

UNITED CHURCH OF CLOVERDALE
Cloverdale, California

CONSTITUTION

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: 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 IV: DENOMINATIONAL AFFILIATION

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:

- A.** 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)
- B.** 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.
- C.** All members of the merged congregation will be members of the United Church of Christ.
- D.** 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: MEMBERSHIP

The membership of this Congregation includes all communicant members of the Congregation as defined in the By Laws.

Article VI: ORGANIZATION

A. Voting Congregation

The Voting Congregation shall consist of all members present at a regular or special meeting of the Congregation. The Congregation, through the Voting Congregation, shall have final authority in managing its internal and external affairs.

B. Council

The Council shall be the governing body of the Congregation and is responsible to administer all the Congregation's affairs except the following matters for action only by the Congregation:

1. call or remove a called worker;
2. purchase or sell church real or personal property valued over 10% of the annual operating budget;
3. incur a non-budgeted emergency debt of over 5% of the annual operating budget.
4. adopt the Annual Financial Plan;
5. dissolve the Congregation.

C. Officers

The Officers of this Congregation shall be such Officers as the By Laws of this Constitution prescribe and shall have no authority beyond that which has been conferred upon them in the Constitution or By Laws.

Article VII: PROPERTY RIGHTS

A. Division within the Congregation

If at any time, a separation shall take place within the Congregation, the advice of the Officers of the denomination shall be sought. If, despite all efforts to resolve differences in peace and love, a division into factions of the Congregation shall occur, the property of the Congregation and all benefits connected shall remain with the majority.

B. Dissolution

If the Congregation is dissolved, after settling all debts, the remaining assets shall be transferred to the Northern California Nevada Conference of the United Church of Christ as described in Paragraph 4 of the Covenant of Merger, found in Article IV above.

Article VIII: DECISIONS

All congregational matters decided by the Congregation shall be decided by a simple majority of the voting members present at a properly convened meeting of the Congregation, except as otherwise provided in this Constitution and By Laws. Procedural questions will be decided by following *Robert's Rules of Order*.

Article IX: AMENDMENTS

This Constitution may be amended by a two-thirds majority of the votes cast in a meeting of the Congregation. The wording of the amended Constitution and By Laws shall be distributed to all members in a mailing as far in advance as possible, but no less than two weeks in advance. In addition, the revisions will be distributed to the Congregation assembled for worship on the two Sundays prior to the date upon which the amendment is presented for action.

BY LAWS

Article I: MEMBERSHIP

A. 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.

B. 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 Council.

C. 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.

D. 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.

E. Transfer

Any full member in good standing, at their own request, may be granted a letter of transfer.

F. 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 Council, be placed on an inactive list without voting privileges. If the relationship is unchanged for an additional two years the Council 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 A, above. Also, any member may request that they be put in inactive status. An inactive member may return to active membership by declaring such intent to the Pastor or the Council

and resuming a covenant relationship.

G. Disruptive Behavior of Members

In the unlikely and unfortunate presence of antagonistic, abusive, or otherwise harmful behavior by an errant church member, the accuser is encouraged to discuss the harmful behavior with the errant member. If this fails to resolve the issue, the Pastor and one or more members of the Council shall meet with the errant member to resolve the behavior. If the harmful behavior continues, the errant member shall be brought before the Congregation in a special meeting to hear his/her explanation of the behavior. The Congregation may, by three-quarters or more vote of those members present, remove the errant member from the church rolls.

Article II: CONGREGATION

- A. Annual Meetings:** An Annual Congregational Meeting shall be held on the fourth 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 for discussion and adoption. Written reports of all Officers and such boards, committees and other entities mandated by the Council, 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.
- B. Special Congregational Meetings:** Such meetings may be called for from the pulpit or by mail at the request of the 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 2 weeks in advance.
- C. Conduct of Business:** Business may be transacted at any Congregational Meeting. An agenda shall be prepared and presented by the presiding Officer.
- D. Quorum:** A quorum shall consist of 15 percent of the membership.

Article III: OFFICERS

- A. Moderator:** The Moderator shall:
 - 1. preside at all meetings of the Congregation and the Council;
 - 2. enforce the Constitution and By Laws;
 - 3. perform the general duties as are common for the office, including such additional duties as may be directed by the Congregation or the Council;
 - 4. for purposes of incorporation under the laws of California, be the President of the corporation.
- B. Vice-Moderator:** The Vice Moderator shall:
 - 1. Perform all the duties of the Moderator in the latter's absence and such additional duties as may be directed by the Congregation or the Council from time to time.
 - 2. Chair a Nominating Committee.

C. Clerk: The Clerk shall:

1. perform the duties commonly required of that office, especially the keeping and preserving of accurate records of all Congregational and Council meetings;
2. keep and make available the minutes of all meetings of the Congregation and the Council;
3. handle such correspondence as the Congregation or the Council may require;
4. for purposes of incorporation under the laws of California, be the Secretary of the corporation.

D. Treasurer: The Treasurer shall:

1. keep and preserve the accurate record of all receipts and disbursements and submit a written report of them at all regular meetings of the Congregation or the Council;
2. assure the accuracy and propriety of all financial transactions of the church;
3. serve as the back up to the Financial Secretary, being prepared to temporarily assume those duties should that Officer be unable to carry them out;
4. for purposes of incorporation under the laws of California, be the Chief Financial Officer of the corporation.

E. Financial Secretary: The Financial Secretary shall:

1. keep and preserve the accurate record of all income from all sources;
2. maintain personal contribution records for all persons donating to the church;
3. serve as the back up to the Treasurer, being prepared to temporarily assume those duties should that Officer be unable to carry them out.

F. Term of Office: Each Officer shall serve for a term of 3 years and shall serve no more than two full successive terms in that position without a break of at least 1 year.

Article IV: COUNCIL

A. Membership: The Council shall consist of six members, elected at large by the Congregation, plus the Congregation Officers listed in Article 3. The Pastor is a nonvoting member.

B. Terms of Office: The term of office shall be 3 years, with approximately one third of the at-large members being elected each year.

C. Meetings: The Council shall meet at least quarterly.

D. Powers of the Council: The Council shall:

1. have the power to develop policies and programs as required to carry out the directives of the Congregation;
2. establish and oversee all policies governing the activities of the church and with the implementation of the mission, budget, and plans adopted by the Congregation;
3. have no powers beyond those conferred upon them by the Constitution, the By Laws or the Congregation.

E. Duties of the Council: The Council shall:

1. act in all matters pertaining to the general welfare of the church and its legal obligations except those reserved to the Congregation in Article VI, B of the Constitution;
2. assure that all activities of the church reflect the purpose and faith of the Congregation;
3. make all written policies readily available upon request;
4. appoint any entity needed;
5. oversee and have authority over all other boards, committees, task forces, action teams or other entities of the Congregation, not otherwise in conflict with actions of the Congregation;
6. maintain a system of evaluation of the structure of the church in its Constitution and By Laws at least every 3 years, and the effectiveness of the Council and the missions of the church annually. The results of such evaluations to be communicated to the Congregation.

Article V: ELECTION, REMOVAL FROM OFFICE AND VACANCIES

A. Nominations:

1. The Council shall annually appoint a Nominating Committee to be chaired by the Vice Moderator, such committee to contain a majority of members not on the Council. The committee shall include the Pastor as a nonvoting member. The committee's responsibility will be to develop a slate of candidates for Officer positions to be elected each year. They will also find candidates for positions that will become vacant through completion of a term or resignation of an Officer prior to completion of a term. The Nominating Committee shall determine that all nominees are active members and supporters of the church's missions. This nomination process shall lead to election of such Officers at the annual meeting of the Congregation.
2. Any full member of the Congregation shall have the right to nominate candidates for any open Officer position. The Vice Moderator will announce the nominees and issue a call for additional nominations at least 4 weeks prior to the Annual Meeting.
3. In addition, the Vice Moderator will organize an election for the at-large members of the Council that will afford members of the Congregation, who are in attendance at the Annual Meeting, the opportunity to cast a written ballot for the number of positions open that year. Votes will be counted by the Vice Moderator and the Pastor. This phase will commence immediately upon the election of Officers and conclude with an announcement, by the Vice Moderator, of results of the members selected to serve and who agreed to do so, no later than 2 weeks after the Annual Meeting.
4. No member receiving compensation from the church may be nominated to be an Officer or member of the Council.

B. Election: Nominees for Officer positions receiving a majority of the votes cast at the Annual Meeting shall be elected.

C. Taking Office: All elected Officers and at-large Council members shall take office on the Sunday following their election or selection.

- D. Vacancy:** The Council shall appoint a qualified person to fill an unexpired term of an Officer or at-large member of the Council.
- E. Removal from Office of Elected Officials:** Any Officer or at-large Council member who is unable to perform the duties of his or her office, or is willfully neglectful of them, may be removed from office by a secret vote of the Congregation based on recommendation from the Council.

Article VI: THE PASTOR

- A. Calling:** A Call will only be issued to candidates with ministerial standing in the United Church of Christ.
- B. The Call Process:** After authorization from the Congregation, the Council shall appoint a Pastoral Search Committee, no more than one-third of whom may also be members of the Council.
- C. Consultation:** The Pastoral Search Committee shall consult the Northern California Northern Nevada Conference of the United Church of Christ as a part of their effort to secure the names of candidates.
- D. Issuance of the Call:** The Pastoral Search Committee shall present its recommended candidate to the Congregation at a called meeting for its approval by a 90 percent favorable vote of those present. After such a vote, a formal call shall be offered to the candidate.
- E. Accountability:** The Pastor shall be accountable to the Council and Congregation and shall follow the Congregation's direction regarding the ministry direction of the church.
- F. Role:** The Pastor shall serve as the spiritual, administrative and educational leader of the church
- G. Duties:**
 - 1. implement all policies and programs defined by the Congregation and the Council;
 - 2. assist in creating and evaluating the necessary infrastructure and support for lay leadership efforts in accomplishing the Congregation's self selected mission(s);
 - 3. supervise all paid staff.
- H. The Pastor May Not:**
 - 1. discharge a member of paid staff;
 - 2. create a new ministry program except upon consultation with the Council and approval by the Council or the Congregation;
 - 3. incur non-budget expenses.

- I. **Removal from Office:** The Pastor may be removed from office by the Congregation, at a called meeting of the Congregation with a three-fourths majority secret ballot vote of those present. The grounds for removal are:
1. ethical or professional misconduct;
 2. loss of Ministerial Standing ;
 3. inability to perform the duties of the position; or
 4. other significant reason determined by the Congregation.

Article VII: AMENDMENTS

Amendments and/or revisions of this document may be made at a special Congregational Meeting. Notice must be given at least 2 weeks before the meeting. A two-thirds vote of those present and voting is required. In addition to any amendments from time to time, these By Laws shall be reviewed every three years beginning with 2015.

Article VIII: TRANSITION

These By Laws will come into effect for planning and preparation purposes upon passage by the Congregation, such passage to occur at a Congregational meeting with the date set by the Council in the fall of 2012. After election of Officers and the at-large members of Council pursuant to these By Laws, Articles 1, 2, 3, 5, 6, 7 and 8 will come into full and immediate effect. Full implementation of Article 4, as regards various entities to be appointed by the Council, will come into effect by December 31, 2013. Up until that time, the following entities will continue to function as prescribed by the By Laws in existence prior to the adoption of these By Laws: Sunday School Superintendent, Diaconate Board, Board of Trustees, Board of Finance, Board of Education, Board of Congregational Life and Board of Mission and Outreach, as well as the Personnel Committee, the Pastoral Relations Committee and the Endowment Advisory Committee. Terms of the members of those boards or committees in 2012 shall be extended through December 2013. Vacancies occurring during the transition period shall be filled by the Council. The Council is empowered to terminate any of these entities prior to December 31, 2013 as it deems appropriate based on arrangements being made to carry out the powers and duties of each either by the Council or by a new entity appointed by the Council pursuant to Article 4. The initial election under these By Laws shall be for every Officer position for a term of 3 years, except for those Officers elected to the same position they held on December 31, 2012. In those cases, the most recent years served in the office shall be counted to determine the remaining portion of the 3 year term. The six at-large Council positions shall be for 1, 2 or 3 years based on a drawing among the six people selected for the Council, carried out by the Council at its next meeting after such selection. This article will have no force or effect after December 31, 2013.