

CONSTITUTION & BY-LAWS
FOR
PARKWAY UNITED CHURCH OF CHRIST



THE CONSTITUTION

ARTICLE I. NAME

The name of this Congregation shall be Parkway United Church of Christ (hereinafter referred to in this Constitution and By-Laws as "the Church"), located in Town and Country, Missouri.

ARTICLE II. PURPOSE

The avowed purpose of this Congregation shall be to worship God, to preach the Gospel of Jesus Christ and to celebrate the Sacraments; to realize Christian fellowship and unity within this Congregation and it's community and the Church Universal; to render loving service toward mankind; and to strive for righteousness, justice, and peace.

ARTICLE III. POLITY

This Congregation shall be a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and By-Laws of the United Church of Christ adopted July 4, 1961, relating to local churches, and as amended from time-to-time thereafter. The Constitution of Parkway United Church of Christ shall be deemed to be automatically amended by any amendments to the Constitution and By-Laws of the United Church of Christ to the extent applicable.

ARTICLE IV. FAITH

This Congregation acknowledges as its sole Head, Jesus Christ, the Son of God and the Savior of man. It acknowledges as brothers in Christ all who share in this confession. It looks to the Word of God in the Scriptures and to the presence and power of the Holy Spirit to prosper its creative and redemptive work in the world. It claims as its' own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its' own. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, it recognizes two sacraments: Baptism and Holy Communion.

ARTICLE V. MEMBERSHIP

Membership in the Congregation shall be open to any person who has been baptized and has been confirmed or made a public confession of faith in Jesus Christ as Lord and Savior. In accordance with the Gospel covenant which binds into unity "faithful people of all ages, tongues, and races," membership is open to all. A person shall remain a member unless removed from the membership roles pursuant to the procedures set forth in the By-Laws.

ARTICLE VI. GOVERNING BODY

The governing body of this Congregation shall be the membership assembled in a congregational meeting, and except, as may be delegated to other bodies of the Church, shall have total power and authority over all Church matters. The vote of a majority of voting members present at the meeting shall be the action of the Congregation unless otherwise provided in the Constitution and By-Laws and subject to the laws of the State of Missouri, relating to non-profit corporations organized under Chapter 352 of the Missouri Revised Statutes.

ARTICLE VII. MEETINGS

The Congregation shall hold an Annual Meeting and other meetings as may be necessary, at such time and place and upon such notice and circumstances as set forth in the By-Laws.

ARTICLE VIII. COUNCIL AND OFFICERS

1. The Council shall be the Executive Body of the Congregation, shall be its Board of Directors and shall have such powers and responsibilities as set forth in the By-Laws.
2. The Council members shall be elected by the Congregation in the manner and for the term of office as set forth in the By-Laws. The number of Council members shall be determined by the By-Laws, but shall not be less than three.
3. The Council shall organize itself each year, electing a President, Vice-President, Secretary and Treasurer and such other officers as it deems necessary. These officers shall have such powers and responsibilities as set forth in the By-Laws and shall also serve as officers of the Church.

ARTICLE IX. PROPERTY

1. The Congregation may, in its corporate name, sue or be sued, acquire by purchase, gift, devise, bequest or otherwise and own, hold, invest, re-invest, or dispose of property both real and personal for such work as the Congregation may undertake and may purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purpose of the church; it may receive and hold in trust both real and personal property and invest and re-invest the same and make any contracts for promoting the objectives and purposes of the Church.
2. Upon the dissolution of the Congregation, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Missouri Conference of the United Church of Christ.

ARTICLE X. DURATION

The duration and number of years the Congregation is to continue shall be perpetual.

ARTICLE XI. BY-LAWS

The Congregation shall be governed by the By-Laws to be formulated and adopted by the members of the Congregation upon a two-thirds vote of voting members present at any duly called congregational meeting as set forth in the By-Laws and shall be subject to amendment in the same manner.

ARTICLE XII. AMENDMENTS

1. This Constitution may only be amended by an affirmative vote of at least two-thirds of the voting members of the Congregation present at a congregational meeting, pursuant to the notice requirements set forth in Paragraph 3. of this Article. A congregational meeting shall mean either:

a. The Annual Meeting of the Congregation, as described in Paragraph 1. of Article VII of the By-Laws, or

b. The budget approval meeting of the congregation, as described in Paragraph 2. of Article VII of the By-Laws, or

c. A special congregational meeting duly called and scheduled pursuant to the procedures set forth in Paragraphs 3. and 4. of Article VII of the By-Laws.

2. Any member(s) of the congregation may propose an amendment to the Constitution. The proposed amendment must first be submitted to the Council at a meeting of the Council at which time the Council shall place the proposed amendment on the agenda of the next regularly scheduled congregational meeting (i.e. Annual or Budget approval meeting) provided there is sufficient time to meet the necessary notice requirements or, provided the necessary requirements have been met to call and schedule a special congregational meeting, place the proposed amendment on the agenda of said special congregational meeting. The Council shall have the sole authority and responsibility to determine whether the necessary requirements as set forth in Paragraphs 3. and 4. of Article VII of the By-Laws have been met to call and schedule a special congregational meeting.

3. Notice of a proposed amendment(s) to the Constitution shall include the date of the congregational meeting and text of the proposed amendment(s). Publication of the notice to the Congregation shall be made as follows:

a. by reading of the notice (1.) at the regular Sunday morning Worship service(s) immediately preceding the date of the congregational meeting and (2.) at the regular Sunday Morning worship service(s) one week prior to the Worship service(s) immediately preceding the date of the congregational meeting; and

b. by posting of the notice on the Church Bulletin board(s) before the first of the readings is made at the Sunday Morning worship service(s).

ARTICLE XIII. EFFECTIVE DATE

This Constitution shall be effective on November 3, 1996, supplanting and replacing the prior Constitution heretofore in effect.

THE BY-LAWS

ARTICLE I. MEMBERSHIP

1. Members shall pledge themselves to attend regular worship of the congregation and the celebration of the Lord's Supper; to live the Christian life; to share in the life and work of the Church; to contribute to its support and benevolences; and to seek diligently the spiritual welfare of the membership and the community.

2. Except as set forth in Paragraph 5 of this Article and Paragraph 2 of Article II of these By-Laws, all communicant members of this congregation are entitled to vote in congregational meetings, to hold elected positions, and to partake of the privileges and fulfill the obligations of membership.

3. Any member shall, on his/her own request, be granted a Letter of Transfer if the member wishes to join a church body in fellowship with this Church. A member wishing to join a body not in fellowship with this Church will be dismissed with a Certificate of Church Membership. The Secretary shall issue the Letter of Transfer or Certificate of Church Membership, as appropriate.

4. If a member requests, in writing, to be released from his/her membership obligations, the Membership Care Commission shall patiently endeavor to secure the member's continuance as a member of the Church. Failing in such effort, the (Senior) Pastor and Council will grant the request and terminate his/her membership. The Secretary shall then issue the appropriate Letter of Release.

5. A member whose address has long been unknown or who, for a period of two years, in spite of spiritual care, has not attended the congregation's worship or contributed to its support may, by recommendation of the Membership Care Commission and by vote of the Council, be removed from the membership rolls and placed on a conditional list. Any person placed on a conditional list will not be allowed to vote in congregational meetings or hold elected positions. If, after the expiration of another year, the member fails to demonstrate satisfactory attendance at congregational worship and contribution to the support of the Church, the member's name may be dropped from the conditional roll by recommendation of the Membership Care Commission and a vote of the Council. During said year, he/she may be reinstated upon demonstrating satisfactory attendance at congregational worship and contribution to the support of the Church based upon a recommendation of the Membership Care Commission and a vote of the Council.

6. If a member persistently breaches his/her pledge as set forth in Paragraph 1 of this Article, the Council may vote to bring charges against the member, at which time the member shall be given notice of the charges and an opportunity for a hearing before the Council. Following the hearing, the Council shall, by vote, make a finding as to whether the member has persistently breached his /her pledge and if so, whether to censure, suspend or terminate his/her membership or to make an attempt to bring the member to amendment in accordance with his/her pledge and the law of Christ.

ARTICLE II. COUNCIL

1. The Council shall be composed of nine members of the congregation. Five of its members shall constitute a quorum and a majority vote of the members present shall be the action of the Council. The Pastor(s) shall be ex-officio (non-voting) member(s) of the council.

2. The Council members shall be elected by a majority vote cast at the Annual Congregational Meeting. They shall be elected for a term of three years and may not serve more than one consecutive elective term, but may be reelected to the office after being out of office for at least one year. In order to provide continuity, not more than three vacancies shall occur in any one program year. A candidate for office must not be less than twenty-one (21) years of age and shall have been on the membership rolls of the congregation for at least one year as of the date of the Annual Congregational Meeting. The term for Council members shall conform to the program year of the Church.

3. Nominations for the office of Council member shall be made by the Leadership Commission. Notice of such nominations shall be given to the membership of the congregation by reading of the notice at the regular Sunday Morning Worship service(s) one week prior to the said Worship service(s) immediately preceding the date of said meeting and by posting the names of the Council nominees on the Church bulletin board(s) before the first of the readings is made at the Sunday Morning Worship service(s), and by keeping the names of the Council nominees posted on the Church bulletin board(s) until after the Council nominees have been voted upon by the congregation. Other nominations may be made from the floor at the Annual Congregational Meeting.

4. If a Council member is absent from three consecutive monthly meetings without being excused by the Council, the Council President shall contact the Council member to ascertain if he/she intends to meet his/her obligations to the Council, or if the Council member would prefer to be removed from the Council. If the Council member requests to be removed, Council shall solicit the Leadership Commission for a suitable replacement for Council approval.

5. Council members shall be publicly installed each year at a regular Sunday Morning Worship service soon after the Annual Congregational Meeting.

6. Vacancies on the Council shall be filled by appointment by the Council for the unexpired terms. The Council may ask for and consider recommendations from the Leadership Commission.

7. The Council shall make policy and shall transact the business of the congregation. It shall keep a complete and accurate record of its proceedings, and report to the congregation at its annual and special meetings. All acts and deliberations of the Council are subject to the will of and revision by the congregation.

8. The Council shall monitor and review the actions of the Treasurer, including the payment of bills on a monthly basis.

9. The Council shall have the authority to expend funds in a manner reasonably consistent with the budget. The Council may authorize any non-budgeted expenditure if funds are available. The Council shall have the authority to borrow funds up to \$1,000.00. Any borrowing exceeding said amount must be approved by the congregation.

10. In the event of a pastoral vacancy, the Council shall have the authority and responsibility to appoint an interim pastor with assistance from the Conference Placement Committee and shall establish a Search Committee in accordance with Article IV, Section C.

11. In addition to the Commissions provided for in the By-Laws, the Council may from time-to-time appoint Boards and Committees as it deems necessary for the work of the Church in a manner consistent with the Constitution and By-Laws. The appointment of a new Commission shall require final approval by the congregation.

12. In addition to the officers of the Council provided for in the Constitution, the Council may elect other officers as it deems necessary.

13. The Council shall meet at least once every month for the transaction of such business as may properly come before it. Special meetings may be called by the President or by two Council members, however, at least twenty-four (24) hours notice must be given to each Council member.

14. All Commissions, Boards, Committees and other organizations of the Church are subordinate to the Council and shall report annually to the Congregation. All acts and deliberations of such Commissions, Boards, Committees and organizations are subject to the will of and revision by the Council and ultimately the congregation.

15. The Council may establish, maintain, and coordinate affiliations with local, regional, and national instrumentalities of the United Church of Christ, councils of other churches, and other religious organizations. This includes providing for delegates for conferences and meetings.

16. The Council shall be responsible for the general care of the Pastor(s) and other professional staff members and shall maintain a wholesome and effective relationship between them and the congregation. It shall recommend and urge the Pastor(s) to avail themselves of in-service training opportunities, such as professional conferences, graduate study, seminars, retreats, etc., consistent with the time necessary to carry out their pastoral duties. It shall annually review the Pastors' salary, car allowance and other benefits as proposed by the Pastoral and Personnel Relations Committee, and make any recommendations thereto for the general budget.

17. The Council shall have the authority in the employment of and the delineation of job descriptions and requirements for the staff necessary to support the Pastor(s) and carry out other functions of the Church.

18. After approval of the 1996 amendments to these By-Laws, the current Council members whose terms are to expire in:

- a. January 1997 shall be extended to May 1997,
- b. January 1998 shall be extended to May 1998, and
- c. January 1999 shall be extended to May 1999.

ARTICLE III. COMMISSIONS

A. GENERAL ARTICLES FOR COMMISSIONS

1. Members of the Commissions shall be nominated and elected for two-year terms at the Annual Meeting by a majority of the voting members of the congregation present.

2. Each Commission shall consist of five elected members. In addition to these members, there shall be at least one liaison member from the Council (ex-officio) on each Commission. Commission members shall be on the membership roll of the congregation at the time of their election and throughout their term of office. The Pastor(s) is(are) an ex-officio (non-voting) member(s) of all Commissions.

3. Elected Commission members may succeed themselves; however, no person shall serve more than two consecutive terms as convener of the same Commission.

4. The primary responsibility of the elected members of a Commission shall be to set policy of the said Commission and to determine the schedules, activities, and tasks needed to fulfill the duties of the said Commission. The Commissions, at their discretion and without the approval of Council, may appoint individuals and/or Support Task Forces to assist them in the performance of their activities/tasks. The Commission may recruit these individuals and Support Task Forces at any time, for any term, and in any numbers, from the volunteer list provided by the Leadership Commission and from any other sources.

5. Immediately following the Annual Meeting, each Commission shall meet at the call of the current Commission Convener and shall elect by majority vote of the Commission members, a Convener and Recording Secretary and establish a regular meeting schedule. Meetings of all Commissions may be called by the Pastor(s) or the President of the Council.

6. Three elected (voting) members (including the Convener) shall constitute a quorum for an official meeting of a Commission.

7. If a Commission member is absent from three consecutive called meetings of the Commission without being excused by the Convener, the Convener shall contact the member to ascertain if he/she intends to meet his/her obligations to the commission, or if the member prefers to be removed from the Commission. If the member requests to be removed, the Convener shall solicit the Leadership Commission for a suitable replacement and shall inform Council of this action and request their approval.

8. The specific spending authority and limits of the Property Commission are set forth in Paragraph E.3. of this Article. All other Commissions shall have authority to spend monies within the limits of their approved annual budget. Approval for unbudgeted or over-budgeted expenditures by these other Commissions shall be from the Council.

9. All Commissions shall work under the direction and supervision of the Council and have such powers and responsibilities as hereinafter set forth in these By-Laws, as well as such powers and responsibilities that may from time-to-time be delegated to the Commission by the Council and not inconsistent with the Constitution or By-Laws.

10. All Commissions shall maintain a current list of operating procedures (i.e. calendar guidelines, meeting frequency, listing of recurring tasks, etc.),

which will be distributed to the leadership of the various programs under each Commissions' direction and to the Council. Such procedures will embody policies laid down by the Council and shall embrace other such details as are necessary to clearly reflect the manner of operation of each Commission. Where policies are inadequate or require change, recommendations for new policies as appropriate will be formulated by each Commission for consideration by the Council. Each Commission is encouraged to make recommendations to the Council on long range goals of the church within the scope of the Commission's powers and responsibilities.

11. All Commission Conveners shall submit a written yearly report to be included in the Annual Report of the Church. Each Commission shall prepare an Annual Budget to be submitted to the Council through the Stewardship Commission.

12. The appointment and constitution of new Commission(s) shall only be authorized as follows:

a. Upon majority vote of the Council approving such new Commission(s) and

b. Final approval by majority vote of those voting members of the congregation present at a congregational meeting upon notice as set forth in the By-Laws.

13. After approval of the 1996 amendments to these By-Laws, the following action shall be taken.

a. All Commission members currently in office whose terms are set to expire in:

1). January 1997 shall remain in office until that date,

2). January 1998 shall remain in office until May 1997, and

3). January 1999 shall remain in office until May 1998.

b. A pattern, where two members shall be elected to each Commission one program year and three elected to each Commission the following program year, shall be established. To initiate this pattern, two members shall be elected to each Commission at the beginning of the 1997-1998 program year with three elected to each Commission the following program year (1998-1999).

B. LEADERSHIP COMMISSION

1. The Leadership Commission shall nominate members for the Council and for all Commissions and Boards of the Church and, if requested, provide suggestions to the Council for appointment of committees. The Leadership Commission shall meet in January to begin this nomination process for the next program year. It shall seek to fill the various offices of the Church with persons well-qualified for their individual tasks and, except as may be limited by the By-Laws, strive to include persons of both sexes and all ages in the leadership of the Church.

2. The Leadership Commission shall also compile a list of volunteers who may be able to assist the Commissions/Committees with specific tasks, and who have special abilities needed by the Council and the Commissions/Committees. These records shall be compiled from Profile Sheets provided by the members and from other endeavors such as a solicitation of members at an unofficial meeting of the Congregation called for that purpose.

3. If an elective Commission position becomes vacant, the Leadership Commission shall nominate a candidate(s) to be appointed by the Council.

4. Prior to the Annual Meeting, the Leadership Commission shall inform the Council of the slate of candidates to be presented at the Annual Meeting and provide notice to the membership of the congregation of the slate pursuant to the procedures set forth in Paragraph 3 of Article II of the By-Laws.

5. No member of the Leadership Commission shall be nominated for a position on the Council until that member has been off the Leadership Commission for a period of one year.

C. CHRISTIAN EDUCATION COMMISSION

1. The Christian Education Commission in cooperation with the Pastor shall be responsible for the Christian education and spiritual growth of the congregation.

2. It shall have the responsibility for instituting and maintaining educational and fellowship programs that ensure congregational and individual growth.

3. It shall have the responsibility for overseeing and promoting the activities of the Sunday School, the Vacation Church School, the various Fellowship programs (i.e. Women's Fellowship, Men's Fellowship, Youth Fellowship), and special educational projects such as the Christmas Program and Rally Day.

4. It will work with the various Christian Education programs to ensure that suitable leadership is selected and installed. As appropriate, the Commission will invite the assistance of the Leadership Commission in this regard.

5. It shall be responsible for the curriculum of the Sunday School and Vacation Church School. In addition, it shall be responsible for the preservation and maintenance of the library of books, films, and other educational materials.

D. WORSHIP COMMISSION

1. The Worship Commission shall be responsible for all matters relating to the Church's regular and special services of worship, as delegated to it by the Pastor(s).

2. The Worship Commission shall also be responsible for providing ushers, decorations, and the sacraments for worship services. It may, at its discretion, appoint support Committees to assist it in the performance of its duties.

3. It shall also advance ecumenical relationships by providing occasional opportunity for Church members to hear and meet persons of other denominations and faiths.

4. It shall be responsible for recommending that portion of the general budget having to do with worship, music, and other areas that fall within the general purview of its work as outlined herein.

E. PROPERTY COMMISSION

1. The Property Commission shall be responsible for the proper safeguarding, use, maintenance, repair and care of the Church facilities and properties, including land, buildings, and equipment.

2. It shall employ, instruct, and supervise the necessary help to maintain these facilities and properties. It shall be responsible for organizing Church work-days and for encouraging the congregation to provide volunteer skills and manpower for such efforts.

3. It shall solicit bids for the purpose of letting contracts for all necessary work and services in order to carry out its responsibilities as to Church facilities and properties. It shall have the authority to contract for and spend monies for work and services for:

a. Specifically budgeted items in the Church budget, and

b. For any single item of work or service or equipment that does not exceed \$500.00 in cost.

For all other expenditures, it shall submit its recommendations to the Council and only contract for said other expenditures if so approved by the Council. Upon approval, it shall monitor the work and service during its performance and ensure that it is properly and competently carried out before requesting payment by the Treasurer.

4. It shall see that adequate budgeted insurance is in force on all Church facilities and properties and shall be responsible to periodically review such coverage and recommend to the Council any changes, deletions or additions to such coverage.

5. It shall be responsible for recommending that part of the general budget having to do with the operation and maintenance of Church facilities by member and non-member organizations pursuant to policies and procedures established and approved by the Council.

F. STEWARDSHIP COMMISSION

1. The Stewardship Commission shall be responsible for financial and stewardship matters of the Church subject to the approval of the Council and the voting members of the congregation.

2. It shall prepare a detailed annual total Church Budget and shall submit it to the Council for its action. The budget, in final printed form, shall be made available for review to the membership no later than the Sunday Worship Service immediately prior to the budget approval meeting to be held each year on a date set by the Council, at which time the budget shall be presented to the congregation for approval. It shall be responsible for preparing budget items not specifically the responsibility of other Commissions.

3. It shall be responsible for the stewardship program of the Church by providing information concerning the Christian use of money and concerning the congregation's local, national, and world-wide ministries and by promoting efforts which lead to informed and grateful giving.

4. It shall receive all Church monies, keep appropriate records and turn monies over to the Treasurer. This function shall be performed under the guidance of the Financial Secretary. The Stewardship Commission shall appoint the Financial Secretary from the membership of the Congregation.

5. The Treasurer shall be an ex-officio (non-voting) member of this Commission.

6. It shall be responsible for making recommendations regarding the Church's investments, subject to the approval of the Council and shall work with the Council in providing for annual audits of the financial accounts of the Church.

G. CHRISTIAN SERVICES COMMISSION

1. The Christian Services Commission shall have the responsibility for preparing that portion of the Annual Budget covering any and all Missions and Benevolences. It shall provide and/or distribute all publicity and explanations necessary for the collection of the budgeted Mission monies.

2. It shall have the responsibility for making recommendations to the Council as to appeals from worthwhile causes, and on approval of the Council, the raising and distribution of required funds and/or material regarding said appeal.

3. It shall be responsible for disseminating to the congregation topical information pertaining to Christian social concerns. With Council approval, the Commission shall plan and implement special events emphasizing selected Christian concerns and topics.

4. It shall advise the Council as to the feasibility of any proposed long-term Church mission projects. Upon Council approval of any mission project, the Commission shall either plan and implement the project or assist in organizing a committee to plan and implement the project, whichever the Council deems the most effective mechanism to accomplish the successful completion of the project.

H. MEMBERSHIP CARE COMMISSION

1. The Membership Care Commission shall be responsible for matters relating to membership, including but not limited to assimilation of new members, nurturing the devotion of all members, keeping a correct list of all members and their addresses, showing the dates of their admissions and withdrawals, reviewing the membership rolls each year and taking such action as prescribed in Article I, Paragraphs 4. and 5. of the By-Laws. Actions taken with respect to the membership rolls shall be specifically reported as part of the Commission's Annual Report to the congregation.

2. In consultation with the Pastor(s), the Membership Care Commission shall be responsible for the personal ministry of the Church, including but not limited to the visitation of members of the Church who are sick or shut-in, welcoming new members to the congregation, preparing a congregational directory, preparing informational literature on the congregation, and assisting the Pastor(s) establishing counseling services for persons with special needs.

I. EVANGELISM COMMISSION

1. The Evangelism Commission shall be responsible for keeping its mission to proclaim the Gospel of Jesus Christ through word and deed before the congregation. It shall work with the Pastor(s), Council, and other Commissions to propagate this focus within the Church.

2. The Evangelism Commission shall have particular responsibility for inviting persons into the Church fellowship. In consultation with the Pastor(s) and working with the other Commissions, it shall:

a. plan, schedule, and implement programs to encourage members to invite others to visit the Church,

b. disseminate information about the Church to the community,

c. welcome persons who visit the Church and arrange follow-up contacts with them, and

d. in coordination with the Membership Care Commission, assimilate new members into the Congregation.

J. COMMUNICATIONS COMMISSION

1. The Communications Commission, in cooperation with the Pastor, staff, and representatives of other commissions, committees, task forces, or ad hoc groups, shall be responsible for communicating the congregation's mission, programming, and other key information with our internal and external communities.

2. It shall have the responsibility for creating and maintaining best practices for external and internal communications, advertising, social media, branding and marketing.

3. It shall routinely engage with other commissions to provide support for special events, ongoing programming, evolving worship and community practices, social media, and other types of communication.

4. It shall prepare and support church leaders, at those leaders' request, when local media contact the church or when media exposure is anticipated or in the event of a congregational or community-related crisis.

ARTICLE IV. COMMITTEES, BOARDS, AND OTHER CHURCH ORGANIZATIONS

A. GENERAL PROVISIONS FOR COMMITTEES

1. The Council shall have the authority to constitute and appoint committees, from time-to-time, as necessary, to provide recommendations on special or particular tasks and situations that may arise. Such committees may be of a permanent or temporary nature with such powers and responsibilities as defined and delegated by the Council and not inconsistent with the Constitution and the By-Laws.

B. MINISTRY PLANNING AND REVIEW COMMITTEE

1. The role of the Ministry Planning and Review Committees (one Committee for each member of the pastoral staff) shall be to facilitate the development of a

faithful and effective shared ministry and common life by the pastoral staff and the congregation together by:

a. Creating a climate of trust, openness and honesty between the pastoral staff, church leadership and the congregation, enabling them to fulfill their shared ministry,

b. Helping the pastoral staff, church leadership and the congregation articulate and integrate goals with each other and with the church's calling and mission,

c. Providing counseling and consulting opportunities for the pastoral staff, church leadership and the congregation pertaining to behavior, decision-making, relationship development, spiritual and emotional well-being, and

d. Advocating for the professional growth and development of the pastoral staff.

2. Each Committee shall consist of four members, appointed by Council, after consultation with the pastoral staff member, and shall be responsible to Council. The Committees shall report its activities and actions to Council unless the Committees deem the exposure of the activity or action would violate the confidentiality of the party or parties involved.

3. When a new Committee is appointed, as the result of calling a new member to the pastorate, it is recommended that, initially, a majority of the committee members be members from the dismissed Pastoral Search Committee which called the new member of the pastorate. In time, this majority of dismissed Pastoral Search Committee members should decrease as new members are appointed to the Committee.

4. Committee members shall serve a four year term with one member retiring and a new member added each program year. Before a member can be appointed to a Committee, he/she must have been a member of the church for at least one year. Members shall not succeed themselves. However, an individual may be reappointed by Council after the individual has been off of the Committee(s) for a full year.

5. The Committees shall organize themselves by electing a convener and a recording secretary. Written minutes of the meetings shall not be public domain unless agreed upon by the Committee and the pastoral staff member.

6. Each Committee shall meet with its pastoral staff member at least quarterly. The convener or pastoral staff member may call additional meetings as deemed necessary.

7. While each Committee will periodically engage in evaluation and review of the shared ministry of each of our covenant partners (pastoral staff, church leadership, and the congregation), the Committees are not a formal part of the compensation recommendations for the pastoral staff.

8. The committees shall meet annually in a joint session to revisit the shared ministry of the pastorate. In the event a perceived situation arises that could be detrimental to the pastorate, a special meeting of the conveners of the affected Commissions/Committees, along with the Council President, may be called to address the perceived problem. If no solution can be arrived at this special meeting, Council, in closed session, shall be requested to review the perceived situation and to provide a recommended solution to the situation.

C. PERSONNEL RELATIONS COMMITTEE

1. The Personnel Relations Committee shall serve as a liaison between the church staff (non-pastorate), Council, and the congregation. It shall support the church staff and shall be concerned with facilitating a wholesome and effective relationship between the church staff and the pastoral staff and the congregation.

2. The Committee shall consist of four members, appointed by Council, and shall be responsible to Council. In addition to these members, a member from Council will be assigned as liaison (non-voting) to the Committee. The Committee shall report its activities and actions to Council, through the Council liaison, unless the Committee deems the exposure of the activity or action would violate the confidentiality of the party or parties involved.

3. Each member of the Committee shall serve a four year term with one member retiring and a new member added each program year. Before a member can be appointed to the Committee, he/she must have been a member of the church for at least one year. Members shall not succeed themselves. However, an individual may be reappointed by Council after the individual has been off of the Committee for one year.

4. The Committee shall organize itself by electing a convener and a recording secretary. Written minutes of the meetings shall not be public domain unless agreed upon by the Committee.

5. The Committee shall meet at least quarterly. Additional meetings shall be at the call of the committee convener.

6. It shall be the responsibility of the Committee to:

a. Meet periodically with the church staff to evaluate accomplishments, clarify responsibilities, and mutual expectations between them and the congregation.

b. Establish with the church staff, as deemed necessary, his/her goals and to establish priorities, with respect to the congregation.

c. Be responsible for reviewing a written position description for each church staff member. Position descriptions shall be reviewed annually, and changes will be submitted to Council for approval.

d. Annually review the salaries and benefits of the church staff and annually make recommendations to the Stewardship Commission for submission to Council.

e. Review and update the Manual of Church Staff Policies and Procedures annually with any changes or revisions submitted to Council for approval.

D. PASTORAL SEARCH COMMITTEE

1. In the event of a pastoral vacancy, the Council shall appoint a Pastoral Search Committee consisting of approximately nine members on the membership rolls of the congregation. These members are to be selected so that a cross-section of the membership is represented.

2. It is to organize itself by electing a chairperson, a Recording Secretary, and a Corresponding Secretary. The President of the Council shall be an ex-

officio (non-voting) member of the Committee. As soon thereafter, the Committee shall be commissioned at a Sunday worship service.

3. Once organized, it shall contact the Missouri Conference to request support and guidance in the Committee's effort to select and call a permanent pastoral replacement. The Conference will provide the Committee with a recommended approach for their effort and will supply the Committee with information relative to candidates for the pastoral position. It should consider the Conference as the authority in regard to the pastoral selection and calling process.

4. The transactions and proceedings of the Committee are to be held confidential within the Committee. However, the Committee will, at appropriate times, provide status reports, of a general nature, to the congregation.

5. Once it has selected a candidate for the pastoral position and the terms of this relationship have been negotiated the Committee will present their choice, along with the terms, to the Council. Approval by the Council of the candidate selected and the terms negotiated is not necessary for the continuation of the Pastoral Search process. However, an approving vote by the Council is encouraged to show the Council's agreement with the Committee's choice and the terms negotiated. Once the selection has been made, and the candidate has agreed, in principle, to the call and its terms, the candidate will be requested to conduct a service of worship, including a sermon, for the membership at a time agreed upon by him/her and the Church. Immediately following the service, there shall be a congregational meeting at which time the terms of the call and information about the candidate shall be given. The membership, at that time, shall vote by ballot. A three-fourths (3/4) majority of members present and voting shall constitute a call.

6. The terms of the relationship, including any salary and fringe benefits, will be stated in the call agreed upon between the candidate and the Council.

7. Arrangements shall be made with the incoming Pastor, the congregation, and the Church and Ministry Committee of the Association for a service of installation. A report of the service shall be signed by the proper officer of the Association and by the Conference Minister. Copies shall be sent to the Secretary of the United Church of Christ and to the Council for Church and Ministry. The incoming Pastor, the membership, the Association, and the Conference Minister shall each receive a copy of the call.

8. The expenses of the Committee shall be submitted to the Council for its approval.

9. Following the formal call, the Committee shall be dismissed by the Council. The Council may also dismiss the Committee and appoint a new Committee at any time if the Council is of the opinion that the Committee is not acting in the best interest of the Church.

E. PARKWAY UNITED CHURCH OF CHRIST NURSERY SCHOOL BOARD

1. The Church operates a Nursery School on Church premises, which is open to children of Church members and children of the public, as well.
2. The Nursery School is an arm and ministry of the Church, governed by a Board of Directors. It is not a separate or distinct legal entity. All properties, which are used by the Nursery School in its operations, including any bank or other financial institutional accounts or investments shall be subject to the custody and control of the Board of Directors. Any such properties, bank or other financial institution accounts or investments shall be titled as follows: Parkway United Church of Christ Nursery School, a division of Parkway United Church of Christ. All contracts and other legal papers involving the business of the Nursery School shall use the same title and be executed in the same manner.
3. The Board of Directors shall consist of six voting members and three ex-officio members - the Pastor, the Administrator of the Nursery School, and a member of the Council. The six Church members shall be nominated by the Leadership Commission and elected by the congregation at the Annual Meeting. The three other members shall be appointed to the Board by the six Church members and shall, to the extent possible, be non-members of the Church. The teaching staff may appoint one of their number to attend Board Meetings if they desire, but not as a member of the Board and with no right to vote. The nine voting members shall hold office for a three-year term and must be out of office for at least one year before they are eligible to be elected to another term.
4. The Board shall have the power to amend the Constitution and By-Laws of the Nursery School in a manner not inconsistent with the Church Constitution and By-Laws. However, any such amendment must be approved by the Council. The Council shall have the power on its own motion to amend the Constitution and By-Laws of the Nursery School by majority vote.
5. The responsibility and authority for the day-to-day operations of the Nursery School are vested in the Administrator, subject to the will and revision of the Board and ultimately the Council.
6. The Board shall only act pursuant to a duly called meeting as prescribed by the Nursery School Constitution and By-Laws.
7. Prior to the submission of any employment contracts to the Nursery School Staff, the Board shall prepare an Annual Budget. This budget shall be presented to the Council for review and approval.
8. The Board and Administrator cannot spend any monies in excess of the budget or for non-budgeted items without the approval of the Council.
9. The Board shall keep minutes of its proceedings and deliberations and shall deliver a copy of those minutes to the Council at the next Council Meeting immediately following a Board Meeting.
10. Within one month following the end of the budget period, the Council shall appoint a qualified person to conduct an audit of the Nursery School finances.
11. The Board shall prepare a report for submission to the Council at the Council Meeting immediately following the end of the budget period, setting

forth a summary of the events of the school year and detailing all expenditures and revenues.

F. UCC COVENANT COMMITTEE

1. The mission of this committee is to promote and deepen the covenant relationship within our denominational family, such as the St. Louis Association, the Missouri Mid-South Conference, and the national offices of the United Church of Christ... to keep abreast of the activities, events, etc., of these covenant partners as they relate to and enhance the life of Parkway United Church of Christ.

2. The Committee shall utilize all sources available to them, such as direct contacts, reports, news articles, websites, etc., to accomplish this mission.

3. The Committee shall communicate their findings to the pastorate, Council, and the congregation through such means as newsletter articles, adult education sessions, announcements during worship services, or other vehicles as they see fit.

4. The Committee shall be appointed by Council from nominations supplied by the Leadership Commission. The number of members on this Committee, and the terms of the members, shall be at the direction of the Council.

5. Members of this Committee may be considered by Council to attend denominational meetings as official voting delegates, such as the annual meetings of the St. Louis Association and the Missouri Mid-South Conference, as well as General Synod. Any such appointment shall be for two years.

G. GENERAL PROVISIONS FOR BOARDS AND OTHER CHURCH ORGANIZATIONS

The Council shall have the authority to constitute and appoint boards and other Church organizations to administer and manage special or particular property interests of the Church. Such boards and other organizations shall have powers and responsibilities as defined and delegated by the Council and not inconsistent with the Constitution or By-Laws.

ARTICLE V. DUTIES, TERM, AND RIGHTS OF THE PASTORATE

1. The Pastorate of the Church shall consist of a Senior Pastor and other pastoral staff the Congregation may find appropriate to call, as indicated in Article IV, paragraph C.5. of the By-Laws. The positions (titles) and precise duties of the members of the Pastorate shall be defined in their terms of call and position description.

2. The position of Senior Pastor shall be full-time and that person shall not hold any other compensated position, except with the approval of the Council. The amount of time that other pastoral staff members shall be required to perform their duties shall be defined in the terms of call for the position and shall be subject to revision by the Council, after consultation with the Senior Pastor and the affected pastoral staff member. The Senior Pastor shall provide guidance to the other members of the pastoral staff in the conduct of their assigned duties.

3. The terms of call and position description for the members of the Pastorate shall be reviewed and evaluated annually by the Pastoral and Personnel Relations

Committee. At a reasonable time after the beginning of a call, or at the beginning of the fiscal year for the Church, each member of the Pastorate shall prepare and submit a list of goals they would like to accomplish in the coming year to the Pastoral and Personnel Relations Committee.

4. The Pastorate shall conduct themselves in a Christian manner, appropriate to their position, and consistent and in accordance with their call. They shall perform all such duties as belong to the Pastor's office in the United Church of Christ.

5. The worship services of the Church and the spiritual guidance of the Congregation shall be the responsibility of the Senior Pastor. No other minister shall perform any religious service in the Church without the approval of the Senior Pastor. In the event of the incapacity or unavailability of the Senior Pastor to render his/her consent, the consent of the Council shall be required.

6. The Senior Pastor shall be an ex-officio (non-voting) member of the Council and of all Commissions, Committees, Boards and other organizations within the Church, except as specifically provided otherwise by the By-Laws. The other members of the Pastorate shall serve as ex-officio (non-voting) members on the Council and appropriate Commissions, Committees, Boards, and other organizations as assigned by the Council, except as specifically provided otherwise by the By-Laws. The Council shall consult with the Senior Pastor in regards to these assignments.

7. The members of the Pastorate shall be called for an indefinite period unless defined in the terms of call. Termination of a call for a member of the Pastorate before any specified time (defined in the call) can occur:

a. by the member of the Pastorate submitting a letter of resignation to the Council and the Congregation; or

b. by dismissal upon vote of the voting members of the Congregation under the procedures and circumstances described in paragraph 8. of this article.

8. Under either circumstance (i.e. resignation or dismissal) the termination shall occur no earlier than 90 days from the date of the letter of resignation or the date of the congregational vote for dismissal, unless a different time period is negotiated and agreed to by the Council and the terminating member of the Pastorate. Notice of termination shall be sent to the Missouri Conference of the United Church of Christ by the President of the Council.

9. Dismissal of a member of the Pastorate can only occur pursuant to the following procedures and circumstances:

a. at a congregational meeting to be held upon such notices and circumstances as set forth in Article VII of the By-Laws; and

b. upon a two-thirds affirmative vote of voting members of the Congregation present at a duly-called congregational meeting.

10. Upon termination of a member of the Pastorate, terms of compensation, benefits, and related issues, other than those in effect prior to the date of the letter of resignation or the date of the congregational vote for dismissal, shall be by action of the Council.

ARTICLE VI. DUTIES OF COUNCIL OFFICERS

1. It shall be the duty of the President to preside at all meetings of the congregation and of the Council and to see to the execution of all resolutions. The President shall, with the Secretary, sign all minutes of the meetings of the Council and the congregation. The President shall also be empowered with the Secretary to sign all contracts, loans, vouchers and deeds in the name of the congregation.
2. The Vice-President shall preside at all meetings where the President is not present and also when business pertaining to the President and his/her administration is before the congregation. The Vice-President shall be the convener of the Pastoral Relations Committee and shall assist the President with Council business, as needed.
3. The Secretary shall keep a record of all transactions of the meetings of the congregation and of the Council, attend to all Council correspondence and update the Church Policy Manual.
4. The Treasurer shall have charge of all monies for congregational support received from the Finance Commission. The Treasurer shall render a monthly report to the Council and a report to the congregation at a regular meeting (Annual or Budget) determined by the Council. The Treasurer is also empowered, with the President, to sign all checks on Church financial accounts.

ARTICLE VII. CONGREGATIONAL MEETINGS

1. The Annual Meeting of the Congregation shall be held within 30 days of the end of the program year, as defined in Article VIII. The Council shall set the date and time of such meeting. At this meeting, the agenda shall include at least the following:
 - a. The election of Council and Commission members,
 - b. The presentation of the Annual Reports of the Pastor(s), Commissions, Committees, Boards and other organizations, and
2. The budget approval meeting of the congregation shall be held each year on a date and time set by the Council.
3. Special congregational meetings may be called by the Council or by petition to the Council signed by not less than ten percent (10%) of the voting members of the congregation. The Council shall schedule such meeting so as to occur within twenty-eight (28) days from the receipt of the petition. The confidentiality of the identity of the petitioners shall be within the discretion of the Council.
4. Notice of a Congregational Meeting to the congregation shall be made as follows:
 - a. By reading of the notice (1) at the regular Sunday morning worship service(s) immediately preceding the date of the congregational meeting and (2) at the regular Sunday morning worship service(s) one week prior to the worship service(s) immediately preceding the date of the congregational meeting; and

b. By posting of the notice of the congregational meeting on the Church Bulletin Board(s) before the first of the readings is made at the Sunday morning worship service(s).

5. Ten percent (10%) of the voting members of the congregation shall constitute a quorum at all meetings of the congregation.

ARTICLE VIII. CHURCH PROGRAM AND FISCAL YEAR

1. The Church Program Year shall begin on June 1 and end on May 31.

2. The Church fiscal year shall run with the calendar year (January 1 through December 31).

ARTICLE IX. RULES OF ORDER

1. The latest, published edition of "Robert's Rules of Order," at the time that a particular procedural issue is under consideration, shall be the parliamentary authority for all matters of procedure not specifically covered in these By-Laws.

ARTICLE X. AMENDMENTS

1. These By-Laws may only be amended by an affirmative vote of at least two-thirds (2/3's) of the voting members of the congregation present and voting at a congregational meeting, pursuant to the notice requirement set forth in Paragraph 3. of this Article. A congregational meeting shall mean either:

a. The Annual Meeting of the congregation, as described in Paragraph 1. of Article VII of the By-Laws, or

b. The budget approval meeting of the congregation, as described in Paragraph 2. of Article VII of the By-Laws, or

c. A special congregational meeting duly called and scheduled pursuant to the procedures set forth in Paragraphs 3. and 4. of Article VII of the By-Laws.

2. Any member(s) of the congregation may propose an amendment to the By-Laws. The proposed amendment must first be submitted to the Council at a meeting of the Council, at which time the Council shall place the proposed amendment on the agenda of the next regularly scheduled congregational meeting (i.e. annual or budget approval meeting), provided there is sufficient time to meet the necessary notice requirements or, provided the necessary requirements have been met to call and schedule a special congregational meeting, place the proposed amendment on the agenda of said special congregational meeting. The Council shall have the sole authority and responsibility to determine whether the necessary requirements, as set forth in Paragraphs 3. and 4. of Article VII of the By-Laws, have been met to call and schedule a special congregational meeting.

3. Notice of a proposed amendment(s) to these By-Laws shall include the date of the official meeting and the text of the proposed amendment(s). Publication of the notice to the congregation shall be made as follows:

a. By reading of the notice (1) at the regular Sunday morning worship service(s) immediately preceding the date of the official meeting and (2) at the regular Sunday morning worship service(s) one week prior to the worship service(s) immediately preceding the date of the official meetings; and

b. By posting of the notice on the bulletin board(s) before the first of the readings is made at the Sunday morning worship service(s).

ARTICLE XI. MAJORITY VOTE

1. Unless otherwise specifically set forth in the Constitution or By-Laws, all action(s) requiring a vote by the congregation or Council or Commission, Committees, Boards or other organizations of the Church shall require a majority vote for approval or passage of those present and eligible to vote.

ARTICLE XII. EFFECTIVE DATE

1. These By-Laws shall be effective on November 3, 1996, supplanting and replacing the prior By-Laws heretofore in effect.

ARTICLE XIII. THE INVESTMENT COMMITTEE

A. PURPOSES

1. The purposes of the Fund are to enhance, through proper management, conservation and disbursement of the funds, the mission outreach of the Church and, in the discretion of the Committee, to provide funds for use within the Church.

2. Only the income from the Fund shall be used for the foregoing purposes. The principal of the Fund shall remain intact, except in case the Church experiences extraordinary financial difficulties. In such case, the principal of the Fund may be used for operating expenses of the Church or for capital improvements, provided as follows:

a. The Church Council, at a meeting duly called and held, shall have adopted a resolution that the Church is in financial exigency and directs that the matter be presented to the congregation at its annual or budget approval meeting or at a special meeting called by the Church Council.

b. The congregation, at a meeting duly called and held, shall have voted to use all or part of the principal of the Fund for operating expenses of the Church or for capital improvements. Such action by the congregation shall require the affirmative vote of at least three-fourths (3/4) of the members present at the meeting at which a quorum is present.

c. The use of the principal of the Fund for such purposes is not prohibited by the terms of gift or bequest to the Fund.

B. SOURCE OF FUNDS

1. Unrestricted Funds: All sums of money or other personal property or real estate transferred to the Fund without any conditions or restrictions as to the use thereof by the donor shall be held in a general fund, and the income or principal of such fund shall be disbursed as hereinafter provided.

2. Restricted Funds: All sums of money or other personal property or real estate transferred to the Fund subject to specific conditions or restrictions as to the use thereof by the donor shall be held as special funds, and the income or principal of such funds shall be disbursed in accordance with such specific conditions or restrictions designated by the donor thereof.

3. The Committee may decline to accept gifts to the Fund that, in the Committee's discretion, are not in the best interest of the Fund.

C. THE COMMITTEE

1. The Investment Committee (herein called the "Committee") shall be the custodian, administrator and manager of the Fund, and of such other special trust and investment funds as shall be determined by Council from time to time. Other funds shall be managed according to the terms of the trust instrument, and to the extent not inconsistent with the trust instrument, according to the requirements imposed by these By-Laws.

2. Membership - Selection: The Committee shall consist of five members, all of whom shall be voting members of the Church. Except as herein limited, the term of each member shall be three (3) years. Upon adoption of these resolutions by the congregation, the Congregation shall elect five (5) members of the Committee, nominated by the Leadership Commission: two (2) for a term of three (3) years; two (2) for a term of two (2) years; and one (1) for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years. No member shall serve more than six (6) consecutive years. After a lapse of one (1) year, former Committee members may be re-elected. The senior pastor and the President of the Church Council shall be advisory (non-voting) members of the Committee. The Leadership Commission of the congregation shall nominate the candidate(s) for each membership position on the Committee and report its nominations at the Annual Congregational Meeting. Nominations for additional candidates may be made from the floor at the congregational meeting.

3. Vacancies: A Committee member may resign as a member by delivering his written resignation to the Chairperson of the committee. A Committee member may be removed from office, for cause, by a majority vote of all members of the Committee. In the event of a vacancy on the Committee, the Leadership Committee shall appoint a member to fill the vacancy until the next Annual Meeting of the congregation, at which time the congregation shall elect a member to fill the vacancy.

4. Meetings: The Committee shall meet regularly on a quarterly basis at a time and place determined by the Committee. A special meeting of the committee may be called by the Chairperson or by any two members of the Committee upon notice of the time and place of such meeting served in writing and mailed, postage prepaid, to each member of the Committee at their respective home addresses.

5. Quorum: A quorum shall consist of three (3) members. Unless otherwise specifically set forth in the Constitution or By-Laws, all actions taken by the Committee shall require a majority vote of members of the Committee present at a meeting at which a quorum is present.

6. Officers: The Committee shall elect from its membership a Chairperson, Financial Secretary and Recording Secretary. The Chairperson, or member designated by the Chairperson, shall preside at all Committee meetings. The

Recording Secretary shall maintain complete and accurate minutes of all meetings of the Committee and supply a copy thereof to each member of the Committee. The Financial Secretary shall maintain complete and accurate books of accounts of the Fund. Checks and any other withdrawals from the Fund shall be signed by the Financial Secretary and one other member of the Committee. A safe deposit box rented by the Committee may only be entered jointly by the Financial Secretary and one other member of the Committee.

7. Audit: The books shall be audited annually, as directed by the Committee, by the auditor of the church or by an independent certified public accountant or by any other appropriate person who is not a member of the committee.

8. Compensation: Committee members and officers of the Committee shall serve without compensation.

9. Reports: The Committee shall report to the congregation at each Annual Meeting of the congregation and shall render a full and complete audited account of the administration of the Fund during the preceding year.

10. Employ Agents: The Committee may, at the expense of the Fund, engage the services of investment advisors, accountants, attorneys and such other professional assistance as may be reasonably required by the Committee.

11. Liability: Members of the Committee shall not be liable for any losses which may be incurred upon the investments of the assets of the Fund, except to the extent such losses shall have been caused by bad faith, willful misconduct or gross negligence. No member of the Committee shall be personally liable as long as the member acts in good faith and with ordinary prudence. Each member of the Committee shall be liable only for that member's own bad faith, willful misconduct or gross negligence and shall not be liable for the acts or omissions of any other member. No members of the Committee shall engage in any self-dealing or transactions with the Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which the member's personal interests would conflict with the interest of the fund.

12. Title To Assets: All assets are to be held in the name of Parkway United Church of Christ Endowment Fund.

13. Investments: The Committee shall hold, sell, exchange, rent, lease, transfer, convert, invest and reinvest the assets of the Fund, including, without limitation of the generality of the foregoing, in stocks, bonds, debentures, United States Treasury obligations, mutual funds, mortgages, notes or other securities, as in their judgment and discretion they deem wise and prudent.

14. Determine Principal and Income: The Committee shall determine what is principal and what is income of the Fund, except that: (a) in the case of securities purchased at a discount, the entire subsequent sale price or maturity value shall be credited to the principal; (b) in the case of securities purchased at a premium, the premium shall be charged against principal without amortizing the same; (c) dividends on shares of stock payable in the stock of any class of the corporation declaring or authorizing the same shall be treated as principal, except that any such dividends paid in lieu of periodic cash dividends or in lieu of recoupment of dividends defaulted or accumulated while the shares of stock are held in the trust estate shall be income; (d) rents, royalties and cash dividends received from wasting assets (including, without limitation, cash dividends paid by oil,

coal, lumber or mining companies), extraordinary cash dividends other than liquidating dividends, and dividends payable in the stock of a corporation other than the corporation declaring or authorizing the same shall be income; (e) the proceeds of the sale of unproductive or underproductive property, liquidating dividends and rights to subscribe to stock or bonds shall be principal; and (f) all realized capital gains and losses shall be allocated to principal.

15. Borrow Money: The Committee may borrow money for any purpose connected with the protection, preservation or improvement of the Fund whenever, in the Committee's judgment, it appears advisable and, as security, to mortgage or pledge any assets of the Fund, upon such terms and conditions as the Committee may deem advisable.

16. Fidelity Bonds: The Committee shall obtain, at the expense of the Fund, a fidelity bond on the Financial Secretary to assure protection of the fund in such amount as directed by the Committee.

17. Voting-Securities: The Committee shall vote in person or by proxy with respect to any share of stock or other securities held in the Fund and to consent to the reorganization, merger, consolidation, dissolution or liquidation of any corporation in which the Fund may have an interest.

18. Documents: All documents required to be executed in connection with the authority granted to the Committee in this Article XIII of the By-Laws of the Church shall be signed by the Financial Secretary and one other member of the committee.

D. DISTRIBUTION OF INCOME

1. The Committee shall, in its discretion, distribute the income from the Fund at such times as they deem necessary and/or feasible to accomplish the purposes set forth in Article I above. The Committee may consult with the Christian Services Commission for suggestions regarding distribution of the income from the Fund to enhance the mission outreach of the Church as follows:

a. For outreach into the community, including, but not limited to, grants to United Church of Christ colleges, seminaries, social service agencies, institutions and agencies to which this congregation relates, and to scholarships or other special programs designed for those persons in the Church or community who are in spiritual and/or economic need.

b. For the wider mission of the Church at home and overseas, including but not limited to, grants to the United Church of Christ for new church development, professional leadership, educational ministries, world mission and capital financing. All requests for funds shall be made in writing to the Chairperson of the Committee.

E. DISPOSITION OR TRANSFER OF FUND

In the event the Church ceases to exist, either through merger, dissolution or other reason, the Fund shall be transferred to the Missouri Conference of the United Church of Christ for the purpose of fulfilling the obligations of the Fund.

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