

**BYLAWS OF  
FIRST CONGREGATIONAL CHURCH OF BERKELEY  
UNITED CHURCH OF CHRIST**

a California Nonprofit Religious Corporation

February 2, 2025

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**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, 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 purpose of this Church is expressed in our Vision Statement. Establishing and growing a faith community, providing a variety of Christian worship experiences, and addressing urgent human needs in our region are the primary purposes of this Church.

**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 the sections of the Constitution and Bylaws of the United Church of Christ which relate to “Local Churches” of the United Church of Christ. This Church is a member of the Northern California Nevada Conference of the United Church of Christ and the Bay Association of the Northern California Nevada Conference 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 to 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 of any private person or individual, or any Church member or member of the Church Council. 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.

**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. Whenever possible, terms shall be staggered, so that the group includes both new members and continuing members each year. Initial implementation of the class term for each group in these Bylaws shall be effected by the Committee of 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 and the Music Program Director.
- C. Church Staff.
- (1) Professional Staff. Reference herein to the “Professional Staff” shall be to the Ministers, to the operations 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 other than the Professional Staff.
  - (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 4.08 of these Bylaws.
- (1) Congregational Meeting. References herein to a “Congregational Meeting” shall be to a meeting that includes the Church membership as a whole.

### **ARTICLE III - MEMBERSHIP**

**Section 3.01** Eligibility. Persons who have expressed a desire to unite with the Church and have entered into a new members process, 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 way of Jesus, shall be received into membership.

**Section 3.02**                    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, 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 Confession of Faith, Reaffirmation of Faith, or Letter of Transfer.
  
- 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 Congregational Meetings regarding fiscal issues, nor in 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 3.03**                    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 3.04**                    Withdrawal. Any member can ask to be removed from membership. Any member who breaks the covenantal relationship may, upon appropriate consultation with a minister and a vote of Church Council, be asked or required to withdraw their membership.

## ARTICLE IV - SERVICES AND CONGREGATIONAL MEETINGS

**Section 4.01**            Place of Meeting. Congregational Meetings shall be held at any place designated by the Church Council, and may include meetings held via video conferencing. In the absence of any such designation, Congregational Meetings shall be held at the Church.

**Section 4.02**            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(s) and the Ministry of Worship and Spiritual Life may appoint.

**Section 4.03**            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 4.04**            Other Meetings.

- A.    Authorized Persons Who May Call. A Congregational Meeting may be called at any time by any of the following:
- (1)    the Church Council,
  - (2)    the Moderator,
  - (3)    the Senior Minister(s),
  - (4)    four (4) or more members of the Church Council, or
  - (5)    five percent (5%) or more of the members.
- B.    Calling Congregational Meetings by Church Members. If a meeting is called by members other than the Moderator or the Senior Minister(s), 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, sent via email, or sent by first class mail to the Moderator or the Clerk of the Corporation. Upon receipt of such a written request to the Moderator or Clerk, the Church Council shall set a reasonable time and place for the meeting, and the officer shall cause notice of the time and place of the meeting to be given to the Church

members. Nothing in this subsection will be construed as limiting, fixing, or affecting the time when a Congregational Meeting may be held when the meeting is called by action of the Church Council.

**Section 4.05**                    Notice of Congregational 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 Church Council pursuant to Section 4.05.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 Church Council;
  - (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 Congregational Meeting shall be given either personally, or by email, or by first class mail, or by 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 4.06**                    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 Congregational Meeting. 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 4.05.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 4.07**            Adjourned Meeting. Any Congregational 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 4.08**            Voting.

- A. Eligibility to Vote. Persons entitled to vote at any Congregational Meeting shall be those so identified in Section 3.02, above.
- B. Manner of Voting. Voting may be by voice, by hand, or by ballot. Election of Church officers, the Church Council, the governing boards of Ministries, the Committee of Involvement, the Long-Range Planning Committee, the Investment and Endowment Committee, and such other positions, committees, or groups as may be 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 of Involvement, as set forth in Article 8.03 of these Bylaws. Notwithstanding that the Committee of 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 4.06 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 applicable law, these Bylaws, or the Articles of Incorporation.

**Section 4.09** 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 4.05.B., above.

**Section 4.10** Action by Written Consent Without a Meeting. Any action that may be taken at any annual or other Congregational Meeting 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 solicitations of ballots will indicate the time by which the ballot must be returned to be counted.

**Section 4.11** Voting by Proxy Prohibited. No person may vote on behalf of another, whether by written proxy or otherwise.

**Section 4.12** 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 3.02, above.

## ARTICLE V - CHURCH COUNCIL

**Section 5.01** Membership. There shall be a Church Council (“Council”) composed of the following persons:

Moderator

Moderator Elect

Clerk

Treasurer

Chairpersons (or Council Representatives) of All Ministries

Chairpersons (or Council Representatives) of Involvement, Investment and Endowment,  
Personnel, and Long-Range Planning Committees

Members at Large

Senior Minister(s), 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.

Any Church staff member having an interest or concern, or who is designated by the Senior Minister(s) 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 15.02 of these Bylaws.

**Section 5.02**            Purpose. The Council shall oversee and coordinate the total Church program, with the advice and consent of the Congregation.

**Section 5.03**            Term. The Council as a whole shall serve for a year, from the date of its election at the Annual Meeting until the date of the next Annual Meeting. Individual Council members may serve terms of more than one year, as set forth in these Bylaws.

**Section 5.04**            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 Church Council. 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 7.04.
  - (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 Church Council, 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 Congregational Meetings.
  - (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 5.05**            Qualification of Council Members. Council members must be full or associate members of the Church.

**Section 5.06**            Selection and Term of Council Members. The Moderator, Moderator Elect, Clerk, Treasurer, Ministry and Committee Chairpersons, and Senior Minister(s), shall hold office as Council members for as long as they occupy their respective positions as defined in these Bylaws. The Members at Large shall be elected by the Congregation at each Annual Meeting to serve two-year class terms.

**Section 5.07**            Vacancies.

- A. Events Causing Vacancy. A vacancy in the Church Council 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 Nonprofit 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.

- 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 of 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 5.08**                    Place of Meetings: Meetings by Telephone or Video Conferencing.

Regular meetings of the Church Council 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, video conferencing, 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 5.09**                    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(s), 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. by email;
    - b. in person;
    - c. by first-class mail; or

d. by telephone.

All such notices shall be given or sent to the Council member's email address, mailing 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 five (5) days before the time set for the meeting. Notices given in person, by email, 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 5.10** 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.

At any meeting duly held at which a quorum is present, every act done or decision made by a majority of the Council members present shall be regarded as the act of the Council, subject to California Nonprofit Corporation Law, especially those provisions relating to

- (A) approval of contracts or transactions in which a Council member has a direct or indirect material financial interest;
- (B) appointment of committees; and
- (C) 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 5.11** Waiver of Notice. The transactions of any meeting of the Church Council, 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

- (A) a quorum is present, and

- (B) 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 5.12**            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 5.13**            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 5.14**            Action Without a Meeting. Any action required or permitted to be taken by the Church Council 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 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 5.15**            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 VI - COMMITTEE AND MINISTRY STRUCTURE**

**Section 6.01**            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 functions as well as overseeing activities within each ministry area.
- 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 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 VII - STANDING COMMITTEES**

Such committees shall include the Long-Range Planning Committee, the Personnel Committee, the Committee of Involvement, and the Investment and Endowment Committee. No Committee or Subcommittee may exercise the authority of the Church Council. 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 7.01**            Long-Range Planning Committee. The Long-Range Planning Committee shall consist of the Moderator, Moderator Elect, Senior Minister(s) or Church staff designate, and persons elected from the Congregation for two-year class terms. Working with the Council, the Ministries, and Church staff, the Committee shall review and evaluate current programs, investigate long-range opportunities and responsibilities, and make recommendations thereto.

**Section 7.02**            Personnel Committee. The Personnel Committee shall be appointed by the Church Council. The Personnel Committee shall consist of persons appointed for three-year class terms, one of whom shall be designated by the Council as Chairperson, and the Senior Minister(s). 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.

(2) **Section 7.03**     Committee of Involvement. The Committee of Involvement shall consist of the Church Clerk, immediate past chairpersons of Ministries and the past Moderator (who shall serve one-year terms on the Committee), persons elected from the Congregation (to serve two-year class terms), one or both Senior Minister(s), and/or such other members of the Church staff as may be designated by the Senior Minister(s). One of the non-staff members shall be elected by the Committee of Involvement to serve as its chairperson. 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 weeks prior to the Annual Meeting. The Senior Minister(s) and any Church staff personnel designated by the Senior Minister(s), 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 Church Council, members of the Ministries, the Long-Range Planning Committee, the Investment and Endowment Committee, the Pastoral Search Committee when needed, and, in consultation with the members of each Ministry, shall present a candidate for chairperson of that Ministry. 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 7.04 Investment and Endowment Committee.** The Investment and Endowment Committee shall consist of members elected by the Congregation. The Senior Minister(s), the Church Treasurer, and the operations manager shall serve as ex-officio members. Terms of the members shall be three (3) years. The Chair of the Committee shall be elected from and by the membership of the Committee.

The Committee shall be directly responsible to the Congregation, to which it shall report at least annually. Reports to the Church Council shall be made annually, or more frequently as deemed necessary. Reports to the Ministry of Stewardship, Finance, and Administration shall be made as appropriate. Liaison with the Church Council shall be provided by the Chair and the ex-officio members.

The 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; receiving and recognizing bequests of gifts to any fund in the endowment of the Church; receiving, recognizing, and disbursing Memorial, Celebration, and other gifts; and maintaining adequate records.

The Committee shall be guided in its endowment activities by the “Enabling Resolutions for the Endowment Committee” and by any other special policies adopted by the Congregation. The 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.

The Committee shall be responsible for the investment of the endowment funds and other funds which are referred to it by the Treasurer or the Church Council. Funds shall be prudently invested with the purpose of preserving capital and generating income in a manner consistent with the ideals of the Church.

## ARTICLE VIII - MINISTRIES

**Section 8.01**            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 Justice 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 8.02**            Organization.

A.    Governance. Each Ministry shall be governed by members elected by the Congregation for a two-year class term. The number of persons required for each Ministry shall be determined by each Ministry according to its particular needs and resources.

Each Ministry shall be chaired by a person elected by the Congregation to serve a one-year term.

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 8.03 of this Article. No Ministry may exercise the powers of the Church Council.

**Section 8.03**                    Specific Ministries.

- A.    Ministry of Worship and Spiritual Life. (Deacons) This ministry assists in developing and maintaining the Church's openness to God's spirit by supporting the worship life of the Congregation, including Church services and the sacraments.
- B.    Ministry of Justice and Service. This ministry promotes and is responsible for advocacy, hands-on projects, and education related to social justice issues. This includes managing the process by which local and global organizations are invited to receive plate offerings from worship services.
- C.    Ministry of Families, Children and Youth. (FamChY) This ministry is devoted to nurturing and supporting 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. This ministry organizes and promotes educational events that reflect congregational needs and interests, as well as emerging issues in the moral realm.
- E.    Ministry of Care, Fellowship, and Invitation. (CF&I) This ministry promotes fellowship and hospitality to the Church family. CF&I strives to 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) This ministry promotes the responsible stewardship of the Church's physical plant, property, and finances in support of the Church and its missions. It also has responsibility for emergency planning and preparedness. The Treasurer and Director of Operations are standing members.

**ARTICLE IX - OFFICERS**

**Section 9.01**                    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 9.03 of this Article. Elected officers shall be responsible members of

the Church, but may not be members of the Professional Staff. No person may hold more than one office simultaneously.

**Section 9.02**            Election of Officers. The officers of the Church, except those appointed in accordance with the provisions of Section 9.03 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 9.03**            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 Church Council.

**Section 9.04**            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 Congregational Meeting, or, except in the case of an officer chosen by the Council, by an officer on whom such power of removal may be conferred by the Congregation.

**Section 9.05**            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 9.06**            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 9.07**            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 Congregational Meetings, and shall perform such other duties as may be delegated by the Church members or the Church Council 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 Church Council 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: ascertain and declare quorum for Church Council meetings and Congregational meetings; prepare and distribute minutes of Church Council meetings and Congregational meetings; prepare ballots as needed for Congregational votes; tally votes at meetings and report on the results; ensure that all original documents and records pertaining to the organization and government of the Church are maintained; conduct 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 Church Council 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 and Endowment Committee, 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 advise contributors periodically

of the status of their pledges; deposit such funds, pledges, and contributions in such depositories as the Council or the Investment and Endowment Committee may designate, or which otherwise the Treasurer may select; pay all proper expenses of the Church; on behalf of the Council and the Investment and Endowment Committee, maintain custody of all deeds, securities, contracts, leases, notes, stocks, bonds, evidences of indebtedness, and all other valuable business documents of the Church, but not including those documents maintained 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 and Endowment 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, the Church Council, or the Investment and Endowment 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 X - MINISTERS (ORDAINED)**

### **Section 10.01**      Senior Minister(s).

- A. Election and Call. When a vacancy occurs or is anticipated to occur, the Church members shall, in most cases, elect a Pastoral Search Committee. In periods of Co-Senior Ministers, when either minister leaves their call at FCCB, the remaining minister shall retain the position of Senior Minister. At that time, the Minister and Church Council, led by Moderator, Moderator Elect, Chair of Personnel, Chair of SF&A (Stewardship, Finance, and Administration), and Treasurer, will discern whether a Pastoral Search Committee is needed.

As provided in Section 7.03, the Committee of Involvement shall nominate candidates for the Pastoral Search Committee when indicated. 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 Congregational Meeting, propose the election and call of said candidate. Election shall require a two-thirds (2/3) vote of the members voting at any Congregational Meeting, as prescribed in Article IV 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 Congregational 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 they maintain Ministerial Standing within the United Church of Christ.
- C. Duties. Working with the Church Council and the Ministry of Worship and Spiritual Life, the Senior Minister(s) shall be in charge of the spiritual welfare of the Church. The Senior Minister(s) 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(s) shall administer the activities of the Church in cooperation with the Church Council, the Ministries and Committees of the Church, and the Church staff.

**Section 10.02**            Associate Ministers.

- A. Election and Call. One or more Associate Ministers may be elected by following the same procedure set forth in Section 10.01, 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 Congregational 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(s).

**Section 10.03** Interim Arrangements. When a vacancy occurs or is anticipated to occur in the position of Senior Minister, the Church members shall, in most cases, elect an Interim Arrangements Committee, which shall serve until the new Senior Minister assumes that position. In periods of Co-Senior Ministers, when either minister leaves their call at FCCB, the remaining minister shall retain the position of Senior Minister. At that time, the Minister and Church Council, led by Moderator, Moderator Elect, Chair of Personnel, Chair of SF&A (Stewardship, Finance, and Administration), and Treasurer, will discern whether an Interim Arrangements Committee is needed.

The Committee of Involvement shall nominate candidates for the Interim Arrangements Committee when indicated. 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 Congregational Meeting, 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 Congregational Meeting 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 Minister, the Interim Arrangements Committee may 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 XI - INDEMNIFICATION OF COUNCIL MEMBERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

**Section 11.01** 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;

- 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 11.02**            Limitation on Liability for Monetary Damages

The liability of Church Council members, officers, employees, and other agents for monetary damages shall be eliminated to the fullest extent permissible under California law.

**Section 11.03**            Indemnification

The Church shall indemnify such agents to the fullest extent permitted by law, including, without limitation, indemnification and advancing funds for expenses in accordance with Section 9246 of the California Nonprofit Corporation Law. To the full extent allowed by law, agents shall be indemnified against all judgments, fines, and amounts paid in settlement of, and against all reasonable expenses, including attorney’s fees, actually and necessarily, incurred in defense of any lawsuit, proceeding, or prosecution (including appeal thereof) wherein such person is made a party by reason of being such officer or member, to the extent such person is not otherwise indemnified by another entity.

**Section 11.04**            Authority to Enter into Contractual Arrangements

The Church is authorized to enter into written agreements with any one or more such agents providing for the limitation on monetary damages and right to indemnification as set forth in this Article XI.

**Section 11.05**            Repeal or Modification

Any repeal or modification of the foregoing provisions of this Article XI by the Congregation shall not adversely affect any right or protection of an agent existing at the time of such repeal or modification.

## **ARTICLE XII - REPORTS AND RECORDS**

**Section 12.01**            Records. The Church will maintain adequate and correct accounts and records of its members, business, and properties. All such records and accounts will be kept in the Church's digital or physical files.

**Section 12.02**            Inspection of Records. All 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. This does not apply to confidential records, such as donation history and personnel files.

**Section 12.03**            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 XIII - 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 XIV - 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 Congregational Meeting as prescribed in Article IV of these Bylaws. The Church Council may not amend the Bylaws.

## **ARTICLE XV - MISCELLANEOUS**

**Section 15.01**            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 and to others who request it.

**Section 15.02**            Meetings. The frequency and location of regular meetings of the Church Council, 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. All meetings of every group, except for the Personnel Committee, shall be open to Church members. Due to the sensitive nature of its business, Personnel Committee meetings are closed.

Adopted:            September 7, 1980

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April 18, 1993

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February 10, 2008

January 18, 2015

April 19, 2015

February 2, 2025