

AMENDED AND RESTATED BYLAWS

OF

SAINT ANTHONY PARK UNITED CHURCH
OF CHRIST

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Appendix A

United Church of Christ Statement of Faith, revised 1981

(In the form of a Doxology)

Preamble

Saint Anthony Park United Church of Christ is a Church established for the worship of God through ministry in Christ's name as described below. Saint Anthony Park United Church of Christ was formed as a religious association subject to Minnesota Statutes Chapter 515, as amended, prior to its September 16, 2007 election to become a nonprofit corporation subject to Minnesota Statutes Chapter 317A, as amended. These Bylaws, duly adopted effective on October 1, 2007, constitute the Amended and Restated Bylaws of Saint Anthony Park United Church of Christ.

I. Purpose

The avowed purpose of this Church shall be to bind together followers and seekers of Jesus Christ for (a) sharing in the worship of God, (b) seeking the guidance of the Holy Spirit, (c) making God's will foremost in our lives, individually and collectively, especially as that will is set forth in the life, teachings, death, and living presence of Jesus Christ, (d) rendering loving service to all humanity, and (e) striving together for righteousness, justice, and peace.

II. Polity

The governance of this Church is vested in its Members who exercise the right of control in all its affairs, subject to these Bylaws and to the laws of the State of Minnesota relating to non-profit corporations. This Church declares itself in covenant with the Minnesota Conference of the United Church of Christ and the national instrumentalities of the United Church of Christ, being committed to mutual counsel, comity, and cooperation in the fulfillment of its God-given mission.

III. Doctrine, Faith, and Covenant

A. Doctrine. This Church recognizes as its sole head Jesus the Christ, Son of God and Savior. This Church acknowledges as kindred in Christ all who share in this confession. This Church looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to foster its creative and redemptive work in the world. This Church recognizes the faith of the historic church as instructive for a life of faith and affirms the responsibility of the Church and of individuals in each generation to make this faith their own.

B. Faith. This Church recognizes the undisturbed right of each individual to follow the Word of God according to the dictates of their own conscience as illuminated by the Holy Spirit. While not requiring a specific set of beliefs or particular creed, doctrine, or faith as a condition of membership or fellowship, this Church recognizes the *United Church of Christ Statement of Faith in the Form of a Doxology, revised 1981* (Appendix A) and affirmed by the Fourteenth General Synod of the United Church of Christ, as a testimonial to the faith understandings commonly held among us.

C. Covenant. We covenant with one another and bind ourselves in the presence of God to seek to understand and respond to the Word and will of God, and to follow in the ways of the Lord, as these are made known to us. We witness by our active faith in the Good News of Jesus Christ,

striving together for truth, justice and peace among us and in the world. In keeping with the historic church, we look to the inspiration of the Holy Spirit to guide us along these paths, even as we pray for the coming of God's Dominion and look forward in faith to the triumph of God's righteousness and to the promise of life ever in God's holy presence.

IV. Definitions

A. Defined Terms. For the purpose of these Bylaws, the following terms have the below stated definitions:

1. Act – Minnesota Statutes Chapter 317A, as amended.
2. Articles – The Articles of Incorporation of the Church as filed with the Minnesota Secretary of State, as amended.
3. Associate Member – A person holding Associate Membership in the Church (see Article VI herein).
4. Association – The Minnesota Conference of the United Church of Christ functioning as an association, or any such successor body of the Conference.
5. Auxiliary Organization – Organizations affiliated with and recognized by the Church (see Article XIII herein).
6. Boards – The Church's various Boards (see Article VIII herein).
7. Bylaws – These Amended and Restated Bylaws, as may be further amended from time to time.
8. Church – Saint Anthony Park United Church of Christ.
9. Church Roll – The lists of Members, Associate Members and Inactive Members.
10. Church Staff – Employees and independent contractors of the Church who are paid for their services, whether they are part-time or full-time. (Church Staff does not include persons providing services to the Church as unpaid volunteers even if they are performing staff-like functions or are filling a specific position, which persons are sometimes referred to in these Bylaws as "Volunteer Staff".)
11. Committees – Standing Committees allowed by these Bylaws (see Article VIII.D. herein), and ad hoc Committees established by the Council (see Article VIII.E. herein).
12. Conference – The Minnesota Conference of the United Church of Christ.
13. Congregation – The overall Church body, which includes Members, Associate Members, Church Staff, persons who are neither Members nor Associate Members but who actively participate in the Church's community, mission, and worship, and others who express material affinity for and interest in the Church and its mission and vision.
14. Council – The Church Council of the Church, which constitutes the Church's Board of the Directors (see Article VIII.B. herein).
15. Delegates – Elected or duly appointed persons representing the Church at gatherings or meetings outside of the Church, including, without limitation, gatherings or meetings of the Association, Conference, or Saint Paul Area Council of Churches (see Article X. herein).
16. Director – A person serving as a member of the Council.
17. Elected Bodies - The Council, Boards, and Standing Committees.
18. Ex officio – A person serving in a position by virtue of holding, and only for so long as he/she holds, a specified position.

19. Fiscal Year – The Church’s fiscal year, which shall begin on January 1 and end on December 31 of same calendar year (see Article XIX herein).
20. Interim Minister - The Licensed and/or Ordained (i.e. Authorized) clergy called by the Church Council to serve in the Ministerial role for an interim period of time between settled Ministers.
21. Member – A person holding membership in the Church (see Article VI herein).
22. Minister – The Licensed, Commissioned and/or Ordained (i.e. Authorized) clergy called by the Church to serve as a minister with responsibility for the Church’s mission, vision, worship, and/or secular activities. Use of this defined term shall encompass multiple Ministers if more than one Minister is called, and any other Ministers (such as, without limitation, an Associate Minister).
23. Ministry Teams - Ministry teams are made up of Members, Associate Members, or non-members of the Church enlisted by Boards, Committees, or the Council to accomplish specific tasks (see Article VIII.E. herein). These tasks may be ongoing or one time only events, as needed.
24. Officers – Members holding the Offices specified in Section XI herein.
25. Program Year – Such period of the Church’s worship, programming, and activities as may be set from time to time, presently running from September 1 through August 31 of the following year (see Article XIX herein).
26. United Church of Christ – The Protestant denomination organized in 1957 by union of the Evangelical and Reformed Church and the Congregational Christian Church presently knows as the United Church of Christ.
27. Volunteer Staff – Persons performing as volunteers in staff-like functions or filling specific positions without compensation.

B. Other Terms. Other terms used in these Bylaws may be defined elsewhere herein.

V. **Worship Services**

A. Worship. Services of Worship shall be held each week. The emergency cancellation or postponement of worship services shall be the decision of the Minister or other officiant in consultation with the Diaconate Chairperson or his/her designated representative.

B. Sacraments.

1. The Sacrament of Holy Communion shall be celebrated at times determined by the Diaconate in consultation with the Minister.
2. The Sacrament of Baptism of adults and of children shall be celebrated by the Minister, or another authorized Minister with the consultation and approval of the Minister, at such times as may be determined by the Diaconate in consultation with the Minister.

VI. Membership

A. Members.

1. Membership in the Church shall be open to any baptized person who, upon the recommendation of the Minister and the approval of the Diaconate, has been confirmed, made confession of faith or re-affirmation of faith in Jesus Christ as Lord and Savior, or has received a letter of transfer from another church. Such a person becomes a Member upon being received into the Church as such in a regularly scheduled worship service of the Church.
2. Members shall regularly attend the worship services of the Church, share in the Church's life and work, contribute to the Church's financial support and outreach, and seek the spiritual welfare of the Congregation and community the Church serves.
3. Members shall be entitled to vote at any Annual or Special Meeting of the Members, except that any Member who has not reached the age of majority in the State of Minnesota shall not vote on any matters that bind the Church in a financial or contractual relationship with a third party.
4. Membership is *required* to serve in the following roles: Officers (Moderator, Moderator Elect, Clerk, Treasurer), Members of the Council, Diaconate, Board of Trustees, Board of Christian Education, and Personnel Committee.
5. Membership is *not required* to serve on the Boards of Community Life, Church Growth, Mission & Witness, Stewardship, ad hoc committees and ministry teams.
6. The Diaconate shall review the list of Members annually.
7. Members may, by their written request to the Diaconate, be granted a letter of transfer to another church or a letter of release, either of which shall terminate their membership in the Church.
8. Members may request of the Diaconate to be assigned "Inactive Member" status (see Section C following). Members with whom contact has been lost may also be assigned Inactive Member status by the Diaconate. Members who have been assigned Inactive Member status may be restored to active membership in the Church by vote of the Diaconate. Inactive Members are neither Members nor Associate Members, do not have voting privileges, are not counted in determining a quorum, may not serve in an elected position of the Church, and shall not be reported to the Conference as Members of the Church.
9. Members who for a period of two (2) consecutive years have not attended the Church's worship services or contributed to the Church's financial support may by vote of the Diaconate, in consultation with the Minister, be removed from the Membership and placed on the Inactive Member list.
10. Members may neither transfer nor delegate their membership rights, privileges, or responsibilities to other persons.

B. Associate Members.

1. Associate Membership is an infrequently used category reserved for persons, who are not members, seeking endorsement from the Church to participate in a leadership role in the wider church.
2. Associate Membership in the Church shall be open to any person requesting it, upon the recommendation of the Minister and the approval of the Diaconate.
3. Associate Members are not considered members for the purposes of serving in roles for which membership is required (outlined in Section A, # 4 and 5 above.)
4. Associate Members shall not be entitled to vote at Annual or Special Meeting of the Church, shall not be counted in determining a quorum at Annual or Special Meetings of the Church, and shall not be reported to the Conference as Members of the Church.
5. The Diaconate shall review the list of Associate Members annually.
6. Associate Members may, by their request of the Diaconate, become Members subject to the requirements of Article VI.A.1. herein.
7. Associate Members who for a period of two (2) consecutive years have not attended the Church's worship services or contributed to the Church's financial support may by vote of the Diaconate, in consultation with the Minister, be removed from the Church Roll.
8. Associate Members may neither transfer nor delegate their membership rights, privileges, or responsibilities to other persons.

C. Inactive Members.

1. Members who for a period of two (2) consecutive years have not attended the Church's worship services or contributed to the Church's financial support may by vote of the Diaconate, in consultation with the Minister, be removed from the list of Members and placed on the list of Inactive Members.
2. Members may request of the Diaconate to be assigned Inactive Member status.
3. Inactive Members shall not be entitled to vote at any annual or Special Meeting of the Church, shall not be counted in determining a quorum, shall not serve in any elected position of the Church, and shall not be reported to the Conference as Members of the Church.
4. Members who have requested or been designated as an Inactive Member may be restored to Active Member status by vote of the Diaconate.
5. Inactive members by vote of the Diaconate, in consultation with the Minister, may be removed from the Church Roll.

VII. Members' Meetings

A. Meetings. There shall be two (2) types of meetings of the Members, namely Annual Meetings and Special Meetings.

1. Annual Meetings. Annual Meetings of the Members for each Fiscal Year shall be held at the Church between January 1 and March 31 of the following Fiscal Year. The Council shall set the date and time of the Annual Meeting for a Fiscal Year by December 31 of that Fiscal Year.

a) The Council in advance of each Annual Meeting shall prepare a written Annual Report. Each Annual Report shall include (1) the Council's proposed agenda for the Annual Meeting, (2) the written reports for the Fiscal Year of the Minister, Officers, Boards, Standing Committees, and any ad hoc Committees, Auxiliary Organizations, other Church Staff, and Volunteer Staff that the Council may ask to provide such a report, and (3) the Council's proposed annual budget, and (4) any other written materials prepared in advance of and that relate to the business of the Meeting. Copies of the Annual Report shall be available to the Members through the Church office for at least one (1) week prior to the Annual Meeting.

b) Each Annual Meeting shall include:

- (1) Consideration of the Annual Report,
- (2) Election of Officers, members of Boards and Standing Committees, and Delegates,
- (3) Adoption of the annual budget for the next Fiscal Year, and
- (4) Such other business as comes before the Members.

c) Annual and Special Meetings of the Members may be held in person at the Church, by remote communication, or by both in person and by remote communication. "Remote communication" means communication by electronic means, including telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. References in these Bylaws to member meetings being held at the Church shall be construed to allow and include meetings being held in whole or in part by remote communication. Meetings held in whole or in part by remote communication shall comply with the requirements for such meetings stated in Minnesota Statutes Section 317A, Subdivision 4 as said provision may be amended from time to time.

2. Special Meetings. Special Meetings of the Members (a) may be called by the Council on its own initiative or (b) shall be scheduled by the Council to be held within sixty (60) days after receipt of a petition calling for a Special Meeting. A petition calling for a Special Meeting must be signed by the lesser of 10% of the Members or twenty-five (25) Members. The call or petition shall state the purposes(s) of the Special Meeting. For Special Meetings, copies of the proposed agenda for the Special Meeting may be obtained at least one (1) week prior to the Special Meeting through the Church Office.

B. Notices. For the Annual and Special Meetings:

1. Members shall be given written notice of the date, time, and place, and, in the case of Special Meetings, the purpose(s) of the Meeting, at least fourteen (14) days and not more than forty-five (45) days before the date of the Meeting.
2. Notice of the Meeting shall be posted in conspicuous locations in the Church building for a period of at least fourteen (14) consecutive days prior to the Meeting.
3. The Clerk or the Council's designated representative shall announce the time, place and any stated purpose(s) of the Meeting at all Sunday worship services during the time that notice of the meeting is posted in the Church.
4. Notwithstanding the foregoing, Members shall be given at least thirty (30) days written notice of the time, place, and purpose(s) of any Meeting called to consider the sale, conveyance, encumbrance, or other disposition of real estate belonging to the Church that constitutes the Church's principal place of worship, or a non-emergency loan. Notice of such Meeting shall be announced during regularly scheduled worship services for four (4) Sundays immediately preceding the time of the meeting.

In addition to the above-described notices of Annual and Special Meetings of the Members, notices may also be given by e-mail to those members who have e-mail addresses on record with the Church Clerk.

5. Any additional notice as may be required by the Act shall also be given.
6. The Leadership Committee shall post the list of nominees for Officers, members of Boards and Committees, and Delegates and the terms of their proposed service in such positions in one or more conspicuous locations in the Church's building for at least two (2) Sundays prior to the Annual Meeting.

C. Parliamentary Procedure. The Annual and Special Meetings shall be conducted according to the then current edition of *The Standard Code of Parliamentary Procedure*, which shall determine all matters of procedure not specifically covered by these Bylaws or otherwise authorized by the Members at the Meeting.

D. Quorum and Voting.

1. Quorum. A quorum at an Annual or Special meeting shall comprise at least fifteen percent (15%) of the Members, as determined by the Clerk at the time of the meeting.
2. Majority Vote. A majority vote of the Members present at the Meeting and voting shall be decisive, except that a two-thirds (2/3) majority of those Members present and voting shall be required to approve the sale, conveyance, encumbrance, or other disposition of real estate belonging to the Church that constitutes the Church's principal place of worship, call a Minister, or revise or amend the Bylaws. A Member who abstains from voting voluntarily relinquishes his/her vote, and is not counted in the results.
3. Methods of Voting. Notwithstanding the foregoing, voting may be by verbal acclamation (i.e., voice vote), show-of-hands, or written ballot. Prior to each vote, the manner of voting shall be determined by the Officer presiding at the meeting unless the Members present at the meeting direct that a different manner of voting be used. After a vote by verbal acclamation, the Officer presiding at the meeting, the Clerk, or any Member may request confirmation of the vote by a show-of-hands or written ballot. The results of such a confirming vote taken by show-of-hands or written ballot shall supercede the results of a vote by verbal acclamation.

4. Voting by Written Ballot. Voting by written ballot shall use ballots provided by the Clerk and shall be conducted in accordance with such reasonable directions for their use as may be given by the Clerk. Ballots shall be counted by two or more election clerks appointed by the Moderator and approved by the Clerk for that purpose from the Members present at the meeting.

5. Voting by Verified Ballot. Voting by verified ballot shall be conducted by using these verified balloting procedures when the vote is to (1) approve the sale, conveyance, encumbrance, or other disposition of real estate belonging to the Church that constitutes the Church's principal place of worship, (2) call a Minister, (3) revise or amend the Bylaws, and (4) in such other circumstances at the discretion of the Officer presiding at the Meeting or at the direction of the Members present at the meeting. Verified balloting procedures shall require that:

- a) The Clerk present a list identifying all of the Members authorized to cast a vote (see also the following subsection 6) and which of said Members are present at the Meeting,
- b) The Clerk distribute ballots and envelopes to all of said Members present at the meeting,
- c) Each vote be cast by the Member enclosing his/her ballot in the provided envelope and signing his/her name of the envelope,
- d) The election clerks mark the name of each Member submitting an envelope on the list of Members described in clause (a) above,
- e) The election clerks remove and count the ballots and separately maintain the envelopes and ballots without any connection between an envelope and the ballot it contained,
- f) The Clerk reviews and confirms the vote reported by the election clerks, and
- g) The Clerk announces and certifies the vote to the Meeting.

If the Clerk cannot confirm and certify the vote reported by the election clerks, another vote shall be taken using verified ballots. The Members list referenced in clauses (a) and (d) above, the ballots, and the ballot envelopes shall be kept with the original minutes of the meeting for at least three (3) months following the Meeting.

6. Record Date. When calling an Annual or Special Meeting of the Members, the Council shall by resolution establish a date, which shall be no more than forty-five (45) days before the date of the Meeting, as the date for determining the Members entitled to notice of the Meeting and to vote at the Meeting. Persons who become Members between fourteen (14) days and forty-five (45) before the Meeting shall also be entitled to notice of the Meeting and to vote at the Meeting. If the Council does not establish such a date in connection with any Meeting of the Members, then all persons who are Members forty-five (45) days before the date of the Meeting, or who become Members between fourteen (14) and forty-five (45) days before the Meeting shall be entitled to notice of the Meeting and to vote at the Meeting. Notwithstanding the foregoing, any person whose Membership ends within forty-five (45) days before the Meeting shall not be eligible to vote at the Meeting even though they may have been entitled to notice of the Meeting.

E. Nomination of Church Officers and Other Elected Persons. The Leadership Committee (in accordance with Article VIII.D.1.) shall prepare an official ballot of nominees to serve as Officers, members of Council (Directors), Boards and Standing Committees, and Delegates. Members may put into nomination additional candidates for these positions during the Annual/Special Meeting at which the official ballot is being presented. Members nominated from the floor must be present and accept the nomination in order to be stand for election. When there are more nominees than openings in any one position, a separate written vote shall be taken.

VIII. Elected Bodies

The Church shall be governed in the following descending order of authority: first, by the Members assembled in an Annual or Special Meeting; second, by action of the Council; third, by the Boards and Committees acting within their respective authority granted by the Members, Council, or these Bylaws; and fourth, by the Officers acting within their respective authority granted by the Members, Council, Act, or these Bylaws.

A. General Provisions. The Church shall have Elected Bodies as described in this Article. Each Elected Body shall have the authority and responsibility described herein, subject to the direction and control of the Council in accordance with these Bylaws. The Elected Bodies shall each consult and coordinate their activities with the Minister, other appropriate Church Staff, Boards, Committees, and/or Ministry Teams. Each Elected Body and Officer shall prepare a written report for inclusion in the Annual Report of the Church.

1. Filling an Open Position. Open positions on an Elected Body shall be filled by the Leadership Committee in accordance with Article VIII.D.1. herein.
2. Removal or Resignation.
 - a) Removal. A member of an Elected Body may be removed from his/her position, with or without cause, by majority vote of the Council, at a duly called meeting of the Council. Notice of this meeting shall be given not less than five (5) days and not more than thirty (30) days in advance, and shall include the removal of the member as an agenda item. Notice shall be given to all Council members, all members of the Elected Body on which that member serves, and the member to be removed.
 - b) Resignation. A member of an Elected Body may resign at any time by giving written notice of his/her resignation to the Moderator or Clerk and to the Chairperson of the Elected Body on which that member serves. The resignation is effective when received, or at such later date specified in the notice.

3. Limitations. Officers may not be elected or appointed to a Board or Standing Committee but may serve as non-voting, ex officio advisors to a Board or Standing Committee, as Delegates, on ad hoc Committee(s), and/or on Ministry Team(s). Members and Associate Members may not be elected or appointed to serve on more than one (1) Board or Standing Committee at a time. A member of an Elected Body may not assign or transfer his/her position, or any of the rights, privileges, or responsibilities of the position, to any other person.

B. Church Council.

1. Function as Board of Directors. The charitable and religious affairs and general business of the Church shall be managed by the Council. The Council shall function as the Board of Directors and shall have the authority attributed to boards of directors as described in the Act. The voting members of the Council shall be the Church's Directors.

2. Council Members. The Council shall have the following members, some with voting rights and some without voting rights:

a) Voting Members: The Council shall have the following voting members, all of whom shall be Members elected at a meeting of the Members:

- (1) Moderator, Moderator-Elect, Clerk and Treasurer,
- (2) Representative of each Board elected to the Council,
- (3) Two (2) At-Large members, and

b) Ex officio Non-Voting Members:

- (1) Minister, and
- (2) Any other Minister(s) serving as ministerial staff.

3. Terms. Appointment to fill a vacancy for a partial year shall not be counted toward term limit.

a) Officers' terms on the Council shall be:

- (1) Moderator: One (1) non-renewable year.
- (2) Moderator-Elect: One (1) year, renewable for a second one (1) year term if so elected by the Members.
- (3) Clerk: May be re-elected to succeed himself/herself for a maximum of seven (7) consecutive years.
- (4) Treasurer: May be re-elected to succeed himself/herself for a maximum of seven (7) consecutive years.

b) Terms of Board members serving on the Council shall be limited to their term on that Board.

c) Terms of At-Large Council members shall be one (1) non-renewable two (2) year term.

d) For purposes of this Section 3, references to a "non-renewable" term means that a person cannot serve two consecutive terms as a Council member but does not prohibit a person from again being a member of the Council following a minimum of one (1) year when he/she is not on the Council.

4. Responsibilities. As the representative body of all members of the congregation, the Council shall have the following responsibilities:

- a) Meet on a regular basis, preferably monthly, not to miss more than one month in a row.
- b) Serve as the legal agent of the Church within the intent and meaning of the Act.
- c) Seek to achieve, periodically review, and revise the vision, mission, and goals of the Church.
- d) Regularly report its proceedings to Council members and to the congregation.
- e) Initiate the process for the filling of ministerial vacancies.
- f) Consult with the Personnel Committee in the process of seeking and selecting final candidates for Church Staff and Volunteer Staff, and employ Church Staff and appoint Volunteer Staff in response to the recommendations of the Personnel Committee.
- g) Make disciplinary and termination decisions regarding Church Staff and any Volunteer Staff in consultation with the Personnel Committee.
- h) Ensure proper completion of the Church's annual budget process as described in Article XIV.A.
- i) Initiate a review and assessment of the Church's financial records and procedures at least once every three (3) years.

C. Church Boards.

The Church shall have the following boards: Christian Education, Church Growth, Community Life, Diaconate, Mission and Witness, Stewardship, and Trustees.

A. General Provisions.

1. Membership. Each Board shall have three (3) to five (5) members except the Diaconate shall have three (3) to six (6) members, each elected for a term of two (2) years, renewable once. To the extent reasonably possible, so that there are members coming on, remaining, and going off, the terms of Board members shall be staggered. If desired to help effect the overlapping of Board members' terms, a Board member may be elected to a term of one (1) year rather than the standard two (2) years.

2. Incomplete Term. An open position on a Board shall be filled by recommendation of the Leadership Committee and appointment by the Council until the next Annual Meeting. If the original term was to continue past the next Annual Meeting, the position is subject to election (see Article VIII.D.1.b.).

3. Duration. After having served two (2) consecutive terms on a Board, whether one (1) year or two (2) year terms, a member of a Board is ineligible to serve for one (1) year on the same Board. Appointment to fill a vacancy for a partial year shall not be counted as a term. Such person is eligible to serve on any other Board, Standing Committee, ad hoc committees, and/or Ministry Team.

4. Board of Christian Education.

Responsibilities.

- a) Oversee, in coordination with the Minister(s) and other Church Staff, the planning and implementation of a Church School program.
- b) Oversee the operation of the Sunday morning nursery.
- c) Help the Minister(s) plan and coordinate the Church's Confirmation program.
- d) Oversee, in coordination with the Minister(s) and other Church Staff, an adult education program.
- e) Oversee the maintenance of records of the Church School and adult education programs.
- f) Serve as the primary communication liaison with Members regarding the Church's educational needs and concerns.
- g) Provide supervisory and consultative support for youth, inter-generational, and family programs and for Church Staff and Voluntary Staff involved with Christian education.
- h) Oversee the Church library.
- i) At the Board's discretion, have as consultant and ex officio, non-voting participant on the Board of Christian Education, any Christian Education Director or other staff person, whether Church Staff or Volunteer Staff, ordained or lay, whose duties are primarily related to the Church's Christian Education program.

5. Board of Church Growth.

Responsibilities.

- a) Develop and maintain programs to sustain and increase Church membership.
- b) Monitor Church worship attendance and participation in other Church activities.
- c) Develop programs to sustain, encourage, and increase participation in worship and other Church activities.
- d) Assess and monitor issues related to Church growth.
- e) Appropriately publicize the Church, its worship, and its programs.
- f) Establish programs for calling on visitors and prospective new members, and introducing prospective members to the life of the Church.

6. Board of Community Life.

Responsibilities.

- a) Community Building.

- (1) Develop, facilitate, evaluate, and improve efforts to create and foster a sense of community within the Congregation.
 - (2) Encourage active participation in the life, ministry, and worship of the Church, including, without limitation, establishing and supervising an active program of care within the Congregation.
 - (3) Call on persons whose attendance, enthusiasm, financial support or participation appears to be waning or where other circumstances are present (if known).
 - (4) Hear discussion and seek resolution and reconciliation for issues or disputes within the congregation or between Members, in consultation with the Minister.
- b) Hospitality. Develop, facilitate, evaluate, and improve fellowship programs including, without limitation, fellowship time after worship, social occasions, Church meals, services and receptions after funerals, and other services and events.
- c) Visitation. Develop, facilitate, evaluate, and improve programs to ensure that members are periodically contacted, especially those who do not regularly attend worship, are ill, have lost a loved one, request care, or otherwise have an identifiable need for personal contact and care from the Church.

7. Diaconate.

Responsibilities.

- a) Membership Records. Administer the Church Roll, including, without limitation:
- (1) Oversee the reception of new Members and Associate Members.
 - (2) Oversee the placement of Members on the Active, Associate, and Inactive Membership rolls.
 - (3) Oversee the removal of Members from the Active, Associate, and Inactive Membership rolls.
- b) Ministers in Three and Four-way Covenants; Students-in-Care.
- (1) Oversee the reception and support of Authorized Ministers in Three and Four-way Covenants with the Church.
 - (2) Oversee the reception and support of ministerial students-in-care of the Association.
- c) Music Ministry. Oversee the Church's music ministry, including, without limitation:
- (1) Coordinate worship music for the Church with the Minister(s), Music Staff, and representatives of other groups that may be involved in the planning and conduct of worship.
 - (2) Coordinate other musical events in the life of the Church.

- (3) Maintain and improve the Church's musical instruments and those supplies used in the music ministry, including, without limitation, instrument repairs, replacements, additions, and the Music Library.
- d) Worship. Oversee the Church's program of worship, including, without limitation:
 - (1) Advise and assist the Minister(s) and other Church Staff in sustaining the spiritual well being of the Congregation.
 - (2) Advise and assist the Minister(s) and others leading worship.
 - (3) Arrange for worship leadership as needed during the Minister's absence.
 - (4) Secure, supervise, and assist ushers, readers, acolytes and others participating in the worship service.
 - (5) Prepare the sanctuary for worship services.
 - (6) Assist the Minister(s) in the preparation for and celebration of the sacraments.
- e) Diaconate Fund. Distribute and oversee the Diaconate Fund (see XIV.B.3. herein).

8. **Board of Mission and Witness.**

Responsibilities.

- a) UCC Offerings. Encourage systematic giving to the mission and outreach ministries of the United Church of Christ.
- b) Other Offerings. Encourage systematic giving to community, state, national, and international programs and ministries that are consistent with the Church's mission and purpose.
- c) Service Activities. Encourage and coordinate volunteer efforts to assist with ministry opportunities beyond the Church.
- d) Education and Advocacy. Raise awareness and provide advocacy for community, state, national, and international programs and ministries that are consistent with the Church's mission and purpose.

9. **Board of Stewardship.**

Responsibilities. Annual Giving. Conduct an annual campaign for pledges of financial support to the Church as part of the Church's budgeting process.

- a) Capital Campaigns. Conduct capital campaigns for major Church needs in consultation with the appropriate Board(s) or Committees, as directed by the Council.
- b) Planned Giving. Encourage special gifts, contributions to capital funds, legacies, and deferred gifts (including, without limitation, charitable annuities). Establish guidelines and procedures for the acceptance of such gifts, subject to Council approval.
- c) Stewardship Education. Conduct education programs related to stewardship.

10. Board of Trustees.

Responsibilities.

a) Church Building and Properties.

- (1) Maintain the Church's real property, buildings, equipment (excluding musical instruments), furnishings, and fixtures (collectively "Fixed Assets").
- (2) Establish guidelines and requirements governing use of the Church, and authorize and manage use of the Church by parties otherwise not affiliated with the Church.
- (3) Periodically evaluate the Church's insurance coverage and assess the cost of repair and/or replacement of the Church's Fixed Assets.
- (4) Maintain all papers, documents and records relating to the Church's Fixed Assets, insurance, and finances.
- (5) Contract for and procure supplies, repairs (excluding musical instruments), utilities, insurance, and other needed products and services.

b) Church Finances.

- (1) Transact the financial business of the Church that is not the direct responsibility of the Treasurer, the Council or another Board or Committee.
- (2) Monitor all financial business of the Church in accordance with the approved annual Church budget.
- (3) Designate a member of the Board of Trustees to serve on the Church Finance Committee.
- (4) Exercise fiduciary prudence in the handling of real and personal property, special gifts and bequests to the Church.

c) General Business Matters. The Board of Trustees shall conduct the Church's general business including, without limitation, third party relationships and contracts, legal matters, obligations and business policies, except where specifically designated to the Council, other Boards or Committees.

d) Treasurer. The Church's Treasurer shall be an ex officio, non-voting member of the Board of Trustees.

C. **Standing Committees.** The Church shall have the following Standing Committees:

1. Leadership Committee.

The Leadership Committee shall have three (3) to five (5) members, three of whom shall be ex-officio members and any additional members being elected at the Annual Meeting or appointed by the Church Council. The three ex-officio members shall be the Moderator, Moderator-elect, and the previous Moderator (sometimes known as the “past Moderator”). The other one or two additional members, if any, shall be elected at the Annual Meeting or appointed by the Church Council. All members of this Committee shall have the right to vote. All members of this Committee shall serve for a one (1) year term, although ex-officio members may serve successive years as long as they hold any of the offices resulting in ex officio membership on this Committee, and any elected or appointed members may serve up to three (3) consecutive successive one year terms. A member on this Committee shall not serve more than three (3) consecutive years without at least a one (1) year break in service. Appointment to fill a vacancy for a partial year shall not be counted toward the limit.

Responsibilities.

- a) Nominate candidates for Church Officers, Council Members, Board and Standing Committee members, and Delegates for election at the Annual Meeting.
- b) Nominate candidates for vacant positions between Annual Meetings to the Council for appointment.
- c) Prepare an official ballot naming one (1) candidate for each elective position and shall instruct the Clerk to give notice as provided in Article VII.D herein. The Leadership Committee shall present the official ballot at the Annual Meeting, subject to the right of members to nominate additional persons, as provided in Article VII.F. herein.
- d) Recruit members for ad hoc Committees as provided in this Article.
- e) The Leadership Committee shall be active in leadership development, taking into account the time, talents and experience of individual members of the congregation.

2. Personnel Committee.

The Personnel Committee shall have three (3) members. These members shall be elected at the Annual Meeting for terms of three years, non-renewable. A member on this Committee shall not serve more than three (3) consecutive years without at least a one (1) year break in service. Appointment to fill a vacancy for a partial year shall not be counted toward the limit. To the extent reasonably possible, the terms of the Committee’s members shall be staggered so as to overlap. If desired to help effect the overlapping of Committee members’ terms, a Committee member may be elected to a term of less than the standard three (3) years.

Responsibilities.

- a) Establish and periodically review position descriptions for all Church Staff (including, without limitation, Minister(s)) and any Volunteer Staff, in consultation with the Council, Boards, Standing Committees, and Minister as appropriate.

- b) Seek candidates, select final candidates, negotiate terms for employing, prepare employment agreements for, and recommend to the Council the hiring of Church Staff and the appointment of Volunteer Staff, all in consultation with the Council, Boards, Committees, and Minister as appropriate. Said work may be conducted in part through a search committee or other process as may be decided by the Personnel Committee or directed by the Council.
- c) Initiate and conduct annual or special reviews of Church Staff and any Volunteer Staff with the Council, Boards, Standing Committees, and Minister as appropriate. The written reviews shall be maintained in personnel files in the Church office.
- d) Recommend to the Council any disciplinary action or termination of Church Staff and any Volunteer Staff in consultation with Boards and Standing Committees as appropriate.
- e) Establish and maintain written employment policies and procedures.
- f) In connection with the Annual Budget, propose to the Council salaries and benefits for all Church Staff in consultation with Boards and Standing Committees as appropriate.
- g) Hear discussion and seek resolution for all personnel issues or disputes, including, without limitation, ministerial relationships and relationships between Church Staff, Volunteer Staff, and others.

3. Finance Committee.

The Finance Committee shall comprise four (4) members: (a) One member of the Board of Trustees chosen by the Board of Trustees, who, while an *ex officio* member of the Finance Committee shall have the right to vote notwithstanding Article III.A.3 of these Bylaws; (b) the Treasurer, as *ex officio* and committee chair; (c) and two at-large members. Membership shall be voted as part of the Leadership Slate at the Annual Meeting. Finance Committee members shall serve for 2 years, with the option of one subsequent 2-year term, for a maximum of four consecutive years. At-Large members' terms shall be staggered. All members of the Committee must be active Members of the congregation. The Finance Committee shall be responsible to the Council.

Responsibilities

- a) The Finance Committee shall advise the Church Treasurer on, and inform the Council of, financial concerns and investments
- b) Manage Endowment assets to achieve the goals of the Church's Endowment Policy
- c) Audit the use of Endowment funds consistent with any conditions or restrictions on the use thereof
- d) Recommend to Council changes in the Endowment Spending Directive, Endowment Policy, and any other Church policies related to the investment and use of Church financial resources
- e) Advise the Treasurer on accounting procedures and practices, and consent to major changes
- f) Oversee Church accounting

- g) Exercise fiduciary prudence in the accounting, handling, investment, and use of the Church's funds, including, without limitation, the Church's endowment, permanently and temporarily restricted funds, any trust funds, and memorial funds
- h) Assist, cooperate and support with all reviews or assessments of the Church's financial records and procedures if and upon request of Council

Meetings

The Finance Committee will meet with the Treasurer quarterly and at any other time when the Committee or the Treasurer deems advisable or Council directs.

Accountability

The Finance Committee shall be accountable to the Church Council, will consult with the Trustees and the Pastor, and shall offer reports regarding Church financial matters as the Committee feels advisable and may be requested by Council.

D. Ad hoc Committees. The Elected Bodies may appoint ad hoc committees or Ministry Teams to undertake special projects consistent with the appointing Elected Body's purpose. These appointments shall be for a specified time. Each such ad hoc committee or Ministry Team is accountable to the Council, Board, or Standing Committee that appointed it.

IX. Meetings of Elected Bodies (Council, Boards and Standing Committees)

A. Quorum. A majority of Elected Body members present at a meeting physically or by electronic means that permit direct and immediate participation in the meeting shall constitute a quorum.

B. Required Vote. Unless required by law, the Church's Articles of Incorporation, or these Bylaws, an affirmative vote of the majority of Elected Body members present at a meeting is sufficient for action.

C. Monthly Meetings. The Council and Boards shall have regular monthly meetings. These Bodies may decide not to meet during a given month, but may not go more than two (2) consecutive months without meeting.

D. Special Meetings. Special meetings of Elected Bodies may be called at any time upon the request of any Officer, the Elected Body's Chairperson, or any two (2) members of the Elected Body. The request for a special meeting shall specify the purpose(s) for the special meeting, and the specified purpose(s) shall be the only business conducted at the special meeting. The request for a special meeting shall be directed to the Elected Body's Chairperson, who shall within ten (10) days from his/her receipt of the request set a date and time for the meeting and give notice thereof. The special meeting shall be held within twenty-one (21) days from the Elected Body's Chairperson's receipt of the request. If the Elected Body's Chairperson is not available during, or if the Elected Body's Chairperson fails to set the special meeting and/or give notice thereof within, the above-referenced ten (10) day time period, the person(s) requesting the special meeting may set a date and time for the meeting (which shall be within the twenty-one (21) day time period stated above) and give notice thereof.

E. Meeting Notices, Place, and Conduct.

1. Monthly Meetings. Notice of regular monthly meetings of Elected Bodies shall be given at one or more preceding meetings of the Elected Body.
2. Special Meetings. Notice of special meetings of Elected Bodies shall be given to the members of the Elected Body at least three (3) days in advance of the meeting. The notice shall include the purpose(s) for the meeting.
3. Giving Notice. Any notices of an Elected Body meeting (other than notice given pursuant to Section IX.E.1 above) shall be given in writing and shall be effective upon (i) personal delivery to the intended recipient or an adult residing at the intended recipient's home address, (ii) dispatch by U.S. mail properly addressed to the recipient at his/her home address and sufficient postage prepaid, or (iii) dispatch by electronic communication to the recipient's electronic communication address as long as the notice given by electronic communication is also given by written notice given pursuant to clause (ii) above sent no later than the same day as the electronic communication notice is dispatched.
 - a. For the purpose of giving meeting notice, "home address" means the last known primary residential address for the recipient shown at the time of dispatch on the Church's contract information records; "electronic communication address" means the email, facsimile number, or other address for the electronic communications shown at the time of dispatch on the Church's contact information records; and "electronic communication" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by the recipient through an automated process. Examples of electronic communication include, but are not limited to, facsimile communication and electronic mail.
4. Meeting Location. All meetings of Elected Bodies shall be held at the Church. The members of an Elected Body may decide to hold a particular meeting at another location by their unanimous agreement. Notice of such different location shall be provided to all members of the Elected Body.
5. Meeting Rules. Meetings of Elected Bodies shall be conducted in accordance with general rules of parliamentary procedure, or as the Elected Body otherwise decides.
6. Waiver of Notice. Notice required for any meeting of an Elected Body may be waived by written consent of its members or their attendance at said meeting.

F. Records. All Elected Bodies shall keep appropriate records. Minutes of all meetings shall be maintained in the Church office and be available to any Member for review.

G. Open Meetings. Meetings of Elected Bodies shall be open to the Congregation, except for those meetings or portions of meetings that address legal matters, administrative proceedings or litigation, or issues of such a sensitive or confidential nature that a majority of the Elected Body determines should be closed.

X. Delegates

Delegates are representatives of the Church at gatherings or meetings outside of the Church, including, without limitation, the Association, Conference, and Saint Paul Area Council of Churches. Delegates to

said bodies are nominated by the Leadership Committee and placed on the ballot to be elected to one (1) year terms at the Annual Meeting. The Council may appoint Delegates to said bodies or other gatherings or meetings if there are Delegate positions open or unfilled.

XI. Church Officers

Church Officers shall be Members of the Church elected at the Annual Meeting. They shall serve terms of one (1) year or until their successors are elected (subject to limits stated in this Article) and shall assume their duties after adjournment of the Annual Meeting. Appointment to fill a vacancy for a partial year shall not be counted toward a term limit.

A. **Moderator**. The Moderator shall:

1. Be the President of the Congregation and shall preside at all Annual and Special Meetings of the Members and Council Meetings.
2. The Moderator may not be re-elected to succeed himself/herself.

B. **Moderator-Elect**. The Moderator-Elect shall:

1. Assist the Moderator and, in the temporary absence or temporary disability of the Moderator, shall fill the role of said office during the absence or disability.
2. Succeed to the office of Moderator if the current Moderator is unable to fulfill his/her term. If succeeding to the office of Moderator, the Moderator-Elect may continue to serve as Moderator during the subsequent Fiscal Year if so elected by the Members at the Annual Meeting.
3. Succeed to the office of Moderator if so elected by the Members at the Annual Meeting.
4. Shall be an ex officio (with the right to vote) member of the Leadership Committee.
5. The Moderator-Elect may succeed himself/herself for a single term if so elected by the Members and if another person is elected by the Members to serve as Moderator.

C. **Clerk**. The Clerk shall be the Secretary of the Church and shall:

1. Maintain the official recorded Church Roll.
2. Record baptisms, marriages and funerals performed at the Church or involving Members and their children performed elsewhere.
3. Issue letters pertaining to Membership and release from Membership.
4. Give proper notice of Annual and Special Meetings of the Members. Such notices shall be retained in the Church's records.
5. Serve as recording secretary and keep minutes at Annual and Special Meetings of the Members and at Council meetings.
6. Publish minutes of Annual and Special Meetings of the Members in the Church's newsletter.
7. Maintain the corporate records of the Church, including, without limitation, the Articles and Bylaws as amended from time to time.
8. The Clerk may be re-elected to succeed himself/herself for a maximum of seven (7) consecutive years.

D. **Treasurer.** The Treasurer shall be the Chief Financial Officer of the Church and shall:

1. Receive and dispense the monies of the Church.
2. Properly allocate monies to and withdraw monies from appropriate Church accounts.
3. Fulfill directions for the investment of Church funds.
4. Be bonded at the expense of the Church, if required by the Council.
5. Timely prepare and file any government tax reports or forms, and pay any taxes required by law including, without limitation, withholding taxes and special assessments.
6. Approve and pay all Church financial obligations.
7. Serve as an ex officio non-voting member of the Trustees.
8. Maintain all financial files at the Church.
9. Perform other duties necessary to the office of Treasurer.
10. The Treasurer may be re-elected to succeed himself/herself for a maximum of seven (7) consecutive years.

E. **Other Provisions Affecting Officers.**

1. Subject to decisions made by the members of the Council, Officers may represent the Church, sign contracts on behalf of the Church, and otherwise act to implement decisions of and directions from the Members and Elected Bodies.
2. Officers shall prepare written reports for each Fiscal Year which shall be made part of the Annual Report and which shall be submitted no less than three (3) weeks (or such other time as the Council may require) before each Annual Meeting.

XII. Church Staff

A. **General Provisions.** Church Staff may not serve as an Officer or as a member of an Elected Body.

B. **Ministerial Staff**

1. **General.** The Minister, or Interim Minister serving in the Ministerial role, shall be the spiritual leader of the congregation and the general administrator of the Church in accordance with the policies established by the Church and its governing bodies.

- a) **Spiritual Leadership.** As spiritual leader the Minister or Interim Minister shall preach and teach, administer the Sacraments, visit the sick, visit those unable to take part in the Church's worship services and greater life, offer counsel to those in need, promote the spiritual welfare of the Church and those whom it serves, and conduct regular and special services of congregational worship.
- b) **Administrative Leadership.** As general administrator of the Church, the Minister shall provide direction, coordination and oversight for the service rendered by Church Staff and Volunteer Staff to and on behalf of the congregation and the ministries and activities of the Church. Without limiting the foregoing, the Minister may take timely disciplinary action involving Church Staff and Volunteer Staff in appropriate circumstances and shall promptly bring such circumstances to the Personnel Committee for further consideration and possible additional action.

c) Leadership of Ministry. The Minister or Interim Minister shall, in covenant collaboration with the Elected Bodies provide leadership for carrying out the Church's ministry. The Minister shall be an ex officio non-voting member of the Council and all Boards and Committees, and as such shall receive notice of and minutes from all meetings.

d) Freedom of Voice and Counsel. The Minister or Interim Minister shall have freedom of voice and counsel.

2. Minister.

a) Unless otherwise specified in the Minister's Call Covenant or Employment Agreement:

(1) Relationship. The Minister's relationship to the Church shall be contractual. The ultimate accountability of the Minister is to the Members.

(2) Installation Service. The Minister and the Church shall mutually request that a Service of Installation be called by the appropriate agency of the Conference acting as an Association (or its successor body), to bear witness to and affirm the covenant relationship between the Minister, the Church, and the Association (or its successor body).

(3) Resignation. The Minister may terminate his/her ministerial relationship with the Church by submitting a written letter of resignation to the Council at least sixty (60) days prior to the termination date.

(4) Termination. The Members shall have authority to terminate the Church's relationship with the Minister at will following a majority vote of the Members at a Special Meeting called for that purpose. Termination shall be effective upon written notification to the Minister.

(5) Termination for Good Cause. The terms and conditions of Paragraph (4) immediately above notwithstanding, the Council shall have the authority to terminate the Church's relationship with or otherwise discipline the Minister for good cause at a Special Meeting called for that purpose. Termination shall be effective upon written notification to the Minister. Upon such termination the Minister shall not receive any further compensation.

b) Ministerial Vacancy. When a ministerial vacancy occurs, the Council shall notify the Executive Staff (Conference Minister or Associate Conference Minister) of the Conference (or its successor body) of the vacancy. The Council shall secure the call of an Interim Minister, and/or provide for such other ministerial supply as may be needed until a settled Minister is called.

3. Interim Minister.

a) Unless otherwise specified in an Interim Minister's Call Covenant or Employment Agreement:

(1) Term of Service. An Interim Minister's term of service shall be as per the Call Covenant and/or Employment Agreement.

(2) Resignation. An Interim Minister may terminate his/her ministerial relationship with the Church by submitting a written letter of resignation to the Council at least sixty (60) days prior to the termination date.

(3) Termination. The Council shall have authority to terminate the Church's relationship with an Interim Minister at will. Termination shall be effective upon written notification to the Minister.

(4) Termination for Good Cause. The terms and conditions of Paragraph (3) immediately above notwithstanding, the Council shall have the authority to terminate the Church's relationship with or otherwise discipline an Interim Minister for good cause. Termination shall be effective upon written notification to an Interim Minister. Upon such termination an Interim Minister shall not receive any further compensation.

b) Special Considerations. An Interim Minister may not be a candidate for the settled ministry position he/she is filling.

4. Minister Search

a) Minister Search Committee. Following a period of discernment, the Council shall appoint a Minister Search Committee. The Minister Search Committee shall, with the assistance of the Executive Staff of the Conference, conduct a search for the candidate to recommend to the congregation as the Church's Minister. The Minister Position Description and terms of call shall be approved by the Council.

b) Special Meeting. After the Minister Search Committee has concluded its process of discernment and has reached agreement on a candidate to recommend to the Congregation as the Church's Minister, and after the terms of call have been mutually agreed to by the Church Council and the candidate, the Council shall call a Special Meeting of the Congregation. This Special Meeting shall be preceded by opportunity(ies) for the Congregation to meet the candidate and for a Ministerial Candidating Worship Service. An affirmative vote at the Special Meeting of two-thirds (2/3) of those Members present and voting by written ballot shall authorize the call of the candidate by the Council.

5. Other Ministers. Other Ministers (including, without limitation, Associate Minister, Minister for Children and Youth) may be called in accordance with procedures established by the Council, in consultation with the Conference, and subject to the Member authorization as described above (Sections XII.B.4.).

C. Other Staff. The Council, in consultation with the Minister and Boards and Standing Committees as appropriate, may employ other staff to carry out the program ministries and operations of the Church.

D. Seminary Student Interns. Seminary Student Interns may be employed by the Council in consultation with the Minister.

XIII. Auxiliary Organizations

A. Definition. Auxiliary Organizations of the Church are any organizations that, while separate from the Church, are recognized by, are associated with, and exist only in concert and connection with the Church. (For purposes of clarification, Women’s Fellowship of the Church is an Auxiliary Organization, and Boy Scout Troop 17 is not an Auxiliary Organization.)

B. Governance. The Bylaws apply to and govern all Auxiliary Organizations of the Church. Auxiliary Organizations may have their own bylaws and/or rules, and may collect and disburse their own funds in accordance therewith, so long as these do not conflict with the Articles or Bylaws.

XIV. Budgeting, Financial Programs, and Finances

A. Annual Budget. The Church shall establish an annual budget for the Church’s mission and operations in accordance with this Article.

1. Initiation of Budget Process. The Moderator or Treasurer shall direct the Council and each Board and Committee to present their proposed programs and financial requests, if any, for the following fiscal year(s) to the Treasurer by a specified date.

2. Preparation of Budget. The Council shall review the Council’s and each Board’s and Committee’s proposed program and budget request and shall prepare a recommended budget for the following Fiscal Year(s). The Council may appoint an ad hoc Budget Committee, comprised of members of the Council, to conduct said review and prepare a proposed budget for Council consideration and final approval.

3. Presentation and Approval of Budget. The Council shall present the recommended budget to the Congregation. This presentation may include one or more informational hearings, written communication to the Congregation, and/or other such means as the Council may determine appropriate. The Council shall then present the recommended budget, or a revised version thereof, to the Members for approval at the Annual Meeting or at a Special Meeting called for that purpose (See also Article VII.A.1. herein).

4. General Budget Provisions. The Church budget shall include both anticipated income and anticipated expenses for the Fiscal Year(s). For purposes of preparing the budget, the Board of Stewardship shall provide estimates of pledged giving and the Board of Trustees shall provide the Council with estimates of income from investments and other sources.

B. Other Financial Matters.

1. Annual Giving and Budget Monitoring. The Board of Stewardship shall conduct an annual request for pledges of financial support to the Church (Article VIII.C.7. herein). The Board of Trustees shall monitor the annual budget.

2. Departure from Annual Budget. The Board of Trustees may authorize expenditures that exceed the Church’s budget for a Fiscal Year up to \$10,000.00.

3. Diaconate Fund. The Diaconate, in consultation with the Minister, may maintain a special fund to be known as the Diaconate Fund. The purpose of the Diaconate Fund shall be to provide assistance to persons in need as determined by the Diaconate and Minister.

The Diaconate Fund shall be shown on the Church's financial statements but shall not be included in the Church's annual budget. Contributions to the Diaconate Fund may be requested from time to time by the Diaconate.

4. Fundraising for Special Purposes. Fundraising for special purposes may be undertaken under the authority of the appropriate Board or Committee in consultation with the Church Council.

XV. Standard of Care for Directors

Each member of the Council, being a Director of the Church, is to discharge his/her duties in good faith, in a manner the person reasonably believes to be in the best interests of the Church, and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.

XVI. Contracts and Transactions

A. Contracts and Transactions. A contract or other transaction between the Church and one or more of its Directors, or between the Church and an organization in or of which one or more of the Church's Directors serve as directors, officers, or legal representatives or have a material financial interest, is not void or voidable if:

- (1) The contract or transaction is, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction is fair and reasonable as to the Church at the time it was authorized, approved, or ratified; or
- (2) The material facts of the contract or transaction and the Director(s)'s interest(s) are fully disclosed or known to the Council, Board, or Committee, and the Council, Board, or Committee; authorizes, approves, or ratifies the contract or transaction in good faith by a majority vote. In such instances, the interested Director(s) shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section and without limitation, a Director has a material financial interest in an organization in which the Director, his/her spouse/life partner/spousal equivalent (i.e., a person in an unmarried but committed, long-term, co-habitation relationship with the Director), parent(s), child(ren), spouse(s) of child(ren), sibling(s), and spouse(s)/life partners/spousal equivalent of sibling(s) of the Director, or any combination of these, has such a material financial interest.

B. Procedural Safeguards. Members may not directly and/or personally benefit from any investment decision of the Church. The Trustees are free to utilize professional investment services from qualified individuals and/or companies. The Trustees shall take into account short-term (up to two (2) years) operating costs when evaluating investment proposals.

XVII. Indemnification

To the extent permitted by the Act, subject to the restrictions and requirements of this Article, and by the affirmative vote of a majority of the members of the Council present at a duly held meeting of the Council for which notice stating such purpose has been given, with due consideration the Church may

shall indemnify any Church former or present director, Elected Body member, Ad hoc Committee or Ministry Team member, officer, or employee (“Indemnified Person”) made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability on such person for an act, conduct or omission alleged to have been committed by such person in his or her capacity as director or officer of, or other relationship that makes him/her an Indemnified Person with, the Church (“Proceeding”) against judgments, amounts paid in settlement, fines, penalties, excise or other taxes assessed against the person with respect to an employee benefit plan, and reasonable disbursements and expenses, including reasonable attorney’s fees, actually and necessarily incurred as a result of such Proceeding or any appeal therein, if with respect of the acts, conduct or omissions of the Indemnified Person complained of in the Proceedings, such person:

- is either successful in his/her defense or if the Proceeding is terminated by settlement,
- in Proceedings that are criminal actions or proceedings, had no reasonable cause or basis to believe his/her conduct was unlawful,
- acted in good faith in the reasonable belief that such action was in the best interests of the Corporation,
- reasonably believed his/her conduct was in the best interests of the Corporation, except that, in the case of any liability asserted against or incurred by the person in or arising from his/her capacity, while an director, Elected Body member, Ad hoc Committee or Ministry Team member, officer, or employee, the person must only have reasonably believed that the conduct was not opposed to the best interests of the Corporation. If the person's acts or omissions complained of in the action or proceeding relate to conduct as a director, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.
- Has not been indemnified by another organization, employee benefit plan, or other third party for the same, and
- Received no improper personal benefit from or in the course of the act, conduct or omission.

The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth in this Article. The Board of Directors shall have the sole discretion to determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and whether, with respect to any Proceeding that is criminal in nature, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, and administrators of such persons and shall apply whether or not the claim against such person arises out of matters incurring before the adoption of this provision of these Bylaws.

XVIII. Amendment of Bylaws

The Bylaws may be amended or altered by a two-thirds (2/3) vote of the Members present at a Meeting of the Members, provided proper notice of such meeting is given as described in the Bylaws, and which notice includes the proposal(s) for amendment of the Bylaws. Notice of any proposed amendment(s) shall be submitted to the Members by the Clerk as part of the notice of said Meeting no less than fourteen (14) nor more than forty-five (45) days before the Meeting, excluding the day of the Meeting. (See Article VII.D.B. herein.)

XIX. Other Provisions

A. Fiscal Year. The Fiscal Year of the Church shall begin on January 1 and end on December 31 of the same calendar year.

B. Program Year. The Program Year of the Church shall begin on September 1 and end on August 31 of the following calendar year or such other time period as the Council may establish. The Church's Program Year may be altered without requiring amendment of the Bylaws. The Church's Program Year is independent of the liturgical cycle of the United Church of Christ.

C. Corporate Dissolution. The Church shall use its funds only to accomplish its objectives, mission, and purposes specified in the Articles and the Bylaws, and no part of said funds shall inure, or be distributed, to Members of the Church. Upon dissolution of the Church, any funds remaining shall be distributed exclusively for exempt purposes described in Section 501(c)(3) of the Internal Revenue Code as now enacted or hereafter amended, to one or more regularly organized and qualified non-profit religious, educational, scientific, or philanthropic organizations to be selected by the Council.

D. Access to Documents. Subject to the following restrictions, a Member may examine, in person or by his/her legal representative, the Church's Articles, Bylaws, accounting records, Church Rolls, and minutes of meetings of the Members and Elected Bodies for the preceding six (6) years. Such examination shall be only for a proper purpose reasonably related to the person's interest as a member of the Church Council or as a Member. The Church, acting through the Council or any Officer, may decline to allow such examination based on confidentiality restrictions and legal privileges and may impose reasonable restrictions on the disclosure, copying, and/or use of the information. Reasonable advance notice of such examination shall be given, and such examination shall occur during the normal hours during which the Church office is open unless otherwise agreed by said persons.

XX. Adoption

These Amended and Restated Bylaws of St. Anthony Park United Church of Christ, having been duly approved by the requisite vote of the Church's Members, are effective on October 1, 2007.

Saint Anthony Park United Church of Christ

By: _____, Moderator (President)

By: _____, Clerk (Secretary)

By: _____, Treasurer

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Appendix A

United Church of Christ Statement of Faith, revised 1981

(In the form of a Doxology)

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being, create persons in your own image, and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.

You call us into your church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.

You promise to all who trust you forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.

*Blessing and honor, glory and power be unto you.
Amen.*