

# **Bylaws of Peace UCC**

**Approved January 31, 2016**

## **Preamble**

1. The purpose of this corporation shall be to establish and maintain a congregation seeking the basics of life in the Christian tradition: with a commitment to corporate worship, prayer, the Sacraments, Christian education, democratic structure and a sense of caring community; endeavoring to find ways to live out the Gospel and ethic of Jesus Christ in daily lives; and working for peace, justice, freedom and human dignity as God's servant to the wider world.
2. To these ends, the congregation shall: provide a sanctuary and related facilities, organize itself in administrative and program committees, ministry teams, task forces, interest, devotional and educational groups; support a mission program; secure pastoral and other necessary staff; own, manage, dispose of property; and raise funds and make appropriations for carrying out its goals.
3. This church acknowledges as its sole Head, Jesus Christ, Son of God and Savior. It acknowledges as kindred in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims the Faith of the historic church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God.
4. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, this church recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.
5. This church affirms the United Church of Christ Statement of Faith as one expression of our deepest needs and highest hopes as members of the Christian community.

## **ARTICLE I Name**

The name of this church shall be Peace United Church of Christ, which is located in Duluth, State of Minnesota.

## **ARTICLE II Policy**

1. This church shall be a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ which is expressed in those portions of the Constitution and by-laws of the United Church of Christ relating to local churches.
2. The government of this church is vested in its members, who exercise the right of control in all its affairs, subject, however, to applicable laws of the State of Minnesota.
3. This corporation, which shall have perpetual existence, shall not have capital stock and shall not afford pecuniary gains, incidentally or otherwise, to its members except as reasonable compensation for services. There shall be no personal liability of members for corporation obligations.
4. Except as provided by Minnesota Statutes Section 317A.257, Subd. 2 persons who serve the corporation as unpaid directors, officers, trustees, members or agents shall not be civilly liable for any acts or omissions, if the acts or omissions were made in good faith, within the scope of their responsibilities as a director, officer, trustee, member or agent of the corporation, and do not constitute willful or reckless misconduct.

### **ARTICLE III Membership**

1. Membership in Peace Church shall be open to all persons who have been baptized and have received the rite of confirmation, or who make a public affirmation of faith in God as Creator, in Christ as Lord and Savior, and in the Holy Spirit as Sustainer.
2. Members shall pledge themselves to participate in the life and mission of Peace Church: sharing regularly in worship and the Lord's Supper; enlisting in the work of the congregation and contributing financially to support the church's ministry.
3. Any member may, upon request, be granted a letter of transfer or be removed from membership.
4. A member whose address has long been unknown or who for a period of two years has not attended the church's worship or shared in the Church's work and support, may be dropped from the membership roll by vote of the Coordinating Council.
5. If a member flagrantly disrupts the purpose of the congregation as stated in the Preamble, the Coordinating Council, after a hearing has been offered and faithful attempts at reconciliation made, may terminate his/her membership.
6. Members are eligible to hold office except those of a minor age who cannot hold an office requiring a legal signature.
7. Voting members include any member who is age 18 and above. Members who are age 17 and below, baptized, and confirmed may vote only on issues that are not legal or monetary in nature.

### **ARTICLE IV Meetings of Members**

1. *Annual Meetings:* A Congregational Meeting of the members shall be held at least annually after reasonable notice has been given by the Coordinating Council, for the purpose of electing officers, approving budget, receiving financial and program reports, and transacting other business as necessary.

A special church meeting may be called by the Coordinating Council or by a petition signed by ten percent of the membership as published in the current United Church of Christ Year Book.

2. *Notice:* Proper notice of the annual or any special meetings shall be provided by the Coordinating Council to members at least 7 days in advance. Notice in the regularly distributed church newsletter is sufficient written notice if it meets the prescribed time-frame.
3. *Voting and Quorums:* The vote of a majority of members present at the meeting shall be the action of the church. A quorum shall consist of ten per cent of the membership as published in the current United Church of Christ Year Book.

### **ARTICLE V Coordinating Council**

1. *Size and Membership:* The board of directors of this corporation shall be known as the "Coordinating Council" which shall consist of thirteen (13) members, elected by the congregation. These thirteen (13) Coordinating Council members shall consist of: Moderator, Vice-Moderator, Past Moderator, Secretary, Treasurer, the four (4) Chairs, and four (4) members elected at large. Seven (7) of its members shall constitute a quorum.

An Executive Council shall be comprised of the Moderator, Vice Moderator, Secretary, Treasurer, and Past Moderator.

2. *Meetings:* The Coordinating Council shall meet at least ten times per year. Special meetings are subject to the Moderator's call.

Council meetings are open to the members of the Congregation, except that meetings or portions of meetings which pertain to personnel issues are closed. When necessary, the Coordinating Council members may participate in meetings and vote by telephone or email.

In cases of emergent decision, the Moderator may call Executive Council meetings that are closed with limited attendance. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Council shall have all the powers and authority of the Coordinating Council in the intervals between meetings of the Council, and is subject to the direction and control of the full Coordinating Council. All members of the Executive Council must be present and/or participating in the meeting in order to act on behalf of the church and its membership. Emergent meetings and decisions of the Executive Council may take place by telephone or email.

3. *Nominations, Elections and Terms of Office:* The Nominating Committee shall submit to the congregation one candidate for each vacant position on the Coordinating Council for election at a Congregational Meeting. Notice of such nominations shall be given to the Congregation at least one week prior to the election. Nominations may be made from the floor of the Congregational Meeting with consent of the person to be nominated.

Positions for which there are more than one nomination shall be decided by written ballot.

Persons who agree to serve as Moderator must commit to a three year term: one year as Vice Moderator, one year as Moderator and one year as Past Moderator.

The Treasurer may serve for up to four consecutive two year terms in that position.

Terms for all other elected positions shall not exceed two (2) years, with no person eligible for election for more than two consecutive terms in the same office. Vacancies which occur in the midst of the term will be filled by appointment by the Coordinating Council. The appointed person will complete the term of the person replaced and will be eligible for election for up to two consecutive terms in that office.

4. *Duties:* The Coordinating Council shall be responsible for overall planning, budgeting, evaluating and coordinating programs, and allocating of undesignated funds. It shall serve as the Business Committee and Committee of Reference for the congregation and, as such, shall prepare the agenda for congregational meetings. It shall see that short and long range financial planning is carried out, including monitoring, auditing and managing all church records. It shall be responsible for staff relations including all personnel policies and activities.

The Coordinating Council may authorize any ordinary or extraordinary expense if funds are available, but if borrowing exceeds \$5,000, it must receive the approval of the congregation. Pledging of church property as collateral also requires congregational approval. Documents to borrow money or pledge church property as collateral must be signed by two of the following four people: Moderator of the Coordinating Council, Vice Moderator of the Coordinating Council, Secretary or Treasurer.

In addition to the stated committees, the Coordinating Council shall appoint such other committees or task forces as it may deem necessary.

The Coordinating Council shall appoint persons to represent the congregation at State Conference and Association Meetings, as well as representatives to other appropriate meetings, coalitions, or boards of the wider church and community.

## **ARTICLE VI Representative Chairs**

1. There shall be four (4) Chairs elected by the congregation. These Chairs shall be identified as: Chair of Christian Spiritual Life, Chair of Christian Education, Chair of Acting for Justice and Chair of Christian Stewardship. These Chairs shall represent permanent committees, and such other ministry teams appointed by them or the Council, and be accountable to them as necessary.
2. The Chair of Christian Spiritual Life shall be elected by the congregation. The Chair shall represent committees, each consisting of at least three (3) people from the Congregation, which shall have the purpose of addressing worship concerns and the arts, planning for and supporting the growth and conservation of membership, and providing for food and fellowship at various congregational activities.

The purpose of the Spiritual Life Representative Chair is to work with committees and ministry teams to build, strengthen, sustain and celebrate our church community. The Spiritual Life Chair shall periodically set, review and revise goals as necessary to achieve these purposes.

The Spiritual Life Chair shall not also chair any of the permanent committees.

3. The Chair of Christian Stewardship shall be elected by the congregation. The Chair shall represent committees which shall address concerns of property and stewardship, and shall represent a variety of ministry teams working toward goals associated with this church mission. Each committee shall consist of at least three (3) people from the Congregation.

The purpose of the Christian Stewardship Chair is to work with committees that will develop, manage and sustain our human, physical and financial resources.

The Stewardship Chair shall not also chair any of the permanent committees.

4. The Christian Education Chair shall be elected by the congregation. The Chair shall represent committees, which plan, coordinate, implement, and evaluate Christian education activities to meet the goal of providing ongoing Christian education opportunities for persons of all ages, and have responsibility for the church library, historical documents, health or related activities. Each committee shall consist of at least three (3) people from the Congregation.

The Christian Education Chair shall not also chair any of the permanent committees.

5. The Acting for Justice Chair shall be elected by the Congregation. The Chair shall represent committees and related ministry teams with the purpose of utilizing the resources of Peace Church to serve and meet human needs, to achieve the goal of advocating peace and justice within Peace Church and the larger community, and to fulfill our church mission responsibilities. Each committee shall consist of at least three (3) people from the Congregation.

The Acting for Justice Chair shall not also chair any of the standing committees.

6. Each of these Chairs have responsibility for an aspect of the programs of the church. Each Chair shall submit to the Coordinating Council, at their regular meetings, a report on the committees and ministry teams for which they are responsible.
7. Each of the representative Chairs shall be responsible to submit to the Coordinating Council annually a budget proposal for the committees and ministry teams for which they are responsible.

Each Chair will also monitor the expenditures for its programs to assure they remain within the budget as adopted by the congregation at the congregational meetings or as modified subsequently by the Coordinating Council or congregation.

#### **ARTICLE VII Standing Committees**

1. There shall be three (3) standing committees that shall be created by appointment. They are the Finance Committee, the Human Resources Committee, and the Nominating Committee. Appointments to these committees shall be by the Coordinating Council for two (2) year terms.
2. Human Resources Committee: The committee shall consist of the Coordinating Council Moderator or Vice-Moderator and at least four (4) members appointed by the Coordinating Council. The Human Resources Committee will work with the Minister and staff to evaluate staff goals, responsibilities and performance. The Human Resources Committee will also report to the Coordinating Council its recommendations regarding salary, benefits and policies, and will perform such other duties as are assigned.
3. Finance Committee: The Finance Committee shall consist of the Coordinating Council Moderator or Vice-Moderator, Treasurer, and at least two (2) additional members appointed by the Coordinating Council. The Finance Committee shall plan, monitor and evaluate the financial affairs and financial well-being of the congregation, and will perform such other duties as are assigned.
4. The purpose of the Nominating Committee is to build, strengthen and sustain the members of Peace Church in terms of volunteer recruitment and coordination, nominations and leadership development. The Nominating Committee consists of Moderator, Pastor, and three other Council members
5. The Council shall have the authority to establish by appointment other committees and ministry teams for whatever purposes and for whatever duration it chooses, maintaining accountability to Peace Church mission and goals, and the intent of the structure.

#### **ARTICLE VIII Senior or Lead Pastors**

1. In event of a vacancy for a Senior or Lead Pastor, the Coordinating Council shall determine the size of and appoint a Search Committee. This committee shall work with and consider only pastors who make application through the Conference Office.
2. A two-thirds vote of voting members present at a duly constituted congregational meeting shall be required to call or terminate a Senior or Lead Pastor. Rules of quorum apply.
3. When a Senior or Lead Pastor seeks to terminate the call, the Coordinating Council may accept the resignation of the pastor without the congregation voting to dissolve the relationship. After acceptance by the Coordinating Council, the Senior or Lead Pastor is to let the congregation know by letter of resignation.
4. Senior or Lead Pastors shall be called for an indefinite period, but the terms of call shall be evaluated annually.
5. Calling, hiring and termination decisions regarding other ministerial positions are subject to the decision-making authority of the Human Resources Committee and Coordinating Council.

#### **ARTICLE IX Property**

1. The Church may in its corporate name, sue or be sued, acquire by purchase, gift, devise, bequest or otherwise and own, hold, invest, reinvest or dispose of property, both real and personal for such work as the church may undertake and may purchase, own, receiver hold, manage, care for and transfer, rent, lease, mortgage, or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the church; it may receive and hold in trust both real

and personal property and invest and reinvest the same and make any contracts for promoting the objects and purposes of the church.

2. Upon dissolution of the Church, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Minnesota Conference of the United Church of Christ.

#### **ARTICLE X Rules of Order**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

#### **ARTICLE XI Amendments**

1. An amendment of these Bylaws may be proposed by resolution of the Coordinating Council setting forth the proposed amendment and directing that it be submitted for adoption at a congregational meeting. Notice of any such meeting and text of amendments shall be made available not less than two weeks before the meeting to each voting member of the congregation.
2. No amendment shall be adopted unless approved by the vote of not less than two-thirds of the voting members present at a duly constituted congregational meeting. Rules of quorum apply.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the congregation by a two-thirds majority of those present to vote on January 31, 2016.