

BYLAWS

PROPOSED REVISION

APPROVED BY CHURCH COUNCIL MARCH 28, 2018

THE COMMUNITY CHURCH OF SEBASTOPOL UNITED CHURCH OF CHRIST SEBASTOPOL, CALIFORNIA

ARTICLE 1: NAME

The legal name of this church as established in the 1973 amendment to the Articles of Incorporation is The Community Church of Sebastopol, State of California. The church and corporate office is located at 1000 Gravenstein Highway North, Sebastopol, California 95472.

ARTICLE 2: MISSION

The Mission of The Community Church shall be "To worship God and share the love of Jesus Christ, teaching the message of Jesus to all ages and putting our faith into action." See Appendix A for a graphic illustration of how The Community Church organizes itself to enable its mission.

ARTICLE 3: STATEMENT OF INCLUSION

We cherish, honor, support, and serve each other and the world in all its diversity. As an Open & Affirming congregation, we encourage all people to participate fully in every aspect of our church's life and ministry, sharing in worship, fellowship, membership, and leadership.

ARTICLE 4: GOVERNANCE

SECTION A: MEMBERS

The governance of this church shall be vested entirely in its members. All elected positions shall be filled by active and/or associate members of the church.

SECTION B: AFFILIATION

This church shall be affiliated with the United Church of Christ, including Association, Conference, and National settings, and shall sustain the relationship by accepting the obligations of mutual covenant and cooperation involved in the free fellowship of the United Church of Christ.

SECTION C: CORPORATE STATUS

This church shall operate under the general non-profit corporation law of the State of California with 501(c)(3) non-profit status.

SECTION D: CONGREGATIONAL MEETINGS

- 1) Number. The church shall hold no fewer than one (1) business meeting each year.

- 2) Annual Meeting. An annual meeting shall be held in January of each year to conduct the business of the congregation, including election of Leadership Council and Nominating Committee members; and adoption of the budget for the following year. Notice of the date, time and place of the meeting, together with an agenda and list of nominees for positions to be filled, shall be distributed to each active and associate member of the congregation, and announced in worship, not less than 14 days prior to the meeting.
- 3) Special Meetings. Special meetings may be called by the Leadership Council (hereafter referred to as "Council") or upon written petition to the Council of 10% of active and associate members of the congregation. Notice of the date, time and place of a meeting, together with an agenda, shall be distributed to each active and associate member of the congregation, and announced in worship, not less than 14 days prior to the meeting.
- 4) Quorum. A quorum for all meetings shall consist of 10% of active and associate members.

ARTICLE 5: STATEMENT OF FAITH AND COVENANT

SECTION A: STATEMENT OF FAITH

We subscribe to the United Church of Christ Statement of Faith as found in the United Church of Christ Book of Worship.

SECTION B: COVENANT

The members of the church, with all the faith our Christian growth makes possible, do covenant together in the presence of God:

- 1) To take this church to be our faith community;
- 2) To endeavor to deepen spiritually in the Christian faith, accompanying the other members of this church in faithfulness and love;
- 3) To attend services of worship, and to observe the sacraments, as regularly as life allows;
- 4) To support the church regularly and generously from within our various financial circumstances;
- 5) To aspire to a leadership role, as each is able;
- 6) To serve faithfully as the church in the wider community, sharing with others the meaning and purpose of our covenant.

ARTICLE 6: MEMBERSHIP

SECTION A: PROCESS

All persons desiring membership, Active or Associate, must complete a prescribed joining process.

SECTION B: CLASSIFICATION

- 1) Active: Those who have chosen to be baptized, or affirm their baptism, and to participate in the life of the church. Active membership shall be attained by Baptism (Confession of Faith); Reaffirmation of Faith; or Letter of Transfer. Minors wishing to join the church as active members may do so through the Confirmation process.
- 2) Associate: Those wishing to affiliate with the church but who do not meet the requirements to become Active Members are eligible for Associate membership. Associate members have all rights and privileges of active members while associated with this congregation.
- 3) Friend of the Church: Those who wish to participate in the activities of this church but, who for whatever reasons, do not desire membership. Such persons are welcome in all respects but shall not vote at congregational meetings.

SECTION C: TERMINATION

- 1) If a member requests release from membership, it shall be granted by the Council.
- 2) Non-communicating members who, for a period in excess of two years, have not attended services, not contributed financially to the church's support, and not communicated a desire to remain a member may, by vote of the Council, be removed from the membership rolls.
- 3) Former members who wish to rejoin may do so by completing the prescribed joining process.

ARTICLE 7: LEADERSHIP COUNCIL

SECTION A: COMPOSITION

The business of the corporation shall be managed by a Leadership Council consisting of eight voting members which shall include four Council Officers of the corporation and four Council Members who support and facilitate, respectively, the work of four Areas of Ministry. No single Officer or Council Member shall act, other than in the ordinary course of business, without the approval of the majority of the Council, and such action, absent Council approval, shall not be binding on the corporation.

SECTION B: NUMBER, TITLE, AND QUALIFICATIONS

- 1) There shall be four Officers of the corporation, as follows: Moderator, Council Officer for Facilities (Vice Moderator), Council Officer for Personnel (Secretary) and Council Officer for Finances (Treasurer).
- 2) There shall be four Council Members, as follows: Council Member for Worship & Arts; Council Member for Faith Formation; Council Member for Care and Fellowship; and Council Member for Outreach.
- 3) Council Officers and Council Members shall be either Active or Associate Members of the church.
- 4) Called ministers currently serving the congregation shall be considered ex-officio members of the Council.

SECTION C: ELECTION AND TERM

The Council Officers and Council Members shall be elected by the members of the Congregation for a term of two years. Except in the case of an unplanned vacancy, the Moderator and Council Officer for Finances (Treasurer) shall not be replaced in the same year, nor shall more than two of the four Officers be replaced in the same year. No Officer or Member shall be eligible to serve for more than two consecutive terms in any one or combination of these positions and shall not be eligible for another term until after a lapse of one year.

SECTION D: PARTIAL TERMS

A person who has served at least half of a specific term in an office, as set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in any Council position.

SECTION E: VACANCIES

A vacancy on the Council shall be filled by vote of the Council, on recommendation of the Nominating Committee, until the next annual meeting of the Congregation.

SECTION F: DUTIES

- 1) Moderator: The Moderator shall be the chief corporate officer of the Church and shall be responsible and accountable to the membership of the Congregation. The Moderator shall preside at all meetings of the Church Council and at any duly called meeting of the membership of the Congregation.
- 2) Council Officer for Facilities: In the absence of the Moderator, the Council Officer for Facilities, as Vice Moderator, shall preside at any meeting of the Church Council and at any duly called meeting of the membership of the Congregation.
- 3) Council Officer for Personnel: The Council Officer for Personnel shall be the custodian of the corporate and membership records, including a record of the proceedings of meetings of the Congregation and meetings of the Council. The Council Officer for Personnel shall give notice of all meetings of the Congregation.
- 4) Council Officer for Finances: The Council Officer for Finances shall be the chief financial officer of the Church and is responsible for overseeing the financial management of the church.
- 5) Council Members: Each Council Member shall support and provide accountability for his or her Ministry Area (or Resource Area, in the case of Council Officers) in collaboration with church staff members who are also assigned to the given Area.
- 6) Council position descriptions of duties shall be kept current.

SECTION G: REMOVAL OF A COUNCIL OFFICER OR COUNCIL MEMBER

A Council Officer or Council Member may be removed with cause by vote of five or more members of the Council.

SECTION H: REGULAR MEETINGS

The Council shall hold at least nine meetings per year. Notice of date, time and place shall be provided to each Council Member. Meetings of the Council shall be open to

members of the Congregation. The Council may convene in executive session to discuss matters of a confidential or sensitive nature.

SECTION I: QUORUM AND VOTING

A majority (5) of the members of the Council must be present in person in order to transact business. Voting shall be by those present without the benefit of proxy.

SECTION J: SPECIAL MEETINGS

Special meetings of the Council may be called by the Moderator and one other Officer or Council Member, or shall be called by the Moderator upon request of the majority of the members of the Council. Notice of date, time, place, and purpose of the meeting shall be given to each member not fewer than 24 hours prior to the meeting. Council may hold a special meeting using electronic means by which all persons are able to participate fully.

SECTION K: MISSION AND RESPONSIBILITIES

The Council is the principal policy-making body of the church. It is responsible for the administration and interpretation of these Bylaws, subject to the laws of the State of California. While certain executive, administrative, and management functions may be delegated to church staff or volunteers as needed, the Council is the ultimate governing body within the church.

The mission of the Leadership Council:

- 1) Protect and advance the mission of the church;
- 2) Safeguard the assets (human, spiritual, financial, and property) of the church;
- 3) Ensure adequate resources to carry out the mission of the church;
- 4) Authorize the hiring of staff and ensure their support;
- 5) Be ambassadors to the community on behalf of the church.

Specific responsibilities of the Council:

- 1) Work collaboratively with church staff to ensure that policies and procedures for the administration of Facilities, Personnel and Finances Resource Areas are in place and being followed;
- 2) Present to the Congregation for their vote an annual operating budget;
- 3) Authorize the creation and terms of any new staff positions and ensure, through the Lead Minister, that all staff members have current job descriptions and receive appropriate supervision and formal evaluation on a regular basis;
- 4) Appoint delegates to represent the church officially at synods, meetings and assemblies;
- 5) Authorize any statements or endorsements that are to be made on behalf of the Congregation as a whole;
- 6) Ensure that the church's nonprofit, 501(c)(3) status is not placed in jeopardy.

ARTICLE 8: NOMINATING COMMITTEE

SECTION A: COMPOSITION AND QUALIFICATIONS

There shall be a Nominating Committee consisting of five members. All members of the Nominating Committee shall be either Active or Associate Members of the church. An effort shall be made to include a prior member of the Leadership Council.

SECTION B: ELECTION AND TERM

The Nominating Committee presents new members of the committee for election by the members of the congregation at the annual meeting. Committee members shall serve for a term of two years, or until their successors are elected, and shall not be eligible for another term on this committee until after a lapse of one year. The Nominating Committee shall, when possible, stagger member terms.

SECTION C: PARTIAL TERMS

A person who has served more than half of a specific term on the Nominating Committee, shall be considered to have served the full term.

SECTION D: VACANCIES

A vacancy on the Nominating Committee shall be filled by the committee until the next annual meeting of the Congregation.

SECTION E: SELECTION AND TERM OF CHAIRPERSON

The chairperson of the Committee shall be elected by the Committee members from among the committee members for a term of one (1) year.

SECTION F: QUORUM

A majority of the members of the Committee must be present in person to constitute a quorum for the transaction of business.

SECTION G: DUTIES

The Nominating Committee shall present to the congregation at the annual meeting candidates for Leadership Council and Nominating Committee vacancies. It shall obtain the consent of each nominee before presenting the names to the membership.

ARTICLE 9: MINISTERS AND STAFF

SECTION A: CALL OF MINISTERS

In the event of a pastoral vacancy, it shall be the responsibility of the Leadership Council to solicit nominations and appoint church members for a Pastoral Search Committee composed of six to twelve members. The Pastoral Search Committee shall present to the congregation the name of the candidate it recommends. A two-thirds vote of the voting members present shall constitute a call. Upon selection, a Letter of Call shall set forth the conditions of employment. The call shall be reviewed upon request of the minister or the Leadership Council.

SECTION B: LEAD MINISTER

The Lead Minister, guided by the terms of their Letter of Call, and in collaboration with the Leadership Council, shall be in charge of worship and the spiritual welfare of the congregation. The Lead Minister shall seek to enlist persons as followers of Christ, preach the gospel, administer the sacraments, and have under his or her care all services of public worship. The Lead Minister shall represent the church in spiritual and church activities in the community and shall be encouraged to share in the work of the total fellowship of the United Church of Christ. The Lead Minister shall report to the Council at its official meetings, collaborating with lay leadership in advancing the mission of the church. The Lead Minister shall function as chief administrator and head of staff.

SECTION C: ASSOCIATE, ASSISTANT, OR INTERIM MINISTERS

Following the procedures outlined above, the congregation may call Associate, Assistant, or Interim Ministers.

SECTION D: TERMINATION OF CALL

- 1) A minister shall give 60-days' notice in case the minister chooses to leave of his or her own volition.
- 2) The congregation may, by majority vote of eligible members at a congregational meeting duly called for that purpose, terminate a call with 60-days' notice.
- 3) The Council may, with cause and by majority vote, place a minister on administrative leave until a congregational meeting can be called. Sixty days' notice shall begin upon notification of administrative leave.
- 4) In the case of loss of ministerial standing, a minister's call and employment shall cease at once.

SECTION E: STAFF TEAM

The staff team consists of the Lead Minister (Head of Staff), other called ministers and hired staff. The Church Council may authorize the hiring of additional staff members to carry out specific functions to support the congregation in advancing the mission of the church.

ARTICLE 10: MINISTRY AND RESOURCE AREAS

SECTION A: CONNECTION AND ALIGNMENT

In order to advance the mission of the church, the Leadership Council shall authorize the formation and operation of all church functions. All such entities must operate within the support and accountability structures set forth in these Bylaws. Each Ministry and Resource Area shall have a specific focus within the church's overall mission, and each Area shall consist of various committees, teams, ministries, task forces, volunteer and staff positions that deliver programs, sponsor events, and otherwise serve the needs and interests of the congregation within that Area's focus.

SECTION B: MINISTRY AREAS

These Bylaws shall establish the following Ministry Areas: Worship and Arts, Faith Formation, Care and Fellowship, and Outreach.

SECTION C: RESOURCE AREAS

These Bylaws shall establish the following Resource Areas: Facilities, Finances, and Personnel.

SECTION D: SUPPORT AND ACCOUNTABILITY

In order to provide support and accountability, a Council Member, working in collaborative partnership with church staff, shall be assigned to facilitate the effective functioning of each Ministry and Resource Area.

SECTION E: ESTABLISHMENT OF COMMITTEES

- 1) The Council shall authorize the formation and operation of committees and place those committees within the appropriate Area.
- 2) The Council may discontinue committees as needed.
- 3) The Council has the authority to adjust the placement of committees within Areas to more effectively advance the mission of the church.
- 4) The Council has the authority to set term limits for any committee. In general, the committee year will begin with the annual meeting.
- 5) The Council has the authority to determine whether church membership is required to serve on a committee.
- 6) Committees shall be responsible to the Council through the relevant Council Officer or Member.

ARTICLE 11: FINANCE

SECTION A: FISCAL YEAR

The fiscal year shall coincide with the calendar year.

SECTION B: FINANCIAL REVIEW

The financial records shall be formally reviewed every five years. The Council may authorize additional reviews or audits at their discretion.

SECTION C: CHECKS & ACCOUNTS

The signatures of any two of the following are required for all checks and fund

transfers: Moderator, Council Officer for Facilities, Council Officer for Personnel, Council Officer for Finances, and a staff person designated by the Council. The designee shall not be a minister or staff person related to finances. All investment accounts shall have two authorizing agents designated by the Council.

SECTION D: CONTRACTS

The Council may authorize any Officer or staff person to enter into any written contract on behalf of the congregation and such authority may be general in nature or confined to specific instances subject to the provisions of Section E.

SECTION E: PROPERTY

Title to all property owned or acquired by the congregation shall be held in the name of the congregation. The power to buy, sell, mortgage, transfer, encumber, or lease on a long-term basis real property shall require prior approval through vote of the church membership.

SECTION F: DISSOLUTION

In accordance with the Articles of Incorporation, the property of this corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12: RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order (currently revised edition) may govern the meetings of the congregation, the Council, and all committees in cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the membership may adopt.

ARTICLE 13: AUXILIARY ORGANIZATIONS

All auxiliary organizations shall be authorized by, and responsible to, the Council.

ARTICLE 14: AMENDMENTS

These Bylaws may be amended at any annual or special meeting of the congregation by a majority of voting members present. The substance of any proposed amendment shall be provided in written form to all active and associate members of the congregation at least 14 days prior to the date of the meeting. Any grammatical, punctuation, or correlation corrections in these Bylaws or amendments thereto, which in no way alter the intent of the respective Bylaw or amendment thereto, shall be effected by the Council.

ARTICLE 15: RATIFICATION

Upon ratification by a majority vote of the members present at a meeting called for this

purpose, these Bylaws shall become effective April 15, 2018.

Temporary provision: The Nominating Committee shall have the authority for nominations made for Council Officers and Council Members to be elected in 2018 and to adjust the length of initial terms so that one-half of the Council terms will expire each year. As this temporary provision is specific to 2018, it shall be automatically removed from the Bylaws upon election of the 2019 Leadership Council.

Temporary provision: The Nominating Committee shall have the authority for nominations made for Nominating Committee Members to be elected in 2018 and to adjust the length of initial terms so that Committee terms will expire as described in Article 8, Section B above. As this temporary provision is specific to 2018, it shall be automatically removed from the Bylaws upon election of the 2019 Leadership Council.

APPENDIX A

How The Community Church of Sebastopol organizes its governance to enable its mission...

LEADERSHIP COUNCIL (8 members):
4 Council Officers: Moderator and Council Officers for Facilities, Finances & Personnel and 4 Council Members for Ministry Areas

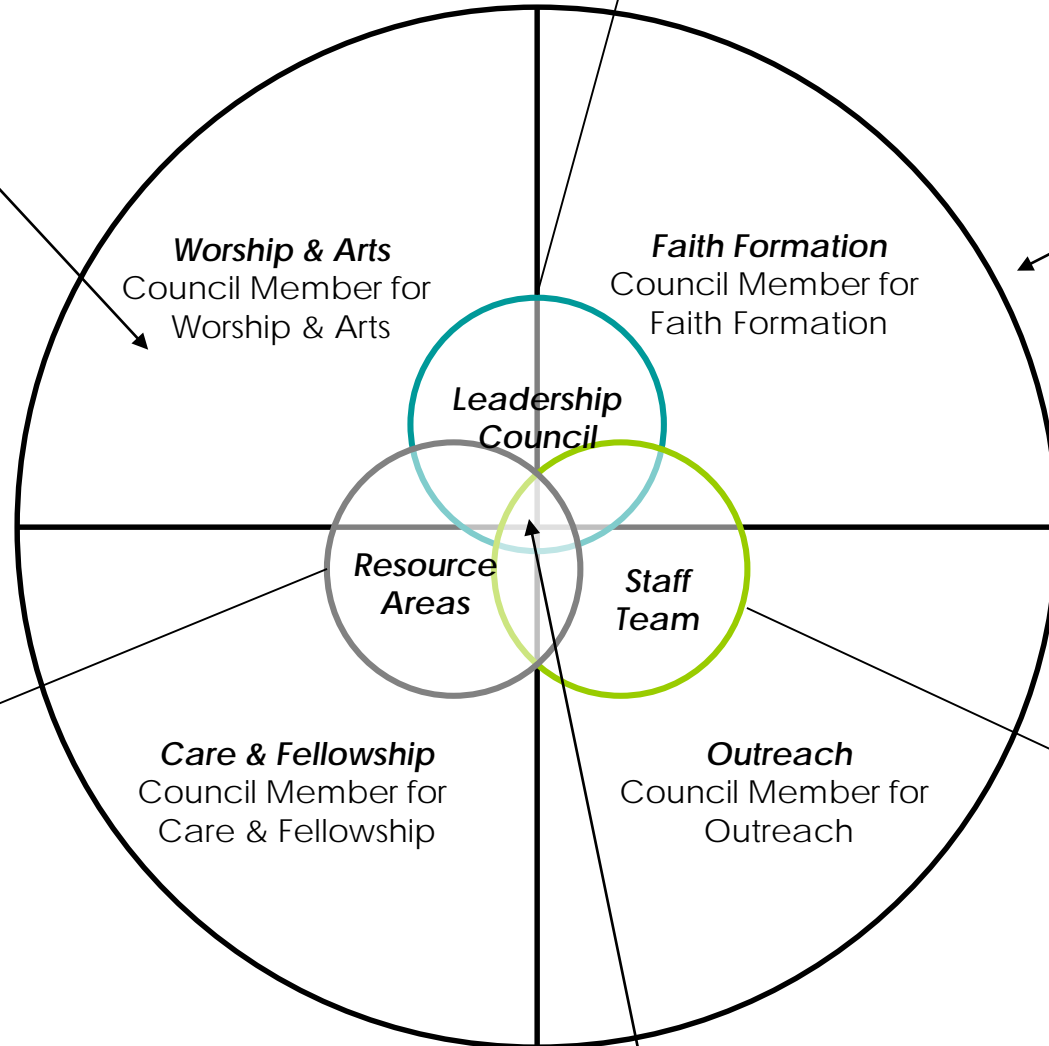
4 MINISTRY AREAS:
Worship & Arts
Faith Formation
Care & Fellowship
Outreach

3 RESOURCE AREAS:

Facilities
Council Officer for Facilities
(Vice Moderator)

Personnel
Council Officer for Personnel
(Secretary)

Finances
Council Officer for Finances
(Treasurer)



3 Support Areas:
Church Council,
Staff Team &
Resource Areas

STAFF TEAM:
Lead Minister
(Head of Staff),
other called Ministers
& hired staff

OUR MISSION: To worship God and share the love of Jesus Christ, teaching the message of Jesus to all ages and putting our faith into action.