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# Bylaws

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Of the First Congregational  
Church of Sonoma UCC

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*Adopted 1/22/2017*

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# FCC Bylaws

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**Bylaws**  
**First Congregational Church of Sonoma**  
United Church of Christ  
252 West Spain Street, Sonoma, CA 95476  
Adopted January 22, 2017

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## **Article I - Name**

The name of this church shall be the First Congregational Church of Sonoma, United Church of Christ -  
- affiliated as a Member Congregation of the United Church of Christ and its Northern California  
Nevada Conference. It was first incorporated under the laws of the State of California on May 1, 1871.

## **Article II - Purposes**

The legal purposes of this church are enumerated in its Articles of Incorporation. In carrying out its  
purposes, the church shall endeavor:

- A. To bind together followers of Jesus Christ:
1. to share in the worship of God; and
  2. to make God's will dominant in the lives of all persons, as that will is exemplified in the life and teachings of Jesus Christ; and
- B. To maintain the historical congregational practices of a free church which assigns to the membership of each church:
1. the power to adopt its own basis of membership;
  2. the power to select and call its own minister or ministers;
  3. the right to own and control its own property;
  4. the freedom to phrase its own covenant of membership and to make such statement of faith as it thinks best; and
  5. the privilege of determining its own interpretation and observation of the sacraments.

## **Article III - Faith and Covenant**

This is a Christian church, believing in God as revealed by Jesus Christ and the Holy Spirit. It  
accepts the Bible as a guide in the practice of faith and living.

- A. All members shall have the unqualified right to follow the guidance of God, according to the dictates  
of their own conscience, under the enlightenment of the Holy Spirit. It acknowledges the creeds and  
confessions of the historic church to have been efforts to put into words the requirements of faith,  
but holds that no statement or creed or confession formulated by others may properly be used as a  
test of faith of any member of this church.
- B. The members of this church, with all the faith our Christian growth makes possible, do covenant  
together in the presence of God:
- To give ourselves wholeheartedly to God's service
  - To worship God through word and sacrament
  - To proclaim to all the world the Gospel of Jesus Christ through deed and word
  - To be open to the movement of the Spirit in our midst
  - To affirm our journey together, in our diversity, for justice, peace and healing, throughout all of  
God's creation
  - To grow with one another, building our future out of past memories and present hopes.

- To attend the services of this church and to share in its work, support, and ministries
- To love and support one another
- To listen and learn from one another
- To forgive and trust one another
- To pray for and with one another
- To answer God's call to be the body of Christ

## Article IV - Membership

### A. Pre-requisites

All persons who consider themselves as followers of Jesus Christ and who are in harmony with the purposes of this church and who covenant with the members of this church in terms set forth in article Section III B of these Bylaws shall be eligible for membership in this church.

### B. Reception of Members

Persons may become members by entering into the covenant set forth above in III B. through any one of the following means:

1. letter of transfer from another church;
2. reaffirmation of faith when there is no letter;
3. confession of faith;
4. confirmation for youth & young adults; and
5. restoration to full membership from an inactive status.

### C. Types of Membership

1. Active - Those who have chosen to share in the spirit and attitude of the church covenants to participate in the life and the programs of the church, and contribute financially on a regular basis. Active members shall have voting privileges.
2. Associate - Those who are members of another church, but who share in the spirit and covenant of this church and who, for good and sufficient reason, do not choose to transfer their membership to this church. Associate members shall not have voting privileges.
  - a. Associate memberships may be held by those temporarily in the community or by those who for some reason acceptable to the Worship Committee, do not desire to sever relations with another church.
  - b. Associate members shall be evaluated as are all other candidates for membership into the church with the privileges and responsibilities of active membership.

### D. Termination of Membership

A church member may be terminated from church membership in the following ways:

1. Inactive Status
  - a. by request of the member;
  - b. by the Worship Committee; The Worship Committee shall make an annual review of the church membership. Members who, without adequate cause, have not participated in the life of the church and have not fulfilled their covenants with the church for more than one year may be put on inactive status. Before such action may be taken, the Worship Committee shall first have contacted the member through personal visit and/or letter seeking to restore him or her to active participation in the life of the church. A person may remain on inactive status for three (3) years and be identified in the Directory.
  - c. A person on inactive status does not have voting privileges.
2. Remove Status
  - a. by letter of transfer to another church;
  - b. by death;

- c. by written request of the member;
- d. by dismissal from membership in the church for conduct inconsistent with the church's purposes or covenant. Such dismissal shall have been recommended by at least a majority vote of the Worship Committee and shall have been voted by a two-thirds (2/3) vote of the Church Members present at a duly convened meeting of the church members. Any person subject to such action shall be given a reasonable opportunity to appear and to oppose such dismissal both before the Worship Committee votes its recommendation and also before the members of the church vote thereon; and
- e. a person whose membership has been inactive for three (3) years.
- f. A person whose membership has terminated does not have voting privileges.

#### E. Reactivating Membership

An inactive member who wishes to reactivate his or her membership should submit his/her name to the Worship Committee for approval to active membership. If approved, the membership is reinstated at the next regular church service.

## Article V - The Minister

### A. Responsibilities

This church values a trained and consecrated ministry. The minister shall have been ordained (or be in the process of ordination) and have, or be required to obtain, standing in the Northern California Nevada Conference, United Church of Christ.

The minister, in conjunction with the Worship Committee, shall ensure that the church holds a weekly scheduled worship service.

The minister shall have the responsibility of developing in the congregation a sense of Christian community where growth, caring and love for one another can take place.

The minister shall help guide the people of the church to gain a deeper understanding of God's purpose in their own lives and deepen their sense of compassion, of service and of justice for others.

The minister shall be an ex-officio member of the Church Council and all committees and lay ministries except for the Worship Committee. The minister shall be a true member of the Worship Committee with voting privileges.

In general, the minister shall have the day-to-day supervision of all church staff.

Decisions with respect to compensation, secondary benefits and other employment conditions, performance reviews, discipline, hiring and termination of church staff will be made in close consultation with members of the Human Resources Committee.

### B. Selection of a Minister

When a minister is to be selected for the church, a Ministerial Search Committee shall be selected to secure a minister and, when necessary, an Interim Ministerial Selection Committee shall be appointed to secure a minister during an interim period.

#### The Ministerial Search Committee

1. The committee shall consist of no less than seven (7) members and no more than nine (9) members, nominated by the Church Council and voted on at a regular or special meeting of the congregation, duly called for this purpose.

2. It shall be the responsibility of the Ministerial Search Committee to seek a candidate for the vacancy in the ministry. The Property & Finance Committee and the Church Council members shall make available reasonable funds for this committee to function effectively.
3. The committee, after seeking the guidance of God, shall in consultation with the Northern California Nevada Conference of the United Church of Christ take a survey of the congregation, provide a profile of the church based on the survey, write a position description and condition of call, make a canvass of available ministers and settle upon one candidate who in their judgment is worthy of being called to the ministry.
4. The Search Committee shall present to the members of the church, at a congregational meeting called for this purpose, the name of the candidate it recommends to fill the vacancy. It shall invite the candidate to come for two or three days to meet the membership of the church and become acquainted with the work of the various committees and lay ministries. The candidate shall lead a worship service including preaching a sermon.
5. The candidate shall be called using written ballots by a minimum of three-fourths (3/4) vote of those voting members, present and voting, at a duly called congregational meeting to call a minister. The candidate shall be notified of the outcome of the ballot within 48 hours.
6. In the call all terms and conditions of the relationship shall be stated as agreed between the candidate and the Ministerial Search Committee with the approval of the Human Resources Committee members. The minister, the church, the Golden Gate Association and the Northern California Nevada Conference executive who has worked with the Ministerial Search Committee shall each receive a copy of the call.

#### C. Conditions of Call

1. The minister shall be called for an indefinite period of time.
2. Upon his or her selection as minister, a written call agreement shall set forth the salary to be paid, health insurance, car allowance, housing arrangements, vacation time, study and/or sabbatical leaves. Copies of this call agreement shall be supplied to the minister, the Human Resources Committee members and the treasurer. A copy shall be available in the church files and with the conference office. The call agreement shall be reviewed annually by the minister and the Human Resources Committee.
3. The minister will confirm that he or she will abide by policies adopted by either the church or the Northern California Nevada Conference with respect to the ethical behavior of clergy.
4. When a minister has been called and has accepted the call, the Golden Gate Association shall be invited to call an Ecclesiastical Council for the purpose of installing the minister in accordance with established usage. A report of this service shall be signed by the moderator of the Golden Gate Association; copies shall be sent to the secretary of the Office for Church Life and Leadership. At the first opportunity the minister shall become a member of the church.

#### D. Worship, Sacrament and Other Services

1. A service of worship shall be held each Sunday, except when such services are suspended by the membership of the church or in an emergency, by the Worship Committee. The sacraments of baptism and communion as well as marriage and memorial services are to occur at times fixed by the minister in consultation with the concerned parties and/or the Worship Committee.
2. Other services of worship, prayer, music and study may be held as determined by the membership or by a committee of the church in consultation with the minister or by the minister alone.

#### E. Termination

1. In prayerful consideration and consultation with the conference, the church may at any time, by a three-quarters (3/4) vote of the members, present and voting at a meeting duly called for this purpose, terminate the call agreement with the minister.
2. Termination shall be effective immediately, unless the Council, by a majority vote, requests the minister to continue his/her duties and work for a period not to exceed thirty (30) days. In any

- case all compensation and benefits will be continued for 60 days after the congregation's vote to terminate.
3. If the minister resigns, he or she must give at least sixty (60) days written notice to the Church Council. Unless the Church Council and the minister agree otherwise in writing, the minister shall continue to fulfill the responsibilities listed above.
  4. In the event of allegations that the minister has engaged in serious misconduct, the church may, by a three-quarters (3/4) vote of the full membership of the Church Council, place the minister on administrative leave, pending an investigation of the allegations.
  5. In case of loss of ministerial standing of the minister, the relationship between the minister and the church shall cease immediately.
  6. A notice of termination shall be sent by the Church Council to the Northern California Nevada Conference of the United Church of Christ.

## **Article VI - The Interim Minister**

The interim minister shall be selected by the Interim Minister Selection Committee. This committee shall consist of five (5) members appointed by the Church Council to find an interim minister for a vacancy during the Ministerial Search Committee's activities. The interim minister will not be eligible for consideration as a ministerial candidate by the Ministerial Search Committee. In the event the interim minister should resign, he or she may not be considered as a ministerial candidate.

The duties, terms and conditions of employment of the interim minister shall be drawn up by the Human Resources Committee members and the chairperson of the Interim Minister Selection Committee. The employment call agreement with the interim minister shall be signed by the chairperson of the Interim Minister Selection Committee, the moderator, the treasurer and the interim minister.

## **Article VII - Officers of the Church**

All officers must be active members of the church. The church shall have the following officers:

### **A. The Moderator**

1. The moderator shall be elected at the December congregational meeting for a term of one (1) year and shall serve not more than two (2) consecutive terms.
2. The moderator is the lay leader of the congregation. In addition to such other duties as are described in other provisions of these Bylaws, the moderator has the duty to:
  - a. coordinate the functioning of the various committees and lay ministries;
  - b. serve as the official representative of the church;
  - c. serve as the chairperson of all meetings of the Church Council and all meetings of the congregation;
  - d. prepare, publicize and/or distribute, as required, the notices and agenda for the meetings of the Church Council and general or special meetings of the congregation.

### **B. The Vice Moderator**

1. The vice moderator, in consultation with the outgoing moderator and the minister shall select an incoming vice moderator for election by the congregation.
2. The vice moderator shall be elected at the December congregational meeting for a term of one (1) year and shall serve not more than two (2) consecutive terms.
3. The vice moderator shall perform duties as delegated by the moderator.
4. The vice moderator shall preside at Church Council and congregational meetings in the absence of the moderator.
5. In the event the moderator cannot fulfill the responsibilities of his or her office, the

vice moderator will assume such responsibilities.

C. The Treasurer

1. The treasurer shall be elected at the December congregational meeting for a term of one (1) year and shall be eligible for re-election for up to three (3) consecutive terms.
2. The treasurer shall be:
  - a. responsible for keeping a set of books recording all assets, liabilities, income and expenses of the church;
  - b. responsible for the payment of principal, interest and charges on loans and/or credit facilities of the church;
  - c. a voting member of the Property & Finance Committee and report on a monthly basis to the Church Council and the Property & Finance Committee on the financial affairs of the church including, but not limited to, a full report of the church's income and expenses for the previous month and the year to date;
  - d. authorized to sign checks up to an amount determined by the Property & Finance Committee.
  - e. responsible for sending to each pledger a statement of payments made at least two times a year.
3. The treasurer shall nominate a member of the church to serve as assistant treasurer. The assistant treasurer shall be elected at the December congregational meeting for a term of one year and shall be eligible for reelection for up to 3 consecutive terms. The assistant treasurer's duties are:
  - a. assist the treasurer as needed;
  - b. operate as treasurer in his or her absence;
  - c. have the authority to sign checks up to an amount, as determined by the Property & Finance Committee.
  - d. keep a record of the annual pledges made to the church and the payments received thereon;

D. The Secretary

1. The secretary shall be elected at the December congregational meeting for a term of one (1) year and shall be eligible for re-election for up to three (3) consecutive terms.
2. The secretary shall:
  - a. in coordination with the moderator, ensure that proper notice is given of all meetings of the Church Council and of the congregation as required by these Bylaws;
  - b. record the minutes of the meetings of the Church Council and the meetings of the congregation;
  - c. in coordination with the Worship Committee, keep an up to date register of the active and associate members of the church together with their reception and removal;
  - d. ensure that the dates of all births, baptisms, confirmations, marriages and deaths are recorded and any and all legal documents and historical records of the church are preserved;
  - e. verify that all church records including membership rolls, baptisms and marriages occurring in the church as well as funeral and memorial services conducted in the church are safeguarded and cared for;
  - f. submit an annual report of all active and associate members, including members received, removed, baptisms, marriages and deaths;
  - g. keep and maintain the official records of the church, including a current copy of the Bylaws, and any policies and procedures.

## Article VIII - The Church Council

### A. Membership

The Church Council shall consist of the moderator, the vice moderator, the treasurer, the secretary and five (5) members at large. All of these people shall be active members. Any member of Church Council who serves for 4 consecutive years shall then be ineligible to be a member of Church Council for a period of one year.

Five (5) members at large shall be elected to the Church Council at the December congregational meeting to serve a term of one (1) year and shall be eligible for re-election for up to four (4) consecutive terms. Members at large shall perform the duties as delegated by the moderator or as agreed upon by the Church Council. Each member of the Council shall exercise a concern for the work of the church as a whole.

### B. Function

The Church Council is the governing body of the church and shall act in all legal matters with respect to the affairs of the church. The Church Council may delegate the authority to act in specific legal matters to the Property & Finance Committee, but not matters involving the church's indebtedness or call agreement. In ministering to the needs of its members and the community, it shall transact business and set policies and procedures which will reflect the purposes and goals of the church, the terms of these Bylaws as well as the provisions provided by state or federal laws and regulations.

The Church Council members shall also concern themselves with the current health, vitality, and viability of the congregation, as well as these and other longer term factors affecting the church's future growth and sustainability. It shall also monitor the health of the relationships with ongoing tenants and initiate programs to maintain those relationships.

The Church Council shall:

1. Direct, coordinate and facilitate the programs and activities of the church committees and lay ministries and receive periodic reports from them; reconcile differences between church committees and groups;
2. appoint or approve all new permanent and/or ad hoc committees as needed;
3. appoint the Interim Minister Selection Committee;
4. receive monthly reports from the Property and Finance Committee and the treasurer and from any other committees as required and take appropriate action as needed;
5. identify and appoint delegates and alternates to represent the church at meetings of the Northern California Nevada Conference of the UCC and ensure that delegates present a report to the congregation shortly after their attendance at any such meeting;
6. appoint from among its members a liaison person for each committee or lay ministry of the church. The liaison persons will have responsibility for maintaining effective and ongoing communication with the committees or lay ministries assigned to them; and shall report plans and activities of their assigned committees or lay ministries to Council on a regular basis at Council's monthly meetings;
7. approve and calendar all fund raising efforts, appeals, and requests for contributions, except those delegated to the Stewardship Committee.
8. authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument on behalf of the church. Unless authorized by the Council or provided for elsewhere in these bylaws, no officer, agent, or employee shall have the authority to bind the church by any contract or agreement.
9. in addition to the treasurer and assistant treasurer, designate the person or persons who may sign or endorse checks or other evidences of indebtedness on behalf of or payable to the church.

Decisions to buy, sell, mortgage or grant options on the real property of the church shall require the approval of the church members by two thirds (2/3) vote of those present and voting in a

congregational meeting duly called for this purpose after being approved by the Property & Finance Committee and the Church Council.

### C. Meetings and Quorum

The Church Council shall meet at least ten (10) times per year and at such other times as the minister, the moderator (or the vice moderator in the moderator's absence) may request. In addition, at least ten (10) members of the church may request a meeting of the Church Council in writing, stating in their written request the specific purpose of the meeting and/or the subject(s) for discussion. The secretary shall notify each Church Council Member in writing at least one week in advance.

A majority of the members of the Church Council shall constitute a quorum. Decisions shall be made by a majority of the Members in any meeting in which a quorum is present.

Church Council meetings are open to any and all church members. Members are welcome to attend Council meetings as individuals or as representatives of committees or lay ministries and to present discussion items to the Church Council.

## **Article IX - Committees and Lay Ministries**

Committees and lay ministries shall carry out the activities and programs of the church consistent with this church's covenant and mission statement. The responsibilities of each committee and lay ministry as stated in these Bylaws define but do not limit their duties.

Committee members shall be elected at the December congregational meeting for a specified term, and vacancies during the year may be filled with persons nominated by the Nominating Committee. Any member of a committee who wishes to resign shall promptly inform the chairperson of the relevant committee, who shall then notify the nominating committee chair of the vacancy. Although these Bylaws specify a number of members for each committee, each committee shall continue to be fully authorized to conduct its business, even though the full number of membership positions has not been elected or any vacancies filled.

No person shall serve on more than three (3) committees. All members of the Church Council, Property & Finance Committee, Endowment Fund Committee and Worship Committee shall be active members of the church.

Each committee shall:

1. adopt as its quorum the majority of the members elected to its committee;
2. elect a chairperson (who must be an active member), without which, the committee is not formally constituted, and other officers as needed;
3. submit an annual detailed budget request to the Property & Finance Committee;
4. report to the Church Council as often as determined between the respective chair persons and the moderator, but not less than two (2) times per year;
5. hold Committee meetings at least once each quarter.
6. appoint subcommittees as needed to do its work.

Each lay ministry shall:

1. elect a chairperson (who must be an active member) and other offices as needed;
2. submit an annual detailed budget request to the Property & Finance Committee if desired; and
3. report to the Church Council as often as determined between the respective chairperson and the moderator, but not less than two (2) times per year.

## A. Committees

### 1. Earth Care

#### a. Membership

The Earth Care Committee shall consist of at least three members, so elected that 1/3<sup>rd</sup> shall be elected each year. Members shall serve a 3-year term and shall not serve more than two consecutive terms.

#### b. Function

This Committee shall promote the active involvement of the church in expressing its Christian concerns for environmental protection, preservation and justice and to help to implement more sustainable living practices in the daily life of this church community, our personal lives and the world. Its responsibilities shall include, but not be limited to taking initiatives and providing guidance to:

- 1) take action to minimize our church's environmental footprint;
- 2) take individual action to live an earth caring life style;
- 3) support local, regional, national and global efforts to care for God's earth; and
- 4) proclaim our congregational commitment to sustainable life on earth.

### 2. Education

#### a. Membership

The Education Committee shall consist of four (4) to six (6) members, so elected that one half (1/2) shall be elected each year. Members shall serve a 2-year term and shall not serve more than two consecutive terms.

#### b. Function

The Education Committee shall:

- 1) organize educational programs and events for members and friends of the church in cooperation with the minister.
- 2) coordinate the Sunday School K-5 program.
- 3) coordinate and organize special projects and events such as Family Game Night and men's and women's retreats.

### 3. Endowment Fund

#### a. Membership, Meetings, Quorum

The Endowment Fund Committee shall consist of three members. At each December congregational meeting the congregation shall elect one member for a term of three years. No member shall serve more than two consecutive three year terms. After a lapse of one year, former committee members may be re-elected.

The committee shall elect from its membership a chairperson, a treasurer and a secretary. Any two of these officers shall be empowered, jointly, to sign checks and all other necessary documents on behalf of The First Congregational Church of Sonoma - Endowment Fund.

The committee shall meet at least quarterly, or more frequently as deemed by it in the best interest of the fund. The secretary shall keep complete minutes of all meetings and supply a copy thereof to each member of the committee and to the Church Council. A quorum shall consist of three members. Any motion or resolution shall be carried by unanimous vote. In the absence of a unanimous vote, the Church Council shall decide.

The committee shall report at least on a semi-annual basis to the Church Council and, at each annual meeting of the congregation, shall render a full and complete written account of the administration of the fund during the preceding year.

b. Function

It is the function of the Endowment Fund Committee to generate assets for and to retain and manage such assets of the Endowment Fund following policies and procedures outlined in a policy document to be developed by the Endowment Fund Committee and to be approved by the Church Council for that purpose. Only income from investments shall be distributed in accordance with the Plan of Operation approved by the congregation.

The committee shall administer the fund in accordance with the Resolution to Implement the Endowment Fund and the Plan of Operation both approved by the congregation in a meeting on December 8, 1996 - and attached hereto as Appendix A - as well as the provisions of these Bylaws.

Any amendment to the Resolution to Implement the Endowment Fund shall require a two-thirds vote of the members present at a congregational meeting duly called for the specific purpose of amending this resolution.

4. Hospitality

a. Membership

The Hospitality Committee shall consist of six (6) members, so elected that three shall be elected each year. Members shall serve a 2-year term and shall not serve more than two consecutive terms.

b. Function

This committee shall be responsible for coordinating the social, and hospitality activities of the church. The Hospitality Committee shall:

- 1) coordinate coffee hour after worship service and special recognition days in cooperation with individuals or groups requesting the event;
- 2) coordinate pot-luck lunches or dinners and special events in conjunction with the sponsoring committee or lay ministry.
- 3) coordinate receptions following a memorial service, with assistance as needed from the members of the congregation.

5. Human Resources

a. Membership

This committee shall consist of the moderator, one member of the Property & Finance Committee and one member of the Church Council or any other person appointed by the Church Council. Both the Church Council and the Property & Finance Committee shall appoint their respective representatives to the Human Resources Committee within their first two meetings in the new calendar year.

b. Meetings

The Committee shall meet as often as required, but no less than four (4) times per year. It is to be understood that verbal and written communications by or with this Committee will be strictly privileged and confidential. Minutes shall be confidential.

c. Responsibilities

The Committee shall:

- 1) review annually the employment call agreement of the minister with the church;
- 2) encourage the minister to participate in continuing education programs and in taking sabbatical leave;

- 3) provide counsel to the minister on all matters related to the hiring, termination, annual performance reviews, compensation and secondary benefits issues with respect to all church staff;
- 4) conduct an annual review of the church's staffing needs and report any recommended changes to the Church Council; and
- 5) provide annual budget recommendations to the Property and Finance Committee concerning compensation for church staff and independent contractors.

6. Nominating

a. Membership

The Nominating Committee shall consist of four (4) to six (6) members, so elected that one half (1/2) shall be elected each year. Members shall serve a 2-year term and shall not serve more than two consecutive terms.

b. Function

This committee shall be responsible for filling the positions which will become vacant in the Church Council and the Committees. The Nominating Committee shall:

- 1) nominate a slate of candidates, to fill positions for officers and committees which will become vacant, for election during the December Congregational Meeting;
- 2) recommend candidates for election by the Church Council to fill a vacancy which occurs between December congregational meetings;
- 3) develop, review, keep current and distribute, as desirable, an inventory of the church's human resources called Time & Talent sheets;
- 4) utilize the Time & Talent sheets, as well as suggestions from the minister, the moderator and the committee chairpersons to identify and recruit candidates; and
- 5) Speak with new members about service in the church.

7. Social Action

a. Membership

The Social Action Committee shall consist of four (4) to six (6) members, so elected that half (1/2) shall be elected each year. Members shall serve a 2-year term and shall not serve more than two consecutive terms.

b. Function

This committee shall promote the involvement of the church in expressing its Christian concerns for the community and the world. The Social Action Committee shall:

- 1) inform the congregation regarding current social issues and provide guidance for and encourage action on such issues, in accordance with Appendix D of these Bylaws;
- 2) keep the congregation informed about and seek to increase support for the broader social service work of the church, such as conference priorities, the work and needs of the boards of World and Homeland Ministries, projects of OCWM (Our Church's Wider Mission) and the interfaith ministries of this community.
- 3) evaluate local and other organizations based on the benefit they provide to the community and select those that best reflect the church's values and mission for support.
- 4) disburse grants to organizations and ministries from funds allocated for that purpose in the church's budget.

8. Ministerial Relations

a. Membership

On an annual basis, the minister shall submit the names of at least eight (8) members of the church to the Church Council as proposed members of the Ministerial Relations

Committee. The Church Council shall appoint not less than four (4) nor more than six (6) members from this list who are willing and able to serve on the Ministerial Relations Committee. Members shall serve on the committee for a term of one (1) year and shall be eligible for re-appointment for up to three (3) consecutive terms. Members who have served three (3) consecutive years will be eligible to serve again when at least one (1) year has passed since their last service on the committee.

b. Function

The purpose of this committee is to support and maintain an open and healthy relationship between the minister and the members of the church. The committee serves as an advisory group to the minister and as support for the minister's leadership. The Ministerial Relations Committee shall:

- 1) serve as a sounding board for the minister as well as members of the congregation and church staff to discuss substantial and/or sensitive issues in the life of the church;
- 2) keep the minister and members of the congregation and church staff advised about conditions in the congregation, particularly in situations in which these may affect their individual roles and relationships;
- 3) provide a framework in which conflict can be dealt with creatively and constructively; and
- 4) encourage the minister to participate in continuing education programs and in taking sabbatical leave.

c. Meeting and Reporting

This committee shall meet at least quarterly and more frequently at the request of the minister or committee member(s). The committee will notify the congregation of each of its upcoming quarterly meetings, so that church members can inform committee members of ideas or issues they want the committee to consider. No less than once a year, the committee shall inform the church of its general activities, while also protecting the confidentiality of its discussions.

9. Property & Finance

a. Membership

This committee shall consist of nine (9) members, including the treasurer, so elected that four or five shall be elected each year. Members shall serve a 2-year term and shall not serve more than two consecutive terms.

b. Function

The Property & Finance Committee shall:

- 1) oversee the collection of all revenues and oversee the disbursement of expenses consistent with the approved budget of the church including contracting for services;
- 2) prepare the annual budget for review by the Church Council and approval by the congregation during a congregational meeting, duly called for this purpose;
- 3) review the written monthly report from the treasurer;
- 4) negotiate, sign and review all leases related to church property;
- 5) supervise the management and coordination of all rental, maintenance and upkeep related activities for Burlingame Hall;
- 6) arrange for and review an annual financial review of the financial records of the church. The written report of such review is to be included in the Annual Report of this committee to the congregation;

- 7) develop new projects to increase income, improve and expand income collection procedures and improve and upgrade budget development and financial reporting systems;
- 8) oversee the maintenance and upkeep of the church's buildings and grounds; the committee shall develop and follow guidelines for the use of the buildings and grounds.
- 9) arrange for and keep current the appropriate property and liability insurance.
- 10) oversee collection of all offerings and other monies received by the church and keep a record of such receipts.
- 11) request and receive approval of the Church Council before announcing or conducting any fund-raising activities or requests for contributions in cash or in kind.

#### 10. Stewardship

##### a. Membership

The Stewardship Committee shall consist of three members, so elected that one-third (1/3) shall be elected each year. Members shall serve one three (3) year term, after which they are not eligible for reelection until one year has passed.

##### b. Function

This committee shall be responsible for encouraging the congregation's faithful stewardship of all of its individual and communal resources, including time, talents, and money. The Stewardship Committee shall:

- 1) conduct the annual stewardship campaign to raise the monies needed to operate the church and to carry out its ministry;
- 2) maintain the presence of, and the need for, stewardship throughout the year by means of verbal or written communication to the congregation including new members as they join throughout the year.

#### 11. Worship

##### a. Membership

The Worship Committee shall consist of six (6) members, so elected that one-third (1/3) shall be elected each year. Members shall serve one three (3) year term, after which they are not eligible for reelection until one year has passed.

##### b. Function

This committee shall assist and support the minister in the spiritual affairs of the church. The Worship Committee shall:

- 1) assist with the worship service by arranging for ushers, greeters, flowers, liturgists, all aspects of worship and, as needed, guest preachers;
- 2) assist the minister in the serving of communion at least six (6) times per year;
- 3) coordinate church membership related matters (see also Article IV) and review the membership rolls at least annually; and
- 4) order plaques at the back of the church honoring those members who have passed away.
- 5) oversee decisions affecting the interior of the sanctuary and any items to be added or removed therein.

#### B. Lay Ministries

At the initiative of members of the congregation or the Church Council, Lay Ministries may be formed to carry out programs that are consistent with this church's covenant, mission statement,

and any policies or guidelines approved by Church Council. Such Lay Ministries shall not be formally elected.

Lay Ministries shall coordinate their function, programs and activities with the Church Council, to which they will report periodically - but at least once every six months - on activities and plans made.

All Lay Ministries may submit an annual expense budget request, or any interim request for non-budgeted expense disbursement, to the Property & Finance Committee.

These Lay Ministries may include, but are not limited to: Women's Fellowship; Caring Friends; and Circles of Eight.

## **Article X - Business Meetings of the Congregation**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the meetings of the Congregation, the Church Council and the Committees of the Church in all cases to which they are applicable provided that they are not inconsistent with these Bylaws.

### **A. Annual Meeting of the Congregation**

There shall be an annual meeting within one month of the close of the church's fiscal year on December 31st. The time, place and agenda for such a meeting shall be determined by the Church Council.

### **B. Special Meetings**

A special meeting of the congregation may be called by:

1. the moderator
2. the minister
3. a petition to the Church Council, signed by twenty (20) active members

### **C. Notification of Congregational Meetings**

Active and associate members must be provided at least two (2) weeks written notice of each congregational meeting, providing the time, place and agenda of the meeting. The notice of the meeting shall be announced during the two (2) Sunday services prior to the meeting. In addition, written notice must be provided to active and associate members at least two (2) weeks before the date of the meeting in any one of the following ways:

1. in writing, after a church service, with receipt acknowledged
2. by US Mail
3. or via email to those members who have provided written requests to the secretary of the Church Council, in advance of the required two-week notice period.

### **D. Quorum and Decision Making**

A quorum shall consist of the active members present at a duly called meeting of the congregation. Unless otherwise specified in these Bylaws, decisions shall be made by a two-thirds (2/3) majority vote of the members present and voting.

## **Article XI - Amendments**

These Bylaws may be amended at any Annual or special meeting of the congregation, duly called specifically for that purpose, by a two-thirds (2/3) vote of the members present and voting, provided that the proposed amendment was submitted to the members for their review, together with the call for the meeting, at least two (2) weeks prior to the meeting.

## Article XII - Not-For-Profit Purpose

The First Congregational Church of Sonoma is not organized, nor shall it be operated, for pecuniary gain or profit. The church does not contemplate the distribution of gains, profits or dividends to the members of the church and is organized solely for non-profit purposes. The property, net assets, profits and net income of this church are irrevocably dedicated to religious, charitable, scientific and /or hospital purposes and no part of the profits or net income of this church shall ever inure to the benefit of any trustee, officer or member of this church or to the benefit of any private shareholder or individual.

## Article XIII - Dissolution

Upon the dissolution or winding up of the affairs of this church, all of its assets remaining after payment of, or provision for payment of, all debts and liabilities of the church, shall be distributed to the Northern California Nevada Conference of the United Church of Christ, provided that said conference shall at such time be duly qualified as a non-profit fund, foundation or corporation which is organized and operated exclusively for religious, charitable, scientific and/or hospital purposes, shall have established its tax exempt status under Section 23701 (d) of the Revenue and Taxation Code and/or Section 501 (c) (3) of the Internal Revenue Code or such other provisions of law effective at the time of dissolution governing such qualifications and status. In the event that said conference does not so qualify, then upon the dissolution or winding up of the affairs of this church, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the church, shall be distributed to any non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, religious, scientific and/or hospital purposes and which has established its tax exempt status under any of the foregoing sections or provisions of law.

If this church holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of Sonoma County, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

The Church Council shall act as the legal agent of the church.

Signing officers shall be the moderator, the treasurer and the chairperson of the Property & Finance Committee.

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## Appendix A - Resolution to Implement the Endowment

*to Revised and Amended Bylaws October 7, 2001; Article IX.A.9.b*

**Whereas** Christian stewardship involves the faithful management of all gifts God has given to humankind – time, talents, the created world and money, including accumulated assets; and

**Whereas** Christians can give to the work of the church through bequests in wills, charitable remainder and other trusts, charitable gift annuities, assignment of life insurance and transfer of property such as cash, stocks, bonds, real estate etc.; and

**Whereas** it is the desire of the congregation to encourage, receive and administer these gifts in a manner consistent with the loyalty and devotion to their Lord expressed by the grantors and in accord with the policies of this congregation:

**Therefore be it resolved**, that this congregation, in a meeting on December 8, 1996 approve and establish on the records of the church a new and separate fund to be known as the “First Congregational Church of Sonoma – Endowment Fund” (hereafter called the “Fund”);

**Be it further resolved**, that the purpose of this Fund is to enhance ministerial programs and mission outreach as well as to fund capital improvements apart from the general operating budget of the First Congregational Church of Sonoma; that no portion of the income generated by the Fund shall be used for the annual operating expenses of the church; that, all principal amounts be retained in the Fund and that only the income from Fund assets be expended; that only in specific, temporary, financially difficult circumstances, this congregation, by action adopted by a two-thirds vote of the members present at a congregational meeting duly called for this specific purpose, may approve the use of a portion of the Fund income for its own operating budget; and that Restricted gifts for purposes other than the Endowment Fund are not accepted by this committee.

**Be it further resolved**, that the by-laws of the congregation be amended by incorporating the following statement: “An Endowment Fund, whose purpose, governance and operational procedures shall be defined by special resolution adopted by the congregation, shall be established”;

**Be it further resolved**, that the Endowment Fund Committee (hereafter called the “Committee”) shall be the custodian of the Fund;

**Be it further resolved**, that the following Plan of Operation set forth the administration and management of the Fund.

### **Plan of Operation**

#### **The Committee**

The Committee shall consist of three members all of whom shall be voting members of the First Congregational Church of Sonoma. Except as herein limited, the term of each member shall be three years. Upon adoption of this resolution by the congregation, it shall elect members of the Committee; one for the term of three years; one for the term of two years; and one for the term of one year. Thereafter, at each annual meeting the congregation shall elect one member for a term of three years. No member shall serve more than two consecutive three year terms. After a lapse of one year, former Committee members may be re-elected. The Church Council shall nominate candidate Committee members for election by the congregation. In the event of a vacancy, or to replace an inactive member, on the Committee, the Committee shall appoint a member with the approval of the Church Council to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the remaining term of the vacancy.

The Committee shall elect from its membership a chairperson, a treasurer and a secretary. Any two of these officers shall be empowered, jointly, to sign checks and all other necessary documents on behalf of the First Congregational Church of Sonoma – Endowment Fund.

The Committee shall meet at least quarterly, or more frequently as deemed by it in the best interest of the Fund. The secretary shall keep complete minutes of all meetings and supply a copy thereof to each member of the Committee and to the Church Council.

A quorum shall consist of three members. Any motion or resolution shall be carried by unanimous vote. In the absence of a unanimous vote, the Church Council shall decide.

### **Distribution of Income**

Income generated from the investments of the Fund shall be distributed only when the initial total Fund assets from gifts and bequests shall have reached an amount of \$20,000.

Thereafter, income from the Fund's investments shall be distributed periodically as deemed necessary and shall be used only for the following purposes:

- for the development of new, or the enhancement of existing programs of the First Congregational Church of Sonoma;
- for outreach in the community;
- for building and grounds improvements or the reduction of debt related thereto;
- for the wider mission of the church at home and overseas.

Over a 5 to 7 year period, the Fund will allocate approximately 10% of its distributions to the wider mission of the church and the balance in three approximately equal portions to the other three abovementioned purposes.

The Committee shall consider all proposals for distribution of income under this plan, and make its recommendation for distribution to the Property and Finance Committee for approval.

**Be it further resolved**, that any amendments to this resolution, which will change, amend or alter the purpose for which the Fund is established, shall be adopted by a two-thirds vote of the members present at a congregational meeting duly called for the specific purpose of amending this resolution.

The Committee shall report at least on a semi-annual basis to the Church Council and, at each annual meeting of the congregation, shall render a full and complete audited account of the administration of the Fund during the preceding year. The financial statements of the Fund shall be prepared in accordance with generally accepted accounting standards.

The Committee may request other members of the congregation to serve as advisory members. The Committee may, at the expense of the Endowment Fund, provide for professional consultants on investment, legal or tax matters as it deems to be in the best interest of the Fund.

### **Investment Policy**

All assets are to be held in the name of the "First Congregational Church of Sonoma – Endowment Fund."

An investment policy, outlining investment policies and procedures will be submitted to the Church Council for approval, initially after the adoption of this resolution and annually thereafter.

Decisions which shall be consistent with the approved investment policy, to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes or other securities, real estate or other properties, as in their judgment and discretion they deem wise and prudent, are to be made by the Committee.

Members of the Committee shall not be liable for any losses which may be incurred in investments or other assets of the Fund except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each Committee member shall be liable only for his/her own willful misconduct or negligence and shall not be liable for the acts or omissions of any other member. Committee members shall refrain from engaging in any transaction with the Fund in which he/she has a direct or indirect financial interest and shall avoid any possible conflict between their personal and the Fund's best interest.

**Be it further resolved**, that in the event the First Congregational Church of Sonoma ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be at the discretion of the Church Council in conformity with the approved congregational constitution and in consultation with the denominational staff to which this congregation belongs at such time.

This resolution, recommended by the Property and Finance Committee and approved by the congregation at a duly called meeting on December 8, 1996 is hereby adopted.

Dated this 8<sup>th</sup> day of December, 1996

## **Appendix B - Open and Affirming Statement**

*Adopted November 11, 2001*

As a diverse body of believers seeking to live in the light and image of God in Christ, we affirm:

- That every person has worth as a special and unique creation made in God's image.
- That in the spirit of love, openness, and inclusiveness we welcome people of every age, economic status, ethnicity, gender, mental and physical ability, nationality, race, religious background and sexual orientation to participate fully in all aspects of our church's life and ministry.
- That as agents of reconciliation and wholeness, we embrace justice and seek to support all who suffer discrimination or who are disenfranchised from the religious community and society at large.
- That we will continue our efforts to comprehend and appreciate more fully our different gifts.
- Through grace, may our love for God and our neighbors flourish.

## **Appendix C - Earth Care Covenant**

*Adopted December 9, 2007*

We, the First Congregational Church of Sonoma, United Church of Christ, proclaim our love for God's Creation and profess our belief that the Earth and all its life forms are an interconnected part of the sacred Web of Life.

We therefore covenant together to join in the great work of healing, preservation and justice as we strive to reduce our individual and collective adverse impact on the environment and to repair the damage that has been done to God's Earth. In worship and church life we will express our appreciation and give praise for the Earth and all its forms of life.

We make this covenant in the hope and faith that through our work we will be able to help improve and sustain the health of the land, air and water for the benefit of all current and future inhabitants of this Planet.

## **Appendix D - Discernment Process for Public Stands on Social Justice Issues**

*Adopted June 7, 2015*

In keeping with our mission: “to live out the teachings of Jesus Christ, seeking peace and justice for all”, we are often called to move beyond informing and educating ourselves on important issues to group action. Such actions, if they are to be made in the name of our church, are determined by a vote of the members.

- We acknowledge that decisions to take public stands for social justice in the world must be made with humility and love.
- We consider that our opinion on the rightness of an action depends on our ability to see a situation from different perspectives and our openness to more thoroughly understand an issue.
- We know that no matter how valid our cause, denying the humanity of those on opposing sides and casting their position as evil adds aggression and violence to the planet and does not serve the cause of peace.
- We understand that our congregation of diverse members also has a diversity of opinions and that the power of collective action comes from discernment that is conducted with mutual respect and trust.

Therefore with this amendment, we the members of the First Congregational Church of Sonoma are adopting a process whereby our values on issues of peace and justice can be developed into effective and compassionate action.

Guidelines for the discernment process have been reviewed and accepted by a vote of the members of this congregation on June 7, 2015. Copies are available from members of the Social Action Committee, the Church Council, or from the Church office.

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