Ruling Elder is elected, he/she shall also be a Trustee of the Corporation of the church, except that Elders under the legal age of eighteen (18) years may not serve as Trustees.

Rationale: If a vacancy occurs and the Session still is above the required minimum number of elders serving, they should have the ability to decline to fill the vacancy. Filling a vacancy would still be allowable, just not required. (Change from a single sentence into two sentences for clarity.)

Proposed Amendment #3 with deletions shown in ~~strike-through~~ and new language in **red**:

Section 7.1. There shall be a representative Nominating Committee elected at the annual meeting. At least ~~two members~~ **one member** of this committee shall be ~~elders~~ **an elder** designated by the Session, ~~one of whom shall be currently on the session and~~ **who shall** serve as moderator of the committee. Other members of the committee, in sufficient number to constitute a majority thereof (exclusive of the pastor), shall be chosen by the congregation or by such organizations within the church as the congregation may designate, none of whom may be in active service on the Session. The pastor shall be a member of this committee, serving ex officio and without a vote. The nominating committee shall be chosen annually and no member of the committee shall serve more than three years consecutively.

Rationale: If two elders must serve on this committee, it would require at least three others not currently serving on session to fulfill the current requirements for a nominating committee. A committee of three would be sufficient and more achievable, and the change in language doesn't change the option to have a larger nominating committee as long as the non-Session committee members are a majority on the committee.

Proposed Amendment #4 with new language shown in **red**:

Section 7.3: Only active members of the Congregation in good standing, and who are present at the meeting may vote. **Members joining the meeting by electronic means may be considered "present" only if all those physically and virtually present can hear each other and fully engage in the discussion and any parliamentary procedures preceding the vote.** *(G-1.0501)

Rationale; The pandemic has taught us that there are circumstances where virtual meetings, or a hybrid of virtual and in-person meetings, are sometimes necessary. As long as those joining the meeting virtually can fully participate as if they were in the room, hearing every motion and discussion as well as the ability to make motions and speak to items on the agenda in a way that those physically present can hear, that should suffice to be allowed to be considered "present" and to cast a vote. Putting this in the bylaws ensures that this is possible.