

This revision of UCC Constitution & By-Laws was approved by a congregational vote on March 29, 2009.

UNITED CHURCH OF CLOVERDALE

CONSTITUTION

AND

BY-LAWS

CONSTITUTION OF THE UNITED CHURCH OF CLOVERDALE

Article I: NAME

The name of this church shall be "United Church of Cloverdale". It is an affiliate of the United Church of Christ, with the United Methodist Church cooperating, and is a non-profit religious corporation of the State of California.

Article II: PURPOSE

The purpose of United Church of Cloverdale is:

- to worship God; to study and teach the message of Jesus;
- to live in community within our own church, sharing our joys, sorrows, and thankfulness;
- to find ways of bringing compassion, justice, change and harmony to our world by prayer, feeding the hungry, clothing the poor, and ministering to both young and old in our community with our music, word, and action;
- to open our family of faith to people of every race, gender, sexual orientation, and place of national origin;
- to keep an open mind and a devout spirit.

Article III: GOVERNMENT

The government of this church is vested in its members. It is not governed by any other ecclesiastical authority. Each member shall be entitled to one vote. Fifteen percent (15%) of the active and associate members shall constitute a quorum for all elections and business meetings. There shall be no voting by proxy or absentee ballots.

Article IV: MERGER AGREEMENTS

In accord with the Covenant for Cooperative Ministries' Articles of Agreement, drawn up by six judicatories on May 27, 1970 in northern California, the following Covenant of Merger is affirmed:

- 1 - The United Methodist Church of Cloverdale and the Congregational Church of Cloverdale, UCC, do hereby agree to merge and become one congregation. (February 4, 1979)
- 2 - The administering judicatory shall be the Northern California Nevada Conference of the United Church of Christ (NCNC-UCC). The cooperating judicatory shall be the California-Nevada Conference of the United Methodist Church.
- 3 - All members of the merged congregation will be members of the United Church of Christ.
- 4 - In case of the dissolution of the merged congregation, all property and financial resources which are now the sole property of the United Church of Cloverdale, and any which may be added in the future, will become the property of the NCNC-UCC. The assets of the United Methodist Church of Cloverdale are held in an irrevocable trust with the California-Nevada United Methodist Foundation, as described in the original trust agreement.

Article V: CHURCH OFFICERS

The stated officers of the church are: the Pastor, Members of the Diaconate Board, Board of Trustees, Board of Christian Education, Board of Congregational Life, Board of Mission and Outreach, Board of Finance, Treasurer, Financial Secretary, Clerk, Moderator, Vice-Moderator, Sunday School Superintendent, and Stewardship Chairperson. All shall be members or associate members of this church. All officers will adhere to the church's Conflict of Interest Policy as stated in Article IV Section 1 of these bylaws.

Article VI: CORPORATE OFFICERS

Each member of the Board of Trustees, during their term of office, shall be a Director of the Corporation. The chairperson, vice-chairperson and secretary of the Board of Trustees shall also be the president, vice-

president, and secretary, respectively, of the corporation.

BY-LAWS OF THE UNITED CHURCH OF CLOVERDALE

Article I: COVENANT OF FAITH

We covenant one with another to seek and respond to the Word and the will of God.

We purpose to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of this church to witness to the gospel of Jesus Christ in all the world. We look to this statement of faith for instruction and guidance in our spiritual growth (United Church of Christ “Statement of Faith” adapted by Robert V. Moss):

- We believe in God, the Eternal Spirit, who is made known to us in Jesus our brother, and to whose deeds we testify:
- God calls the worlds into being, creates humankind in the divine image, and sets before us the ways of life and death.
- God seeks in holy love to save all people from aimlessness and sin.
- God judges all humanity and all nations by that will of righteousness declared through prophets and apostles.
- In Jesus Christ, the man of Nazareth, our crucified and risen Lord, God has come to us and shared our common lot, conquering sin and death and reconciling the whole creation to its Creator.
- God bestows upon us the Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.
- God calls us into the church to accept the cost and joy of discipleship, to be servants in the service of the whole human family, 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.

- God promises to all who trust in the gospel forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, the presence of the Holy Spirit in trial and rejoicing, and eternal life in that kingdom which has no end.
- Blessing and honor, glory and power be unto God. Amen.

Article II: SERVICES

Public worship services shall be held every Sunday at the hour chosen by the congregation and at any other times to carry out the ministry of worship.

The sacraments of the Lord's Supper and of Baptism shall be celebrated as determined by the Pastor and the Diaconate.

Article III: Membership

Section 1 - COVENANT RELATIONSHIP: Members shall pledge themselves to attend the regular worship of the church and the celebration of the Lord's Supper, to live an open and devout life; to share in the life and work of the church; to contribute to its support and benevolence; and to promote the spiritual welfare of the membership and the community.

Section 2- FULL MEMBERSHIP: All persons may become full members of this church by publicly confessing faith in Jesus Christ as our Lord and Savior, receiving Baptism, if they have not before been baptized, and entering into covenant with this church. Members of other churches desiring to unite with us shall: a) deliver a letter of transfer to the clerk or pastor, or b) reaffirm their faith and also meet the above conditions of membership. Prior to joining, persons desiring to become members of this church shall be given instructions concerning the history and policies of the church and the meaning of membership, under the guidance of the Pastor and a representative of the Congregational Life Board.

Section 3 - ASSOCIATE MEMBERSHIP: Persons desiring to retain their primary church affiliation elsewhere may unite with our church as "Associate Members" while they are residents of our community, active in our church, and affirm the covenant of faith. They shall also have all the rights and privileges of full members.

Section 4 - HERITAGE MEMBERSHIP: Persons desiring to join our church may, at their request, have their faith heritage recorded in the church records (such as “Transfer-United Methodist” or “Re-affirmation, United Presbyterian” etc.) and affirmed at the time of their reception into our congregation.

Section 5 – TRANSFER: Any full member in good standing, at their own request, may be granted a letter of transfer.

Section 6 - INACTIVE STATUS: A full or associate member whose address has been unknown for one year or who, over a like period, has not attended the church worship or contributed to its support may, after attempted notification, recommendation of the pastor and vote of the Diaconate, be placed on an inactive list without voting privileges. If the relationship is unchanged for an additional two years the Diaconate may, after attempted notification, dismiss the person from membership. Reinstatement of an inactive member may be accomplished by their resuming a covenant relationship with United Church, as defined in section 1.

Article IV: CHURCH COUNCIL, BOARDS AND OFFICERS

Section 1 - CONFLICT OF INTEREST: No member of the Church Council, Board, or Standing Committee shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement or matters concerning personnel policies and decisions. When such a situation presents itself the member must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting(s) until the discussion is over and/or the matter is resolved. If the issue is long term, he or she may be temporarily replaced by appointment of the Council. After the resolution of said matter, he or she shall resume participation on the Council, Board, or Committee.

Section 2 - CHURCH COUNCIL: This Council shall be the governing body of the church, subject to the direction of the congregation at officially called Congregational Meetings. All Council meetings shall be open to members of the congregation. It shall:

- a) be composed of the Moderator, Vice-Moderator, Pastor, Clerk, Treasurer or Financial Secretary, Sunday School Superintendent, and the chairperson or designated representative of all church boards (Diaconate, Finance, Trustees, Education, Congregational Life, and Community Outreach.)

- b) meet monthly (except July) at a time determined at their organizational meeting after the various boards elect their officers. (Special meetings may be called by the Moderator or any five Council members.-
- c) receive monthly reports of each board and those church officers not representing a board (i.e. Financial Secretary).
- d) initiate major programs of the church, enlisting the support of all boards, officers and members of the congregation for such ministries.
- e) promote the effectiveness of the church's mission by:
 - 1) recommending appropriate policies and programs to the congregation.
 - 2) supervising and coordinating the activities of church boards, committees, and organizations that jointly accomplish the work of the church.
- f) appoint annually (at the first Council meeting of the new church year) two delegates and an alternate to represent the church at the Annual Meeting of the Northern California Nevada Conference-UCC. Delegates may also attend other official Conference or Golden Gate Association meetings. These delegates shall make a brief report of meetings attended and actions of the bodies to which they were sent.

Section 3- DIACONATE BOARD: The Diaconate Board shall consist of five members. Each member shall be elected for a term of three years. These terms shall begin in different years so all members' terms will not expire at the same time but in sequential years.

A member may serve two consecutive three-year terms but may not be re-elected until one year has elapsed after the second term. If it is deemed necessary, this one year lapse may be waived by the Council (one time per board member)

The tenure of office of a member of the Diaconate may be terminated if they have been absent from three consecutive meetings unless the Board waives this requirement. In the event of a vacancy prior to the completion of a term, a successor shall be appointed by the nominating committee to fill the remainder of the unexpired term.

The Board shall meet soon after the annual meeting and before the next Council meeting, to elect a chairperson and secretary, whose names shall be reported to the Moderator. Subsequently, the Board shall meet regularly or at the call of the presiding officer.

It may organize such committees as will facilitate its work. The Diaconate shall:

- a) assist and support the pastor with the spiritual affairs of the church and the community;

- b) assist and support the pastor in the design, logistics, preparation, and evaluation of services of worship including ecumenical services and celebration of the sacraments (Lord's Supper and baptism).
- c.) assist and support the pastor in the development and implementation of special worship ministries.
- d.) assist the pastor with oversight of the Ministry of Marriage policies and procedures.
- e.) provide oversight of the Music Ministry.
- f.) minister to those in the congregation and inactive members, who are homebound, ill, grieving, or in need of emotional and spiritual support, through visitation, holy communion, phone calls, prayer, cards, and letters
- g) review the church membership roll annually and follow the procedures for inactive status or dismissal as outlined in Article 3 Section 6 of these by -laws. Report changes to the Clerk.
- h) maintain order and decorum in worship by recruiting and training of ushers, lay readers, communion servers, and engaging the congregation's support to create an inclusive, welcoming, peaceful, respectful, healthy and safe worship environment.
- i) provide for pulpit supply and/or lay leadership in the event of short term absences of the Pastor.
- j) provide oversight of the sanctuary and narthex by: (1) preparing them for worship, (2) reporting maintenance needs to the trustees, (3) and collaborating with the trustees and church council regarding changes in furnishings, audio-visual improvements, and use for non worship events.
- k) send a representative to each Church Council meeting with a written report of board activities and submit a written annual report to the congregation.

Section 4 - BOARD OF TRUSTEES: The Board of Trustees shall consist of five members. Each member shall be elected for a term of three years. These terms shall begin in different years so all members' terms will not expire at the same time but in sequential years. A member may serve two consecutive three year terms and may not be re-elected until one year has elapsed after the second term. If it is deemed necessary, this one year lapse may be waived by the Council (one time per Board member.) The tenure of office of a trustee may be terminated if they have been absent from three consecutive meetings, unless the Board waives this requirement. In the event

of a vacancy prior to the completion of a term, a successor shall be appointed by the nominating committee to fill the remainder of the unexpired term.

The Board shall meet soon after the annual meeting, and before the next Council meeting, to elect a chairperson, vice-chairperson and secretary, whose names shall be reported to the Moderator. Subsequently, the Board shall meet regularly or at the call of the presiding officer.

It may organize such committees as will facilitate its work.

The members of the Board of Trustees, who are corporate officers of the church, shall:

- a) see that the provisions of the law relating to property are fulfilled.
- b) have charge of and maintain the church property and oversee building contracts and rental agreements.
- c) see that the church buildings are cleaned regularly.
- d) employ and supervise those needed to implement responsibilities if volunteers from the congregation are not available.
- e) have no power to buy, sell, mortgage or transfer real property or to borrow money without the specific vote of the congregation.
- f) contract for necessary insurance.
- g.) maintain and care for Rev. Ainsworth's gravesite at the Cloverdale cemetery.
- h) send a representative to each Church Council meeting with a written report of board activities, make a verbal presentation to the Annual Meeting regarding the state of the church property and any corporate business; and submit a written annual report to the congregation.

Section 5 - BOARD OF FINANCE: The Board of Finance shall consist of the Treasurer, the Financial Secretary, the Stewardship Chairperson and two members at-large. The members at-large shall be elected annually for a term of three years. These terms shall begin in different years so both members terms will not expire at the same time, but in sequential years. They may serve two consecutive three-year terms but may not be re-elected until one year has elapsed after the second term. If it is deemed necessary, this one year lapse may be waived by the Council (one time per Board member.) The tenure of office of a member at large may be terminated if they have been absent from three consecutive meetings, unless the Board waives this requirement. In the event of a vacancy prior to the completion of a term, a successor shall be appointed by the nominating committee to fill the remainder of the term.

The Board shall meet soon after the annual meeting to elect a chairperson and secretary, whose names shall be reported to the Moderator. Subsequently, the Board shall meet regularly or at the call of the presiding officer.

It may organize such committees as will facilitate its work.

The Board of Finance shall:

- a) have the responsibility for seeking, receiving and expending funds received from pledges, loose offerings, or any other sources for the mission and program of the church.
- b) prepare and present a budget for the church in cooperation with other boards and committees to underwrite programs for the church's mission.
- c) deposit or invest reserve funds in savings accounts, certificates of deposit, high-grade bonds, and mutual funds of the United Church Foundation or the United Methodist Foundation-- changing such investments as needed to improve yields and pay debts.
- d) administer Memorial Funds, contributions and endowment funds considering the recommendations of the Endowment Fund Committee (EFC). See Article V section 1
- e) work with other boards and committees in long range planning, establishing priorities wherever funding is required. (i.e. Capital Campaign, major fundraisers)
- f) send a representative to each Church Council meeting with a written report of the progress of receipts and expenditures of both budgeted and non-budgeted funds. (Those responsible for expenditure of budgeted items shall not exceed their budgets except where the Board has granted permission.)
- g) assist the Stewardship Chairperson in year-round stewardship education as well as support their leadership in the stewardship pledge campaign each year.

The Stewardship Chairperson shall be elected annually. No person shall hold this office more than five consecutive years. The Stewardship Chairperson shall:

- 1) organize year-round stewardship education programs.
 - 2.) organize and head a committee which will plan and carry out the program selected for the annual stewardship pledge campaign.
 - 3.) present a report of the results of the Stewardship pledge campaign at the December Council meeting and in the January newsletter.
- h.) at the close of each fiscal year, make a concerted effort to find a qualified person in the church or community to audit the accounts of the Treasurer and Financial

Secretary. (The auditor shall make a written report to the Council at the February meeting.)

- i.) work closely with the Board of Mission and Outreach, establishing and promoting special offerings for chosen benevolence.
- j) send a representative to each Church Council meeting with a written report of Board activities, and submit a written annual report to the congregation.
- k) provide oversight and distribute funds to the church's obligation to NCNCUCC Conference and National UCC.
- l.) be receptive to the advisement of the Endowment Fund Committee.

Section 6 - BOARD OF EDUCATION: The Board of Education shall consist of the Sunday School Superintendent and five elected members. Each member shall be elected for a term of three years. These terms shall begin in different years so all members' terms will not expire at the same time but in sequential years.

The elected members may serve two consecutive three-year terms but may not be re-elected until one year has elapsed after the second term. If it is deemed necessary, this one year lapse may be waived by the Council (one_time per board member.) The tenure of office of a board member may be terminated if they have been absent from three consecutive meetings unless the Board waives this requirement. In the event of a vacancy prior to the completion of a term, a successor shall be appointed by the nominating committee to fill the remainder of the unexpired term.

The Board shall meet soon after the annual meeting and before the next Council meeting to elect a chairperson and secretary, whose names shall be reported to the Moderator. Subsequently, the Board shall meet regularly or at the call of the presiding officer.

It may organize such committees as will facilitate its work.

The Board of Education shall:

- a) work with the Sunday School Superintendent and staff in providing adequate facilities, teaching materials, and other essential resources for the school.
- b) help to develop and find leadership for adult and youth educational groups and programs.
- c) coordinate the attendance of children and youth at the conference camps (i.e. Cazadero & Tamarack), including fund-raising for scholarships.
- d) oversee, supervise, and coordinate the church nursery.

- e) send a representative to each Church Council meeting with a written report of Board activities and submit a written annual report to the congregation.

Section 7 - BOARD OF CONGREGATIONAL LIFE: The Board of Congregational Life shall consist of five members. Each member shall be elected for a term of three years. These terms shall begin in different years so all members' terms will not expire at the same time but in sequential years. A member may serve two consecutive three-year terms but may not be re-elected until one year has elapsed after the second term.

If it is deemed necessary, this one year lapse may be waived by the Council (one time per board member). In the event of a vacancy prior to the completion of a term, a successor shall be appointed by the nominating committee to fill the remainder of the unexpired term.

The Board shall meet soon after the annual meeting and before the next Council meeting to elect a chairperson and a secretary whose names shall be reported to the Moderator. The Board shall meet regularly or at the call of the presiding officer.

It may organize such committees as will facilitate its work. The Board of Congregational Life shall:

- a) develop programs, to nurture current and prospective members, which will create opportunities for them to get to know each other.
- b) support the pastor in prospective member instruction and in extending the fellowship of the church to them.
- c.) act as hosts and hostesses at church functions.
- d.) be responsible for general publicity and engage all boards and committees in publicizing their own events.
- e.) oversee the publication of the church newsletter. (This is in the secretary's job description.)
- f.) promote United Church's visible presence in Cloverdale by recommendations to the council for involvement in community events.
- g.) monitor church programs, building and grounds from the point of view of the visitor. Report findings to appropriate boards.
- h.) send a representative to each Church Council meeting with a written report of board activities, and submit a written annual report to the congregation.

Section 8 - BOARD OF MISSION AND OUTREACH: The Board of Mission and Outreach shall consist of five members. Each member shall serve for term of three years. These terms shall begin in different years so all member's terms do not expire at

the same time but in sequential years. The elected members may serve two consecutive three year terms but may not be re-elected until one year has elapsed after the second term. If it is deemed necessary, this one year lapse may be waived by the Council (one time pre board member.) The tenure of office of a board member may be terminated if they have been absent from three consecutive meetings unless the board waives this requirement. In the event of a vacancy prior to the completion of a term, a successor shall be appointed by the nominating committee to fill the remainder of the unexpired term.

The Board shall meet soon after the annual meeting and before the next council meeting to elect a chairperson secretary whose names shall be reported to the Moderator. The Board shall meet regularly or at the call of the presiding officer.

It may organize such committees as will facilitate its work. The Board of Mission and Outreach shall:

- a) develop and direct a vital program of social action advocating justice and social service, stimulating interest in the study of issues facing the church and society and promoting awareness of benevolence opportunity.
- b.) promote and support ecumenical and interfaith actions.

- c.) be a liaison to the local community regarding people who are hungry, homeless, impoverished, and others needing care, working cooperatively with the church Thrift Shop, the Cloverdale Food Pantry, and

other organizations of social concern and benefit within the community.

- d.) oversee the church's commitment as an Open and Affirming congregation.

- e.) make recommendations to the Church Council regarding the mission and benevolence portion of the annual budget, overseeing allocations to world-wide mission as well as local missions, and working cooperatively with the Stewardship Chair and the Board of Finance, presenting to the congregation opportunities for special offerings and other forms of mission involvement.

- f.) receive monthly financial and progress reports from the church thrift shop management committee.

- g.) send a representative to each Church Council meeting with a written report of board activities, make reports to the congregation as needed, and submit a written annual report to the congregation.

Section 9 - MODERATOR: The Moderator is the Lay Leader of the church and shall be elected annually. It is recommended that the person nominated has had at least one year of experience as a member of the Church Council. The Moderator shall be an ex-officio member of all church boards and committees. No person shall hold this office more than five consecutive years. The Moderator shall:

- a) serve as chairperson of congregational and Church Council meetings.
- b) Facilitate co-operation and communication between boards, committees and the congregation and address any problems that arise in these areas,
- c) assist the Pastor as needed,
- d) in the Pastor's absence, respond to urgent needs and facilitate continuation of the church's ministries and programs,
- e.) engage and assist the appropriate church leadership to identify and implement a problem solving process, using UCC conference resources when necessary.
- f.) submit a report for the church annual report.

Section 10 - VICE-MODERATOR : The Vice-Moderator shall be elected annually. No person shall hold this office more than five consecutive years. The Vice-Moderator shall:

- a) assist the Moderator as needed.
- b) assume the Moderator's duties in his/her absence.
- c) serve as a member of the Pastoral Relations Committee.
- d) attend Church Council meetings.

Section 11 - CLERK: The Clerk shall be elected annually. No person shall hold this office more than five consecutive years. The Clerk shall:

- a) keep a faithful record of all the official meetings of the church.
- b) record in the minutes an exact copy of the contract as entered into between the church and its pastor.
- c) keep a list of its members showing the time and mode of their admission and dismissal and of their deaths as far as they may be able to obtain them.
- d) keep a list of its baptisms and weddings, both public and household.
- e) present a statistical report of the preceding year at the Annual Meeting.

Section 12 -TREASURER: The Treasurer shall be elected annually. No person shall hold this office for more than five consecutive years. The Treasurer or the Financial Secretary shall attend church council meetings.

The Treasurer shall:

- a) disburse funds by order of the church or the Board of Finance.
- b) present a financial report at each regular meeting of the Board of Finance and the Church Council,
- c) present an itemized statement of all funds so expended at the Annual Meeting.
- d) hold in a safe-deposit box all the private papers of the church, such as deeds, contracts, etc.
- e) keep and turn the same over to their successor in office, a ledger of the contents of the safe-deposit box. Any two of the following-- the chairperson of the Board of Finance, the Treasurer, the Financial Secretary, the Moderator, the Pastor, or the Clerk-- shall be in attendance upon opening of the box.

Section 13 - FINANCIAL SECRETARY: The Financial Secretary shall be elected annually. No person shall hold this office for more than five consecutive years. The Financial Secretary or Treasurer shall attend the Church Council meetings. The Financial Secretary shall:

- a) receive all moneys belonging to the church, not otherwise accounted for.
- b) present a financial report at each regular meeting of the Board of Finance and the Church Council,
- c) present an itemized statement of all funds received in the last fiscal year at the Annual Meeting.
- d.) send a written receipt and thanks to donators of memorial gifts, and inform the family of the gift.

Section 14 - SUNDAY SCHOOL SUPERINTENDENT: The Sunday School Superintendent shall be elected annually. The Sunday School Superintendent shall:

- a) administer a Sunday School to respond to the needs of children, youth and adults.
- b) recruit a staff of teachers and provide opportunities for their training.

- c) select appropriate literature for each class and age level in consultation with the teaching staff.
- d) attend the Board of Education meetings and seek their guidance and support, responding to their concerns and the needs of the church.
- e) attend Council meetings and present a written report. Submit a written annual report.

Article V – STANDING COMMITTEES:

Section 1 – All members of standing committees shall adhere to the church's Conflict of Interest Policy (by-laws Article IV Section1)

Section 2.- THE ENDOWMENT FUND COMMITTEE: The Endowment Fund Committee (EFC) shall consist of five members: the Moderator, the Chairperson of the Board of Finance, and three elected members at-large who shall be active members, associate members or friends who regularly attend church services and functions. It is recommended that the members at-large have some knowledge and expertise in investments, estate planning, or Christian stewardship. The Pastor shall serve as a non-voting member. One member-at-large shall be elected bi-annually for a term of six years. An individual may serve no more than two successive terms, and may not serve as a member of the Church Council concurrently with serving in this capacity.

Nominations to fill vacancies in member at-large positions will be made by the Nominating Committee and voted upon at the Annual Meeting. In the event of a vacancy prior to the completion of a term, a successor shall be appointed by the Church Council to fill the remainder of the unexpired term of the member at-large.

The Endowment Fund Committee is not intended to supersede the duties or responsibilities of the Trustees or other Church officers, nor are the at-large members considered church officers. The purpose of the Endowment Fund and the EFC is best accomplished by their relative autonomy from the Church Council and officers who conduct the regular business of the Church.

The Committee shall be chaired by one of the members at-large. The Committee shall also appoint a secretary for the purpose of keeping accurate records and minutes.

The EFC shall meet a minimum of once in each calendar year, at a time they shall choose. Input and counsel of the Diaconate and Board of Trustees, as well as from other members of the Council, is to be encouraged; however the final decisions in matters regarding the business of the Endowment Fund rests with its EFC.

Meetings shall be open to all members of the church. A report shall be submitted to the Finance Board and included in the Church Annual Report.

The Endowment Fund Committee shall:

- a) promote gifts to the Endowment Fund. The gifts received and utilized by the Endowment Fund are intended for accomplishing the church's work at a magnitude beyond the normal annual operating budget of the church. The resources of the Endowment Fund are not intended to subsidize or replace any part of the General Fund or annual operating budget of the church.
- b) work with the Stewardship Chairperson and Pastor to encourage planned giving, estate planning, the creation of wills and trusts, and other such actions as are appropriate for Christian stewards to assure that their material assets serve the intended purposes.
- c) receive, acknowledge and record such gifts on behalf of the Church, and communicate with the donor(s) regarding their intention for the gift.
- d) recommend the utilization of such gifts (or the interest earned them) including the handling of real property and they shall make such recommendations so as to receive appropriate earnings on investments over either the short or long term. The actual mechanics of the expenditure or management of resources will be handled by the corporate and financial officers of the church.

Section 3-PASTORAL RELATIONS COMMITTEE:

The purpose of the Pastoral Relations Committee (PRC) is to support and maintain an open relationship between the ordained pastor and members of the congregation.

The membership of the Pastoral Relations Committee shall reflect the diversity of the congregation and consist of: the Vice-Moderator and two to four members at-large appointed annually by the Church Council. These committee appointees shall be active members or friends of the church who regularly attend church services and functions. When a pastoral vacancy is filled, the chairperson and secretary or other representatives of the Pastoral Search Committee shall serve on the PRC for the first year of the new pastor's tenure.

The Pastoral Relations Committee shall meet quarterly, with the pastor present. Additional meetings may be called when the committee or the pastor feels the need.

This committee is not a legislative body but may report and make recommendations to the Church Council as needed. The Church Council will decide on the appropriate action for these reports and recommendations and will fill vacancies that may occur on this committee.

The Pastoral Relations Committee shall:

- a) work for improved communication and understanding between the pastor and the congregation.
- b) openly and honestly communicate feelings and reactions of church members to the pastor.
- c) provide an opportunity for the pastor to reflect in confidence about personal concerns, hopes, ambitions, and frustrations.
- d) review requests and reports regarding professional development activities, sabbatical, and other leave requests.
- e) assist in reviewing, amending, and/or developing the terms of Pastoral Call.
- f) except as directed by the Church Council, all matters discussed within this committee are strictly confidential.

Section 4 –PERSONNEL COMMITTEE:

The membership of the Personnel Committee shall reflect the diversity of the congregation and consist of a member of the Finance Board, a member of the Board of Trustees, and three members-at-large; all of whom shall be appointed by the Council. These committee appointees shall be active members of the church who regularly attend church services and functions. The membership of the committee shall be reviewed annually by the church council. Each member-at-large shall be appointed for a term of three years. These terms shall begin in different years so all members' terms will not expire at the same time but in subsequent years. The committee membership of the appointed Finance or Trustee officer shall expire when that person leaves the aforementioned church board.

The Committee shall meet soon after the annual meeting and before the next Council meeting to elect a chair person and a secretary whose names shall be reported to the Moderator. They shall meet at least twice a year and as needed beyond that to accomplish the work. Written reports and recommendations shall be submitted to the council for their information and approval. A written report shall be included in the church annual report.

The Personnel Committee shall:

- a.) create and monitor personnel policies and job descriptions.
- b.) assist the Finance Board in reviewing and making specific recommendations about compensation and benefits.
- c.) conduct performance reviews of the Pastor as defined in the personnel policy.

- d.) insure that performance reviews for all compensated and volunteer staff are conducted as defined in the personnel policies.
- e.) serve as a grievance committee for staff concerns.
- f) when conflicts arise, provide mediation and/or guidance to assist in resolution, seeking the assistance of the conference office when necessary.

Section 5- NOMINATING COMMITTEE

A three member nominating committee shall be elected by the congregation at the annual meeting. Each member shall serve for a term of three years. They shall reflect the diversity of the congregation and be active members or friends of the church who regularly attend church services and functions.

This committee shall prepare nominations of all officers and board vacancies, including the Endowment Fund Committee and the Nominating Committee. A list of the nominations shall be printed and made available to the congregation not later than two Sundays prior to the next Annual Meeting. Nomination of more than one member of a household to the same board or committee should be avoided unless vital to leadership needs of the church. Additional nominations for church officers and board members may be made from the floor at the Annual Meeting.

The nominating committee shall fill any vacancies that occur during the year. The vacancy shall remain filled until the election at the next Annual Meeting of the congregation at which time it will be filled by election.

Section 6 – THRIFT SHOP (HEAVEN'S CLOSET) MANAGEMENT COMMITTEE

Heaven's Closet shall be managed by a committee of church members and friends. They shall be chosen by those presently serving. These names shall be reported to the Mission and Outreach Board annually.

- a.)The committee shall make decisions regarding the care, cleaning, staffing, advertising, and accounting of the finances.
- b.) Proceeds of the Thrift Shop shall be used for shop expenses, sales taxes, and Women's Fellowship expenses and benevolences. All remaining proceeds shall be donated to the church general fund each month.
- c.) A monthly report of the finances shall be submitted to the Mission and Outreach Board.

- d.) An annual report of finances and activities shall be submitted to the church Annual Report.

Article VI: PASTOR

Section 1 - The Pastor shall be a member of this church and shall be in charge of the spiritual welfare of the church with the assistance of the Diaconate. They may continue professional practice only as long as ministerial standing is maintained within the Northern California Conference of the United Church of Christ. The Terms of Call, the United Church of Cloverdale's Profile at the time of call, and the Ordained Ministers Code of Ethics will be utilized to guide the Pastor's ministry and covenantal relationship with the congregation. The pastor shall adhere to the conflict of interest policy of the church. (by-laws Article IV Section1)

The Pastor shall:

- a.) plan and lead worship, preach, and teach the Word of God,
- b.) invite new people to consider membership in this congregation and give instruction concerning church history and the meaning and responsibilities of being a member.
- c.) administer the sacraments,
- d.) identify and provide pastoral care,
- e.) work with all boards and committees as an ex-officio member,
- f.) assist with leadership development and training.
- g.) identify, recommend, and provide leadership for outreach ministries,
- h.) execute the discipline according to the United Church of Christ,
- l.) encourage church leadership to recognize the changing needs of the congregation and the community, and to evaluate the relevance of the church's ministry.

Section 2 - FILLING A PASTORAL VACANCY: It shall be the responsibility of a Pastoral Search Committee appointed by the Church Council to seek a candidate for a vacancy in the pastorate.

- a) As soon as a pastoral vacancy occurs, it shall be reported to the NCNCUCC Associate Conference_Minister.

- b) In filling a vacancy or in securing interim ministers for the period of vacancy, the Pastoral Search Committee or Diaconate shall seek the counsel of the Conference Placement Office of the United Church of Christ.
- c) The Pastoral Search Committee shall present to a special Congregational Meeting the candidate it recommends to fill the vacancy. Notice of intention to call a pastor shall be given from the pulpit at least two Sundays previous to the time of the meeting. A favorable 80% vote by the members present and voting (15% of membership is the required quorum), constitutes a call.

Section 3 - THE PASTORAL CALL: In the call, the terms of the relationship agreed upon between the candidate and the church shall be stated. The pastor, the church, the Association, and the Conference Minister shall each receive a copy of the call.

- a) The church may participate in the annuity fund and health insurance plan of the pastor's choosing.
- b) When a pastor accepts a call to this church, the church and the pastor shall join in requesting the Association to arrange for a service of installation or recognition. A report of this service shall be signed by the proper officers of the Association and the Conference, and copies shall be sent to the Secretary of the United Church of Christ and to the Office of Church Life and Leadership.
- c) The pastor shall be elected for an indefinite period. In order to terminate this relationship, notice by either party shall be as stated in the Pastoral Call.

Section 4 –TERMINATION: When either party decides to terminate the relationship, the termination shall be by action of the church. Notice of intention to dismiss a pastor shall be given from the pulpit at least two Sundays previous to the time of the church meeting. Notice of such termination shall be sent by the clerk to the Conference Minister and to the Association for appropriate action.

Section 5 –SEXUAL MISCONDUCT: Any coercive or exploitative sexual contact or other misconduct by clergy persons/pastoral staff with parishioners in a professional relationship is totally inappropriate. The allegation of any such violation of professional ethics that may have any validity or that may be multiple in nature, will be immediately addressed in the following manner:

- a) The church moderator will contact the Conference Office to seek its support and assistance in investigating and adjudicating this matter. The Conference will initiate an investigation as stipulated by the Policy on Sexual Harassment (as adopted by the Conference in September 1987).

- b) The Church Council, following consultations with the Conference, can call for and enforce immediate leave of absence of the pastor without prejudice and with continued pay, pending resolution of charges. This can be done in conjunction with or independent of related Conference action.
- c) One of the church's first concerns is for the support, welfare and protection of the complainant(s) and immediate prevention of further possible abuses to others. Equally important is the accused pastor to have an opportunity for a fair hearing. The accused, if found guilty, needs opportunity for acknowledgment of the violation, repentance, treatment, and support.
- d) These policies and procedures will be communicated with maximum candor and caring to the whole congregation.

Article VII: MEETINGS

Section 1 - An **Annual Congregational Meeting** shall be held on the third Sunday in January at the church. If it is deemed necessary the date may be altered by the Church Council. The proposed church budget shall be presented by the Board of Finance for discussion and adoption. Written reports of all officers, boards and committees shall be rendered and the regular church elections held. The proposed budget and written notice of the meeting shall be given to all members at least two weeks in advance.

Section 2 - **Special Congregational Meetings** may be called for from the pulpit or by mail at the request of the Church Council, or by a written request of five members of the church. The proposed agenda and notice of the meeting shall be given to all members at least two weeks in advance.

Section 3 - Business may be transacted at any Congregational Meeting. An agenda shall be prepared and presented by the presiding officer.

Section 4 - A **quorum** shall consist of 15% of the membership.

Article VIII: ELECTIONS

All full and associate members shall be qualified to vote for all officers of the church except trustees, who shall only be elected by those of legal age. Elections shall be by ballot except as otherwise provided for. Unless otherwise required, a majority vote is decisive. Eighty percent (80%) of the vote cast shall be required to call or to dismiss a pastor.

Article IX: NON-DISCRIMINATION POLICY

We give equal consideration to all employees, church officers, and other volunteers regardless of age, gender, race, nationality, sexual orientation, physical disability, or marital status.

Article X: AUXILIARY ORGANIZATIONS OF THE CHURCH

All auxiliary organizations affiliated with the church are under the general jurisdiction of the Church Council.

Article XI: AMENDMENTS AND REVISIONS

These by-laws shall be reviewed every three years. Amendments and/or revisions of this document may be made at a special Congregational Meeting. Notice must be given at least two weeks before the meeting. A two-thirds vote of those present and voting is required.

Article XII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the conduct of the meeting whenever there is a question on procedure which is not covered herein.