

**BYLAWS OF**  
**FIRST CONGREGATIONAL CHURCH OF BERKELEY**  
a California Nonprofit Religious Corporation

April 19, 2015

**TABLE OF CONTENTS**

	<b>Page(s)</b>
<b>ARTICLE I</b> NAME, OFFICE, PURPOSE.....	1
<b>Section 1.01</b> <u>Name</u> .....	1
<b>Section 1.02</b> <u>Office</u> .....	1
<b>Section 1.03</b> <u>Purpose</u> .....	1
<b>ARTICLE II</b> GENERAL PROVISIONS .....	1
<b>Section 2.01</b> <u>Affiliations</u> .....	1
<b>Section 2.02</b> <u>Nonpartisan Activities</u> .....	1
<b>Section 2.03</b> <u>Dedication of Assets</u> .....	2
<b>Section 2.04</b> <u>Fiscal Year</u> .....	2
<b>Section 2.05</b> <u>Government and Administration</u> .....	2
<b>Section 2.06</b> <u>Definitions</u> .....	2
<b>ARTICLE III</b> GUIDING STATEMENTS .....	3
<b>Section 3.01</b> <u>Salem Church Covenant (of 1629)</u> .....	3
<b>Section 3.02</b> <u>Statement of Faith</u> .....	4
<b>Section 3.03</b> <u>Seekers Statement</u> .....	5
<b>Section 3.04</b> <u>Open and Affirming Statement</u> .....	5
<b>ARTICLE IV</b> MEMBERSHIP .....	6
<b>Section 4.01</b> <u>Eligibility</u> .....	6
<b>Section 4.02</b> <u>Classes Of Members</u> .....	6
<b>Section 4.03</b> <u>Letter of Transfer</u> .....	7
<b>Section 4.04</b> <u>Withdrawal</u> .....	7
<b>ARTICLE V</b> SERVICES AND MEETINGS OF THE CHURCH MEMBERS .....	7

<b>Section 5.01</b>	<u>Place of Meeting</u> .....	7
<b>Section 5.02</b>	<u>Worship</u> .....	7
<b>Section 5.03</b>	<u>Annual Meeting</u> .....	7
<b>Section 5.04</b>	<u>Other Meetings</u> .....	7
<b>Section 5.05</b>	<u>Notice of Members' Meetings</u> .....	8
<b>Section 5.06</b>	<u>Quorum</u> .....	9
<b>Section 5.07</b>	<u>Adjourned Meeting</u> .....	9
<b>Section 5.08</b>	<u>Voting</u> .....	10
<b>Section 5.09</b>	<u>Waiver by Attendance</u> .....	10
<b>Section 5.10</b>	<u>Action by Written Consent Without a Meeting</u> .....	11
<b>Section 5.11</b>	<u>Voting by Proxy Prohibited</u> .....	11
<b>Section 5.12</b>	<u>Voting of Classes</u> .....	11
<b>ARTICLE VI COUNCIL OF THE CONGREGATION</b> .....		11
<b>Section 6.01</b>	<u>Membership</u> .....	11
<b>Section 6.02</b>	<u>Purpose</u> .....	12
<b>Section 6.03</b>	<u>Term</u> .....	12
<b>Section 6.04</b>	<u>Powers and Duties</u> .....	12
<b>Section 6.05</b>	<u>Qualification of Council Members</u> .....	14
<b>Section 6.06</b>	<u>Selection and Term of Council Members</u> .....	14
<b>Section 6.07</b>	<u>Vacancies</u> .....	14
<b>Section 6.08</b>	<u>Place of Meetings: Meetings by Telephone</u> .....	15
<b>Section 6.09</b>	<u>Special Meetings</u> .....	15
<b>Section 6.10</b>	<u>Quorum</u> .....	16
<b>Section 6.11</b>	<u>Waiver of Notice</u> .....	17

<b>Section 6.12</b>	<u>Suspension of Meeting</u> .....	17
<b>Section 6.13</b>	<u>Notice of Resuming a Suspended Meeting</u> .....	17
<b>Section 6.14</b>	<u>Action Without a Meeting</u> .....	17
<b>Section 6.15</b>	<u>Reimbursement of Expenses</u> .....	18
<b>ARTICLE VII COMMITTEE AND MINISTRY STRUCTURE</b> .....		18
<b>Section 7.01</b>	<u>Overview</u> .....	18
<b>ARTICLE VIII STANDING COMMITTEES</b> .....		19
<b>Section 8.01</b>	<u>Long-Range Planning Committee</u> .....	19
<b>Section 8.02</b>	<u>Personnel Committee</u> .....	19
<b>Section 8.03</b>	<u>Committee of Involvement</u> .....	20
<b>Section 8.04</b>	<u>Endowment Committee</u> .....	21
<b>Section 8.05</b>	<u>Investment Committee</u> .....	21
<b>ARTICLE IX MINISTRIES</b> 22		
<b>Section 9.01</b>	<u>Purpose</u> .....	22
<b>Section 9.02</b>	<u>Organization</u> .....	22
<b>Section 9.03</b>	<u>Specific Ministries</u> .....	23
<b>ARTICLE X OFFICERS</b> 25		
<b>Section 10.01</b>	<u>Officers</u> .....	25
<b>Section 10.02</b>	<u>Election of Officers</u> .....	25
<b>Section 10.03</b>	<u>Subordinate Officers</u> .....	25
<b>Section 10.04</b>	<u>Removal of Officers</u> .....	25
<b>Section 10.05</b>	<u>Resignation of Officers</u> .....	26
<b>Section 10.06</b>	<u>Vacancies in Offices</u> .....	26
<b>Section 10.07</b>	<u>Responsibilities of Officers</u> .....	26

<b>ARTICLE XI</b> MINISTERS (ORDAINED) .....	28
<b>Section 11.01</b> <u>Senior Minister</u> .....	28
<b>Section 11.02</b> <u>Associate Ministers</u> .....	29
<b>Section 11.03</b> <u>Interim Arrangements</u> .....	29
<b>ARTICLE XII</b> INDEMNIFICATION OF COUNCIL MEMBERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS .....	30
<b>Section 12.01</b> <u>Definitions</u> . For the purpose of this Article, .....	30
<b>Section 12.02</b> <u>Successful defense by agent</u> .....	30
<b>Section 12.03</b> <u>Actions brought by persons other than the Corporation</u> .....	31
<b>Section 12.04</b> <u>Action brought by or on behalf of the Corporation</u> .....	31
<b>Section 12.05</b> <u>Determination of agent’s good faith conduct</u> .....	32
<b>Section 12.06</b> <u>Limitations</u> .....	33
<b>Section 12.07</b> <u>Advance of expenses</u> .....	33
<b>Section 12.08</b> <u>Contractual rights of non-Council members and non-officers</u> .....	33
<b>Section 12.09</b> <u>Insurance</u> .....	33
<b>Section 12.10</b> <u>Fiduciaries of corporate employee benefit plan</u> .....	33
<b>ARTICLE XIII</b> CURRENT PROCEDURES MANUAL .....	34
<b>ARTICLE XIV</b> REPORTS AND RECORDS .....	34
<b>Section 14.01</b> <u>Records</u> .....	34
<b>Section 14.02</b> <u>Inspection of Books and Records</u> .....	34
<b>Section 14.03</b> <u>Certification and Inspection of Bylaws</u> .....	35
<b>ARTICLE XV</b> CONSTRUCTIONS AND DEFINITIONS .....	35
<b>ARTICLE XVI</b> AMENDMENTS .....	35
<b>ARTICLE XVII</b> MISCELLANEOUS .....	35
<b>Section 17.01</b> <u>Church Newsletter</u> .....	35

**Section 17.02** Meetings.....35

**BYLAWS OF  
FIRST CONGREGATIONAL CHURCH OF BERKELEY**  
a California Nonprofit Religious Corporation

**ARTICLE I**

NAME, OFFICE, PURPOSE

**Section 1.01**        Name. The name of this nonprofit corporation shall be First Congregational Church of Berkeley, United Church of Christ (hereinafter sometimes referred to as “Corporation” or as “Church”).

**Section 1.02**        Office. The office for transaction of the business of the Corporation shall be located in Berkeley, California, at 2345 Channing Way, Berkeley, California 94704.

**Section 1.03**        Purpose. The purposes of this Church shall be to worship God, to teach and preach the gospel of Jesus Christ, to celebrate the sacraments, and to further Christian education, mission, care, fellowship and evangelism.

**ARTICLE II**

GENERAL PROVISIONS

**Section 2.01**        Affiliations. The Church shall have the relation to the General Synod of the United Church of Christ that is described in those certain portions of the Constitution and Bylaws of the United Church of Christ adopted July 4, 1961, which relate to “Local Churches” of the United Church of Christ. This Church is a member of the Northern California Conference of the United Church of Christ and the Bay Association of the United Church of Christ.

**Section 2.02**        Nonpartisan Activities. This Corporation has been formed under the California Nonprofit Religious Corporation Law for the religious purposes described in these Bylaws, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. This section shall in no way limit the Church

in providing a setting for the discussion of issues, nor shall it limit the positions members may take with regard to social or public issues as individuals.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the religious purposes described in these Bylaws.

**Section 2.03**      Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit on any private person or individual, or any Church member or member of the Council of the Congregation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to religious purposes, provided the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code section 501 (c) (3).

**Section 2.04**      Fiscal Year. The Church fiscal year is from January 1 through December 31.

**Section 2.05**      Government and Administration. The government of this Church is vested in its members, who exercise the right of control in all its affairs in the manner prescribed in these Bylaws. The Church holds to the autonomy of the local church and its independence of ecclesiastical control. It cherishes the fellowship of all the churches of the denomination united in Association, Conference, and national bodies, for counsel, comity, and cooperation. This Church holds to the unity of the Church of Jesus Christ Universal and will seek, as it is able, that the prayer of Jesus Christ for His disciples may be answered: “that they may all be one.”

**Section 2.06**      Definitions. As used in these Bylaws, the following terms shall have the meanings set forth below:

- A.      Class Term. As indicated hereafter, membership in a Ministry, Council, Committee, or other group may be for a specified “class term,” intended to signify length of service in the group in question and a rotating membership of that group. (A “two-year class term”, for example, will signify that one-half of the



membership in question will leave the group each year, so that fifty percent (50%) of the group will join as new members.) Initial implementation of the class term for each group in these Bylaws shall be effected by the Committee for Involvement.

- B. Minister. With the exception of references in Article X of these Bylaws, which article concerns only the ordained ministers, and as otherwise noted elsewhere herein, references to “Minister” or “Ministers” shall include both the ordained ministers (the Senior Minister and the Associate Minister or Ministers) and the Music Program Director.
  
- C. Church Staff.
  - (1) Professional Staff. Reference herein to the “Professional Staff shall be to the Ministers, to the Business Administrator, and to other persons employed by the Church in professional positions.
  - (2) Support Staff. References herein to the “Support Staff shall be to persons employed by the Church in non-professional staff positions.
  - (3) Lay Staff. References herein to the “Lay Staff shall be to persons who serve the Church in unpaid staff positions.

Except where otherwise indicated, references in these Bylaws to “staff or “church staff shall be intended to include professional, support and lay staff.

- D. Congregation. As used in these Bylaws, references to the “Congregation” shall be to the Church membership as a whole. Voting rights shall be as defined in Section 4.04 of these Bylaws.

### **ARTICLE III**

#### **GUIDING STATEMENTS**

**Section 3.01**      Salem Church Covenant (of 1629). The covenant by which this Church exists as a distinct body and which every member accepts is as follows:

*We covenant with God and one another; and do bind ourselves in the presence of God, to walk together in all God's ways. "*

**Section 3.02**      Statement of Faith. The Church affirms the Statement of Faith adopted by the United Church of Christ in 1959 (as adapted by Robert Moss) as an expression that does not necessarily speak "for" the Church as much as it speaks "to" the Church about what being a Christian means today:

*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 nations and all humanity 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.*

**Section 3.03**      Seekers Statement.

The Church also affirms this “Seekers Statement”:

*Finding a home in God’s wilderness,  
we seek to savor God  
and magnify the longings of Jesus.  
We dare to be uncertain.  
Practicing compassion and awakening conscience,  
we bear hope for a suffering world.  
In this Spirit, we honor one another  
in beloved community.*

**Section 3.04**      Open and Affirming Statement.

The Church also affirms this “Open and Affirming Statement”:

*We, as a diverse body of believers seeking to live in the light and image of God in Christ, do  
affirm:*

*that every person has worth as a special and unique creation made in God’s image;*

*that in the Spirit of love, openness, and inclusiveness we welcome persons of every sexual  
orientation, and gender, gender identity, gender expression, race, nationality, ability, age to  
participate fully in all aspects of our Church’s life and ministry;*

*that as agents of reconciliation and wholeness we embrace justice and seek to support all who  
suffer discrimination or who are disenfranchised from the religious community;*

*that in light of the Gospel we will continue to comprehend and appreciate more fully our  
differences and gifts; that through grace our love for God and neighbor may flourish.*

**ARTICLE IV**  
**MEMBERSHIP**

**Section 4.01**      Eligibility. Persons who have expressed a desire to unite with the Church and have gone through the proper procedures, and who in public worship covenant to support the Church with their time, talent, treasure and trust, and who wish to study, understand and practice the faith of Jesus Christ, shall be received into membership.

**Section 4.02**      Classes Of Members. There are three categories of membership: Full, Associate and Friend.

- A.      Full. Full members are those who according to their ability support the Church life and mission by faithful attendance at services and the sacrament, and by regular contributions to its financial support, and by participating in the life and work of the Church. They may act and vote in all affairs of the Church and may be elected or appointed to serve as officers and leaders. Joining may be by Letter of Transfer, Reaffirmation of Faith, or Baptism/Confession of faith
  
- B.      Associate. Associate members are those who wish to remain members in a “home” church and are temporarily worshiping and participating with this Church. They may be accepted into the Church through the regular procedures of the Church. They may act and vote in all affairs of the Church and may be elected or appointed to serve as officers and leaders. Their membership shall cease when they cease to be active in the life of the congregation.
  
- C.      Friends. Friends are persons who wish to enter into fellowship with this Church but who do not wish to become full members. They may be accepted into the Church through the regular procedures of the Church. They may serve on committees and ministries, but may not have a vote on Council, nor in business meetings regarding fiscal issues nor the calling of a minister.

Members may be declared Inactive because of their prolonged absence from the community or their continued indifference to the obligations of membership and will be

removed from full or associate membership by authority of the Ministry of Care, Fellowship and Invitation. Members who have been declared Inactive have no vote.

**Section 4.03**      Letter of Transfer. Any member in good standing who desires a letter of transfer to another specific Christian church is entitled to have it issued. Membership shall terminate immediately upon the issuance of the letter.

**Section 4.04**      Withdrawal. Any member can ask to be removed from membership. Any member who breaks the covenantal relationship may, upon appropriate consultation with a minister or his/her designee, be asked or required to withdraw his or her membership.

## ARTICLE V

### SERVICES AND MEETINGS OF THE CHURCH MEMBERS

**Section 5.01**      Place of Meeting. Meetings of Church members shall be held at any place designated by the Council of the Congregation. In the absence of any such designation, members' meetings shall be held at the Church.

**Section 5.02**      Worship. Services of public worship shall be held each Sunday. The sacraments of Baptism and Communion shall be celebrated at such times as the Senior Minister and the Ministry of Worship and Spiritual Life may appoint.

**Section 5.03**      Annual Meeting. The Annual Meeting shall be held each year on or before February 15. Annual reports shall be received at this meeting, Church officers, members of the Ministries and other leadership positions shall be elected, the annual budget shall be adopted and other business may be transacted. Notice of the Annual Meeting shall be given on the two preceding Sundays.

**Section 5.04**      Other Meetings.

A.      Authorized Persons Who May Call. A meeting of the Church members may be called at any time by any of the following:

(1)      the Council of the Congregation,

- (2) the Moderator,
- (3) the Senior Minister,
- (4) four (4) or more members of the Council of the Congregation, or
- (5) five percent (5%) or more of the members.

B. Calling Meetings by Church Members. If a meeting is called by members other than the Moderator or the Senior Minister, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and will be delivered personally or sent by registered mail or other such transmission to the Moderator or the Clerk of the corporation. Upon receipt of such written request to the Moderator or Clerk, the Council of the Congregation shall expeditiously set a reasonable time and place for the meeting and the officer forthwith shall cause notice of the time and place of the meeting to be given to the members entitled to vote. Nothing in this subsection will be construed as limiting, fixing, or affecting the time when a meeting of the members may be held when the meeting is called by action of the Council of the Congregation.

**Section 5.05**      Notice of Members' Meetings.

- A. General Notice Contents. Notice shall be given in the worship service on the preceding Sunday, and the object of the meeting shall be stated in the notice. Written notice shall also be given as may be ordered by the Council of the Congregation pursuant to Section 5.05.c. hereof.
- B. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice will also state the general nature of the proposal. Member action on such items is invalid unless the notice states the general nature of the following proposals:
  - (1) removing a member of the Council of the Congregation;

- (2) amending the articles of incorporation;
  - (3) voluntarily dissolving the Corporation;
  - (4) voting to call or employ any Professional Staff member;
  - (5) voting to ask for the resignation of any Professional Staff member.
- C. Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first-class mail, or other written or electronic communication addressed to each member either at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice.

**Section 5.06**      Quorum.

- A. Percentage Required. Thirty-three and one-third percent (33 1/3%) of the eligible voting members shall constitute a quorum for the transaction of business at a meeting of the Church. Five percent (5%) of the eligible voting membership will constitute a quorum, even though less than one-third, for the sole purpose of acting on any subject the general nature of which was sent to members at least ten (10) days prior to such meeting in accordance with the notice requirements of Section 5.05.C. hereof.
- B. Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

**Section 5.07**      Adjourned Meeting. Any Church members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members then present at the meeting. In the absence of a quorum, no other business may be transacted at that meeting except as provided in this Article.

**Section 5.08**      Voting.

- A.    Eligibility to Vote. Persons entitled to vote at any meeting of Church members shall be those so identified in Section 4.02, above.
  
- B.    Manner of Voting. Voting may be by voice, by hand, or by ballot. Election of Church officers, the Council of the Congregation, the governing boards of Ministries, the Committee of Involvement, the Long-Range Planning Committee, the Endowment Committee, the Investment Committee, and such other positions, committees, or groups as may be required by the Current Procedures Manual or called for from time to time by the Council, the Ministries, or the Congregation in order to carry out the work of the Church, shall be by ballot. Voting on other matters shall be by voice or by hand unless: 1) the Moderator determines that a ballot vote should be taken, or 2) one or more Church members request that voting be by ballot.

Nominations of Church members to various positions, including those above-listed in this subsection, shall be made by the Committee for Involvement, as set forth in Article 8.03 of these Bylaws. Notwithstanding that the Committee for Involvement has presented nominations, nominations by church members, if any, may also be made.

- C.    Action by Majority Vote. If a quorum is present, as described in Section 5.06 above, the affirmative vote of the majority of members at the meeting entitled to vote and voting on any matter will be the act of the members with regard to such matter, unless the vote of a greater number is required by the California Nonprofit Corporation Law, these Bylaws, or the Articles of Incorporation.

**Section 5.09**      Waiver by Attendance. Attendance by a person at a meeting will constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.



Attendance at a meeting shall not constitute a waiver of notice as to those matters specified in Section 5.05.b., above.

**Section 5.10**      Action by Written Consent Without a Meeting. Any action that may be taken at any annual or other meeting of Church members may be taken without a meeting and without prior notice if written ballots are distributed in person, by first-class mail, or by other written communication addressed to each member eligible to vote either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for purpose of mailing, and if such ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots will be filed with the Church Clerk, and maintained in the corporate records. All solicitations of ballots will indicate the time by which the ballot must be returned to be counted.

**Section 5.11**      Voting by Proxy Prohibited. No person may vote on behalf of another, whether by written proxy or otherwise.

**Section 5.12**      Voting of Classes. Each member will be entitled to cast one vote on all matters upon which the member may vote, as defined in Section 4.02, above.

## ARTICLE VI

### COUNCIL OF THE CONGREGATION

**Section 6.01**      Membership. There shall be a Council of the Congregation (“Council”) composed of the following persons:

Moderator

Moderator-Elect

Clerk

Treasurer

Chairpersons of All Ministries

Chairpersons of Involvement, Endowment, Investment, Personnel and

Long Range Planning

Four Members-At-Large

Senior Minister (non-voting)

### Other Ministers and Staff (non-voting)

Each member of the Council shall exercise a concern for the work of the Church as a whole. The Moderator (or, in the absence of the Moderator, the Moderator-Elect), shall chair the Council. The specific organization of the Council is set forth, in detail in the Current Procedures Manual. (See Article XIII.)

Any Church staff member having an interest or concern, or who is designated by the Senior Minister or so requested by the Council, a Ministry, or other Church group, may attend meetings of the Council. This does not limit the right of any Church member to attend meetings as provided in Section 17.02 of these Bylaws.

**Section 6.02**      Purpose. The Council shall oversee and coordinate the total Church program, with the advice and consent of the Congregation.

**Section 6.03**      Term. The Council shall serve for a year from the date of its election at the Annual Meeting until the date of the next Annual Meeting.

**Section 6.04**      Powers and Duties. The Council shall possess and exercise the following powers and duties:

- A.      General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation or these Bylaws relating to action required to be approved by the Congregation as a whole, the business and affairs of the Corporation will be managed, and all corporate powers will be exercised, by or under the direction of the Council of the Congregation. Matters of religious policy or doctrine are the province of, and must be approved by, the Congregation as a whole.
- B.      Specific Powers. Without limiting the above-described general powers, and subject to the same limitations, the Council shall have the power to:
  - (1)      Upon the recommendation and advice of the Ministry of Stewardship, Finance, and Administration, and the approval of the Congregation as a

whole: a) acquire, sell, lease, mortgage, or otherwise encumber the real properties of the Church; and b) determine and oversee an annual program and budget for the church; except as specifically provided otherwise in sections 8.04 and 8.05.

- (2) Authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument on behalf of the Corporation. Such authority may be general or specific; and unless so authorized by the Council of the Congregation, no officer, agent, or employee will have the power or authority to bind the Corporation by any contract or agreement, or to pledge its credit or to render it liable for any purpose or for any amount.
- (3) Designate, as necessary or desired, the person or persons who may sign or endorse checks or other evidences of indebtedness on behalf of or payable to the Corporation; and prescribe, as necessary or desired, the manner of collecting and depositing funds of the Corporation and of drawing checks thereon.
- (4) Coordinate activities and reconcile differences between and among Ministries, committees, and other Church groups.
- (5) Fill vacancies and appoint task forces or other committees where not provided by the Bylaws or where otherwise necessary.
- (6) Prepare the agenda of matters to be presented at meetings of the entire Congregation.
- (7) Cause a record to be kept of minutes and acts of the Council.
- (8) Delegate, where necessary or desired, certain tasks to the appropriate Ministry, committee, Minister, or staff. Under no circumstances, however, may the Council delegate its responsibilities under these Bylaws.
- (9) Perform such other functions as the Congregation may authorize.

**Section 6.05**        Qualification of Council Members. Council members must be full or associate members of the Church.

**Section 6.06**        Selection and Term of Council Members. The Moderator, Moderator-Elect, Clerk, Treasurer, Ministry and Committee Chairpersons, and Senior Minister, shall hold office as Council members for as long as they occupy their respective positions as defined in these Bylaws. The Members-At-Large and Campus Ministry Liaison shall be elected by the Congregation at each Annual Meeting to serve one, two-year class terms

**Section 6.07**        Vacancies.

- A.    Events Causing Vacancy. A vacancy in the Council of the Congregation will be deemed to exist on the occurrence of any of the following:
- (1)    the death or resignation of any Council member;
  - (2)    the declaration by resolution of the Council of a vacancy of the office of a Council member who has been declared of unsound mind by an order of the court or who has been found by final order or judgment of any court to have breached a duty under sections 9240 and following of the California Non-profit Corporation Law;
  - (3)    the vote of Church members to remove a Council member;
  - (4)    an increase in the authorized number of Council members; or
- B.    Resignations. Except as provided in this subsection, any Council member may resign, which resignation will be effective on giving written notice to the Moderator, the Clerk, or to the Council, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Council member is effective at a future time, the Church members shall elect a successor to take office when the resignation becomes effective. No Council member may resign when the Corporation would then be left without a duly elected Council member or members in charge of its affairs.

- C. Vacancies Filled by Members. The Council shall elect a member to fill any vacancy on the Ministries or Council itself, following appropriate action by the Committee for Involvement.
- D. Limitation on Removal of Members. No reduction of the authorized number of Council members shall have the effect of removing any Council member before that Council member's term of office expires.

**Section 6.08**      Place of Meetings: Meetings by Telephone. Regular meetings of the Council of the Congregation may be held at any place designated by resolution of the Council. In the absence of such designation, regular meetings will be held at the Church. Special meetings of the Council will be held at any place designated in the notice of the meeting or, if not stated in the notice (or if there is no notice), at the Church. Notwithstanding the above provisions of the Section, a regular or special meeting of the Council may be held at any place consented to in writing or by email by all members of the Council, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any Council meeting, regular or special, may be held by conference telephone, email or similar communication equipment, so long as all Council members participating in the meeting can communicate with one another, and all such Council members will be deemed to be present at such meeting.

**Section 6.09**      Special Meetings.

- A. Authority to Call. Special meetings of the Council for any purpose may be called at any time by the Moderator, the Senior Minister, or any two (2) Council members.
- B. Notice.
  - (1) Manner of Giving. Notice of the time and place of special meetings will be given to each Council member by one of the following methods:
    - a. in person or by written notice (fax or e-mail);

- b. by first-class mail;
- c. by telephone, either directly to the Council member or to a person at the member's office or home who would reasonably be expected to communicate such notice promptly to the member; or
- d. by e-mail.

All such notices shall be given or sent to the Council member's address or telephone number as shown on the records of the Church.

- (2) Time Requirements. Notices sent by first-class mail will be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given in person, by e-mail, fax or by telephone will be delivered at least forty-eight (48) hours before the time set for the meeting.
- (3) Notice Contents. The notice shall state the time and place for the meeting. It need not, however, specify the purpose of the meeting, or, if it is to be held at the Church, the place of the meeting.

**Section 6.10** Quorum. A majority of the authorized number of voting Council members shall constitute a quorum for the transaction of business, except to adjourn. A majority of the Council members present, whether or not constituting a quorum, may adjourn any meeting. Every act or decision done or made by a majority of the Council members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Council, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to

- (1) approval of contracts or transactions in which a Council member has a direct or indirect material financial interest;
- (2) appointment of committees; and
- (3) indemnification of Council members.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Council members, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 6.11**      Waiver of Notice. The transactions of any meeting of the Council of the Congregation however called and noticed or wherever held, will be as valid as though taken at a meeting duly held after regular call and notice if

- (1) a quorum is present, and
- (2) either before or after the meeting, each of the Council members not present signs a written waiver of notice, consent to holding the meeting, or an approval of the minutes.

The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Council member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 6.12**      Suspension of Meeting. A majority of the Council members present, whether or not constituting a quorum, may suspend any meeting to another time and place.

**Section 6.13**      Notice of Resuming a Suspended Meeting. Notice of the time and place of restarting a suspended meeting need not be given, unless the meeting is suspended for more than twenty-four (24) hours, in which case personal notice of the time and place will be given before the time of the resumed meeting to the Council members who were not present at the time of the suspension.

**Section 6.14**      Action Without a Meeting. Any action required or permitted to be taken by the Council of the Congregation may be taken without a meeting if all members of the Council, individually or collectively, consent in writing to that action. Such action by written consent, fax or email will have the same force and effect as a unanimous vote of the Council.

Such written consent or consents shall be filed with the minutes of the proceedings of the Council.

**Section 6.15**      Reimbursement of Expenses. Council members and members of Ministries and committees may receive such reimbursement of expenses as may be determined by the Council to be just and reasonable.

## **ARTICLE VII**

### COMMITTEE AND MINISTRY STRUCTURE

**Section 7.01**      Overview. The ministry functions of the congregation shall be worship, spiritual formation and education for children, youth and adults, stewardship, administration, care, fellowship, hospitality and invitation, involvement, service, social justice and ministry with the campus community with the general mission to serve the neighborhood, the community of world and those who wish to discover God in the midst of human community.

In order to organize the congregation around these ministries, the Council may establish various groups that include the following:

- Ministry: a group of individuals authorized to carry out specific ongoing ministry function as well as overseeing Ministry Teams within each ministry area
- Ministry Team: a group of individuals called to carry out a short term objective within the core ministries of the congregation.
- Committee: a group of individuals authorized to carry out specific responsibilities necessary to enable the Church to function. A committee may be either standing or ad hoc.

When establishing a new Ministry, Ministry Team or Committee, the Council will define the responsibilities of the group, will determine whether the members of the group are appointed by the Annual Meeting or the Council, and may appoint its initial members.



**ARTICLE VIII**  
**STANDING COMMITTEES**

Such committees shall include the Long-Range Planning Committee, the Personnel Committee, the Committee of Involvement, the Endowment Committee, and the Investment Committee. No Committee or Sub-Committee may exercise the authority of the Council of the Congregation. The Long-Range Planning Committee and the Personnel Committee, though including members other than Council members, shall be responsible to the Council.

Committees formed as indicated above may determine according to their special needs and responsibilities the time and place of their regular and special meetings and the manner of giving notice thereof.

**Section 8.01**      Long-Range Planning Committee. The Long-Range Planning Committee shall consist of the Moderator, Moderator-Elect, Senior Minister or Church staff designate, and six (6) persons elected from the Congregation for two-year class terms. No more than two consecutive terms may be served. Working with the Council, the Ministries, and Church staff, the Committee shall review and evaluate current programs and aggressively investigate long-range opportunities and responsibilities and make recommendations thereto. Further, it shall recommend to the Council, Church staff, and the Congregation specific goals for the year ahead and suggestions for their implementation, to be adopted, with any modifications prescribed by the Council or the Congregation, at each Annual Meeting.

**Section 8.02**      Personnel Committee. The Personnel Committee shall be appointed by the Council of the Congregation. The Personnel Committee shall consist of six (6) persons appointed for three-year class terms, one of whom shall be designated by the Council as Chairperson; and the Senior Minister. Two (2) persons shall be appointed or reappointed each year. No more than two consecutive terms may be served. One member of the Personnel Committee shall serve on the Ministry of Stewardship, Finance and Administration. The Committee shall work closely with designated representatives of the Ministries, as deemed appropriate by the Committee. Due to the sensitive nature of its business Personnel Committee meetings are closed.

The Committee shall recommend to the Ministry of Stewardship, Finance, and Administration salary, fringe benefits, and conditions of employment for all ministers and Church staff personnel. The Committee shall receive an annual report for each professional staff member. The Committee shall review and recommend to the Council appropriate changes in position or salary, and shall annually review and evaluate job descriptions for the professional and support staff. The Committee shall also serve as an advisory and counseling body in any interpersonal situation where the normal administrative organization is unsatisfactory to any person concerned. Any staff member, on request, shall be given the opportunity to meet privately with the lay membership of the Personnel Committee.

**Section 8.03**        Committee of Involvement. The Committee of Involvement shall consist of the Church Clerk, five (5) immediate past chairpersons of Ministries and the past moderator (who shall serve one-year terms on the Committee), five (5) persons elected from the Congregation (to serve two-year class terms and no more than two consecutive terms), (one of such twelve (12) persons shall be elected by the Committee of Involvement to serve as its chairperson), the Senior Minister, and/or such other members of the Church staff as may be designated by the Senior Minister. The Church Clerk shall call the first meeting of a new Committee of Involvement at which meeting its chairperson shall be elected. Nominations for the positions occupied by persons elected from the Congregation shall be made by the voting members of the Church in response to a call for nominations to be issued by the Clerk no later than four (4) weeks prior to the Annual Meeting. Nominations shall be made no later than two (2) weeks prior to the Annual Meeting. The Senior Minister and any Church staff personnel designated by the Senior Minister, as set forth above, shall serve as non-voting members of the Committee.

The Committee of Involvement shall nominate candidates for the elected officers of the Church, the at-large members of the Council of the Congregation, members of the Governing Boards of the Ministries, the Long-Range Planning Committee, the Investment Committee, Pastoral Search Committee, and, in consultation with the governing board of each ministry, shall present a candidate for chairperson of that Governing Board. The Committee of Involvement, if requested by a Ministry to do so, may designate assignments of candidates to committees of that Ministry. It shall make selections for any other positions when called upon to do so. It shall

determine and implement the class terms of office for each group, including the Committee of Involvement itself.

**Section 8.04**      Endowment Committee. The Endowment Committee shall consist of seven (7) members plus the Senior Minister and the Church Treasurer as ex-officio members. Terms of the members shall be four (4) years excepting appointments for shorter terms needed to assure continuity. No member shall serve more than two consecutive full terms. A Chair shall be elected from and by the members of the committee. The committee shall be responsible to the Council of the Congregation to which it shall make reports from time to time.

Nominations for Endowment Committee membership shall be made by the Council of the Congregation in consultation with the Endowment Committee and members of the Endowment Committee shall be elected by the Congregation at the Annual Meeting.

The Endowment Committee shall have broad responsibilities for the development of gifts and bequests to the Church and responsibility for the administration of the annual “draw” from all endowments and the administration of the “Celebration Fund”. (The Ministerial Housing Fund is administered according to Council policies.) This includes but is not limited to the planned giving activities of the Church, for receiving and recognizing bequests of gifts to any fund in the endowment of the Church; for receiving, recognizing and disbursing Memorial, Celebration and other gifts; and for maintaining adequate records.

The Endowment Committee shall be guided in its activities by the “Enabling Resolutions for the Endowment Committee” and by any other special policies adopted by the Congregation. The Endowment Committee shall work closely with the Council to assure that the overall needs of the Church are properly considered consistent with the intent of the donors. Liaison with the Council shall be provided by the Chair and the ex-officio members. Procedures for amendments to the “Enabling Resolutions” shall be the same as the Church Bylaws. The Endowment Committee shall report to the Congregation annually and to the Council, Investment Committee, and other ministries as appropriate.

**Section 8.05**      Investment Committee. The Investment Committee shall consist of three (3) members elected by the Congregation. The terms of the members, while a maximum of and

typically three years, shall be structured so that the terms of no more than two (2) members expire in a given year. No member shall serve more than two consecutive full terms. The Church Treasurer and the Business Manager shall serve as ex-officio members of the Investment Committee. The Chair of the Committee shall be elected from and by the membership of the Committee.

The Investment Committee shall be directly responsible to the Congregation to which it shall report at least annually. Reports to the Council of the Congregation shall be made annually, or more frequently as deemed necessary. Reports to the Endowment Committee and the Ministry of Stewardship, Finance, and Administration shall be made as appropriate.

The Investment Committee shall be responsible for the investment of the endowment funds and other funds which are referred to it by the Treasurer or the Council of the Congregation. Funds shall be prudently invested with the purpose of preserving capital and generating income in a manner consistent with the ideals of the Church. The “Enabling Resolutions for the Investment Committee” establish guidelines for the functioning of this Committee. These Resolutions may be amended by a three-fourths (3/4) vote of the voting members present at any meeting of the members of the Church as prescribed in Article V of these Bylaws.

## **ARTICLE IX**

### **MINISTRIES**

**Section 9.01**      Purpose. There shall be six Ministries formed to attend to specific aspects of Church life. These Ministries shall be the following:

- Ministry of Worship and Spiritual Life
- Ministry of Outreach, Mission, and Service
- Ministry of Families, Children and Youth
- Ministry of Adult Education
- Ministry of Care, Fellowship and Invitation
- Ministry of Stewardship, Finance, and Administration

**Section 9.02**      Organization.

- A. Governance. Each Ministry shall be governed by a board, the “Governing Board,” elected by the Congregation for a two-year class term. Except for the Church staff, no member shall serve more than two consecutive full terms on the same Ministry. The number of persons required for each board shall be determined by each Ministry according to its particular needs and resources, and shall be not less than eight (8).

Each board shall be chaired by a person elected by the Congregation to serve a one-year term. No person may serve as chairperson of the same Ministry for more than two successive terms.

- B. Implementation. Each Ministry shall organize itself annually and shall do its own planning. To implement the work of a Ministry, standing and ad hoc committees shall be appointed from time to time as appropriate. To these committees may be delegated such of the Ministry’s tasks and duties as the Ministry may determine. The Ministry must retain its responsibilities, however, and must supervise and control any tasks and duties delegated to committees of the Ministry.
- C. Duties and Powers. Each Ministry shall possess the duties and powers set forth in Section 3 of this Article. No Ministry may exercise the powers of the Council of the Congregation.
- D. The specific responsibilities of the Ministry are set forth, in detail in the Current Procedures Manual. Each Ministry shall maintain its portion of the Current Procedures Manual. (See Article XIII.)

**Section 9.03**      Specific Ministries.

- A. Ministry of Worship and Spiritual Life. (W&SL) This Ministry shall provide for and assist in developing and maintaining the Church’s openness to God’s spirit by planning and directing the formal and informal worship life of the Congregation, to include Church services and the sacraments. The Ministry shall also be responsible for the operation, appointments, and use of the sanctuary and chapel, spiritual well-being of the membership, assisting the Ministers in the spiritual care

of the Congregation, and supporting those preparing for the ministry. Members of this Ministry shall be called “Deacons.”

- B. Ministry of Outreach, Mission, and Service. (OM&S) This Ministry shall promote and be responsible for activities, projects, and education related to homeland and world ministries, local outreach, Christian social issues, and ecumenical organizations.
- C. Ministry of Families, Children and Youth. (FamChY) This Ministry is committed to families of all kinds. Through an emphasis on relationship building, intergenerational engagement, justice, service and inspired worship, this Ministry works to nurture and support the faith formation of children, youth and the adults who love them as they embark on a spiritual journey over a lifetime.
- D. Ministry of Adult Education.(Adult Ed.) This Ministry shall be responsible for the sponsoring and providing a deliberate, systematic, loving, and sustained process of Christian education for adults. It shall also be responsible for the library (including literature and book sales).
- E. Ministry of Care, Fellowship and Invitation. (CF&I) The Ministry of Care, Fellowship and Invitation shall promote fellowship and hospitality to the church family. CF&I will provide the means by which all may be drawn to experience and understand God’s love through fellowship and an extended hand
- F. Ministry of Stewardship, Finance, and Administration. (SF&A) The Ministry of Stewardship, Finance and Administration promotes the responsible stewardship of the church’s physical plant, property, and finances in support of the church and its missions. SF&A is responsible for the following areas, subject to the authority of the Council and, where appropriate, the Endowment Committee and the Investment Committee:
  - Physical plant:
    - Maintain the systems that provide for the safety, comfort, and activities of occupants of the building

- Identify and prioritize projects in support of safety and efficiencies
- Finances:
  - Develop the church budget for presentation to the Council and to the congregation
  - Monitor the operating accounts of the church
  - Oversee and support annual and special fundraising activities in support of the Church and its programs
- Emergency planning and preparedness

**ARTICLE X**  
**OFFICERS**

**Section 10.01**     Officers. The officers of the Church shall be a Moderator, a Moderator-Elect, a Clerk, a Treasurer, and such subordinate officers as may be appointed in accordance with the provisions of Section 10.03 of this Article. Elected officers shall be responsible full members of the Church, but may not be members of the Professional Staff. No person may hold simultaneously more than one office.

**Section 10.02**     Election of Officers. The officers of the Church, except those appointed in accordance with the provisions of Section 10.03 of this Article, will be elected by written ballot by the Congregation at each Annual Meeting. Each officer shall serve a one-year term at the pleasure of the Congregation, subject to the rights, if any, of an officer under any contract of employment.

**Section 10.03**     Subordinate Officers. The Council may appoint, and may authorize the Moderator to appoint, any subordinate officers the business of the corporation may require, each of whom will have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Council of the Congregation.

**Section 10.04**     Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the

Congregation, at any regular or special meeting of the Church members or, except in case of an officer chosen by the Council, by an officer on whom such power of removal may be conferred by the Congregation.

**Section 10.05**      Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. Any resignation will take effect at the date of the receipt of that notice or at any later time specified in that notice, and, unless otherwise specified in that notice, the acceptance of the resignation will not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is party.

**Section 10.06**      Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause will be filled only in the manner prescribed in these Bylaws for regular election or appointment to that office.

**Section 10.07**      Responsibilities of Officers.

- A.      Moderator. The Moderator shall hold office until a successor is elected and assumes office. The Moderator shall serve as President of the Corporation. No person who has served one full year as Moderator shall be eligible for reelection until one year shall have elapsed after that person's term. The Moderator shall preside at all business meetings of the Church, and shall perform such other duties as may be delegated by the Church members or the Council of the Congregation and as may be specified in these Bylaws.
  
- B.      Moderator-Elect. The Moderator-Elect shall hold office until a successor is elected and assumes office or until the Moderator-Elect assumes the office of Moderator. The Moderator-Elect shall serve as Moderator in the absence or disability of the Moderator. The Moderator-Elect shall be head delegate and representative to Association and Conference activities and shall perform such other duties as may be delegated by the Church members or the Council of the Congregation and as may be specified in these Bylaws. The Moderator-Elect



shall serve as Vice-President of the Corporation. In the event of a vacancy in the office of Moderator, the Moderator-Elect shall succeed to the office of Moderator.

- C. Clerk. The Clerk shall hold office until a successor is elected and assumes office. The Clerk shall serve as Secretary of the Corporation and of the Council, and shall: hold, maintain, and preserve all original documents and records pertaining to the organization and government of the Church; maintain at the Church a minutes book recording all actions of the Council; maintain an up-to-date Procedures Manual for the Council for each Ministry and each standing committee (see Article XII); issue certificates of membership and baptism, letters of withdrawal, certificates of standing and other terminations of membership; conduct all correspondence not otherwise provided for; and perform such other duties required of the office or as may be delegated by the Church members or the Council of the Congregation and as may be specified in these Bylaws.
- D. Treasurer. The Treasurer shall hold office until a successor is elected and assumes office. The Treasurer shall perform the following or, with the approval of the Council, or the Investment Committee, as the case may be, shall be responsible for the following as performed by duly appointed subordinate officers: receive all funds, pledges, and contributions of the Church and issue receipts therefore; maintain records of pledges and contributions and shall advise contributors periodically of the status of their pledges; deposit such funds, pledges and contributions in such depositories as the Council, or the Investment Committee, as the case may be, may designate or which otherwise the Treasurer may select; pay all proper expenses of the Church; on behalf of the Council and the Investment Committee have custody of all deeds, securities, contracts, leases, notes, stocks, bonds, evidences of indebtedness, and all other valuable business papers of the Church, but not including those documents held by the Clerk; maintain an accounting system recording all income, expenditures, and funds; report at each Annual Meeting and from time to time, as requested, to the Council, the Investment Committee, or the Ministry of Stewardship, Finance, and Administration; and perform such other duties required of the office or as may be

delegated by the Church members or the Council of the Congregation or the Investment Committee and as may be specified by these Bylaws. The Treasurer shall give bond for faithful discharge of the duties of office in such amount and with such security as may be required by the Council; the premium for the bond, if any, shall be paid by the Church.

## **ARTICLE XI**

### **MINISTERS (ORDAINED)**

#### **Section 11.01**      Senior Minister.

- A.    Election and Call. When a vacancy occurs or is anticipated to occur, the Church members shall elect a Pastoral Search Committee. As provided in Section 8.03, the Committee of Involvement shall nominate candidates for the Pastoral Search Committee. That Committee shall make a canvass of available ministers with the assistance of the Northern California Nevada Conference of the United Church of Christ, settle upon one who, in its judgment, should be called to the pastorate, introduce the candidate to the Church, and at a business meeting of the members, propose the election and call of said candidate. Election shall require a two-thirds (2/3) vote of the members voting at any meeting of the members as prescribed in Article V of these Bylaws.
  
- B.    Term of Office. The Minister shall be installed in a properly called Service of Installation within the Bay Association and the Northern California Nevada Conference. The term of office shall be indefinite. The Minister shall serve at the pleasure of the Congregation, subject to any rights under contract. The members may by majority vote at a business meeting request the Minister's resignation, which shall be effective within ninety (90) days, or sooner upon mutual agreement. The Minister may only serve this Congregation so long as he or she maintains Ministerial Standing within the United Church of Christ.
  
- C.    Duties. Working with the Council of the Congregation and the Ministry of Worship and Spiritual Life, the Senior Minister shall be in charge of the spiritual

welfare of the Church. The Senior Minister will have freedom of the pulpit in matters of faith and ethics according to the dictates of the Word of God, the work of the Holy Spirit, the traditions of the United Church of Christ, and the realities of the world. The Senior Minister shall administer the activities of the Church in cooperation with the Council of the Congregation, the Ministries and Committees of the Church, and the Church staff.

**Section 11.02**     Associate Ministers.

- A.     Election and Call. One or more Associate Ministers may be elected by following the same procedure set forth in Section 11.01, above.
  
- B.     Term of Office. Each Associate Minister shall serve at the pleasure of the Congregation, subject to any rights under contract. The members may by majority vote at a business meeting request an Associate Minister's resignation, which shall be effective within ninety (90) days, or sooner upon mutual agreement. Associate Ministers may only serve this Congregation so long as they maintain Ministerial Standing within the United Church of Christ.
  
- C.     Duties. The duties of an Associate Minister shall be determined by the Senior Minister.

**Section 11.03**     Interim Arrangements. When a vacancy occurs or is anticipated to occur in the position of Senior Minister, the Church members shall elect an Interim Arrangements Committee which shall serve until the new Senior Minister assumes that position. The Committee of Involvement shall nominate candidates for the Interim Arrangements Committee. That Committee shall make a canvass of available ministers with the assistance of the NCNC-UCC, settle upon one who, in their judgment, should be called to serve as an Interim Senior Minister, introduce the candidate to the Church, and at a business meeting of the members, propose the election and call of said candidate. Election of an Interim Minister shall require a two-thirds (2/3) vote of the voting members voting at any meeting of the members as prescribed in Article V of these Bylaws. If during the time that a vacancy exists in the position of Senior Minister, one or more vacancies occur in the position of Associate Ministers, the Interim

Arrangements Committee shall follow the foregoing procedure with respect to one or more Interim Associate Ministers. The Interim Arrangements Committee shall perform such other duties and have such other responsibilities as shall be specified from time to time by the Council.

## ARTICLE XII

### INDEMNIFICATION OF COUNCIL MEMBERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

**Section 12.01**     Definitions. For the purpose of this Article,

- A.     “Agent” means any person who is or was a Council member, officer, employee, or other agent of this Church, or is or was serving at the request of this Church as a Council member, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- B.     “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- C.     “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of the agent’s position or relationship as agent, and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

**Section 12.02**     Successful defense by agent. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent will be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against the agent, then the provisions of Section 12.03 through 12.05 will determine whether the agent is entitled to indemnification.

**Section 12.03**     Actions brought by persons other than the Corporation. Subject to the required findings to be made pursuant to Section 12.05 below, this Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, Council member or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Council member was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

**Section 12.04**     Action brought by or on behalf of the Corporation.

- A.     Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent will receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
  
- B.     Claims and suits awarded against agent. This Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - (1)     The determination of good faith conduct required by Section 12.05, below, must be made in the manner provided for in that section; and
  
  - (2)     Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is

found to be so entitled, the court will determine the appropriate amount of expenses to be reimbursed.

**Section 12.05**     Determination of agent's good faith conduct. The indemnification granted to an agent in Sections 12.03 and 12.04 above is conditioned on the following:

- A.     Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith in a manner the agent believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner the person believed to be in the best interest of this Corporation or that the person had reasonable cause to believe that the conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the alleged conduct was unlawful.
  
- B.     Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above will be made by:
  - (1)     the Council of the Congregation by a majority vote of a quorum consisting of Council members who are not parties to the proceeding; or
  
  - (2)     the affirmative vote (or written ballot in accord with Section 5.10) of a majority of the votes at a duly held meeting of Church members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
  
  - (3)     the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

**Section 12.06**      Limitations. No indemnification or advance will be made under this Article, except as provided in Sections 12.02 or 12.05.b.(3), above, in any circumstance when it appears:

- A.      That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceedings in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B.      That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 12.07**      Advance of expenses. Expenses incurred in defending any proceedings may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**Section 12.08**      Contractual rights of non-Council members and non-officers. Nothing contained in this Article will affect any right to indemnification to which persons other than Council members and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

**Section 12.09**      Insurance. The Council of the Congregation may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

**Section 12.10**      Fiduciaries of corporate employee benefit plan. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 12.01 above. Nothing contained in this Article

will limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which will be enforceable to the extent permitted by applicable law.

### **ARTICLE XIII**

#### **CURRENT PROCEDURES MANUAL**

There shall be a Current Procedures Manual, the purpose of which shall be to set forth, in detail, the functions of and the procedures employed by the various Church groups (including, in particular, the Ministries) in directing the life of the Church. It shall enumerate the ways in which each group shall govern itself, shall address (to the extent possible) the interrelationship among the Council, the Ministries, and the Church staff, and shall otherwise detail the procedures to be followed by each group in fulfilling its responsibilities.

Each Ministry shall review the Current Procedures Manual annually, or whenever called upon to do so by the Council of the Congregation.

The Manual, as reviewed annually, shall be approved or approved with modifications by the Council of the Congregation. Any suggested revisions to the Manual appearing to any four (4) members of the Council or to any four (4) members of the Ministry involved to affect significantly overall Church policies (as opposed to matters of procedure) shall be presented to the Congregation for approval, modification, or rejection.

### **ARTICLE XIV**

#### **REPORTS AND RECORDS**

**Section 14.01**      Records. The Church will maintain adequate and correct accounts, books, and records of its members, business, and properties. All of such books, records, and accounts will be kept at the Church.

**Section 14.02**      Inspection of Books and Records. All books and records of the Church will, to the extent provided by law, be open to inspection by the Church members at all reasonable times during office hours.



**Section 14.03**      Certification and Inspection of Bylaws. The Church will keep in its office for the transaction of its business the original or a copy of its Bylaws as amended or otherwise altered to date, certified by the Clerk of the Corporation, which will be open to inspection by the Church members at all reasonable times during office hours.

**ARTICLE XV**  
**CONSTRUCTIONS AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law will govern the construction of these Bylaws.

**ARTICLE XVI**  
**AMENDMENTS**

New Bylaws may be adopted or these Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at any meeting of the members as prescribed in Article V of these Bylaws. The Council of the Congregation may not amend the Bylaws.

**ARTICLE XVII**  
**MISCELLANEOUS**

**Section 17.01**      Church Newsletter. There shall be a regularly published Church newsletter (currently called “The Carillon”), through which shall be announced the activities of the Church and other matters of importance to the Congregation. The newsletter shall be distributed to all members.

**Section 17.02**      Meetings. The frequency and location of regular meetings of the Council of the Congregation, Ministries, Committees, and other Church groups shall be determined by each group for itself and shall be announced in advance to the Congregation through the Church newsletter and (if appropriate) the Current Procedures Manual. All meetings of every group shall be open to Church members, and adequate seating shall be provided for non-members visiting the group. Meetings of the Personnel Committee may be closed when the Committee anticipates discussing sensitive personnel matters.

Adopted: September 7, 1980

Revised: September 15, 1985; April 18, 1993; December 12, 1999; February 10, 2008,  
January 18, 2015, April 19, 2015