

**THE BYLAWS OF
FIRST CONGREGATIONAL UNITED CHURCH OF CHRIST – RIVER FALLS, WI INC.
AS CREATED AND APPROVED ON FEBRUARY 7, 2016**

ARTICLE I: MEMBERSHIP

SECTION 1. RECEPTION

On recommendation of the Board of Deacons, those who come under the following conditions shall, upon public affirmation of the covenant, and approval of the church, be welcomed into membership:

- a. Presentation of letter of transfer from another church
- b. Reaffirmation of faith
- c. Confession of faith for those already baptized
- d. Baptism
- e. Confirmation

Any who are unable to attend in public, after approval by the church, may be received by the Board of Deacons acting on behalf of the church.

SECTION 2. ASSOCIATE MEMBERS

Persons who hold membership in another church may be received as associate members of this church. These persons are accorded all the rights and privileges of full membership. When they move from the area, their membership status may be terminated by the Board of Deacons without notice or following the normal procedure outlined in the Constitution.

SECTION 3. DUTIES

Realizing that the success of a church depends upon the consecration of its individual members, we agree:

- a. To live a Christian life that will strengthen and inspire others to follow Jesus Christ.
- b. To be present at the worship services of the church.
- c. To contribute regularly to the financial and ministry needs of the church.

SECTION 4. RIGHTS

- a. Members of the church whose names are on the roll may act and vote in all business meetings of the church.
- b. Members of the church are eligible to hold a church office to which she/he is eligible under these bylaws.

SECTION 5. TERMINATION OF MEMBERSHIP

a. Letter of transfer. Any member whose name is on the active roll who requests a letter of dismissal and recommendation to another church is entitled to receive it.

b. Withdrawal. A member may be released from membership if, after patient conference and deliberation it is clear that his/her desire is for release. Membership shall cease with the granting of the request by the Board of Deacons.

c. Retirement. Members who are not active in the church for any reason shall be contacted by the Board of Deacons by letter expressing an interest in their spiritual welfare and urging them to join a church in their present community or communicate with the church expressing their desire to remain on the membership roll. Failing any response to such a letter, the Board of Deacons shall terminate his/her membership.

SECTION 6. SAFEGUARDS

The Board of Deacons shall not terminate any membership at the meeting at which the matter is first introduced, except by letter of transfer.

SECTION 7. RESTORATION

Any person whose membership has been terminated may be restored to membership by a vote of the Board of Deacons.

SECTION 8. CONFIRMATION

When the youth of our fellowship reach the proper age and have expressed a desire to be members of the church, they may take a course of instruction from the Minister(s) and be confirmed publicly and received into membership.

ARTICLE II: ANNUAL AND SPECIAL MEETINGS

SECTION 1. CHURCH CALENDAR

The Church Fiscal Year is January 1 - December 31. This applies to elected officials' terms. The Church Program Year is September 1 - August 31. This applies to Board and Committee membership terms.

SECTION 2. ANNUAL MEETING

The annual meeting of this church shall be held in late January or early February.

Purpose:

a) To elect officers (see Article IV: Officers). All elected officers shall assume their duties immediately following their election or annual meeting.

b) To adopt the annual budget

c) To receive annual reports from Boards and Committees (see Article V).

d) To transact business

SECTION 3. SPECIAL MEETING

Special meetings of the church for any purpose or purposes, may be called by the Council or Moderator, Minister, Trustees, Deacons or at the direction of the Clerk by written request of not less than twenty-five (25) members of this church who are entitled to vote.

SECTION 4. PLACE OF MEETING

The place of all meetings of the church shall be the church building.

SECTION 5. NOTICE OF MEETING

The annual or a special meeting must be announced by either written and/or electronic notice stating the place, day and hour of the meeting at the direction of the Clerk. In the case of a special meeting the notice shall also include the purpose or purposes for which the meeting is called. Meeting notices shall be announced from the pulpit, printed in the Sunday bulletin, and sent by electronic and/or written notice two consecutive Sundays prior to the date of the meeting.

SECTION 6. QUORUM

A quorum shall consist of not less than twenty-five (25) members who are eligible to vote. The affirmative vote of a simple majority of those voting by ballot or acclamation is decisive unless otherwise required by the Constitution or Bylaws of this church.

SECTION 7. CONDUCT OF MEETINGS

The Moderator or Vice Moderator shall serve as chair of all church meetings. In their absence, any person chosen by the members present shall act as temporary chair. The Clerk shall act as secretary of all meetings of the church. In the absence of the Clerk, the presiding chair may appoint a person as acting secretary.

SECTION 8. PROXIES

No proxy or absentee voting will be allowed at any meeting of the church.

ARTICLE III: ORDAINED MINISTER

SECTION I. THE MINISTER(S)

a. The Call.

The Minister(s) shall be called by a two-thirds vote of members of the church present at a special meeting called for the purpose of electing a Minister, notice of the meeting having been given by mail or email to every member consistent with the notice provision in Article II, Section 4 of the Bylaws. When a vacancy occurs, the Church Council shall secure leadership to conduct worship during the interim. The Church Council, after seeking the guidance of the Holy Spirit, shall, with the cooperation of the

Association Minister, make a canvas of available ministers, settle upon one who in their judgment should be called to minister, introduce him/her officially to the church, and at a duly called meeting, propose his/her election. In the event that the election is not sufficient or acceptable, the Church Council shall proceed to the selection of another candidate.

b. Installation.

When the Minister has been elected and has accepted the call, the Association to which the church belongs shall install the Minister in accordance with established usages. At the first opportunity, the Minister shall become a member of the church and of the Association of which the church is a member.

c. Term.

While the term of the Minister shall be indefinite, the church may request his/her resignation, to become effective in sixty days, at any time by a two-thirds vote of those present and voting. The special meeting for such a vote shall be called by letter and/or electronic format to every member consistent with the notice provision in Article II, Section 5 of the Bylaws.

d. Resignation.

The Minister shall give sixty days' notice in case he/she wishes to leave of his/her own volition. In case of loss of ministerial standing on the part of the Minister, relations shall be severed at once. While the method of the initial notification of the Minister's resignation shall be at his/her discretion, the Minister's resignation shall be read to the congregation in all cases. The Moderator will take charge at once and request the congregation to act upon the same.

e. Duties.

The Minister(s) shall have charge of the spiritual welfare of the church, with the assistance of the Board of Deacons. He/she shall be an ex-officio member of all boards and committees.

f. Multiple Staff.

The church may employ more than one Minister to serve the church at any one time. If more than one Minister is serving the church, the respective areas of responsibility shall be determined by the Personnel Committee in consultation with the Ministers.

(1) Ordained part-time staff. The call process (Bylaws, Article III, Section 1, 1) shall not be implemented when hiring for .75 or less full-time equivalent (FTE) positions for which ordained clergy may be eligible. The call process shall be implemented when hiring ordained clergy for positions greater than .75 FTE.

ARTICLE IV: LAY AND ORDAINED OFFICERS

SECTION 1.

The recognized ordained officers of the First Congregational United Church of Christ – River Falls, WI Inc. shall be the Senior Minister. The recognized lay officers shall be the Moderator, Vice Moderator, Clerk, and Treasurer. Individuals holding these positions will also serve on the Executive Committee (See also Article VII of the Constitution)

SECTION 2. ELECTION AND TERM OF OFFICE.

The officers of this church shall be elected at the Annual Meeting. The Moderator shall be elected and serve for a two (2) year term. The Moderator will under normal circumstances have served as the vice-Moderator for the previous (2) two years. The Vice-Moderator shall be elected and serve a term of two (2) years, then shall stand for election to the office of Moderator at a called congregational meeting. The Clerk shall stand for election annually and serve for a (1) year term. The Clerk may serve an unlimited number of terms at the discretion of the Church Council. The Treasurer shall be elected annually and serve a term of one (1) year. The Treasurer may serve an unlimited number of terms at the discretion of the Church Council. If this position should be vacated during a term the Church Council will appoint an interim Treasurer to serve until the next election. Each officer shall hold office, if willing, until a successor shall have been duly elected unless death, resignation, or removal makes this impossible.

SECTION 3. REMOVAL

Any lay officer may be removed from their position and membership on the Council by an affirmative vote of a simple majority of members present at a called meeting of the congregation.

SECTION 4. VACANCIES

A vacancy in any office because of death, resignation, disqualification, or other reason, shall be filled by the Council for the unexpired portion of the term.

SECTION 5. MODERATOR

The Moderator shall have the following duties and authority:

- a. Supervise all business and other affairs of this church.
- b. Preside at all meetings of the members of this church and the Council.

c. Subject to such rules as may be prescribed by the Council and with the approval of the Council appoint such agents and employees of this church as may be necessary, prescribing their powers, duties and compensation, and delegating authority to them.

d. Sign, execute and acknowledge, on behalf of The First Congregational United Church of Christ – River Falls, WI Inc., documents or instruments necessary or proper to be executed in the course of the regular business of this church, or which shall be authorized by resolution of the Council. Except as otherwise provided by law or the Council, in the absence of the Moderator the Executive Committee may authorize, sign, execute and acknowledge such documents or instruments in his/her place.

e. In general the Moderator shall perform all duties incident to the office and such other duties as may be prescribed by the Council.

SECTION 6. VICE-MODERATOR

The Vice-Moderator shall have the following duties and authority:

a. In the absence of the Moderator or in the event of the Moderator's death, the inability or refusal to act, or in the event of any reason it shall be impossible for the Moderator to act in person, the Vice-Moderator will perform the duties of the Moderator. When so acting the Vice-Moderator shall have all the powers of and be subject to all the restrictions upon the Moderator. (See Bylaws Article IV, Section 5)

b. Perform other duties and have authority as may be delegated or assigned by the Moderator or by the Council.

SECTION 7. CLERK

The Clerk shall have the following duties:

a. Keep the minutes of the meetings of the church members, and of the Council in one or more books provided for that purpose.

b. Be responsible, in cooperation with the (church's Administrative Assistant) for keeping an accurate register with addresses and telephone numbers of the members of this church, with dates and modes of their reception and removal, and a record of baptisms, marriages and deaths.

c. See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

d. Be the custodian of the church records ensuring that all records are properly indexed and stored for legal and historical purposes.

e. Conduct all correspondence which is not otherwise provided for and perform such other duties as are prescribed by law or as usually pertain to the office of clerk or secretary of an assembly.

SECTION 8. TREASURER:

The treasurer shall have the following duties and authority:

a. Have charge and custody of and be responsible for all funds and papers relating to the operational budget and the real property of this church.

b. Be responsible for receiving all records of monies and giving receipts for money due and payable to this church for the operating budget including monies received as special gifts and bequests.

(Also see Constitution, Article X, Section 2). All operating budget monies shall be deposited in the name of this church in such banks, trust companies, or other depositories as shall be selected by the Investment Committee with the approval of the Church Council.

- c. Pay all obligations of the church as provided in the approved church budget or authorized by the Council.
- d. Keep an accurate account of all receipts and disbursements and present monthly report(s) and recommendation(s) to the Council as well as an annual report to the church members at their annual meeting.
- e. Perform all of the duties and exercise such other authority as delegated or assigned by the Moderator, Senior Minister or by the Council.
- f. If required by the Council, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Council shall determine.

ARTICLE V. CHURCH COUNCIL, BOARDS AND STANDING COMMITTEES

SECTION 1. RULES

The following rules shall apply to boards and standing committees.

- a. Committee and board members, with the exception of Nominating Committee members (See Constitution, Article VII, Section 3), shall be appointed for terms of office defined in the Committee and Board Guidelines.
- b. A portion of each group shall be appointed annually, so that the full group shall be completely rotated in three years.
- c. After serving two full terms, a member shall be ineligible for re-appointment to that same committee or board for a one year minimum.
- d. No member shall be elected chair until he/she has served at least one year, unless he/she has previously served on the board or committee.
- e. A simple majority of the committee or board shall constitute a quorum.
- f. Church membership or associate membership shall be required for membership on all boards and committees.
- g. The committee chair or a designated committee representative shall attend all scheduled Church Council meetings.
- h. Boards and committees shall prepare their own committee guidelines to include, at minimum, membership, meeting frequency, duties and powers. Once approved, these documents shall be reviewed and confirmed by the Church Council annually.

- i. Committees functioning for more than two years shall be designated as standing committees following submission and review of committee guidelines by the Church Council. Ad hoc committees may be appointed by the church, the Church Council, the Moderator, or any standing committee. Ad hoc committees shall function for a limited time to accomplish a particular task. When the task is completed that committee shall be dissolved. The size and membership of the committee shall be determined by the appointing body.
- j. All boards and committees shall, so far as possible, reflect the diversity of the congregation.

SECTION 2. THE CHURCH COUNCIL

- a. **Membership.** The Church Council shall consist of the officers and representatives of all boards and standing committees of the church.
- b. **Meetings.** Meetings shall be held not less than quarterly.
- c. **Duties.**
 - (1) The Council shall review and approve, as prepared by the Nominating Committee, the slate of members for appointment to boards and committees, and the slate of nominees for officers, and for Association/Conference delegates to be elected at the annual meeting.
 - (2) The Church Council will appoint specific personnel, boards, standing committees and ad hoc committees to serve the purposes of this church. When appointing personnel or establishing a board or committee, the Council shall prepare a written statement of the purposes and duties for such an appointment or group, unless such information is already stated in the bylaws. The Council shall supervise the establishment and function of such personnel or groups and may request reports of progress.
 - (3) The Council shall fill vacancies in offices or boards, when they occur at unscheduled times, by appointment or special election from names submitted by the Nominating Committee.
 - (4) The Council shall review and confirm committee guidelines for each standing committee or board. Once established, the Council shall review the guidelines annually. When a new standing committee or board is formed, the Council will review and approve their guidelines with an understanding that committee existence and structures will evolve over time. Such boards or committees may include but are not limited to the following: Board of Deacons, Board of Christian Education, Endowment Grant Committee, Mission Education Committee, Music Committee, Scholarship Committee, Pastoral Relations Committee, Nominating Committee, Board of Trustees, Discipleship Committee, Investment Committee, Personnel Committee and the Strategic Planning Committee.

ARTICLE VI. RULES OF ORDER

Roberts Rules of Order shall be the parliamentary authority for all matters and procedures not specifically covered by the Constitution and/or Bylaws.

ARTICLE VII. AMENDMENTS

These By-Laws may be amended or repealed by the members of this church by affirmative vote of a majority of the members present at any annual or special meeting of the members at which a quorum is in attendance.