

Proposed Revised Constitution

Plymouth Church of Shaker Heights

2860 Coventry Road • Shaker Heights, OH 44120

Draft #7

Recommended by Church Council for adoption by the members at the Annual Meeting 11/14/2004

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ARTICLE I Identity

I.1. Name

The name of this church is “Plymouth Church of Shaker Heights,” and it may be called Plymouth Church. It will be referred to in this constitution as the church.

I.2. Government

The government of this church shall be vested in the body of believers who compose it, but the church will cordially seek the fellowship and cooperation of other churches of our Lord Jesus Christ.

I.3. Fundamental Characteristics

This church:

I.3.a. maintains such faith, ecclesiastical order and affiliations as will be compatible with the terms and legal requirements of the deed under which the present church property is held, to the effect that it “shall be an Evangelical Church Society, and with other Congregational Churches, represented in the National Council of Congregational Churches in the United States” or its lawful successor;

I.3.b. is and shall continue to be an autonomous religious organization;

I.3.c. regards itself as a community church, particularly in view of its varied outside activities and the diverse denominational backgrounds of its members;

I.3.d. requires adherence to no creedal statement; and

I.3.e. is a part of the United Church of Christ, as well as of the Ohio Conference of the United Church of Christ, and of the Western Reserve Association.

ARTICLE II Membership

II.1. Basis of Church Membership

The sacrament of baptism is the means by which a person is incorporated into the universal church as a Christian. Membership in this church shall be open to all Christians who profess their faith in Christ, assent to this church's Covenant of Membership and are received into membership as hereinafter provided.

II.2. Covenant of Membership

The Covenant of Membership is a mutual exchange of responsibilities between the members and those wishing to become members.

II.2.a. The church offers members:

II.2.a.i. Opportunities to deepen their relationship to God, including participation in the Sacraments

of Holy Communion and Baptism, and the opportunity to present children for baptism;

- II.2.a.ii. Opportunities to participate in Christian Community (only members of the church may take part in meetings of the congregation, vote, or hold elected office);
- II.2.a.iii. Opportunities to share love and promote justice in the community;
- II.2.a.iv. Christian nurture for children and youth;
- II.2.a.v. Emotional and spiritual support in times of need; and
- II.2.a.vi. Continuity with the past and a vision of the future.

II.2.b. Members reciprocate by promising to:

- II.2.b.i. Study and practice the law which Christ taught as supreme: "You shall love the Lord your God with all your heart, and with all your soul, and with all your mind . . . and you shall love your neighbor as yourself." (Matthew 22:37-39);
- II.2.b.ii. Worship regularly, including participating in the sacraments;
- II.2.b.iii. Share God's gifts of time and talent to help fulfill Christ's mission;
- II.2.b.iv. Contribute funds to sustain this church and its mission in response to the annual stewardship and other campaigns;
- II.2.b.v. Participate in the decisions of this community;
- II.2.b.vi. Show respect to this community and its members; and
- II.2.b.vii. Be open to spiritual growth.

II.3. Application and Reception of Members

Prospective members may apply for membership in the church by profession of faith or letter of transfer. Any person who, for whatever reason, does not want to give up membership in another congregation may apply for affiliate membership. For all purposes of this constitution the terms "member" and "membership" shall include affiliate members.

Applications for membership must be made to the Senior Minister or another Minister designated by the Senior Minister. The Ministers, with the assistance of the Department of Evangelism and Growth, shall meet with and sponsor orientation sessions for prospective members. Those of proper age are expected to participate in the Confirmation program which may lead to profession of faith.

Those prospective members who are then recommended by the Ministers shall be received into membership at a regular service of worship. If the applicant cannot be present at that scheduled service of worship due to physical limitation or some other extreme circumstance, the applicant may be received in a special service of worship with the approval of the Senior Minister.

II.4. Termination of Membership

II.4.a. Voluntary

Any member in good and regular standing who desires a letter of dismissal, or a letter of dismissal and recommendation to any other Christian church, is entitled to receive it upon written request. Application for such letters shall be received by the Senior Minister and processed by the Clerk or the Clerk's designee.

II.4.b. Involuntary

The Senior Minister and the Church Council acting together may terminate the membership of persons who have evidenced their lack of interest and support of the church after due notice and hearing.

Should a member become an offense to the church and to its good name by reason of immoral or unchristian conduct, or by persistent breach of its Covenant of Membership, the Church Council may terminate his or her membership, but only after due notice and hearing.

II.4.c. Death.

The Senior Minister will arrange for the church records to reflect the death of a member.

II.4.d. Reporting.

Names of persons asking for dismissal or whose membership is terminated for any reason shall be reported regularly to the Church Council by the Clerk.

II.5. Reinstatement of Membership

Any person whose membership has been terminated may, upon that person's documented request, be reinstated by the Church Council on recommendation of the Senior Minister and the Department of Evangelism and Growth.

ARTICLE III Organizing Principles

III.1. Church Organization

The church regards as intrinsic all organizations formed in connection with its religious, social and educational work. Responsibility and authority for the spiritual life of the church, as well as for the management of its property, the conduct of its activities and the collection and disbursement of its funds, are delegated to the Church Council and through it to the respective departments, committees and other organizations provided for herein, with such duties and powers as are herein set forth and such other duties and powers, not inconsistent with those herein set forth, as the Church Council from time to time determines.

III.2. Open Meetings

All meetings of the Church Council, of each of the departments, and of each of the committees or other bodies created hereunder shall be open to any church member, except to the extent such body shall determine that attendance by non-members of the body is inappropriate because of the subject of discussion. However, any such exclusion of a church member may be appealed to the Church Council. No such body is hereby required to permit such non-member of the body to be heard or to participate in its discussions.

III.3. Multiple Offices

No person may simultaneously hold more than one position, elected or appointed, which entitles them to serve on the Church Council. No member of the Nominating Committee may serve in an elected position.

III.4. Parliamentary Procedure

The edition of *Robert's Rules of Order* in effect at the time of the meeting in question shall govern all

meetings of the church members, the Church Council, each department and each committee or other organization in all cases in which they are applicable and in which they are not in conflict with other provisions of the constitution.

ARTICLE IV Officers

IV.1. Offices Established

The church officers shall be the President, Vice President, Clerk and Treasurer. Each shall be elected by the church members at the Annual Meeting for a one year term or until a successor is chosen.

IV.2. President

The President shall be the senior officer of the church and shall preside at all meetings of the church members and the Church Council. The President shall serve as an ex-officio, nonvoting member of the Foundation, an ex-officio, voting member of the Stewardship Department and a member of the Finance Committee. No President may serve more than three consecutive terms. The President, in consultation with the Senior Minister and such other members of the Church Council, its committees, and the departments of the church as he or she shall deem appropriate, shall be responsible for developing the agenda for meetings of the Church Council.

IV.3. Vice President

The Vice President shall assume the duties of the President in the event of the President's absence, disability or death. The Vice President shall serve as an ex-officio, voting member of the Finance Committee. No Vice President may serve more than three consecutive terms.

IV.4. Clerk

The Clerk shall prepare, preserve and post the minutes of all meetings of the church members and of the Church Council. The Clerk shall also supervise the registration of names of all church members and the dates of their admission, dismissal or death, the record of all baptisms and weddings, and the issuance of letters of transfer, dismissal and recommendation. No Clerk may serve more than three consecutive terms.

IV.5. Treasurer

Subject to the supervision of the Church Council, the Treasurer shall have charge of all funds collected by the church and shall be responsible for the timely disbursement of funds as authorized by the proper department Chairperson or Officer. The Treasurer shall keep separate book accounts of all allocated funds. All checks shall be drawn in the name of the church. The Treasurer shall serve as Treasurer of the Foundation Fund and serve as an ex-officio, voting member of the Foundation Directors. The Treasurer shall also serve as an ex-officio, voting member of the Stewardship Department and an ex-officio, nonvoting member of the Finance Committee. The Treasurer shall make reports of the Church's finances to: (i) the Church Council as it requests and by the second meeting following the completion of each calendar quarter; and (ii) the membership at the Annual Meeting and at least quarterly. The Treasurer shall be bonded or the Church shall be otherwise protected by fidelity

insurance, in an amount satisfactory to the Church Council. No Treasurer may serve more than five consecutive terms.

IV.6. Assistant Treasurer

Although not an officer, one or more Assistant Treasurers may be appointed by the Church Council. Each Assistant Treasurer shall render such assistance to the Treasurer as may be necessary and may serve in place of the Treasurer in the event of the Treasurer's absence, disability or death. Each shall be bonded or the Church shall be otherwise protected by fidelity insurance, in an amount satisfactory to the Church Council. No Assistant Treasurer may serve more than five consecutive terms.

ARTICLE V Church Council

V.1. Church Council Established

The voting members of the Church Council shall be the President, Vice President, Clerk, and Treasurer, the Chairperson or Vice Chairperson (as each Chairperson determines) of each of its eight departments, the Chairpersons of the Personnel Committee and the Foundation, two Youth Members, and three Members-at-Large. The nonvoting members of the Church Council shall be the Senior Minister, all other ministerial employees of the church (including the Director of Music), and any former President for two years from the time he or she ceases to be President. At each Annual Meeting of the church members, they shall elect two Youth Members and three Members-at-Large, each for a one-year term. No person shall serve as a Member-at-Large for more than three consecutive terms.

The main purpose of the Church Council is to set policies and directions for the entire church, representing the will of the congregation. Though the Church Council members may have different designated areas of responsibility, their primary concern should be the best interests and spiritual welfare of the church as a whole.

V.2. Powers

V.2.a. Corporate Powers. Except as otherwise provided by statute or by this constitution, all corporate powers, property, affairs and religious services of the church shall be exercised, controlled and conducted by the Church Council. The Church Council may, by affirmative vote of a majority of its voting members then in office, buy, sell, mortgage, lease or transfer real property, except that the real property conveyed to the church by deed dated November 22, 1920, by the Congregational Union of Cleveland shall not be sold, mortgaged or conveyed unless such action is also approved by a majority of all church members present at an Annual or Special Meeting. The Church Council shall have power to buy, sell or encumber any and all personal property belonging to the church and to change any and all investments. The Church Council from time to time may adopt and alter by-laws for its own governance, not inconsistent with this constitution.

V.2.b. Budget Powers. The Church Council shall coordinate an annual budget process and shall adopt an annual budget for all operations of the church.

V.2.c. Policy Making Power. The Church Council shall determine general policies and give such specific directions as it desires for the conduct and management of church activities. It may delegate any

of its powers to the Senior Minister or to the appropriate department, committee, or other body established herein.

V.2.d. Contracts. No department, committee, or other organization shall have power to obligate the church on contracts or otherwise unless all of the required funds are contained in a previously approved budget or the obligation has first been approved by the Church Council, or in any case for any period extending more than sixty days after the date of the next Annual Meeting of the church members. The Church Council may require that certain obligations be approved by it in advance.

V.2.e. Fund-Raising Efforts. All requests to conduct an all-church fund raising effort must be approved by the Church Council.

V.2.f. Affiliation. The Church Council may, on behalf of the church, from time to time affiliate with, determine the terms of affiliation with, or disaffiliate with other organizations having or desiring to have a relationship with the church.

V.2.g. Auditor. The Church Council shall appoint an auditor and report such appointment to the church members at the Annual Meeting.

V.3. Functions

In addition to the responsibilities and authority delegated to the Church Council in Article III, Section 1, the Church Council shall have the following functions:

V.3.a. Long-Range Planning. The Church Council shall initiate and coordinate the long-range and strategic planning efforts of the church.

V.3.b. Interdisciplinary Communication and Cooperation. The Church Council shall coordinate the work of and have authority over departments, committees, task forces, and all regularly constituted church bodies and other organizations. It shall also encourage thematic programming, facilitate communication, and reconcile differences, among such bodies.

V.3.c. Coordination of all-church events, activities and celebrations. The Church Council shall promote such all-church events and activities as enhance the experience of fellowship and celebration in the life of the church.

V.4. Meetings

The Church Council shall hold regular meetings at times and places fixed by it or by the President, no fewer than six times per year. Special meetings may be held at any time and place upon notification of all members of the Church Council by the President, by five of its members or otherwise as its by-laws may provide. Any member of the Church Council may participate in a meeting of the Church Council through communications equipment provided all persons participating can hear each other. Participation by such means shall constitute presence at such meeting. When Church Council calls an executive session, participation shall be limited to voting members of Church Council and such other persons, if any, as are invited to participate by the presiding officer.

V.5. Quorum

A quorum for a meeting of the Church Council shall consist of not less than seven of its voting members then in office, at least one of whom is an officer. In case a quorum is not available, its voting members present may adjourn to another time.

ARTICLE VI Standing Committees of the Church Council

There shall be five Standing Committees of the Church Council: Finance Committee, Nominating Committee, Personnel Committee, Foundation, and Pastoral Relations Committee.

VI.1. Finance Committee

VI.1.a. Purpose. The Finance Committee shall oversee the Treasurer to assure that appropriate financial controls are in place and are being followed, and to monitor overall budgetary compliance. The Finance Committee shall review periodically the compensation of all church employees and report its recommendations to the Church Council.

VI.1.b. Members. The Finance Committee shall consist of the President, the Vice President, the Chairpersons of the Personnel Committee, the Buildings and Grounds Department and the Stewardship Department, together with the Treasurer and the Senior Minister as ex-officio, nonvoting members. The Finance Committee shall elect its own Chairperson from among its members.

VI.2. Nominating Committee

VI.2.a. Purpose. The Nominating Committee shall annually make nominations of church members for the following positions to be filled at each Annual Meeting of the church members:

President
Vice President
Clerk
Treasurer
Three Members-at-large of the Church Council
Two Youth Members of the Church Council
Chairperson of each department
Vice Chairperson of each department
One Member-at-large of each department
Three Members of the Nominating Committee
Two Delegates to the Ohio Conference of the United Church of Christ
Two Delegates to the Western Reserve Association of the Ohio Conference

It shall also annually, in consultation with the Senior Minister, make recommendations to the Church Council for the appropriate number of openings on the Personnel Committee, the Foundation, and the Pastoral Relations Committee.

In its deliberations, the Nominating Committee shall take into account, among other considerations, the desirability of both continuity in elective office and diversity that is representative of the congregation. In addition, the Nominating Committee shall endeavor to avoid nominations that would result in a

person serving on the Church Council for an excessive period of time.

VI.2.b. Members. The Nominating Committee shall consist of nine elected members and the Senior Minister as an ex-officio, nonvoting member. At each Annual Meeting three members of the Nominating Committee shall be elected for three-year terms to succeed the members whose terms are expiring. No person shall serve as an elected member of the Nominating Committee for a second consecutive three-year term. The Nominating Committee shall elect its own Chairperson from among its members.

VI.2.c. Nominations. The annual report of the Nominating Committee shall be published in the church bulletin or sent to the members of the church at least fourteen days prior to the Annual Meeting. Additional nominations may be made by petition signed by not less than ten church members and received in the church office not later than five days prior to the Annual Meeting.

VI.3. Personnel Committee

VI.3.a. Purpose. The Personnel Committee shall provide the Church Council with professional recommendations on personnel guidelines and practices, and advise the Church Council and the Senior Minister as each carries out its personnel functions.

VI.3.b. Members. The Personnel Committee shall consist of not fewer than three members of the congregation who are appointed to serve no more than two consecutive three-year terms. The Church Council shall make such appointments upon the recommendations made by the Nominating Committee in consultation with the Senior Minister so that the terms of office are staggered. The Chairperson of the Committee shall be chosen from among its members by the Committee in consultation with the Senior Minister and the President.

VI.3.c. Church Council Vote. The Chair of the Personnel Committee (or a member of the Personnel Committee designated by the Chair) shall be a voting member of the Church Council, but in no event shall any individual serve on the Church Council in this capacity for more than three consecutive years.

VI.3.d. Reporting. The Personnel Committee shall report on its activities to the Church Council.

VI.4. Foundation

VI.4.a. Purpose. The Church Council establishes the Foundation for the purpose of receiving such contributions, grants, and bequests as may be made by any person or persons, to be held in, invested by or disbursed by the Foundation for such purposes, whether restricted or not, as the donors may designate, provided any and all such purposes are in conformity with the functions of this church and are not otherwise prohibited by this constitution or by statute, and comply with the federal taxing statutes covering tax-exempt organizations so as to qualify such contributions, grants and bequests as deductions for purposes of federal income and federal estate taxation.

Consistent with the functions of this church, the Church Council shall retain sole authority to determine the appropriateness of any restricted gift and the amount, timing and use of any disbursements of funds from the Foundation. Such disbursements shall be consistent with the donor's intent (as to both

restrictions on principal and purpose of gift).

VI.4.b. Directors. There shall be six (6) Foundation Directors. One of such Directors shall be the Church Treasurer. Directors, other than the Church Treasurer, shall be appointed for a term of five years with one such Director being appointed each year. Appointment of the Director shall be made by the Church Council at the first meeting of the Church Council following the Annual Meeting or as soon thereafter as possible. The President and the Senior Minister shall be invited to all meetings of the Directors with voice but without vote. Directors may not serve consecutive terms. The Directors shall elect a Chairperson from among the members, and a Secretary. The Treasurer may not serve as Chairperson. The Secretary need not be a Director.

VI.4.c. Church Council Vote. The Chairperson of the Foundation (or a Director of the Foundation designated by the Chairperson) shall be a voting member of the Church Council, but in no event shall any individual serve on the Church Council in this capacity for more than three consecutive years.

VI.4.d. Director Powers. The Church Council may delegate to the Foundation Directors such rights, powers, duties and obligations as the Church Council may deem necessary for the proper fulfillment of the objectives of the Foundation and for the proper management of its funds. The actions of the Foundation Directors shall be subject at all times to review and approval by the Church Council, which may also direct or supervise audits of the financial transactions of the Foundation. From time to time and at its sole discretion, the Church Council may transfer to the Foundation any surplus funds which may result from the excess of general contributions over budgetary requirements or any other funds or property which the church may have received as a special contribution or bequest and which the Church Council may determine should be held in the Foundation.

VI.4.e. Operating Principles. The Foundation shall be governed by this constitution, and, subject thereto, by its own Statement of Purposes and Operating Principles as approved by, and from time to time amended by, the Church Council.

VI.4.f. Reporting. In addition to such reporting as specified in the Statement of Purposes and Operating Principles of the Foundation, the Treasurer shall make a report of the Foundation funds as part of each regular report to the congregation.

VI.5. Pastoral Relations Committee

VI.5.a. Purpose. The purpose of the Pastoral Relations Committee shall be to provide advice and support to the Senior Minister and foster an open and healthy relationship between the Senior Minister and members of the congregation and, from time to time, to do likewise for or on behalf of other members of the ministerial staff.

VI.5.b. Members. The Pastoral Relations Committee shall consist of not more than seven members of the congregation who are appointed to serve three-year terms. The Church Council shall make such appointments upon the recommendations made by the Nominating Committee in consultation with the Senior Minister so that the terms of office are staggered. The Chairperson of the Committee shall be chosen from among its members by the Committee in consultation with the Senior Minister. Members may not serve consecutive terms.

VI.5.c. Confidentiality. Because dialog between the Pastoral Relations Committee and the ministerial staff is, of necessity, confidential, the Pastoral Relations Committee will not be expected to present regular reports of its deliberations to the Church Council.

ARTICLE VII Departments

VII.1. Departments Established

There shall be the following eight departments of the church: Buildings and Grounds, Caring, Children and Youth, Evangelism and Growth, Partnerships and Service, Stewardship, Witnessing, and Worship.

VII.2. Department Composition

The membership of each department shall consist of the Chairperson of the department, the Vice Chairperson of the department, one Member-at-large of the department, such ex-officio members as may be named elsewhere in this constitution, and, subject to any department organization plan approved by the Church Council, the Chairperson or other representative of each committee or other organization assigned to the department by Church Council.

The Chairperson and Vice Chairperson of each department shall be elected by the church members at the Annual Meeting to serve for one year or until a successor is chosen. No person shall be Chairperson of a particular department for more than three consecutive one-year terms, and no person shall be Vice Chairperson of a particular department for more than three consecutive one-year terms. At each Annual Meeting of the church members, one Member-at-large of each department shall be elected for a one-year term. No person shall serve as a departmental member-at-large for more than three consecutive terms.

VII.3. Meetings

Each department shall hold regular meetings at times and places fixed by it or by its Chairperson, no less than four times each year. Special department meetings may be held at any time and place upon call by the Chairperson, by three of its members or otherwise as its own by-laws may provide. Each department from time to time may adopt and alter its own by-laws, not inconsistent with this constitution and the by-laws of the Church Council.

VII.4. Reporting

The committees or other organizations assigned to a department shall report regularly on their activities to the department. Each department shall in turn report regularly on its activities and on the activities of its assigned committees and other organizations to the Church Council. Each department shall be subject to the authority and direction of the Church Council.

VII.5. Department Organization

All committees and other organizations affiliated with the church, except the Standing Committees of the Church Council and other bodies established by the Church Council from time to time which report directly to it, shall be assigned to a department for purposes of coordination by the department. Such assignments shall be made and from time to time may be changed by the Church Council, consistent with the functions of each department. The department shall periodically review the assignments and the

organization of the department and make recommendations to the Church Council.

VII.6. Department Functions

The Biblical preamble and functions of each department shall be as follows:

VII.6.a. Buildings and Grounds.

“O Lord, I love the house in which you dwell, and the place where your glory abides.” Psalm 26:8

The Buildings and Grounds Department shall assure that the church building and grounds, one of the key resources of the congregation, are maintained in a way that makes the building and grounds available for the mission of the church as identified by the congregation through its elected leadership and staff, and are in keeping with the health, safety and aesthetic standards of the community.

VII.6.b. Caring.

“Come to me, all you that are weary and are carrying heavy burdens, and I will give you rest.” Matthew 11:28

The Caring Department shall coordinate the efforts of the church in the areas of pastoral and congregational care.

VII.6.c. Children and Youth.

“Truly I tell you, unless you change and become like children, you will never enter the kingdom of heaven.” Matthew 18:3

The Department of Children and Youth shall coordinate the religious education functions of the church and promote the spiritual formation of this church’s children and youth.

VII.6.d. Evangelism and Growth.

“I was a stranger and you welcomed me....” Matthew 25:35b

The Evangelism and Growth Department shall develop and implement a comprehensive church growth strategy that seeks to attract, identify, inform, and encourage potential members to join the church and live out their gifts as active members of the church.

VII.6.e. Partnerships and Service.

“For I was hungry and you gave me food, I was thirsty and you gave me something to drink....” Matthew 25:35a

The Partnerships and Service Department shall coordinate, evaluate, promote and initiate the Church's relationship with other organizations as we seek to provide the Church's members with opportunities to share with others God's gifts of time and money.

The Partnerships and Service Department shall work closely with church members and groups of the church to promote and coordinate opportunities for hands-on-helping and faith-in-action initiatives and prioritize the charitable giving of the church with the best interests of the church as a whole in mind.

VII.6.f. Stewardship.

“As soon as the word spread, the people of Israel gave in abundance the first fruits of grain, wine, oil, honey, and of all the produce of the field; and they brought in abundantly the tithe of everything.” 2 Chronicles 31:5

The Stewardship Department shall develop and implement a comprehensive fund raising strategy (annual, new member, capital and legacy giving). It shall also endeavor to raise the congregation's awareness of the relationship between our giving and our faith. The President and Treasurer serve as ex-officio, voting members of the Stewardship Department.

VII.6.g. Witnessing.

“No one after lighting a lamp puts it under the bushel basket, but on the lampstand, and it gives light to all in the house. In the same way, let your light shine before others....” Matthew 5:15-16a

This church strives to live out its mission guided by theological study, prayer and a sensitivity to the gifts and challenges to faith posed by society and recognizes that such should not be the province of clergy alone. The Witnessing Department shall encourage members to examine scripture and how their faith informs their understanding of and participation in this culture and community by providing opportunities for study, reflection, prayerful discernment, and discussion of faith-based issues, all the while encouraging reflection and dialog among church members representing diverse views.

VII.6.h. Worship.

“Make a joyful noise to the Lord, all the earth. Worship the Lord with gladness; come into God's presence with singing.” Psalm 100:1-2

The Worship Department shall support the Ministerial staff to create vital worship which develops the church's openness to God's spirit by coordinating the elements of Sunday morning and other worship including, but not limited to, music, arts, ushers, chancel, communion, baptism. The Worship Department shall also advise the Senior Minister on other rites of the church such as weddings and funerals. The Worship Department shall also serve as advisors for those preparing for the ministry.

ARTICLE VIII Committees and Other Organizations

VIII.1. Committees Established

The Church Council from time to time may establish, delineate the functions of and dissolve such committees or other bodies as it deems desirable. The provisions of this Article VIII shall apply to such committees and other bodies, but not to Standing Committees.

VIII.2. Organizational Requests

A department may request the Church Council to take any of the actions referred to in Article VII, Section 5 or Article VIII, Section 1, or the Church Council may do so on its own.

VIII.3. Officers and Members

The Chairperson of each committee shall be appointed by the Chairperson of the appropriate department, to serve a one year term not to exceed five consecutive years. The Chairperson of each committee, in consultation with the Chairperson of the department to which that committee reports, may appoint its other officers and members. Membership on a committee shall not disqualify the person from serving in any other position in the church.

ARTICLE IX Ministers and other Employees

IX.1. Duties of Senior Minister

The Senior Minister shall be chosen as provided in Article IX, Section 2 and, together with Church Council, shall have charge of the spiritual welfare of the congregation. The Senior Minister shall preach the Word and have in his or her care the stated services of public worship; the Senior Minister or a qualified associate shall administer the sacraments. The Senior Minister shall have the responsibility and authority, in consultation with the Church Council, to ensure that church strategy, policies, organization structure and procedures are followed on a day-to-day basis and that decision-making is coordinated and effective. The Senior Minister shall be an ex-officio, nonvoting member of the Church Council, each department, and each committee or other body created hereunder.

IX.2. Senior Minister: Responding to Vacancy

IX.2.a. Staffing the Church during the vacancy

The Church Council shall have the responsibility to provide for the adequate staffing of the ministerial positions of the church during a vacancy in the position of Senior Minister.

IX.2.b. Pulpit Committee

Whenever there is a vacancy in the position of Senior Minister, the Church Council shall promptly call a Special Meeting of the church members to elect a Pulpit Committee charged with identifying candidates for the position.

At such Special Meeting, the Church Council shall nominate nine church members for consideration as members of the Pulpit Committee, and the assembled church members may make additional nominations from the floor; whereupon a written ballot shall be taken. The twelve receiving the highest number of votes, or such lesser number as shall have been nominated and received at least two votes,

shall constitute the Pulpit Committee. The Church Council may recommend a Chairperson of the Pulpit Committee, but the Pulpit Committee shall not be bound by such recommendation.

The Pulpit Committee shall promptly proceed to interview candidates for selection as Senior Minister and shall report its recommendations to the Church Council, which shall call a Special Meeting of the church members to consider and vote upon the candidate recommended by the Pulpit Committee. A candidate who receives a vote of two thirds of the members present at such meeting shall be called as the Senior Minister.

IX.3. Dismissal of Senior Minister

If the Church Council determines by a vote of two thirds of its members that the Senior Minister should be dismissed, it shall promptly call a Special Meeting of the church members to consider and vote in writing upon such dismissal. The dismissal shall be effective if two thirds of the church members present at such meeting vote for dismissal.

IX.4. Other Ministers and Employees

Subject to the provisions of this Section, the Senior Minister shall have authority and responsibility (i) to hire and retain individuals as employees of the church into such positions and with such salaries and benefits as have been authorized by the Church Council; (ii) to direct the activities of all such employees; and (iii) to discharge any such employee. The Senior Minister, in consultation with the Personnel Committee, shall obtain the advance approval of the Church Council before hiring or dismissing any ministerial employee (including the Director of Music) and shall advise the Church Council before hiring or firing any other employee.

IX.5. Membership on the Church Council and Departments

The Senior Minister and all other ministerial employees of the church (including the Director of Music) shall be ex-officio, nonvoting members of the Church Council. The Senior Minister may designate other employees of the church to be ex-officio, nonvoting members of departments, committees, or other bodies created hereunder.

IX.6. Installation

Each ordained person hired by the church may be installed in such manner as the Church Council determines.

ARTICLE X Miscellaneous

X.1. Signatures

The Church Council from time to time may provide the method of determining how checks, notes, contracts or other legal documents shall be signed on behalf of the church. Subject to such provision, checks and other payment orders shall be signed by the Treasurer or Assistant Treasurer, and other documents by the President or Vice President and by the Clerk.

X.2. Pension Plan

The Church Council shall have the power to establish a pension plan or plans and to enter into a pension agreement or agreements with insurance companies, independent trustees, employees or others, upon such terms and conditions as it may determine, for the benefit of any or all full-time employees of the church who regularly receive compensation for personal services to the church. To implement any arrangements for pensions that it may deem necessary or advisable, the Church Council may establish a special trust, upon such terms and conditions as it may determine, to hold, invest and disburse such funds as may be required to meet any obligations under such pension plans or agreements.

The Church Council may appoint a special pension fund trustee or a pension committee and may delegate to such trustee or committee such rights, powers, duties, and obligations as it may deem necessary. The actions of such special trustee or committee shall be subject at all times to review and approval by the Church Council which may also direct or supervise audits of the financial transactions of such pension trust.

X.3. Auditor

An auditor shall be appointed by the Church Council for the ensuing year or until a successor is chosen. The auditor shall make an appropriate examination of the books and accounts of the Treasurer, as determined by the Church Council. The auditor shall present its report to the Church Council.

X.4. Fiscal Year

The fiscal year of the church shall be the calendar year.

X.5. Vacancies

X.5.a. If an elected or appointed position named in Articles IV, V or VI becomes vacant prior to the expiration of the term for which the vacating member had been elected or appointed, such vacancy shall be filled as follows:

X.5.a.i. For elected or appointed positions with a remaining term of less than one year: by recommendation by the President and approval by the Church Council.

X.5.a.ii. For elected positions with a remaining term of more than one year: until the next Annual Meeting, as described in Section X.5.a.i. above, and for all subsequent year or years, by the Nominating Committee, in consultation with the Senior Minister, and election at such Annual Meeting.

X.5.a.iii. For appointed positions with a remaining term of more than one year: by recommendation by the Nominating Committee, in consultation with the Senior Minister and after receiving the recommendations, if any, of the remaining members or Directors of the body in which the vacancy has occurred, and approval by the Church Council.

X.5.b. An unexpired term of less than six months shall not be deemed a term for purposes of the restrictions on successive terms.

X.6. Term Limits

When a vacancy occurs by reason of a term limit and the Church Council determines that there is no qualified candidate available to serve, the Church Council may, by a 2/3 vote of its members, authorize

the extension of the incumbent's current term for one year.

X.7. Issues Facing the Larger Church and Issues of Conscience

X.7.a. Guidelines Committee. Promptly after the adoption of this constitution and from time to time thereafter, the Church Council will appoint a committee to develop guidance consistent herewith for church members and groups of the church who would like the church to consider taking a position on an issue facing the larger church or to raise an issue of conscience. Any such guidance shall seek to create a safe and open process which encourages reflection and dialogue among all church members representing diverse views. The committee shall present its proposed guidelines for adoption by the Church Council. This Section X.7.a. shall not apply to the work of any task force established by the Church Council prior to the adoption of this constitution.

X.7.b. Members Who Wish to Raise Issues. Any member may propose in writing to the Church Council that the church formally consider taking a position on an issue facing the larger church or an issue of conscience. The Church Council shall then create a special task force to consider the issue in accordance with the guidelines most recently adopted by the Church Council under Section X.7.a. The members of such task force shall be persons who are not active proponents or opponents of the issue. Before any church member may publicly present any position on such issue as a position of this church, or devote church assets to the support of such issue, the matter shall be approved by the Church Council, and by the members at a Special Meeting.

X.7.c. Voting. When the church is asked to take an official position on an issue facing the larger church or an issue of conscience, the affirmative vote of two thirds or 50 (whichever is greater) of the church members present at the special meeting shall be decisive.

X.7.d. This Section X.7. does not apply to the normal consideration of issues by any individual group of the church or the presentation of information on issues as part of any educational program.

X.8. Regular Review of Constitution

This constitution may be revised at any time; however, in any event, it shall be reviewed by a task force convened by Church Council for that purpose no less frequently than every five years.

ARTICLE XI Congregational Meetings

XI.1. Worship Meetings

XI.1.a. Public services shall be held on Sundays and at such other times as the Senior Minister may determine in consultation with the Worship Department.

XI.1.b. Communion shall be celebrated at such times as the Senior Minister may determine in consultation with the Worship Department.

XI.2. Annual Meeting

XI.2.a. Timing. The Annual Meeting of the church shall be held the second Sunday of November or such other date in November as may be fixed prior to September 30 by the Church Council.

XI.2.b. Notice. Notice of the Annual Meeting shall be published in the monthly newsletter of the church or otherwise sent to all church members in the month of October, and shall be published in the church bulletin at least two weeks prior to the meeting. The notice of the Annual Meeting shall include the agenda, which shall be approved by the Church Council.

XI.2.c. Business. At the Annual Meeting the annual written reports of all committees shall be presented, officers shall be elected (to take office on the following January 1) and such other business shall be transacted as may be specified in the notice of the meeting, but in no case including such business which this constitution requires to be addressed at Special Meetings.

XI.3. Special Meetings

XI.3.a. Calling. Special Meetings of the church shall be called by the Clerk: (i) at the direction of the Church Council, or (ii) upon the written application of any twenty church members specifying the purpose therefor. Except in cases determined by the Church Council to be an emergency, at least two weeks but not more than four weeks shall elapse between the call and the holding of any Special Meeting. A duly called special meeting may be held immediately before or after the Annual Meeting.

XI.3.b. Notice. A written notice clearly stating the particular purpose of the meeting, its time and location shall be sent to all members at least two weeks in advance of such meeting and made available to members at the public worship services on the two Sundays prior to the day fixed for such meeting.

XI.3.c. Business. Only business described in the notice may be considered at a Special Meeting. Such business may include:

XI.3.c.i. Business which this constitution requires to be conducted at a Special Meeting:

- (A) calling or dismissal of a Senior Minister; or
- (B) amendment of the constitution of the church; or
- (C) business which asks the church to take an official position on an issue facing the larger church or an issue of conscience;

or

XI.3.c.ii. Any other such business as may be brought forward through the calling process specified in Article XI.3.a.

XI.4. Presiding

The President shall preside at all meetings of the church.

XI.5. Quorum

The attendance of seventy-five members who shall have registered immediately prior to the meeting with the Clerk or a designee shall constitute a quorum.

XI.6. Voting

The affirmative vote of the majority of the members present at a duly constituted meeting at which a

quorum is present shall be decisive, except as otherwise provided in this constitution.

ARTICLE XII Implementation and Amendments

XII.1. Implementation

Following the adoption of this constitution and prior to the effective date, the Church Council shall develop a plan for transition to and implementation of the new constitution, including the staggering of multi-year terms of office as deemed appropriate. The Church Council is authorized and directed to carry out the plan as of the effective date and inform the congregation of its particulars.

XII.2. Amendments

This constitution may be amended by the affirmative written vote of two-thirds of the church members at a duly constituted Special Meeting called for that purpose. A copy of the proposed amendment shall be sent to all members of the church at least twenty-five (25) days prior to the date of the Special Meeting.