

BY-LAWS
OF
FOX RIVER COMMUNITY CONGREGATIONAL CHURCH

As Amended May 4, 2003

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ARTICLE I - MEMBERSHIP

A. Membership Categories

Membership in this Church shall consist of two categories: Active and Inactive.

1. Active Members

An Active Member is a person who has become a Member in accordance with Article IV. of the Constitution and has not been designated as an Inactive Member.

2. Inactive Members

An Inactive Member is a former Active Member who, in spite of kindly reminders to his or her last known address, has not for a two-year period participated in the services of worship or the organized work of this Church, or contributed to its support or otherwise shown an interest in this Church; and who has been designated an Inactive Member by the Administrative Team in accordance with these criteria. An Inactive Member may be restored to the roll of Active Members by that person's request to the Administrative Team indicating compliance with one or more of these criteria.

B. Removal from Membership

Membership in this Church shall cease upon voluntary transfer or termination, at death, after three consecutive years as an Inactive Member or upon the affirmative vote of eighty percent (80%) of the Members present at a Church Meeting to which a recommendation of the Administrative Team for such termination has been presented.

C. Maintenance of the Membership Rolls

The Administrative Team shall be responsible for overseeing the maintenance of rolls of Active and Inactive Members. Such rolls shall be revised and published at least annually.

ARTICLE II - MEMBERS' POWERS AND AUTHORITY

The Active Members of the Congregation shall have sole authority to determine matters of policy in all areas of Church activity, to approve the annual budget, to search, call and terminate senior and associate ministers and other members of the compensated staff, to amend the Constitution or By-Laws, and to vote at Meetings of the Congregation with respect to all matters reserved to the Congregation by the Constitution.

ARTICLE III - MEETINGS OF THE CONGREGATION**A. Regular Meetings**

The Congregation shall meet at least quarterly of which one meeting shall be the Annual/Election Meeting as set forth in Section B. immediately below. Unless the Congregation otherwise determines, with the exception of the Annual Election Meeting, the Quarterly Meetings shall be held on dates determined by the Administrative Team. The Congregation may authorize Regular Meetings in addition to the Quarterly Meetings and may eliminate such additional meetings previously authorized by majority vote of the Active Members present and voting. Among matters to be considered at the Regular Meetings are periodic informational reports on Church activities and consideration of recommendations by Officers, Teams, Committees and/or Ministers or other members of the staff with respect to matters of Church policy, programs or activities. At the first Regular Meeting of the calendar year, the Active Members shall act upon a budget for that calendar year. Any Active Member of the Congregation is entitled to bring up for consideration any matter of interest or concern.

B. Annual/Election Meeting

The Congregation shall hold an Annual/Election Meeting to be held in June each year. The Meeting shall be held on the first Sunday in June unless another June date is adopted by the Congregation. At such Meeting, the Active Members shall elect Officers and members of the Teams, and take such other action as the Congregation deems appropriate. In addition, as one of the Regular Quarterly Meetings, other business appropriate to Regular Meetings, as set forth in Section A. above is appropriate for the Annual/Election Meeting.

C. Special Meetings

Upon the call by a written petition to the Church signed by at least 10% of the Active Members of the Church or by 15 Active Members, whichever is more, the Congregation shall have a Special Meeting for any purpose relevant to the Church. Consistent with the requirements for notice in accordance with Section D. below, the date requested for the meeting by the Petitioners shall be honored so long as facilities are available and unreasonable conflicts can be avoided. Otherwise, the Lay Leader in consultation with the Petitioners shall establish an alternative date.

D. Notice

Notice of a Meeting of the Congregation shall be made in a timely and periodic manner both in written communications and from the pulpit and in a manner to reasonably inform all Active Members of the Congregation as to the time and nature of the meeting. The first notice shall be no later than two weeks prior to the Meeting. Notice of a Meeting which will act upon proposed changes in either the Constitution and/or the By-Laws shall state the proposed amendments.

E. Quorum

The presence of at least thirty percent (30%) of the Active Members shall constitute a quorum for the transaction of business requiring a vote of the Congregation. Unless specifically stated otherwise in the Constitution or the By-Laws, on matters requiring a vote, a vote of at least eighty percent (80%) of the Active Members present is required for passage.

F. Meeting Procedures

1. Call to Order

A Meeting of the Congregation shall be called to order by the Lay Leader or, in the Lay Leader's absence, the Assistant Lay Leader acting as Lay Leader pro-tem. If neither is present, any Active Member of the Church may call the Meeting to order for the election of a Lay Leader pro-tem by majority vote of the Active Members present and voting.

2. Order of Business

All Meetings of the Congregation will begin with an invocation and a recitation by the Congregation as a whole of the Mission and Covenant of the Church and will end with a benediction. For Regular Meetings the balance of the agenda will be arranged by the Lay Leader or person moderating the meeting in the place of the Lay Leader. It will include, but need not be limited to, the election of Officers and membership of the Teams at the Annual/Election Meeting and consideration of the budget at the first Regular Meeting in the calendar year. For Special Meetings the balance of the agenda will include a reading of the call for and action on the business of the Special Meeting.

3. Right to Be Heard

In the conduct of any Meeting of the Congregation, each and every Active Member of the Congregation shall be afforded full opportunity to express his or her views, interests and concerns as well as propose actions for consideration by the Congregation. Meetings are a gathering of our Church family – a voluntary community of believers - not a business or a government body to be governed by Robert's Rules of Order unless invoked in specific situations by vote of the Congregation.

4. Proxy

Voting by proxy is not allowed except as authorized in specific circumstances by the Congregation.

ARTICLE IV – GOVERNANCE

A. Basic Principles of Governance

1. Determination of Church Policy

a. Under the Headship of Christ and consistent with the Church Mission and Covenant, determination of Church policies is reserved exclusively to the Congregation. In reviewing Church policies, programs and activities, the Congregation, as well as those persons or bodies developing such policies, programs and activities, shall conduct its evaluation with the primary standard being whether they significantly contribute to the achievement of Church Mission and/or Covenant.

b. With respect to policy matters, the responsibilities and authority of the Officers, Teams and Committees are limited, within their respective realms of responsibilities,

- (1) to developing recommendations, proposals and/or otherwise advising the Congregation (or with respect to Committees advising the body that created them),
- (2) implementation of the policy decisions made by the Congregation, and
- (3) overseeing administrative matters.

2. Indirect Action Prohibited

No Church Officer, Team or Committee and/or individual Member shall attempt to do indirectly what they are not authorized to do directly.

3. Open Meetings

All Team and Committee meetings shall be open to all Active Members of the Congregation. Reasonable opportunity shall be given to non Team or Committee members to express their interests, concerns and suggestions and to non Members as well whenever feasible and appropriate. Reasonable notice to the Congregation shall be given for all such meetings. Closed meetings to Active Members are not permitted.

4. Periodic Reporting and Policy Recommendations

Teams shall report periodically and at least twice each year at Meetings of the Congregation on their programs, activities, work accomplished and work yet to be done. When appropriate, they shall develop recommendations for new policies and changes in existing policy for consideration and action by the Congregation. Furthermore, they shall oversee and implement actions of the Congregation which fall within their respective realms of responsibility. Members of Teams and/or Committees holding views other than those presented to the Congregation shall be afforded an opportunity to present their views as well if they choose to do so.

5. Records

Teams and Committees shall keep minutes in writing of their deliberations and determinations as well as the background information upon which their deliberations and determinations are based. Such information shall be open in a reasonable manner and timeframe to any Active Member.

B. Teams

There shall be seven (7) Teams: - Worship Team, Fellowship Team, Discipleship Team, Service Team, Evangelism Team, Accountability Team and Administrative Team.

1. Responsibilities of Teams

In addition to the responsibilities set forth in Article IV. Section A. above, the responsibilities of each Team are set forth below.

a. *Worship Team*

The Worship Team is responsible for all matters relating to the mission purpose of *worship* including consulting with and providing support to the minister(s) with respect to worship services; arranging for pulpit supplies, ushers and greeters for worship services; assisting in the sacraments and liturgy; overseeing special worship events; and providing music and music resources for the church. One or more types of worship services might be called for in order to meet the needs of various groups of people at different levels of spiritual maturity and commitment.

b. *Fellowship Team*

The Fellowship Team is responsible for matters relating to the mission purpose of *fellowship*. It is responsible for the development and

implementation of church-wide social programs to foster participation in the building our Church family through the development of warm, knowing and caring personal relationships. The responsibility of this Team is not intended to limit the authority and ability of other Teams to foster fellowship in the context of their particular responsibilities. Other Teams may call upon the Fellowship Team for assistance when deemed appropriate.

c. *Discipleship Team*

The Discipleship Team is responsible for matters relating to the mission purpose of *discipleship*, i. e., the on-going process to better enable members grow in their faith, spiritual maturity (Christ-like life), and levels of commitment through teaching, encouragement and prayer. These responsibilities include better enabling members to grow in the knowledge and expression of their faith, to understand and practice spiritual disciplines, and to understand and practice stewardship of one's time, talent and treasure.

In carrying out its responsibilities, the Team shall formulate, implement and oversee (1) Christian education programs for the Church at all levels including children, youth, high school and adult programs, (2) the conduct of Bible studies, and (3) the organization of small groups where appropriate. The Team shall have the authority to solicit and appoint teachers and to recommend the dismissal of a teacher to the Administrative Team which will make the final determination after affording the teacher an opportunity to be heard.

The duties of this Team also include promoting general and systematic giving of time, talent, and possessions. It shall be responsible for raising funds to maintain the annual operating budget, including organizing and soliciting annual pledge support. It shall encourage the development of bequests, trust funds, and memorials.

e. *Service Team*

The Service Team is responsible for matters relating to the mission purpose of *service*.

(1) **Equipping Members** - The Service Team is responsible for better enabling members of the Church to develop into enthusiastic and committed lay ministers by (a) helping them discover their gifts and interests, (b) guiding them into an existing or a new ministry, (c) encouraging their commitment to serve (including serving as an Officer or on one or more of the Teams) and (d) training, supervising and assisting them as lay ministers. The objective is to assist every member in finding a

meaningful place of service that best expresses his or her abilities and best serves accomplishing the mission of the Church.

(2) Congregational Care - The Service Team is responsible for developing, implementing and overseeing programs for the care of members of the congregation including support for their emotional, spiritual, physical and nurture needs; weddings and funerals; pastoral care and hospital visitation.

(3) Service Ministries - The Service Team is responsible for developing, encouraging, implementing and overseeing expanding Christian service programs (which do not fall within the responsibility of another Team) for people outside of our Church family. This includes the benevolent programs of the Church.

Funds collected or allocated for benevolent purposes shall be disbursed only upon the authority of this Team in accordance with the standards and policies adopted by the Congregation. A list of current benevolent projects and their respective funding shall be published to the membership periodically and at least annually.

e. *Evangelism Team*

The Evangelism Team is responsible for matters relating to the mission purpose of *evangelism*.

(1) Outreach - develop, implement and oversee efforts to reach out to people to (a) to share Christ with them, (b) bring them to Christ and (c) bring them to church membership. This includes orientation programs for prospective new members which may include exploration of faith issues, the Congregational Way and participation in fellowship groups. If and when appropriate, the Team shall consult with and recommend to the Worship Team as to the appropriateness of special worship services including possibly those aimed at the unchurched seekers.

(2) Equip - develop, implement and oversee programs to encourage, train and equip members of the congregation to engage both in personal and in church organized evangelism efforts.

(3) Assimilate - develop, implement and oversee orientation and assimilation programs for new members; recommend to other Teams, when appropriate, as to programs and activities to assimilate new and retain current members.

f. *Accountability Team*

(1) Evaluation - The Accountability Team is responsible for developing, implementing, assisting, overseeing and/or conducting evaluation processes based upon whether that which is being evaluated significantly contributes to the achievement of the mission purposes of this Church and to make recommendations to the other Teams and/or the Congregation when appropriate.

(2) Monitoring and Coordination - The Accountability Team is responsible for monitoring and facilitating coordination of church planning, policies, programs and activities and to make recommendations to the other Teams and/or the Congregation when appropriate.

In furtherance of these evaluation and coordination responsibilities, upon request of the Accountability Team Leader, other Team(s) shall submit to the Accountability Team information as to their goals, programs, and activities for the ensuing year(s) and/or the results achieved in past year(s). Such submission is for informational (not approval) purposes, approval being the function of the Congregation as a whole.

g. *Administrative Team*

The responsibilities of the Administrative Team are set forth below.

(1) Budget - In consultation with the other Teams, formulate and present a recommended proposed annual church budget, based upon the mission purposes of this Church, for approval by the Congregation at the first Regular Meeting in the calendar year. To enable this activity, at a date determined by the Administrative Team, each Team shall submit to the Administrative Team its proposed itemized budget, based upon the mission purposes of this Church, of proposed expenditures and revenues, if any, for the next one or two (2) years as the Administrative Team so determines.

(2) Oversight of Personnel - Exercise general oversight responsibilities as to personnel, whether volunteer or paid, including recommendations as to compensation (including benefits) and performance evaluation in accordance with standards adopted by the Congregation. The Administrative Team shall make recommendations to the Congregation on all matters of administrative personnel procedure, policy and compensation (including benefits). It shall maintain supportive relationships with the ministers and other staff members and, with the advice of the Accountability Team, assist them to evaluate the fulfillment of their calling. At the discretion of the Congregation, the

Administrative Team oversight of personnel matters is subject to review, ratification and/or change by the Congregation.

(3) Communications - Formulate and present recommended programs of communications both internally within and externally outside of the Church for consideration and approval by the Congregation, and implement and administer that which is approved. Communication programs recommended by other Teams within their respective spheres of responsibility shall be communicated to the Administrative Team for purpose of overall coordination of church communications.

(4) Membership - Discharge the administrative responsibilities pertaining to membership in this Church as set forth in Article I. above.

(5) Financial

In accordance with either policies or specific actions approved by the Congregation, the Administrative Team shall exercise powers and duties with respect to Church financial assets. In doing so, it is authorized to engage in the following activities.

(a) Financial Affairs - The Administrative Team shall manage and safeguard the funds of the Church, designate depositories and authorize routines for approval of the Treasurer. It shall establish policies and procedures for the purchase of all goods and services. It shall be responsible for cash management of all Church funds and for approving all expenditures by the Church.

(b) Financial Records and Reporting - The Administrative Team shall maintain monthly financial schedules in accordance with accepted accounting policies showing funds received, expenditures made, activity relevant to budget, cash on hand and investments, and any other information relevant to managing the financial affairs of the Church in a prudent and fiscally responsible manner. The Administrative Team shall at least quarterly report to the Congregation the financial affairs of the Church including the relationship of such financial results to the budget.

(c) Investments - In accordance with standards adopted by the Congregation, the Administrative Team shall administer the investment activities of the Church including investing reserve funds and, where applicable, funds of separate foundations or trusts for specific purposes established in accordance with

paragraph (g) below. The funds and property of the Church, unless specifically otherwise provided by deed, gift, bequest, device, grant or contribution, may be invested in real estate, both improved and unimproved, intangible or intangible personal property and/or in securities of one or more types as may be authorized by the Administrative Team in accordance with policies or specific actions approved by the Congregation. Church investments shall be published to the Congregation at least quarterly.

(d) Audit - In accordance with Article IV.C.2.c. below, provide advice to the Congregation as to membership of the Audit Committee, review the findings and recommendations of the Audit Committee and provide to the Congregation the Team's own findings and recommendations as to the audit report.

(e) Borrowing - When required in the interest of the Church, the Administrative Team may recommend to the Congregation that the Church borrow funds, the purpose of the borrowing, the amount of funds to be borrowed and the manner of such borrowing. The Team has no authority to borrow funds for any purpose without specific approval by the Congregation. If the recommendation is approved by the Congregation, the Team shall authorize the proper officers of the Church to make, execute and deliver in the name and on behalf of the Church such notes, bonds and other evidence of indebtedness as the Congregation authorizes and the Team shall have power to mortgage or pledge the property of the Church, or any part thereof, as security for such indebtedness as the Congregation authorizes.

(f) Financial Plan - The Administrative Team shall formulate and present a recommended long range financial plan for approval by the Congregation and implement that which is approved.

(g) Gifts - The Administrative Team shall review memorials and special gifts, including planned giving, and shall administer and invest all funds received therefrom as well as naming trustees when appropriate. Before becoming the property of the Church, each gift, bequest, device, grant or contribution must be accepted by the Team. It shall discuss, consider, and determine with donors whereby Church projects are proposed, the availability of projects, and the appropriateness of the use of these gifts for the Church. It may also establish and administer a memorial fund. All activity conducted pursuant to this section shall be done in consultation with other Teams whose areas of responsibilities would be directly affected by such gifts and in

accordance with policies or specific actions approved by the Congregation.

(6) **Physical Property Assets** - In accordance with either policies or specified actions approved by the Congregation, the Administrative Team shall exercise powers and duties with respect to Church physical property assets. In doing so, it is authorized to engage in the following activities.

(a) **Facilities Management** - The Administrative Team shall be responsible for management of rental facilities and maintaining and managing the physical property and facilities of the Church. All such property shall be kept, used and disposed of for the benefit of the Church.

(b) **Real Property** - When appropriate the Administrative Team shall recommend to the Congregation for approval the purchase, sale, or mortgage of real property. The Team shall have no power to buy, sell, or mortgage real estate without specific authority being granted by the Congregation.

(7) **Emergency Action** - The Administrative Team is authorized take emergency action with respect to urgent matters which need to be dealt with before a Meeting of the Congregation can be held.

2. Members of Accountability and Administrative Teams

a. *Accountability Team* - The Accountability Team shall consist of the following members:

One representative from each of the other six (6) Teams. Such representatives shall be the Leaders of such Teams or, in the Leaders' absence, the Assistant Leaders or other Team members selected by their respective Teams.

Up to seven (7) at-large members as determined in accordance with Section 3. below.

b. *Administrative Team* - The Administrative Team shall consist of the following members:

The Lay Leader and Assistant Lay Leader elected in accordance with Article V.A.1. below.

Up to eleven (11) at-large members as determined in accordance with Section 3. below.

3. Members of Teams in General

a. *Election* - At the Annual/Election Meeting, the Congregation will elect members of the Teams, including the at-large members of the Accountability and Administrative Teams, from the candidates established in accordance with Section b. below.

b. *Election Coordinator and Candidates* - On a timely basis after the Annual/Election Meeting, the Lay Leader shall appoint an Election Coordinator who shall serve until the completion of the following Annual/Election Meeting. The Election Coordinator shall compile and present a list of candidates for the various elected Officer and Team membership positions to the Congregation for election at the forthcoming Annual Election Meeting. The list shall consist of the names of all those Members who volunteer to serve by submitting their names as candidates to the Election Coordinator. This list becomes the list of candidates. The list shall remain open until the actual commencement of the election at the Annual/Election Meeting. No person may be put on the candidate list without his or her consent. An individual may remove his or her name from the candidate list at anytime up to the commencement of the election.

c. *Individual's Limit on Number of Teams* - Any Active Member of the Congregation may volunteer to serve on no more than two Teams of his or her choice. However, a Member may serve on more than two Teams if either (1) the additional membership is due to being a member of the Accountability Team as a representative of another Team or (2) the additional Team would otherwise fail to reach its minimum number of members.

d. *No Recommended Slate of Candidates* - If the number of volunteers exceeds the maximum membership for a particular Team, the Election Coordinator will make no recommendations as between the volunteers and will put forward no slate of recommended nominees or candidates. Instead, the compiled list of volunteers, in its entirety, will serve as the list of candidates for election. However, the Election Coordinator may encourage individuals to allocate their talents to Teams needing additional members rather than to a Team having an excess number of volunteers.

e. *Team Size Limits* - The minimum and maximum limits of members are as follows:

	Minimum	Maximum
Worship Team	5	13
Fellowship Team	5	13
Discipleship Team	5	13
Service Team	5	13
Evangelism Team	5	13
Accountability Team		
At Large Positions	3	7
Administrative Team		
At Large Positions	5	11

f. *Voting for Team Members* - If the number of volunteers on the candidate list does not exceed the number of maximum positions available, all the candidates are automatically elected. If the number of volunteers exceeds the maximum limit for a Team membership and/or the at large positions for the Accountability or Administrative Teams, the Congregation shall elect the maximum number from among those who volunteered and remain on the candidate list as compiled in accordance with Paragraph b. above. Each Active Member will cast a number of votes equal to the maximum number of positions for that Team and for the at large positions of the Accountability and Administrative Teams with no more than one vote per candidate. Those candidates receiving the most votes up to the maximum number limit of members for each Team or at-large positions will be elected for the ensuing term.

g. *Insufficient Membership* - If the number of candidates is less than the minimum number deemed essential for adequate functioning of the Team, as set forth in Paragraph e. above, at the Annual/Election Meeting or a subsequent Meeting of the Congregation, the Congregation shall either

- (1) reallocate the responsibilities of the Team, either in whole or in part, to another Team or combination of Teams until the ensuing year, or
- (2) shall suspend the conduct of such functions until the minimum number of Members volunteer to serve on such Team.

h. *Vacancies* - If the maximum number of Team positions, including at large members for the Accountability and Administrative Teams, are not filled by means of the election, the Lay Leader shall subsequently fill such vacant positions, up to the maximum limit, for the balance of the term from among any Active Members of the Congregation who volunteer. In the event a vacancy occurs which would reduce the Team's membership below the minimum number or which would, in the judgment

of the Team Leader of the affected Team, impair the functioning of the Team in the absence of filling such vacancy, the Lay Leader, in consultation with the Team Leader and the Service Team, shall endeavor to fill the vacancy for the balance of the term. If unable to do so, upon recommendation of the Team Leader of the affected Team, the Congregation shall either reallocate responsibilities of the Team or suspend the conduct of the Team's functions in accordance with Paragraph g. above.

i. *Removal* - A Team may recommend to the Administrative Team the removal of any member who consistently fails to meet the responsibilities of commitment to duties, attendance at meetings or participation in activities. Upon approval of removal by the Administrative Team, after affording the Member an opportunity to be heard, the Lay Leader may fill the vacancy in accordance with paragraph h. above.

4. Team Procedures

a. *Team Leaders* - An organizational meeting of each Team shall be held immediately after the Annual/Election Meeting. Each Team, other than the Administrative Team whose Team Leader is the Lay Leader pursuant to Article V.A.2.a., shall elect from among its membership a Team and an Assistant Team Leader. Eligibility for Team Leader shall require the completion of at least one (1) year on the Team unless no other member of the Team with such experience is willing to serve as Team Leader. No Team Leader or Assistant Team Leader of a Team may serve in that position for more than one consecutive year. If the position of Leader becomes vacant, it shall be filled by the Assistant Team Leader for the balance of the term. However, such period shall not be considered in determining the limit of one consecutive year.

b. *Team Member Tenure* - Tenure shall commence immediately upon the conclusion of the Annual/Election Meeting and runs until the conclusion of the next Annual/Election Meeting. No Team member may serve more than three (3) consecutive one year terms.

c. *Meetings* - In addition to the organizational meeting held immediately after the Annual/Election Meeting called for in paragraph a. above, each Team shall hold at least six (6) meetings during the year. These and additional meetings may be called at any time by the Team Leader or by any three (3) members, upon notice. A Team quorum for all business shall be a majority of the members of the Team. The act of the majority of the members of a Team present at a meeting at which a quorum is present shall be the act of the Team. Except in situations requiring emergency action by the Administrative Team taken in accordance with Article IV.B.1.g.(7) above, written notice of at least

seven (7) days shall be given to each Team member and made publicly available to each Active Member of the Congregation.

d. *Manual of Procedures* - As a guide for carrying out their duties and preserving their experience, all Teams shall maintain an official Manual of Procedure which is subject to review and approval, rejection or amendment by the Congregation at its discretion. A master copy of the Manual of Procedure shall be kept in the custody of the Clerk. Such Manuals are open to the inspection by any Active Member of the Congregation.

5. Professional Staff as Ex Officio Members

Each Team shall include as a member, in an ex-officio capacity without vote, the Minister(s) and/or other appropriate members of the professional staff who are most closely associated with the functions of that Team. Allocation of these responsibilities shall be determined by the Senior Minister.

C. Committees

In addition to those responsibilities set forth in Article IV Section A above, Committees shall have the following responsibilities.

1. Team Appointed Committees

a. Any Team may appoint one or more Committees and Leader(s) thereof to assist it in the performance of one or more of its duties. Notice of the appointment of a committee and a solicitation of interest to serve on such committee shall be provided in a timely and reasonable manner to all Active Members. With the exception of the Committees appointed by the Congregation pursuant to Section 2. below, all Committees and their members shall be advisory to, supervised by, and serve at the pleasure of the appointing Team. Such Committees can be authorized for a definitive period of time or on an on-going basis.

b. Such Committees shall consist of Active Members appointed for a term running to the conclusion of the next Annual/Election Meeting. However, he or she may be re-appointed for not more than two consecutive succeeding terms. The Committee may consist in part or in whole of persons not members of the body creating the particular committee.

2. Congregation Appointed Committees

a. The Congregation may appoint (and subsequently dissolve at its discretion) one or more Committees to carry out special tasks or projects. All such Committees and their members shall be advisory to, supervised by, and serve at the pleasure of the Congregation. They can be authorized for a definitive period of time or on an on-going basis.

b. Congregation appointed Committees shall consist of Active Members appointed in the manner designated by the Congregation for a term running to the conclusion of the next Annual/Election Meeting. However, members may be re-appointed for not more than two consecutive succeeding terms.

c. Consistent with paragraphs a. and b. above and considering the advice of the Administrative Team, the Congregation shall appoint an Audit Committee consisting of at least five (5) members. Neither the majority of the Committee nor the Committee Leader may be members of the Administrative Team, nor may the Treasurer or Assistant Treasurer be a member of the Audit Committee.

In accordance with standards adopted by the Congregation, the Audit Committee shall recommend to the Congregation for approval a person or organization to perform an annual audit. The Committee shall review and present the findings of the annual audit to the Administrative Team and to the Congregation for whatever action, if any, the Congregation deems appropriate. The Administrative Team shall either join in the findings and/or recommendations of the of the Audit Committee, or present its own findings and/or recommendations to the Congregation.

ARTICLE V - OFFICERS

All Officers shall be elected at the Annual/Election Meeting by the Active Members, and shall serve without compensation. Subject to modification with respect to the Lay Leaders in accordance with Section A. below and the requirement that if no candidate receives a majority of the votes cast, there shall be an immediate runoff election between the two persons receiving the highest number of votes, a person becomes a candidate for an Officer position and is elected in the same manner as those elected as Team members pursuant to Article IV. B.3. above. An Officer needs to be an Active Member of the Church.

A. Lay Leaders

1. Filling the Position

a. **Election.** The principal Officer of the Church shall be elected annually by a majority vote for a two (2) year term to serve in successive one (1) year positions, first as Assistant Lay Leader, then as Lay Leader.

b. ***Vacancy.*** In the event the Lay Leader resigns or is otherwise unable to continue in the position, the Assistant Lay Leader shall assume the position of the Lay Leader and fill out the balance of the term. If the position of Assistant Lay Leader becomes vacant, it shall be filled by election at an Annual/Election, a Regular or a Special Meeting of the Congregation.

c. ***Limitation on Tenure.*** A person may not serve successive terms in either of the two positions except that filling out the balance of another's term in accordance with Paragraph b. above shall not be considered in determining successive terms.

2. Responsibilities

a. The Lay Leader shall preside at Membership Meetings and shall be the Leader of the Administrative Team.

b. The Assistant Lay Leader shall assume the responsibilities of the Lay Leader if the Lay Leader is unable to perform those duties. He or she may serve as either Leader or member of an Administrative Team Committee if so appointed.

B. Treasurer

The Treasurer shall be responsible for custody of all Church funds and valuable papers, and for the deposit thereof as the Administrative Team directs. The Treasurer shall give such bond, as the Administrative Team prescribes, at Church expense; shall make such payments from general Church funds and such investments as the Administrative Team shall have authorized; and shall account for all receipts and disbursements. A person may be elected as Treasurer for successive terms. The Treasurer shall be a non voting ex-officio member of the Administrative Team.

C. Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer and act when the Treasurer is absent or otherwise unable to act. A person may be elected as Assistant Treasurer for successive terms.

If the position of Treasurer becomes vacant, the Assistant Treasurer shall become Treasurer. If the position of Assistant Treasurer becomes vacant it may be filled by election at an Annual/Election, a Regular or a Special Meeting of the Congregation.

D. Clerk

The Clerk shall act as Secretary for the Church, keep official records, issue letters of transfer as directed by the Administrative Team and give legal notice of Membership Meetings. A person may be elected as Clerk for successive terms.

If the position of Clerk becomes vacant, it may be filled by election at an Annual/Election, a Regular or a Special Meeting of the Congregation.

ARTICLE VI - MINISTERS AND STAFF

A. Call and Termination of Ministers

All Ministers of this Church shall have been ordained or under care of this Church to be ordained and, before being recognized, shall have become a Member of this Church. The Senior Minister and any other Minister authorized by the Congregation shall be called by a vote of at least eighty percent (80%) of Active Members present at a Meeting to which, upon due notice, the election of a Minister is proposed by a Search Committee created by the Congregation in accordance with Article IV.C.2. The Minister shall continue in office for an indefinite term. The Minister's tenure may be terminated at any time upon at least sixty (60) days notice given to the Church by the Minister or given to the Minister by an eighty percent (80%) vote of Active Members present at a Special Meeting called for the purpose. In the event of such a vote, the Congregation may suspend the Minister pending termination of tenure. The Administrative Team, in its responsibility to exercise supervisory authority, shall advise and make recommendation to the Congregation as to termination of a Minister. However, neither the Officers, the Administrative Team nor any other Church body, other than the Congregation, shall undertake any activity to induce the resignation of a Minister or other member of the professional staff unless directed by the Congregation. Such is the sole responsibility of the Congregation.

B. Responsibilities in General

The Minister(s) shall have responsibility for the spiritual welfare of the Church including better enabling Members of the Congregation to connect with God; for conducting services of worship including preaching the Gospel and administering the Sacraments; for fostering the Vision of the Church as expressed in the Church Mission, Covenant and/or otherwise; for fostering the effectuation of the Congregational Way; for effectuating a Bible based ministry; for providing pastoral care; for encouraging, training and building members of the Congregation for greater participation in the various functions of worship and ministry such as worship, corporate and individual prayer life, pastoral care, “bearing witness” to the Gospel both inside this Church and to the outside community; for enlisting followers of Christ; for fostering, Christian service; and for fostering Christian education.

C. Ex-Officio Responsibilities

As appropriate to their individual responsibilities, the Minister(s) and other professional staff shall be non-voting ex-officio members of the Teams and Committees in accordance with Article IV.B.5. above. The Senior Minister shall also have responsibility for overseeing Church relations with other churches and religious organizations. In doing so, he or she shall consult with the Lay Leader or a Team or Teams as appropriate.

D. Other Staff

The Congregation may authorize staff in addition to the Senior and Associate Ministers on either volunteer or compensatory basis. Such positions may include a Director of Music to supervise and direct musical activities of the Church; a Director of Christian Education to supervise and direct education programs of the Church; a Church Historian to compile and maintain documents, records, pictures and other materials relating to history of this Church and to make available such information and expertise to the Congregation, Officers, Teams, Committee and individual members of the Congregation; and/or staff to perform the necessary administrative and financial functions of the Church, including accounting and payroll, maintenance, scheduling, clerical, and custodial. All such staff shall be retained by an eighty percent (80%) vote of the Congregation and shall serve at the pleasure of Congregation with termination requiring an eighty percent (80%) vote of those members present. Such staff personnel decisions shall be made after receiving the recommendations of the Administrative Team and in consultation with the Senior Minister.

ARTICLE VII - RECORDS AND EXECUTION OF DOCUMENTS

All contracts and other documents pertaining to Church property shall be executed in the name of the Church by the Leader of the Administrative Team or, if absent, the Assistant Lay Leader or such other person as is duly authorized by that Team. Such instrument shall be attested by the Clerk or other Officer of the Church. No person or Team shall have authority to enter into any contract, written or verbal, without the written approval of the Administrative Team. Any contract which is not budget approved or is for a period longer than one year, with advice from the Administrative Team, shall further require approval of the Congregation. No transfer, sale, conveyance or other disposition of either real or personal property may be made unless authorized by the Congregation in accordance with ARTICLE IV.B.1.g. The Church shall maintain records of its business and affairs, including membership, financial affairs, and property. All checks, drafts, or other draws on its funds shall be executed by the Treasurer or, if absent, the Assistant Treasurer or as authorized by the Administrative Team.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Church shall be the calendar year running from January 1 to December 31.

ARTICLE IX - AMENDMENT

These By-Laws may be amended at any Membership Meeting upon the vote of eighty percent (80%) of the Members present.