BYLAWS
OF
PLYMOUTH CONGREGATIONAL CHURCH OF MINNEAPOLIS

AS RESTATED AND ADOPTED AUGUST 30, 2026

I. MINNESOTA LAW GOVERNS

Absent explicit Articles or Bylaws otherwise, the provisions of Minnesota Statutes Chapter 317A, the Minnesota Nonprofit Corporation Act (the "Act"), shall govern this corporation (the "Church").

II. MEMBERS

1. Members. The members of the Church (sometimes referred to collectively as the "congregation") shall be all those who show a sincere and heartfelt desire to become members of the Church, are informed of the duties of membership, and are received into covenant by the congregation.

2. Voting. Each member shall be entitled to and have one (1) vote at all meetings of the congregation.

3. Register of Members. There shall be a register of the names and addresses of all members to be reviewed by the Clerk at least annually to ensure that the register is current. If upon review, the Clerk identifies members who, pursuant to Article II, Section 5, of these Bylaws, are no longer current members, the Clerk shall recommend and present to the Deacons their names for removal from the register of members.

4. Duties of Membership. All members covenant to participate, insofar as they are able, in worship and governance, to join and care for the fellowship of the wider church, and support the mission of the Church with pledges of prayer, time, talent, money, and resources.

5. Terms of Membership. A person's membership shall continue until his or her death, resignation or removal by the Deacons in accordance with the Plymouth Congregational Church Governing Policies.

III. MEETINGS OF MEMBERS

1. Annual Meeting; Annual Budget Meeting. The Annual Meeting and the Annual Budget Meeting of members of Plymouth Congregational Church of Minneapolis shall be held at the Church building in the City of Minneapolis, Hennepin County, Minnesota. The Annual Meeting shall be held on a date in June set by the Deacons no later than the May preceding. At the Annual Meeting, the candidates for election as Moderator, Moderator-Elect, Clerk, Treasurer, and Deacons; the Chair and Chair-Elect, and Secretary of the Leadership Council; Archivist; and Church Board Chairs and members will be presented for approval by the congregation. The Annual Budget Meeting shall be held on a date set by the Deacons no later than the month preceding the meeting. At the Annual Budget Meeting, the annual budget will be presented for approval by the congregation.

2. Special Meetings. Special meetings of members may be called for any purpose at any time by the Deacons or at the written request of 50 or more members of the Church. The business

transacted at a special meeting must be limited to the purposes stated in the notice of the meeting.

3. Meeting Notices. Notice of any annual or special meeting at which the congregation will not consider matters requiring congregational approval under Article IX, Section 2 of these Bylaws must be printed in the Church bulletin on the two (2) Sundays immediately preceding the date of such meeting. In addition, notice must be on the home page of the Church's website for the two (2) weeks immediately preceding the date of the meeting, and in email messages sent to each member at his or her most recent email address, if any, as shown on the membership register, once during each of the two (2) weeks immediately preceding the date of the meeting. Notice of any meeting at which the congregation will consider matters requiring congregational approval under Article IX, Section 2 of these Bylaws must be printed in the Church bulletin for the regular service of worship on four (4) Sundays immediately preceding the date of such meeting. In addition, notice must be on the home page of the Church's website for the two (2) weeks immediately preceding the date of the meeting, and in email messages sent to each member at his or her most recent email address, if any, as shown on the membership register, once during each of the two (2) weeks immediately preceding the date of the meeting. In addition, notices of each Annual Meeting and each Annual Budget Meeting shall be posted in Jones Commons and Church office in the Church at least ten days prior to the date of the meeting, and notice of each special meeting shall be posted in Jones Commons and Church office in the Church at least forty-eight (48) hours prior to the date of the meeting. In addition to any information or materials that may otherwise be required by the Church's Articles of Incorporation, by these Bylaws, or by law, each oral notice must include a statement of the purpose of the meeting, and each written notice must include:

   A. An agenda of the principal matters of business to be considered at the meeting; and

   B. Copies of all resolutions, budgets, and financial statements to be presented at the meeting, or an explanation of how copies of such materials may be obtained.

4. Quorum and Voting. The presence of at least fifty (50) members of the congregation shall constitute a quorum at each meeting of the congregation. Members may not vote by proxy. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present is sufficient to transact any business, unless a greater number of votes is required by law, the Church's Articles of Incorporation, or these Bylaws. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

5. Meeting Agendas. A member desiring to have a matter considered at a meeting of the congregation shall submit to the Deacons a written request describing the matter and, if a particular resolution is proposed, the text of the resolution. The request must be accompanied by the signatures of at least fifty (50) members indicating their support of the request, and must be received by the Clerk or a person designated by the Clerk at least thirty (30) days prior to the meeting, or by such later date as the Deacons may designate. All items which are the subject of requests that comply with the requirements of this Section shall be placed on the agenda by the Deacons.

6. Participation by remote communication. A member not physically present in person at an annual

or special meeting of the members may participate by one or more means of remote communication if the Deacons adopt a resolution that authorizes such participation. The participation of a member by remote communication constitutes presence at the meeting.

7. Members list for meeting. The Deacons shall fix a date not more than sixty (60) days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Deacons fail to set such a date, the date shall be the sixtieth (60th) day before the date of the meeting. After fixing a record date for a meeting, the Clerk shall prepare a list of the names (in alphabetical order), and addresses of each member entitled to vote at the meeting. Beginning two (2) business days after notice of the meeting is given, the list shall be available at the principal office of the Church for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense. The list shall be made available through the date of the meeting and at the meeting. The sole purpose of this list is to communicate with members concerning who is eligible to vote at a meeting of the congregation.

IV. DEACONS

1. Deacons Governance Role. The Deacons shall serve as the board of directors of the Church, having the rights and duties set out in the Act. The business, property, and affairs of the congregation, including the approval of the annual budgets, shall be governed by the Deacons, which shall promulgate policies for the conduct of the affairs of the congregation consistent with applicable laws, the Church's Articles of Incorporation and these Bylaws. At the Annual Budget Meeting, if the congregation is unable to act on the budget for the next year due to the lack of a quorum (per Article III, Section 4), the Deacons are empowered to approve the budget.

2. Deacons Membership, Terms.

   A. The Deacons shall consist of nine (9) members elected by the congregation, inclusive of the Moderator and Moderator-Elect. Each Deacon shall be a member of the congregation, and shall serve a term of three (3) years, except as provided in these Bylaws. A Deacon who has served two (2) consecutive three (3) -year terms is not eligible to serve again as a Deacon until the first anniversary of the conclusion of the second such term. At every Annual Meeting, members shall elect such number of Deacons as is necessary to bring the total number of Deacons to nine (9).

   B. The Deacons shall be divided into three classes equal in number, so that the terms of office of approximately one-third (1/3) of the Deacons expire each year.

   C. A Deacon shall take office on July 1 immediately following election of that Deacon, and shall continue until the term expires, or until the Deacon's prior death, resignation, or removal. In the event of a vacancy on the Deacons for any reason, the Deacons may at its sole discretion elect a successor to fill the vacancy until the next Annual Meeting, at which time the congregation shall elect that successor or another member to serve for the balance of the vacated term. Any Deacon may resign by giving notice in writing to all Deacons or to the Moderator, and may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Deacons or of a majority of the members present at an Annual Meeting of the congregation or at a special meeting called pursuant to Article III, Section 2, of these Bylaws. If three (3) or more mid-term

vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

3. Deacons Self-Governance Role. The Deacons self-governance shall be set out in the Plymouth Congregational Church Governing Policies, as adopted by Resolution of the Deacons of the Church.

4. Deacons Meetings.

   A. Regular meetings of the Deacons shall be held at a location and on dates and times determined by the Deacons.

   B. Special meetings of the Deacons shall be called by the Moderator, or by the Clerk on the written request of a majority of the Deacons.

   C. The presence of a majority of the Deacons shall constitute a quorum. At all meetings of the Deacons, each Deacon is entitled to cast one vote on any question coming before the meeting. A majority vote of the Deacons present at any meeting, if there be a quorum, is sufficient to transact any business, unless a greater number of votes is required by law, the Church's Articles of Incorporation or these Bylaws. A Deacon may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Deacons.

   D. If a quorum is present when a duly called meeting is convened, the Deacons present may continue to transact business until adjournment, even though the withdrawal of one or more Deacons leaves less than the number otherwise required for a quorum.

   E. A Deacon may participate in a meeting of the Deacons by means of remote communication, through which that Deacon, other Deacons so participating, and all Deacons physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at a meeting.

   F. Any action required or permitted to be taken at a meeting of the Deacons, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Deacons that would be required to take the same action at a meeting of the Deacons at which all Deacons were present.

5. Nominating Procedures. Nominating procedures for Deacons shall be set out in the Plymouth Congregational Church Governing Policies, as adopted by Resolution of the Deacons of the Church.

V. CHURCH OFFICERS

1. Moderator.

   A. The Moderator shall be a member of the Deacons, nominated by the Nominating Committee and elected by the congregation at the Annual Meeting, and shall serve a

one (1) year term. Vacancies in the Moderator position may be filled as described in Article IV, Section 2C of these Bylaws.

B. The Moderator shall serve as a member and Chair of the Deacons and President of the Congregation, presiding at meetings of the Deacons and of the congregation, and shall have all the duties specified in the Act, Section 317A, 305, Subd. 2.

2. Moderator-Elect.

A. The Moderator-Elect shall be a member of the Deacons, nominated by the Nominating Committee and elected by the congregation at the Annual Meeting, and shall serve a one (1) year term.

B. The Moderator-Elect shall assume the functions and responsibilities of the Moderator when the Moderator is absent. The following year, the Moderator-Elect will be nominated as the Moderator and elected by the congregation at the Annual Meeting.

3. Clerk.

A. The Clerk shall be nominated by the Nominating Committee for a one (1) year term and elected by the congregation at the Annual Meeting. This position is not term limited. The Clerk is not a Deacon but shall attend Deacon's meetings and may participate in discussions but shall not vote.

B. The Clerk shall serve as Secretary to the Congregation, shall take or properly delegate the taking of minutes of Deacons meetings and meetings of the congregation and shall review the register of members annually as specified in Article II, Section 3 and Article III, section 7 of these Bylaws. Other duties of the Clerk shall be set by Resolution of the Deacons.

4. Treasurer.

A. The Treasurer shall be nominated by the Nominating Committee for a one (1) year term and elected by the congregation at the Annual Meeting. This position is not term limited. The Treasurer is not a Deacon but will attend Deacons meetings and may participate in discussions but shall not vote.

B. The Treasurer shall perform all the usual duties assigned to the treasurer of a business corporation for and on behalf of the Church as specified in the Act Section 317A.305.Subd. 3. Other duties of the Treasurer shall be set by Resolution of the Deacons.

5. Resignation of Officer. Any officer may resign at any time by giving written notice to the Moderator or the Clerk. The resignation shall be effective immediately when the notice is received by the Moderator or the Clerk, unless a later effective date is specified in the notice.

VI. CHURCH BOARDS AND LEADERSHIP COUNCIL

Provision for Church Boards and a Leadership Council shall be set out in the Plymouth Congregational Church Governing Policies, as adopted by Resolution of the Deacons of the

Church. The Leadership Council members shall consist of the Ministers of the Church, and the following members, to be selected at large by the Nominating Committee and presented for approval by the congregation at the Annual Meeting as specified in Article III, Section 1 of these Bylaws: Leadership Council Chair, Chair-Elect, Secretary, Archivist and the chairs of each Church Board.

VII. POLITY AND WORSHIP

1. Congregational Principles. Plymouth Church is organized according to traditional Congregational principles: freedom from doctrine, fellowship in covenant with each other and with other Christian churches, and the autonomy of the local congregation which shall be amenable to no outside ecclesiastical authority.

2. Covenant. The Covenant of this church shall be the words that follow which are based on the Salem Covenant of 1629: "We covenant with you, O God, and with one another; and do bind ourselves in your presence to walk together in all your ways, according as you are pleased to reveal yourself to us in your blessed word of truth."

3. Worship. Public worship shall be maintained on Sunday and at other times prescribed by the Deacons in the Plymouth Congregational Church Governing Policies, as adopted by Resolution of the Deacons, in order best to serve the congregation.

VIII. CHURCH STAFF

1. Church Staff. The Deacons shall set out a process to appoint a Church Staff. The Staff of the Church shall consist of ministers (all ministers are referred to in these Bylaws as "Ministers"), and other professional staff or employees as shall be employed by the Church. The Ministers shall consist of a Lead Minister, who alone shall report and be responsible to the Deacons, and Associate Ministers selected in accordance with these Bylaws.

2. Selection or Removal of Ministers. All Ministers shall be called by the congregation, except for interim and transitional Ministers. When any position of a called minister is vacant or when there is a determination to add a new called Minister position, the Deacons shall appoint a Ministerial Search Committee from among the members of the congregation to be elected by the congregation. As to the Lead Minister, the Ministerial Search Committee shall consult with the Deacons regarding compensation and other contractual terms of hiring, and upon approval by the Deacons, submit the candidate to the members of the congregation for their approval. As to all other called ministers, the committee shall recommend its candidate to the Deacons and the Lead Minister and upon approval by the Deacons and the Lead Minister, submit the candidate to the members of the congregation for their approval. The selection or removal of a called Minister shall require the affirmative vote of at least two thirds (2/3) of the members in attendance at a meeting of the congregation called for that purpose. The Deacons may select interim or transitional Ministers without a congregational vote, using any process for making the selection the Deacons determine. The term of employment of an interim or transitional Minister shall not exceed 24 months without a vote of the congregation.

3. Employment Agreement of the called Ministers. The Deacons shall establish the employment agreement with the Lead Minister. The Lead Minister shall present an employment agreement for Associate Ministers to the Deacons for their approval The Deacons shall review each

Minister's employment agreement with him/her/them annually. Any amendments to the employment agreements must be in writing and signed by the Moderator and the Minister

IX. OTHER PROVISIONS

1. Fiscal Year. The fiscal year of the Church shall be the calendar year. If the new budget has not been adopted by the Church by the close of the calendar year, all provisions of the last budget as in effect for the last month of the previous year shall remain in force and effect during the new year, until such time as the Church adopts a new budget at a special meeting called for that purpose.

2. Matters Requiring Congregational Approval. The following matters require authorization by a vote of at least two-thirds (2/3) of the Deacons at a meeting duly noticed, a quorum being present, and three-fourths (3/4) of the members in attendance at a meeting of the congregation duly noticed, a quorum being present; each body acting separately, at an Annual Meeting of either, or at a special meeting of either duly called for that purpose, which purpose shall be plainly stated in the meeting notice:

   A. Denominational affiliation;

   B. Church merger or other changes in the Church's legal structure;

   C. Changes in the Church's name; or

   D. Selling, buying, encumbering, or adding to the existing Church property.

3. Indemnification. The Church may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, lawsuit, or proceeding, whether threatened, pending, or completed and whether civil, criminal, administrative, or investigative in nature (collectively, "Proceeding") by reason of the fact that he or she, his or her testator or intestate, was a director, Deacon, or officer of the Church ("Indemnified Person"), against judgments, penalties, fines, including but not limited to, excise taxes assessed against the Indemnified Party with respect to an employee benefit plan, settlements, and reasonable expenses, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

4. Advances. The Church shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, Subd. 3, as amended from time to time; provided, however, that the Church shall not advance expenses incurred in defense of a claim brought by or in the right of the Church or expenses incurred in pursuing a claim against the Church. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by the Church.

5. Insurance. The Church may purchase and maintain insurance on behalf of any person who is or was a Deacon, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from such capacity, whether or not the Church would otherwise be required to indemnify the person against the liability.

6. Authority to borrow, encumber assets. No Deacon, officer, agent or employee of the Church has any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Deacons. The Deacons may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

7. Governing Policies. Governance policies not covered in these Bylaws shall be found in the Plymouth Congregational Church Governing Policies.

X. AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by the affirmative vote of a majority of the members of the Church present at an Annual Meeting or a special meeting called for that purpose. Notice of any proposed amendment, repeal or alteration shall be given by posting a copy thereof in Jones Commons, library, and Church office in the Church and giving notice as provided in Article III, Section 3, of these Bylaws.

ATTESTATION

The above Amended and Restated Bylaws of Plymouth Congregational Church were adopted on August 30, 2026 at a duly noticed meeting of Members, a quorum being present.



John M. Schenk, Clerk

PLYMOUTH CONGREGATIONAL CHURCH
1900 Nicollet Avenue
Minneapolis, Minnesota 55403
612/871-7400
www.plymouth.org
E-mail: churchinfo@plymouth.org