

Parkway's Proposed New Governance Structure

Council Recommendations to the Congregation, April 24, 2023

To implement the Vitality Process goal of simplifying church governance with an inclusive, sustainable and flexible governance structure, Council decided in 2018 on a simplified governance process following the five key Vitality Process goals of Inclusive Community, Spiritual Nourishment, Courageous Mission and Community Activities, Interfaith Partnerships, and Inclusive, Sustainable and Flexible Governance. In 2019, Council appointed a Bylaws Team to revise the existing church Bylaws to implement the new inclusive, sustainable and flexible governance structure. The Bylaws Team of Rich Race, Bart Coleman, Lisa Mason, and Doug Dischinger drafted a new set of governance documents, in five parts:

1. The church's Constitution, which is also its Articles of Incorporation
2. Bylaws
3. Governance Procedures
4. Policies
5. Team Practices

The Bylaws Team created a 19-page document containing its recommendations and submitted it to Council in mid-2020. Council then reviewed the team's recommendations and discussed them with the team. The team then disbanded, leaving further revisions to Council. Council then developed the following recommended new Articles of Incorporation/Constitution and Bylaws, which it recommends for adoption at the June 2023 Congregational Meeting.

Only the **Articles/Constitution** and the **Bylaws** need congregational approval. The Bylaws Team's approach, which Council endorses and is following, took many operational details out of the Bylaws, and put them into the "Governance Procedures" document, which does not require congregational approval, and can be modified from time to time by Council.

Because the **Governance Procedures** include many matters previously addressed in the Bylaws, we are including the current draft of the Governance Procedures for congregational review, in connection with the proposed new Articles/Constitution and Bylaws, so that members can see the big picture. Note however that this document can be changed by Council, and the expectation is that it will be changed from time to time to incorporate better and more effective practices.

The other two governance documents, as identified by the Bylaws Team, are church policies and team procedures. **Church Policies** refers to the policies that have been developed over the years through congregational, Council, or staff action. No change is proposed in these policies, but the Bylaws Team's review of church governance identified them as a key part of our governance structure, which need to be carefully maintained and made available to church leaders, to ensure understanding of and compliance with existing

policies, and wise development of new policies. **Team Practices** are reports of background information on the team's tasks and explanations of what teams have learned, which may guide future volunteers and teams dealing with the same or similar tasks.

On the following pages, we set forth Council's recommendations regarding the text of a revised Articles of Incorporation and Constitution, and a revised Bylaws. We explain on these pages the major changes from existing documents (and in some cases from the Bylaws Team's recommendations), and the reasoning behind them.

ARTICLES OF INCORPORATION / CONSTITUTION

The Bylaws Team drafted and proposed a new church Constitution, with plainer more inclusive language and much shorter and less legalistic than the existing one. The Church Council adopted the plainer and more inclusive language of that proposal, and much of its simplification, although some provisions from the existing Articles, such as the procedures for amendment of the Articles, had to be retained for legal reasons.

Following are the revised Articles of Incorporation/Constitution as proposed by Council, followed by a comparison between the existing Articles/Constitution and notes on why Council made changes from the existing document and the Team's proposal.

Proposed New ARTICLES OF INCORPORATION and CONSTITUTION

Article 1. Our Name and Polity

We are named Parkway United Church of Christ (PUCC) and are located in Town & Country, Missouri. This Congregation shall be a perpetual entity and a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ, as described in those portions of the most current Constitution and By-Laws of the United Church of Christ relating to local churches.

Article 2. Our Faith

PUCC looks to the examples of God and Christ in the scriptures and the presence of the Holy Spirit to establish a just world for all. We affirm the responsibility of each generation to make this faith its own. PUCC recognizes two sacraments: Baptism and Communion.

Article 3. Our Purpose and Beliefs

The avowed purpose of this congregation, within the church universal, shall be to respond faithfully to the promises of God as witnessed in the Old Testament and New Testament. We seek to follow the way of the crucified and risen Christ. Therefore, we will worship God, educate and nurture persons for discipleship, build a caring Christian community, participate in God's mission to the world, be stewards of the resources God has entrusted to us.

We seek with God's grace to be a congregation that includes all persons, regardless of race, ethnic, or socio-economic background while respecting differences of gender, marital status, age, sexual orientation, and mental and physical ability. We aspire to act justly, to love mercy, and to walk humbly with our God. We invite all to share in the life and

leadership, ministry, fellowship, worship, sacraments, responsibilities and blessings of participation in our open and affirming congregation.

We strive to be an inclusive community embracing spiritual nourishment, open-minded inquiry, courageous action, and interfaith partnerships to fulfill God's calling to create a just world for all.

We believe that each person is at a different stage of their spiritual journey. No matter where on that journey, or perspective of God and spirituality, all are welcome to participate in Pucc's promise of love, support, and space to explore.

Article 4. Our Congregation and Membership

Pucc's Congregation and Membership are open to anyone who includes the way of Jesus and our beliefs, listed in Article 3, in their spiritual journey. Any person may express their desire to become a member of the congregation by expressing their desire to the Senior Pastor or a member of the Church Council. Council shall set appropriate standards for membership, and determine any issues as to prospective membership, in keeping with the congregation's beliefs and values.

Article 5. Our Pastorate

Pucc will strive to call clergy who have standing in the United Church of Christ.

Article 6. Our Governance

a. Pucc's governing body is the Membership assembled in congregational meeting, which has authority over all Pucc related matters. Pucc's congregation will hold called congregational meetings at least annually, and otherwise as prescribed in the Bylaws. The governing body of this Congregation shall be the membership assembled in a congregational meeting.

b. Congregational meetings shall be arranged so that members who cannot be physically present can attend and participate in discussions, voting, and decisions.

c. A quorum of 20% of the voting membership of the Congregation shall be required at congregational meetings. The presiding officer shall determine the presence of a quorum.

d. The vote of a majority of voting members in attendance 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 religious associations organized under Chapter 352 of the Missouri Revised Statutes.

e. Pucc shall enact Bylaws, which shall prescribe additional governance principles and procedures. The Bylaws and any amendments thereto shall be adopted by the members by a two-thirds vote during a congregational meeting.

f. Pucc will elect a Council by Membership vote by the terms in the Bylaws. The Council will be the Executive Body of the Congregation and will have such responsibilities and will be organized as defined in the Bylaws.

Article 7. Our Property

a. PUCC 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 PUCC 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 PUCC.

b. If PUCC is dissolved or the relationship with the United Church of Christ not sustained, PUCC's remaining assets after debts have been satisfied, and all its property and interests which it at that time possesses, including any devise, bequest, gift or grant contained in any will or other instrument, will be transferred to the United Church of Christ according to its polity.

Article 8. Amendments

a. This Constitution may only be amended, after proper notice as required by section 3. of this Article, by a 75% approval of members in attendance during a regular annual congregational meeting, or a special congregational meeting duly called and scheduled pursuant to the procedures set forth in the By-Laws.

b. 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 that special congregational meeting. The Council shall have the sole authority and responsibility to determine whether the necessary requirements as set forth in the By-Laws have been met to call and schedule a special congregational meeting.

c. 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:

1. 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

2. by notifying members by all reasonable practicable methods of communication in use, including email and the church bulletin.

Article 9. Effective Date

This Constitution and revised Articles of Incorporation shall be effective on July 1, 2023, supplanting and replacing the prior Constitution and Articles of Incorporation heretofore in effect.

Following is an explanation of Council's changes from the existing Articles/Constitution.

ARTICLES OF INCORPORATION and CONSITUTION

*Showing the existing provisions and Council recommendations,
after consideration of the Bylaws Team recommendations*

Current	Council Recommendation
<p>ARTICLE I. NAME</p> <p>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.</p> <p>ARTICLE III. POLITY</p> <p>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.</p> <p>ARTICLE X. DURATION</p> <p>The duration and number of years the Congregation is to continue shall be perpetual.</p>	<p>Article 1. Our Name and Polity</p> <p>We are named Parkway United Church of Christ (PUCC) and are located in Town & Country, Missouri. This Congregation shall be a perpetual entity and a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ, as described in those portions of the most current Constitution and By-Laws of the United Church of Christ relating to local churches.</p>

Council's proposal adopts the plain English of the bylaws team's proposal and adds key language from the original regarding PUCC's UCC tie.

Current	Council Recommendation
<p>ARTICLE II. PURPOSE</p> <p>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.</p> <p>ARTICLE IV. FAITH</p>	<p>Article 2. Our Faith</p> <p>PUCC looks to the examples of God and Christ in the scriptures and the presence of the Holy Spirit to establish a just world for all. We affirm the responsibility of each generation to make this faith its own. PUCC recognizes two sacraments: Baptism and Communion.</p> <p>Article 3. Our Purpose and Beliefs</p> <p>The avowed purpose of this congregation, within the church universal, shall be to respond faithfully to the promises of God as witnessed in the</p>

<p>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.</p>	<p>Old Testament and New Testament. We seek to follow the way of the crucified and risen Christ. Therefore, we will worship God, educate and nurture persons for discipleship, build a caring Christian community, participate in God's mission to the world, be stewards of the resources God has entrusted to us.</p> <p>We seek with God's grace to be a congregation that includes all persons, regardless of race, ethnic, or socio—economic background while respecting differences of gender, marital status, age, sexual orientation, and mental and physical ability. We aspire to act justly, to love mercy, and to walk humbly with our God. We invite all to share in the life and leadership, ministry, fellowship, worship, sacraments, responsibilities and blessings of participation in our open and affirming congregation.</p> <p>We strive to be an inclusive community embracing spiritual nourishment, open-minded inquiry, courageous action, and interfaith partnerships to fulfill God's calling to create a just world for all.</p> <p>We believe that each person is at a different stage of their spiritual journey. No matter where on that journey, or perspective of God and spirituality, all are welcome to participate in PUCC's promise of love, support, and space to explore.</p>
--	--

Council's proposal adopts the bylaws team's Article 2. We use the three congregationally approved statements for Article 3, but add the language from the team recognizing people's different stages and the welcome to all. We have incorporated the purpose language of the original articles. We hope the other language from the team's proposed Article 3 can be used by the church in other ways.

Current	Council Recommendation
<p>ARTICLE V. MEMBERSHIP</p> <p>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.</p>	<p>Article 4. Our Congregation and Membership</p> <p>PUCC's Congregation and Membership are open to anyone who includes the way of Jesus and our beliefs, listed in Article 3, in their spiritual journey. Any person may express their desire to become a member of the congregation by expressing their desire to the Senior Pastor or a member of the Church Council. Council shall set appropriate standards for membership, and determine any issues as to prospective membership, in keeping with the congregation's beliefs and values.</p>

Council's proposal follows the team's language, but to meet the requirements of Chapter 352 of Missouri Revised Statutes, adds that particular standards for membership, and particular membership determinations, would be left to Council. Because Baptism or confirmation have never been required for membership, we deleted the references to them.

Current	Council Recommendation
<p>[None]</p>	<p>Article 5. Our Pastorate</p> <p>PUCC will strive to call clergy who have standing in the United Church of Christ.</p>

Council adopted the team's proposal with the tweak that we will "strive to" call clergy with standing in the UCC, to provide flexibility and to reflect the UCC's openness to clergy serving multiple denominations.

Current	Council Recommendation
<p>ARTICLE VI. GOVERNING BODY</p> <p>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.</p>	<p>Article 6. Our Governance</p> <p>PUCC's governing body is the Membership assembled in congregational meeting, which has authority over all PUCC related matters. PUCC's congregation will hold called congregational meetings at least annually, and otherwise as prescribed in the Bylaws. The governing body of this Congregation shall be the membership assembled in a congregational meeting.</p> <p>Congregational meetings shall be arranged so that members who cannot be physically present can attend and participate in discussions, voting, and</p>

<p style="text-align: center;">ARTICLE VII. MEETINGS</p> <p>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.</p> <p style="text-align: center;">ARTICLE VIII. COUNCIL AND OFFICERS</p> <p>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.</p> <p>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.</p> <p>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.</p> <p style="text-align: center;">ARTICLE XI. BY-LAWS</p> <p>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.</p>	<p>decisions.</p> <p style="text-align: center;">A quorum of 20% of the voting membership of the Congregation shall be required at congregational meetings. The presiding officer shall determine the presence of a quorum.</p> <p style="text-align: center;">The vote of a majority of voting members in attendance 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 religious associations organized under Chapter 352 of the Missouri Revised Statutes.</p> <p style="text-align: center;">PUCG shall enact Bylaws, which shall prescribe additional governance principles and procedures. The Bylaws and any amendments thereto shall be adopted by the members by a two-thirds vote during a congregational meeting.</p> <p style="text-align: center;">PUCG will elect a Council by Membership vote by the terms in the Bylaws. The Council will be the Executive Body of the Congregation and will have such responsibilities and will be organized as defined in the Bylaws.</p>
---	---

Council proposal: Working from the team’s language, we have added references to the congregational meeting so that votes are taken in the context of congregational discussion; we have required at least one congregational meeting annually, to conform to past practice and to ensure congregational control. But recognizing that personal assembly may no longer always be available, we added the requirement that meetings be arranged so that members who cannot be physically present can fully participate. This allows full participation, while still requiring a congregational assembly and discussion of some kind, rather than a mere vote (which could be disruptive to the understanding and consensus building nature of our congregational meetings). We addressed the quorum and recommend that a quorum of 20% of the voting membership be required; this is a change from the current 10% quorum requirement. Amendment of the Constitution is dealt with in Article 8.

Current	Council Recommendation
<p>ARTICLE IX. PROPERTY</p> <p>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.</p> <p>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.</p>	<p>Article 7. Our Property</p> <p>1. PUCC 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 PUCC 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 PUCC.</p> <p>2. If PUCC is dissolved or the relationship with the United Church of Christ not sustained, PUCC's remaining assets after debts have been satisfied, and all its property and interests which it at that time possesses, including any devise, bequest, gift or grant contained in any will or other instrument, will be transferred to the United Church of Christ according to its polity.</p>

Council proposal: The first paragraph of the existing provision is necessary since this document describes the church's legal authority under civil law. As to the second paragraph, we adopt the team's language with the exception of the mandatory transfer of indebtedness, which might not work and which might jeopardize the effectiveness of the remainder of the provision. We clarify that any transfer of assets would occur after any debts have been satisfied.

Current	Council Recommendation
<p>ARTICLE XII. AMENDMENTS</p> <p>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:</p> <p>a. The Annual Meeting of the Congregation, as described in Paragraph 1. of Article VII of the By-Laws, or</p> <p>b. The budget approval meeting of the congregation, as described in Paragraph 2. of Article VII of the By-Laws, or</p>	<p>Article 8 Amendments</p> <p>b. This Constitution may only be amended, after proper notice as required by section 3. of this Article, by a 75% approval of members in attendance during a regular annual congregational meeting, or a special congregational meeting duly called and scheduled pursuant to the procedures set forth in the By-Laws.</p> <p>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</p>

<p>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.</p> <p>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.</p> <p>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:</p> <p>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</p> <p>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).</p>	<p>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 that special congregational meeting. The Council shall have the sole authority and responsibility to determine whether the necessary requirements as set forth in the By-Laws have been met to call and schedule a special congregational meeting.</p> <p>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:</p> <p>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</p> <p>b. by notifying members by all reasonable practicable methods of communication in use, including email and the church bulletin.</p>
---	--

Council proposal: While the team's approach, from its proposed Article 6, to require essentially unanimous consent, was simple and short, Council believes that some unambiguous requirements and some clear procedural limitations are necessary in the case of constitutional amendments. They should not be able to be proposed on the spot or without notice, nor should they reach a congregational meeting without consideration and review by church leadership. Accordingly, we chose procedural clarity over brevity and retained the existing procedures for constitutional amendments, but increased the voting requirement to 75%. We also updated the notice requirements to embrace all reasonable practicable means of communication in use, including email and the church bulletin. To conform with this provision, there will need to be provisions in the bylaws regarding how to submit proposed amendments.

Current	Council Recommendation
<p style="text-align: center;">ARTICLE XIII. EFFECTIVE DATE</p> <p>This Constitution shall be effective on November 3, 1996, supplanting and replacing the prior Constitution heretofore in effect.</p>	<p style="text-align: center;">Article 9. Effective Date</p> <p>This Constitution is effective on July 1, 2023, supplanting and replacing the prior Constitution heretofore in effect.</p>

Council proposal: We adopt the Bylaws team language. Note, however, that the document will need to be accepted by the Circuit Court before it becomes legally effective for civil law purposes.

OUR BYLAWS

For the Bylaws, Council started with the Bylaws Team's draft and revised it as follows:

- *We retained throughout the team's inclusive language, including use of the pronoun "they" rather than the more familiar "he" or "he or she."*
- *We expanded the Background section to further explain the design of the Bylaws and accompanying documents.*
- *We changed the nomenclature somewhat, using the traditional term "Council members" for Council members rather than the team's suggested "officers," which might create confusion considering that four Council members also hold offices.*
- *We changed references to "Membership Votes" to "Congregational Meetings," as was done in Council's revision of the Articles of Incorporation/Constitution. We addressed the concern about affording votes to members not in physical attendance by providing, in the Articles/Constitution that Congregational meetings shall be arranged so that members who cannot be physically present can attend and participate in discussions, votes, and decisions. This ensures that members not physically present can participate and vote, and it ensures continuation of the process of having a full congregational discussion before any congregational vote.*
- *We tried to add clarity and uniformity to the directives in the Bylaws by using uniform language following the format of identifying the persons subject to the directive, usually as the subject of the sentence, using the traditional directive word "shall," and describing the objective of the directive as clearly as possible.*
- *We tried to confine the Bylaws as much as necessary to its core purpose of describing the essential governance structures and principles of the church which are not expected to change. In some case this called for shortening non-governance sections, such as "Christian Community," and in a few cases it called for moving essential procedural safeguards into the appropriate Bylaws sections.*
- *We simplified the "Our Christian Community" section, which does not contain governance directives, using the positive language from the Bylaws Team's draft.*
- *As required by Article 8 of the proposed Articles/Constitution, we added provisions regarding how to call a special congregational meeting.*
- *We made some policy determinations on Council membership, as follows:*
 - *We set the minimum number of Council members at 7, rather than 5, as the Bylaws Team recommended. While we recognize the value of flexibility, we think that it is essential to have broad representation of the congregation on the Council, so 7, not 5, should be the minimum.*
 - *We set Council terms at 2-years and allowed for two consecutive terms, with a 1-year mandatory off-Council period for any Council member who has served two full terms.*
 - *We adjusted the provision for removing a Council member, removing the prior often-unheeded provision requiring a Council member removed if they did not*

attend for three successive meetings, but we adopted (and clarified) the Bylaws Team's suggestion allowing removal of a Council member who does not maintain healthy relationships with the congregation and Council, or effectively and materially fulfill the duties of the Council.

- *Consistent with both the more active role that the Bylaws Team envisioned for the Leadership Commission, and with our congregation's tradition of ensuring that the Congregation has the last word on key decisions, we revamped the procedures for electing Council members. The new procedures require all Council nominees, whether selected by the Leadership Commission or otherwise nominated, to go through the Leadership Committee vetting process. Any persons not selected by Leadership may seek a congregational vote on their nomination, but unvetted tardy nominations from the floor will not be allowed, so that votes on Council members are not subject to surprise announcements or last-minute maneuvering.*
- *We reorganized the Bylaws somewhat, to make them more logical in narrative progression and understandable without the need for repeated cross-references. The provision for the church year and regular congregational meetings, for example, which affects many other provisions, was moved from the end to close to the beginning of the document. We named the two annual congregational meetings the "Annual Budget Congregational Meeting," and the "Annual Program and Leadership Congregational Meeting."*
- *Consistent with the new Constitution/Articles, and following direction from the team to accommodate new methods of attendance, we provided that congregational meetings shall be arranged so that members who cannot be physically present can attend and participate in discussions, voting, and decisions. We did not, however, provide for proxy voting, believing that it is best for voting decisions to be made after participation in the full discussion, and recognizing that participation is now open even to those who cannot physically attend a congregational meeting.*
- *We moved the duties of the four Council officers to the Bylaws, but explained that they could be adjusted as needed because of individual circumstances. The duties of Council Liaisons and Goal Advocates were kept in the Governance Procedures.*
- *We broadened some Team-recommended new provisions, such as the requirement for members of certain church boards to maintain healthy relationships and effectively fulfill their relevant duties, so that it applied across the board, to everyone who participates in a commission, committee, or team.*
- *Throughout the document, we tried to adhere to the principle that the congregation is the ultimate policy-making entity which has final authority.*
- *We did not include provisions relating to the Endowment Fund in the Bylaws, believing that it needs to be addressed separately.*

Proposed New OUR BYLAWS

Background

For flexibility, the details of PUCC's governing process, following the principles in its Articles of Incorporation and Constitution, are recorded in four documents – **Our Bylaws, Our Governance Procedures, Our Policies, and Our Team Practices**. These documents supplementing the Articles of Incorporation and Constitution are meant to be flexible, and adaptable as the congregation changes and adapts to new circumstances. In prior years, the bylaws, which could only be amended by congregational vote, contained very detailed rules and procedures, which could not always be followed and were not always followed, and they contained a rigid setup of commissions that disfavored flexibility.

Accordingly, the current structure uses a shorter, simpler Bylaws, supplemented by Governance Procedures, Policies, and Team Practices which can be more readily changed and adapted. **Our Bylaws** detail some basic aspects of PUCC's governance. **Our Governance Procedures** describes how governance will be accomplished. **Our Teams' Practices** support the work and activities of PUCC. **Our Bylaws** will require Member approval to be amended while **Our Procedures** and **Our Policies** may be amended at Council's discretion. **Our Teams' Practices** may be modified or amended by the Teams as they see fit to accomplish their work and activities in the most efficient and effective manner.

Article 1. Our Christian Community

1.1. Loving Community. PUCC is a safe space committed to promoting a just world for all. As we seek to follow the example of Jesus, we expect that every individual and group will treat each other with dignity, respect, and compassion, and follow our Christian community standards.

1.2 Welcoming Congregation. All are welcome at PUCC to seek spiritual, emotional, and social well-being and participate in all activities, including the celebration of Communion at our open table. Baptism, confirmation, or membership is not required.

1.3 Membership. Any person may express an interest in becoming a member. Upon recommendation of the Senior Pastor and approval of the Council, the applicant shall be permitted to join the congregation as a member. Membership induction shall typically occur during a worship service.

1.4 Participation.

1.4.1 Members are expected to actively participate in the life of the church, such as by regularly attending worship services and participating in the celebration of Communion at our open table, respectfully and compassionately following the examples given by Jesus, sharing in the life and work of PUCC and the United Church of Christ, and contributing to its support and goals. PUCC will seek to make worship services and sacraments available even when physical attendance at church is not possible, such as through virtual services, visits to shut-ins, and other means.

1.4.2. Members are encouraged to participate on the Church Council and on Ministry Planning and Review, and Personnel Review committees, and members and

friends on commissions, other committees, teams, and other groups within the church. Continuation in any of these roles is dependent upon maintaining healthy relationships and effectively fulfilling the relevant duties.

Article 2. Congregational meetings and church year.

2.1. Program Year. The Church Program Year shall begin on June 1 and end on May 31. The Annual Program and Leadership Meeting of the Congregation shall be held as soon as practicable within 30 days of the end of the program year. The Council shall set the date and time of such meeting. At this meeting, the Congregation shall consider, at least, (a) the election of Council and Commission members, and (b) and the presentation of the Annual Reports of the Pastor(s), Commissions, Committees, Boards and other organizations.

2.2. Fiscal Year. The Church fiscal year shall run with the calendar year (January 1 through December 31). The Annual Budget Meeting of the congregation shall be held each year on a date and time set by the Council.

2.3 Participation in congregational meetings, including voting, is open to all Members. As required by the Articles of Incorporation and Constitution, congregational meetings shall be arranged so that members who cannot be physically present can attend and participate in discussions, voting, and decisions.

2.4 Special congregational meetings and votes may be called by Council or by a petition to Council signed by no less than 10 percent of P.U.C.C.'s Membership. Council will schedule these within 28 days of the receipt of the petition. The confidentiality of the petitioners will be at Council's discretion.

Article 3. Council

The Council will support the congregation to fulfill P.U.C.C.'s constitution and transact the business of the congregation. All acts and deliberations of the Council are subject to the will of and revision by the Congregation.

3.1 Responsibilities

3.1.1. Council shall manage the day-to-day affairs of the Congregation, through supervision of staff and coordination with the pastors, commissions, committees, and teams. Council shall propose a budget to the Congregation on an annual basis, shall direct the Congregation's activities and missions, and shall maintain the Congregation on a sound financial basis.

3.1.2. Council shall, either directly, or indirectly through Ministry Planning and Review Committees, the Personnel Relations Committee, or other appropriate entities, (a) maintain a wholesome and effective relationship between the Pastor(s) and other professional staff and the congregation, and (b) hire and manage, and set job descriptions and requirements for, the staff necessary to support the Pastor(s) and carry out other functions of P.U.C.C.

3.1.3. Council shall be responsible for ensuring that periodic congregational goals and objectives are selected, carried out, and evaluated. Council shall actively manage, supervise, coordinate with, and assist the various commissions, committees, teams, and

individuals who will be carrying out these objectives.

3.1.4 Council may appoint Boards, Committees, and Teams to fulfill PUC's Constitution and goals. The appointment of a Commission, in addition to the Commissions provided for in the Bylaws, requires final approval by the Congregation at a Congregational meeting.

3.1.5 In the event of a pastoral vacancy, the Council shall appoint an interim pastor with assistance from the Conference Placement Committee and shall appoint a Search Committee of Members selected so that a cross section of the congregation is represented.

3.1.6 All Commissions, Boards, Committees, Teams and other organizations of PUC are responsible to Council and will report annually to the Congregation.

3.2 Organization and Procedures

3.2.1 In accordance with Article 6 of the Constitution, Council will be elected by the Congregation at the Annual Meeting of the Congregation. Council shall consist of a minimum of seven (7) members of the Congregation, all of whom have been members for at least the prior year. Additionally, the Pastor(s) shall be an ex-officio (non-voting) member(s) of the Council. Council members shall serve for two-year terms, and may serve two successive terms. Upon completion of two successive terms on Council, an individual may not serve on Council again for at least one year.

3.2.2. Each year, before the Annual Program and Leadership Meeting of the congregation, the Leadership Commission shall nominate persons to fill the Council positions that will become open in the new program year. Leadership Commission shall seek appropriate candidates, but any member may nominate another person or themselves. Leadership Commission shall consider all nominees and all candidates of its own selection, and shall nominate for the Congregation a slate of its recommended candidates. No later than 14 days before the Annual Program and Leadership Meeting, Leadership Commission shall announce its recommended slate of candidates for Council, and the names of any other properly nominated candidates who wish to be considered. All of those candidates will be voted upon at the congregational meeting, but no other nominations or candidacies for Council will be entertained at the congregational meeting.

3.2.3. Council shall have four officers: President, Vice-President, Vice President for Financial Oversight, and Secretary. The officers shall be chosen by Council members from among the Council members. The Council officers shall have the responsibilities explained below, but Council may from time to time readjust responsibilities on the basis of the personal expertise, experience, motivations, connections, or concerns of the officers.

3.2.3.1. The **President** shall assure the Council follows the Constitution and Bylaws of PUC, encourage and ensure each officer fulfills their duties, create and distribute the agenda and lead monthly meetings, and be primarily responsible for understanding and guiding the proper use of the Council Discretionary Fund. The President shall have authority to sign contracts, and checks up to \$10,000 for budgeted expenditures. Checks over \$10,000, or for unbudgeted expenses over \$5,000, require Council approval and may be signed by the President only after that approval has been granted.

3.2.3.2. The **Vice President** shall: fulfill the President's duties in the absence of the President; encourage and ensure each Council member fulfills their duties and assists Commissions, Committees, and Teams to fulfill the Constitution and Bylaws; evaluate the congregation's success in achieving current goals; poll the Membership to determine if PUCC's current goals are relevant to the community and supported by the congregation at least every five years; and if indicated by poll results, initiate the review and revision of the goals.

3.2.3.3 The **Vice President for Financial Oversight** shall chair the Finance Committee, which shall protect the financial wellbeing of PUCC, and be primarily responsible for understanding and guiding the proper use of the Designated Fund.

3.2.3.3 The **Secretary** shall facilitate the consistent communication and representation of PUCC's identity and presence to the congregation and community, create accurate and timely minutes of the discussions, recommendations, and decisions of the Council, provide transparency including the distribution of the highlights of Council meetings and making available the non-confidential minutes to the Members and making the minutes a part of PUCC's permanent record, and facilitate the production of the annual report to the Congregation. The Secretary shall have authority to sign contracts

3.2.4 Liaisons. In supervising and/or keeping in touch with the congregation's various commissions, committees, and teams, Council should generally designate certain of its members as Liaison with certain of those groups.

3.2.5 Congregational Goal Advocates. To manage, supervise, coordinate with, and assist the various commissions, committees, teams, and individuals who will be carrying out congregational objectives, Council should generally assign one or more of its members to coordinate each goal or objective.

3.2.6 Each Council member shall maintain healthy relationships with the congregation and Council, and shall effectively and materially participate in fulfilling the duties of the Council. A Council member who does not comply may be removed from Council by a majority vote of the Council.

3.2.7 In the event of a vacancy on Council for any reason, the Leadership Commission shall nominate a replacement, and Council shall appoint a replacement member, who shall serve until the next Annual Program and Leadership Meeting.

3.2.8 The Council shall meet regularly, generally monthly, to consider PUCC business as may properly come before it. A majority of the members shall constitute a quorum.

3.2.9 Council shall make its determinations in a transparent manner, but determinations that could infringe on an individual's privacy shall be documented separately and may be revealed to the congregation only if deemed appropriate by Council after balancing the individual's interests and the broader interests.

Article 4. Commissions

4.1 Leadership Commission. There shall be a **Leadership Commission**, which shall nominate candidates, representative of the congregation, for all elected positions, to

be presented at the Annual Program and Leadership Congregational Meeting. If requested, the Leadership Commission will provide suggestions to Council for appointment of committees, commissions, and replacements. No member of the Leadership Commission shall serve on Council until that person has been off the Leadership Commission for a period of one year.

4.2 Property Commission. There shall be a **Property Commission**, which shall oversee the proper safeguarding, use, maintenance, repair, and care of the PUCC facilities and properties, including land, buildings, and equipment, but excluding technology and office equipment.

4.3 Stewardship Commission. There shall be a **Stewardship Commission**, which shall monitor and encourage contributions, donations, and other income while raising the congregation's awareness of stewardship matters, and developing a proposed budget for the church Council.

4.4 Nominations. Commission members shall be nominated by the Leadership Commission and approved for two-year terms at the Annual Program and Leadership Congregational Meeting. Commissions shall designate a leader and shall meet regularly.

Article 5. Committees, Boards, Teams, and Other Groups

5.1 Standing Committees. The congregation shall maintain the following standing committees.

5.1.1 Ministry Planning and Review (MPR) Committees

Council shall appoint one Ministry Planning and Review Committee for each pastor. Each such committee shall facilitate the development of a faithful and effective shared ministry by the pastor and the congregation together by: (a) creating a climate of trust, openness, and honesty between the pastoral staff, the lay leadership, and the congregation, enabling them to fulfill their shared ministry, (b) helping the pastoral staff, the lay leadership, and the congregation to articulate and integrate goals with each other and with PUCC's calling and mission, (c) providing counseling and consulting to the pastoral staff, the lay leadership, and the congregation pertaining to behavior, decision-making, relationship development, spiritual and emotional well-being, and (d) assisting the professional growth and development of the pastoral staff.

5.1.2. Finance Committee.

Council shall appoint a Finance Committee. It shall work with the Vice President for Financial Oversight and be responsible for

- a. reviewing financial reporting for clarity and accuracy,
- b. reviewing and directing the updating of accounting procedures and practices to sustain accuracy and provide adequate protection from fraud or embezzlement,
- c. coordinate the fiscal year income and expense budget process for all PUCC funds and participate in the proposed budget plan to Council and congregation,
- d. review all investment of PUCC funds,
- e. assure PUCC has adequate property and liability insurance,

- f. provide for and monitor an annual internal audit of PUCG financial activity, record keeping, adherence to established procedures, and auditor recommended changes to procedures,
- g. advise with respect to unbudgeted expense requests
- h. act as liaison to the Stewardship Commission, Treasurer, Financial Administrator, and Tenant Relations Committee, and
- i. be primarily responsible for understanding and guiding the proper use of the Endowment Fund.

5.1.3 Personnel Relations Committee (PRC)

Council shall appoint a Personnel Relations Committee, which shall serve as a liaison between the non-pastorate staff, Council, and the congregation. It will support the non-pastorate staff and will be concerned with facilitating a respectful and effective relationship between the non-pastoral staff, the pastoral staff, and the congregation.

5.1.4 Tenant Relations Committee (TRC)

Council shall appoint a Tenant Relations Committee which shall be responsible for managing long-term rental or usage of the building or grounds. The committee shall work with the Property Commission, the Vice President for Financial Oversight, and the staff. The committee shall manage the suitability of the facility for appeal to the rental marketplace, setting standards for selection of potential tenants, searching for tenants, negotiating leases, and addressing the ongoing needs of tenants within the tenancies.

5.2 Pastoral Search Committee. In the event of a pastoral vacancy, the Council will appoint a Pastoral Search Committee consisting of five to nine members, representing a cross-section of the congregation. Only persons who have been PUCG members for at least one year and are willing to commit to the required confidentiality may be appointed to this committee.

5.3 Special committees.

Council may create and appoint new committees as necessary to handle or provide recommendations regarding specific subjects or situations.

5.4 Teams

Teams are volunteer groups that may be formed to further the missions of PUCG. Council, a commission, a committee, a pastor, or any participant with PUCG may suggest or seek to form a team that fits as part of an established congregational goal. Team members need not be members of the congregation. A team shall be authorized to proceed with its task if the Council Liaison assigned to the relevant goal determines that the team's endeavor fits within PUCG goals. Teams will organize themselves as the volunteers determine. They shall select one member to be a contact for the team and shall identify that person to the Council Liaison within a short time of forming the team.

Article 6. Our Pastors

6.1 Our Pastors. PUCC shall have one or more pastors, whose positions, titles, and duties shall be defined by their respective Call documents, and by any changes later made by Council or the congregation.

6.2 Conduct. Each pastor will conduct themselves in a manner appropriate to their position, and consistent with their Call. They will perform all such duties as expected of a pastor in the United Church of Christ.

6.3 Senior Pastor Duties. The position of Senior Pastor will be full-time. The Senior Pastor will not be allowed to hold any other compensated position, except with approval of Council. The worship services of PUCC and the spiritual guidance of the congregation will be the responsibility of the Senior Pastor.

6.4 Religious Services. No person other than a called pastor will perform a religious service at PUCC without the approval of Council.

6.5 Pastoral Staff Management. The other pastors will be responsible to the Senior Pastor who will provide guidance to the other members of the pastoral staff in the conduct of their assigned duties. The amount of time that other pastoral staff members are required to perform their duties will be defined in the terms of their Call and may be revised by Council after consultation with the Senior Pastor and the affected pastoral staff member.

6.6 Sabbatical. PUCC's Pastor shall ordinarily be granted a sabbatical leave of three typically consecutive months after five years of continuous service with PUCC, and after each subsequent five years of service. If PUCC has multiple pastors, sabbatical leaves granted will be separated by at least one year. The planning and execution of a Pastor's sabbatical leave will be in accordance with **PUCC's Sabbatical Policy** documented in **Our Policies**.

Article 7. Rules of Procedure

7.1 The latest published edition of "Robert's Rules of Order" will be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

7.2 Unless specified otherwise in the Articles of Incorporation and Constitution or these Bylaws, all actions requiring a vote by Members, Council, Commissions, Committees, Boards, Teams, or other organizations of PUCC will require a majority vote for approval or passage by all voting methods in use.

Article 8. Amendments

8.1 Amendments to the Bylaws are governed by the Article 6 of the Constitution and Articles of Incorporation, which require that they be passed by a two-thirds majority.

8.2 The Church Council may propose amendments to the Bylaws.

8.3 Any Member may propose an amendment to the Bylaws, if supported by a petition signed by at least 10% of the Members. A written draft of the proposed amendment must be submitted to Council at a Council meeting. The Council will include the

proposed amendment for discussion at the next the next regularly scheduled congregational meeting (i.e. Program and Leadership, or Budget, 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.

Article 8. Effective Date

9.1 These Bylaws are effective on July 1, 2023, supplanting and replacing the prior Bylaws in effect.

The Governance Procedures are designed to be flexible and do not require congregational approval. This initial draft is included with the proposed Constitution and Bylaws to provide members with an overview of the entire new proposed church governing system.

OUR GOVERNANCE PROCEDURES

Preamble

As noted in **Our Bylaws**, this document will augment our Bylaws by describing how the governance activities, as defined in **Our Bylaws**, are accomplished. These Governance Procedures and any changes to them are to be available to the Congregation. As noted in **Our Bylaws**, the Governance Procedures may be amended by Council at their discretion.

The PUCG Congregation defines goals and actions that support the Purpose Statement. The Council reforms the organization of PUCG to enable the Congregation to utilize PUCG resources to advance the goals. The Council assigns an advocate for each goal. Support for the goals can be in the formation of teams. Teams are intentionally inclusive and self-organizing; thus their structure, life cycle, and extent of planning and budgeting is fluid.

Our Governance Procedures

Article I. Our Christian Community

1. A Membership Roll will be maintained in PUCG records by the administrative office.
2. Any Member will, on their request, be granted a Letter of Transfer. The Council Secretary will facilitate the Letter of Transfer, as appropriate.
3. If a Member has not participated in the life of PUCG or contributed to its support for one year, a team set up for this purpose will facilitate contacting the Member. Council should be informed of the efforts that have been made and any changes to the Membership Roll.
4. A person considering ending their Membership should talk with the Senior Pastor or a member of the Ministry Planning and Review committee. If the result is that the person leaves the congregation, they will be informed that their name has been removed from the Membership Roll.
5. If efforts to restore healthy relationships are unsuccessful, Council may determine a resolution that could include separation from the PUCG community.
6. Full participation of all members in church activities should be encouraged by uses of appropriate current methods for communication to provide notices of meetings and other opportunities. These communication methods should include, among others, (a) announcements at worship services and meetings, (b) hard copy communications, (c) text messages and emails, (d) handouts or bulletin boards on PUCG's premises, and (e) electronic or digital means.
7. All members and groups within the congregation are encouraged to make

comments, suggestions, and recommendations to one another and to Council regarding congregational goals and activities, and to deal with one another gracefully and respectfully.

Article 2. Our Congregational Meetings and Church Year

- A. Our congregational meetings are provided for in our Articles of Incorporation and Constitution (Article 6) and in our Bylaws (Article 2), which provide for an Annual Program and Leadership Meeting of the Congregation after May 31, and an Annual Budget Meeting after the beginning of the calendar year.
- B. Special congregational meetings may be held as provided for in Article 2.4 of the Bylaws.

Article 3. Our Council

A. Responsibilities of Council

1. **Council Will Make Policies.** Council will keep a complete and accurate record of its discussions and decisions that constitute policy, and these policy records will be available to the Congregation in accord with Article 3 and section 3.29 of the Bylaws. The Council will provide a summary report of policies to the Congregation at annual and special meetings.
2. **Council Meetings and Decision-Making.** In addition to regular meetings, special meetings may be called by the President or by two Council members, however, at least 24 hours' notice must be given to each Council member. As provided in Missouri law, Council may also take action apart from meetings with the unanimous consent of all Council members.
3. **Affiliations.** The Council may review affiliations with local, regional, and national instrumentalities of the United Church of Christ, councils of other churches, and other religious and civic organizations. This includes providing for delegates for conferences and meetings.
4. **Pastoral Search Committee.** When a pastoral search needs to be conducted, Council shall create a Pastoral Search Committee. Council shall provide direction and initial operating rules for the committee.

B. Responsibilities of Council Members

1. **All Council members.** All Council members will follow and encourage others to live into the Constitution and Bylaws, as well as promote the goals of the congregation.
2. **Ex Officio member.** The immediate past president of council, if their term has expired, is encouraged to remain on council as an *ex officio* (non-voting) member for up to one year, to provide for a good transition and to ensure that institutional knowledge is not lost.
3. **Duties.** The duties of the President, Vice President, Secretary and Vice President for

Financial Oversight shall be those set forth in the Bylaws.

4. Meeting Congregational Goals. Council shall on at least a quarterly basis attempt to make sure that teams and other responsible entities are carrying out the goals of the congregation. To that end, council or its designees shall:

- a) proactively contact the Teams supporting the defined goal(s) and make recommendations to foster success and act within the Bylaws,
- b) assist when a Team needs guidance accessing church resources,
- c) coordinate with the Vice President for Financial Oversight for funding or fund-raising efforts,
- d) monitor the Congregation's progress towards the goals,
- e) communicate regularly to Council and the congregation about the progress and/or need for adjustment in the methods to achieve the goals,
- f) voice the need to Council regarding allocating PUCG resources, such as during the budgeting, staffing, and facilities planning processes,
- g) recommend or establish additional Team(s) as may be beneficial to the goal(s), and
- h) discuss with Council whether a Team may disband or should be an ongoing endeavor.

5. A Liaison role includes:

- a) being a non-voting member of the assigned group, typically a commission or committee,
- b) fostering the success of those in the assigned relationship, which may include attending meetings and activities,
- c) updating the Council and the congregation about the successes, activities, needs, and concerns of the group,
- d) communicating to their group(s) about relevant Council support, concern, discussions, and decisions, and
- e) helping their group follow the Bylaws and Governance Procedures.

6. Treasurer. Council will appoint a Treasurer responsible for reporting the financial position of PUCG to Council. Leadership Commission shall work with Council in finding candidates for the Treasurer position. The Treasurer shall be guided by Vice President for Financial Oversight and shall be responsible to Council. The Treasurer may sign payment for budgeted expenses up to \$5,000, or non-budgeted expenses approved by Council. Payments over \$15,000 must be signed by the Council President or Vice President. The Treasurer will collaborate with the Bookkeeper to manage timely receipt of income and establish and carry out financial procedures in accordance with general accounting practices.

Article 4. Our Commissions

A. General Governance Procedures for Commissions

1. All Commissions work under the direction and supervision of the Council and have such powers and responsibilities as set forth in the Bylaws and these Governance Procedures, 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 Bylaws.
2. The Leadership Commission is encouraged to staff each commission with five members, but no commission will consist of no fewer than three elected members. The slate presented by the Leadership Commission will identify the Leader of each commission presented. In addition to these members, Council shall designate at least one liaison member from the Council to serve in non-voting capacities on each Commission. The Pastor(s) is(are) non-voting member(s) of all Commissions.
3. A majority of the commission members will constitute a quorum for an official meeting of a Commission.
4. Elected Commission members may succeed themselves, however, no person will serve more than two consecutive terms as Leader of the same Commission. Council shall be consulted when necessary to establish a Leader.
5. For continuity, if possible, an individual should have been a member of the Commission at some time prior to being the Leader. All Commissions must establish a pattern, where not all members of the commission are replaced in one program year.
6. Commission members shall set procedures, and determine the schedules, activities, and tasks needed to fulfill the duties of the Commission. Each Commission may recruit individuals to assist in the performance of Commission activities/tasks.
7. Following the Annual Program and Leadership Congregational Meeting, each Commission will meet at the call of the Commission Leader to establish a regular meeting schedule and make provisions to have minutes recorded. The Council President or Senior Pastor may call a meeting of a commission if necessary.
8. If a Commission member is absent from three consecutive called meetings of the Commission without notifying the Leader, the Leader will contact the member to ascertain if the Commission member intends to meet their obligations to the commission, or if the member prefers to be removed from the Commission. If the member requests to be removed, the Leader determines whether to replace the removed member must be replaced (it will be necessary if the commission would fall below the required three members, and would otherwise be discretionary). If a new member is needed, the Leader will request the Leadership Commission suggest a suitable replacement, and inform Council for their approval.
9. Commissions are authorized to spend within the limits of their approved annual budget. Unbudgeted or over-budgeted expenditures must be approved by the Council through the Commission's Council Liaison.

10. All commissions should maintain a current list of operating procedures and practices (i.e. meeting frequency, dates of activities, recurring tasks, etc.).
11. All Commission Leaders will submit a yearly report to be included in the Annual Report of PUCC. Each Commission will submit an annual budget request to the Stewardship Commission.

B. Our Leadership Commission

1. Members of the Leadership Commission shall build relationships within the congregation so that they become aware of and understand the capabilities, potential, and interpersonal skills of individuals. The Leadership Commission shall foster opportunities for people to grow in their leadership style and skills to faithfully and effectively reach PUCC's goals.
2. Each year, Leadership Commission shall solicit members for all open council and commission positions, and shall prepare a slate of proposed council and commission members which will be proposed to the Congregation at the Annual Program and Leadership Congregational Meeting. The Leadership Commission's criteria for an individual being proposed for a position shall be communicated to the Membership.
3. As set forth in the Bylaws, section 3.22, and 4.1, the Leadership Commission is responsible for nominating council and commission members for election at the Annual Program and Leadership Meeting of the congregation. The suggested slate of council members must be announced at least 14 days before the Annual Program and Leadership Meeting, and generally commission nominees will be announced at the same time. In order to properly do its work meet these obligations, the Leadership Commission shall meet in January to begin identifying candidates for the next program year.
4. In selecting persons for Council positions, the Leadership Commission shall consider the needs for Council officers. However, Council will select its own officers after the installation of each new Council. Until the new Council selects its officers, the highest ranking council officer from the prior term who remains on council shall serve as acting council president. In selecting persons for Commission positions, and in consulting with current Commission members, the Leadership Commission shall arrange for the Commission Leader for the coming program year.
5. The Leadership Commission shall provide its proposed slate of new Council and Commission members to Council for review prior to providing the slate to the congregation.
6. The Leadership Commission shall notify the congregation of its slate of nominees no less than two weeks before the Annual Program and Leadership Congregational meeting.
7. The new commission membership will be publicly installed each year soon after the slate is approved by the Membership. Time should be spent transitioning the knowledge of the responsibilities of the commission to the new members.
8. Willing and qualified volunteers shall be sought by means which may include a

survey of the congregation and a spiritual gifts inventory of the members. The list of volunteers will be maintained and can be requested through the Administrative Office.

9. The Leadership Commission shall provide suggestions to Council of individuals for committees, boards, teams, and other organizations if requested.

C. Our Property Commission

1. The Property Commission shall assess and, if appropriate, respond to the property needs of long- term tenants, the congregation, short-term renters, and the community.
2. The Property Commission shall engage and supervise the necessary help for maintenance and repairs, ensuring that work is properly carried out before requesting payment through the Bookkeeper.
3. The Property Commission shall organize PUCG workdays and encourage the congregation to provide volunteer skills and labor.
4. The Property Commission may contract, without further approval, for unbudgeted items or equipment not to exceed \$500 for a single item and not to exceed a cumulative cost of \$2,000 in a fiscal year. All other unbudgeted expenditures must be submitted to and approved by the Council.
5. The Property Commission shall maintain a list of preferred vendors for recurring and emergency facility maintenance
6. The Property Commission shall solicit multiple bids for the purpose of letting contracts for specific items in the approved PUCG budget. Two bids should be requested for efforts costing up to \$1,000, and three bids for efforts exceeding \$1,000.
7. The Property Commission shall recommend specific expense items for the next fiscal year. The Property Commission shall be encouraged to look ahead to multi-year needs for property and improvements.
8. The Property Commission shall monitor the Building, Historic Sanctuary, and Historic Organ funds.

D. Our Stewardship Commission

1. The Stewardship Commission shall promote the stewardship program at PUCG by providing information concerning the ethical and responsible use of money to sustain PUCG and the congregation's local, national, and world-wide ministries, and by promoting efforts which lead to informed and grateful giving.
2. The Stewardship Commission shall plan, promote, and manage an annual stewardship campaign that completes prior to the start of the following fiscal year. The commission shall provide a monthly report to Council during the stewardship campaign about preparation and the amount pledged.
3. Additionally, quarterly reports shall be provided to donors, summarizing contributions, donations, and including the status of contributions received for

pledges.

4. The Stewardship Commission shall supervise recordkeeping for stewardship matters. The Commission shall be responsible for training volunteers to count and record income for all contributions, donations, and fundraisers. The Commission shall coordinate with the Bookkeeper. to set and maintain procedures for counters, with respect to keeping accurate records, protecting the privacy of donors, and depositing all money into the appropriate fund.
5. The Stewardship Commission shall participate in PUCC's budgeting process by preparing a fiscal- year projected month-by-month budget of income from contributions and donations.
6. The Stewardship Commission shall promote online and bill pay capabilities.
7. The Stewardship Commission shall promote a planned giving program for the congregation.

Article 5 Our Committees, Boards, Teams, and Other Groups

- A. All committees, boards, teams, and other groups should maintain a current list of operating procedures and practices (i.e. meeting frequency, dates of activities, recurring tasks, etc.).

B. Our Ministry Planning And Review Committees (MPR)

1. The Bylaws provide for one MPR for each pastor. Each committee shall consist of four members, appointed by Council, after consultation with the pastoral staff member. The committee(s) is responsible to Council and shall report its/their activities and actions to Council except to the extent the committee(s) believes disclosure would violate confidentiality.
2. When a new committee is appointed, as the result of calling a new or additional pastor, it is recommended that, initially, a majority of the committee be from the dismissed Pastoral Search Committee that called that pastor. In time, other members may take their places..
3. The committee(s) shall organize itself by electing a Leader and a recording secretary. Each committee shall meet with its pastoral staff member a least quarterly. The Leader or pastoral staff member may call additional meetings as deemed necessary. The committees shall meet annually in a joint session to revisit the shared ministry. Minutes of the meetings shall be confidential unless otherwise agreed upon by the committee and the pastoral staff member.
4. Committee members shall serve a four-year term, with one member retiring and a new member appointed each program year. Before a member can be appointed to the committee, they must have been a Member of PUCC for at least one year. Members shall not succeed themselves, however, a member may be reappointed after being off the committee for a full year.
5. While each committee shall periodically engage in evaluation and review of the

shared ministry of each of our covenant partners (pastoral staff, other staff, lay leadership, and the congregation), the committees are not a formal part of the compensation recommendations for the pastoral staff.

6. In the event a perceived situation arises that could be detrimental to the health of the congregation and/or the relationship between the congregation and a pastoral staff member, a special meeting of their MPR committee, the Council President, and the associated party(ies), may be called to address the perceived problem. If no solution can be identified at this special meeting, the Council, in closed session, shall review the perceived situation and provide a recommended solution to MPR. The minutes shall be documented separately, but not published unless the individuals named give permission.

C. Our Personnel Relations Committee (PRC)

1. Our Personnel Relations Committee shall consist of four members, appointed by Council, and shall be responsible to Council. In addition to these members, a member from Council shall be assigned as Liaison (non-voting) to the Committee. The Committee shall report its activities and actions to Council, through the Council Liaison, except to the extent the Committee believes disclosure would violate confidentiality.
2. It shall be the responsibility of the Committee to:
 - a) be responsible for reviewing a position description for each church staff member; position descriptions shall be reviewed annually, and changes shall be submitted to Council for approval,
 - b) identify candidates and participate in interviews for open positions and make recommendations to Council, pursuant to the Hiring Protocol policy,
 - c) meet periodically with the church staff to evaluate accomplishments, clarify responsibilities, and discuss mutual expectations and priorities between them, the pastor(s), and the congregation,
 - d) develop an improvement plan defining goals and timeline, if expectations are not met, as well as the consequences if goals are not met, up to and including a recommendation to Council for dismissal,
 - e) annually review the salaries and benefits of the Pucc staff, and make recommendations to Council, and communicate the process and results to the staff, and
 - f) review and update the Manual of Pucc Staff Policies and Procedures annually with any changes or revisions submitted to Council for approval,
 - g) Provide the approved manual to the Pucc Pastorate and staff in a timely manner.
3. The Committee shall meet at least quarterly. Additional meetings may be called by the Committee Leader or the Council President, as deemed necessary.
4. Each member of the Committee shall serve a four-year term with one member retiring and a new member added each program year. Appointees to the Committee

must have been a Member of PUCC 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.

5. The Committee shall organize itself by electing a Leader and a recording secretary. Minutes shall be kept and minutes relating to confidential matters shall be maintained confidentially.

D. Our Tenant Relations Committee

1. The committee shall consist of four members, appointed by Council, after consultation with the Vice President for Financial Oversight. Staff members are ex-officio members of the committee. The committee is responsible to Council and shall report activities and actions to Council periodically. The length of service on the committee is four years. Members may extend their service to maintain relationships with tenants.
2. The committee members shall determine its organization based on the efficiency of accomplishing their responsibilities. One person must be identified to the Vice President for Financial Oversight as the contact person, who is responsible for providing reports to Council and responding to questions brought to the committee.
3. The committee may propose facilities improvements to the Property Commission, which, after researching the cost and efficacy, may in turn propose them to Council.
4. The committee shall determine how the search for and contracting with tenants is conducted, including engaging a realtor for assistance.
5. With respect to major tenancies, the Tenancy Committee shall regularly report to Council and Council and the Tenancy Committee shall work together to ensure coordination as to objectives, strategies, and dealings with potential tenants.

E. Our Teams

1. A team may be formed in various circumstances, including, for example, (a) when a team of affected persons (e.g., parents of toddlers or collegians or widowers) is assembled for a particular interest, (b) when a contact person has been designated and the team announce its formation, goal, and intent to Council, or (c) when Council forms one. Teams shall strive to be representative of the diversity of the congregation, although they may also be formed to represent the interests involved in the team's mission (e.g., the membership of a team focused on youth or senior ministries may reflect persons interested in those topics.). Teams shall determine their governance method. Teams shall provide written updates to Council or other appropriate entities.
2. Teams shall document **Team Practices** that describe how their goals are accomplished. The Team Practices shall be maintained in a manner that is available to the congregation.

Article 6. Our Pastors

1. **The Senior Pastor** shall be a non-voting member of Council and all Commissions, Committees, Boards, and may choose to be involved with other teams and groups of PUC, unless specified differently in the Bylaws. The other members of the Pastorate shall serve as non-voting members on Council and appropriate commissions, committees, boards, and other organizations as assigned by the Senior Pastor. The Senior Pastor shall consult with Council about these assignments.
2. **Termination of a Call** for a member of the Pastorate can occur by the member of the Pastorate submitting a letter of resignation to Council and the congregation or by being dismissed by the congregation. A two-thirds affirmative Membership vote at a congregational meeting is required for dismissal.
3. **Upon termination** of a member of the Pastorate, terms of compensation, benefits, and other related issues, other than those in effect prior to date of the letter of resignation or the date of the congregational vote for dismissal, shall be by action of Council.