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# Bylaws

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of the First Congregational  
Church of Sonoma, UCC

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*Adopted January 28, 2024*

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# FCC Bylaws

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**Bylaws of**  
**First Congregational Church of Sonoma**  
**United Church of Christ**  
252 West Spain Street, Sonoma, CA 95476  
Adopted January 28, 2024

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## **Article I - Name**

The name of this church is 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 our Articles of Incorporation.

In carrying out our purposes, the church shall endeavor to maintain the historical congregational practices of a free church:

the power to adopt its own basis of membership;

- the power to select and call its own Minister or Ministers;
- the right to own and control its own property;
- the freedom to phrase its own covenant of membership and to make such statement of faith as it thinks best; and
- the privilege of determining its own interpretation and observation of the sacraments.

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 III - Covenant and Faith Statement**

**Covenant** – We covenant together to open heartedly serve and be respectful of our congregation, broader community, and Earth. We agree to engage the challenges of journeying with one another to embody the teachings of Jesus.

**Faith Statement** – We are a community of Christians who:

- ✚ Believe that following the way and teachings of Jesus can lead to experiencing sacredness, wholeness, and unity of all life, even as we recognize that the Spirit moves in beneficial ways in many faith traditions.
- ✚ Seek community that is inclusive of all people, honoring differences in theological perspective, age, race, sexual orientation, gender identity/expression, class, or ability.
- ✚ Strive for peace and justice among all people, knowing that behaving with compassion and selfless love towards one another is the fullest expression of what we believe.
- ✚ Embrace the insights of contemporary science and strive to protect Earth and ensure its integrity and sustainability.
- ✚ Commit to a path of lifelong learning, believing there is more value in questioning than in absolutes.

(source: ProgressiveChristianity.org)

## **Article IV – Open and Affirming Covenant**

As a diverse body of believers seeking to live in the light and image of God in Christ, and acknowledging the ever-changing world around us, 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 all sexual orientations, gender identities and gender expressions to participate fully in all aspects of our church’s life and ministry;
- that our welcome extends to full participation in all aspects of our church’s life and ministry: in leadership, governance, and education; and all sacraments and rites including but not limited to baptism, confirmation, communion, and marriage;
- 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 Council and members commit to regular review of our Open and Affirming Covenant as it relates to all aspects of the life of the First Congregational Church of Sonoma, and annually reaffirm this welcoming statement as part of the Annual Report and an agenda item at the Annual Meeting; and
- 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.

## **Article V - Earth Care Covenant**

We covenant together to join in the great work to heal, preserve, and seek justice as we strive to restore the health and balance of our one beautiful World.

We proclaim our love for God's Creation, professing through sacred ritual and everyday living our belief that Earth, in all her life forms, is an interconnected part of the Web of Life.

## **Article VI – Membership**

- A. There are no prerequisites for membership in our church. Visitors who have taken an interest in becoming a part of this Christian fellowship and consider themselves able to participate in the life of our congregation are welcomed into membership. While one’s beliefs will never be used as a litmus test for belonging, it is our strong hope that each new member will share our collective values: unity, justice, and peace.

It is through regular attendance in congregational activities that one becomes part of the sacred web of community. Each member is valued for the gifts they bring and share. Participation, stewardship, and support of the ministries of our congregation are the cornerstones of membership.

Members who are active or retired UCC clergy are required to abide by The Ordained Minister’s Code of the United Church of Christ and are required to be in good standing. Otherwise, they will not be invited to administer communion, baptism, or preach.

- B. Reception of Members

Persons may become members by entering into the covenant set forth above in Article

III B. through any one of the following means:

1. letter of transfer from another church;
2. affirmation of membership during a church service;
3. confirmation of youth & young adults; and

4. reactivation from a revoked status to full membership by the Pastoral Relations Team.

C. Types of Membership

1. Active Members - Those who have chosen to share in the spirit and attitude of the church covenant to participate in the life and the programs of the church, and contribute financially on a regular basis, as able. Active members shall have voting privileges.
2. Non-Active Members - Those who are members but who for good and sufficient reason no longer contribute to the life of the church on a regular basis. Non-active members have voting privileges.

D. Revocation of Membership

A church member may have their membership revoked in the following ways:

1. by request of the member in writing;
2. by the Pastoral Relations Team who 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 have their membership revoked. Before such action may be taken, the Pastoral Relations Team shall first have contacted the member through personal visit, conversation, and/or letter seeking to restore them to active participation in the life of the church;
3. 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 Pastoral Relations Team and shall have been voted by a two-thirds (2/3) vote of the Council. Any person subject to such action shall be given a reasonable opportunity to appear and to oppose such dismissal both before the Pastoral Relations Team votes its recommendation and also before the members of the Council vote; or
4. upon death.

A person whose membership has been revoked does not have voting privileges.

E. Reactivating Membership

A former member who wishes to reactivate their membership should submit their name to the Pastoral Relations Team for approval to active membership. If approved, the membership is reinstated at the next regular church service.

## Article VII - Officers of the Church

All officers must be active members of the church. Officers will be elected at the December Congregational Meeting for a term of one year. Each Officer has one vote on Council unless otherwise stated. In addition to the following responsibilities, the Officers of the church will also serve on both the HR and Finance Teams.

A. Moderator

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:

1. coordinate the functioning of the various Teams;
2. serve as the official representative of the church;
3. serve as the chairperson of all meetings of Council and all meetings of the congregation;
4. 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. Vice Moderator

The Vice Moderator shall:

1. perform duties as delegated by the Moderator.
2. preside at Church Council and congregational meetings in the absence of the Moderator.
3. fulfill the responsibilities of the Moderator in the event that the Moderator cannot fulfill their duties; and

4. in consultation with the outgoing Moderator and the Minister select an incoming Vice Moderator for election by the congregation.

#### C. Treasurer

The Treasurer shall:

1. keep records of all assets, liabilities, income and expenses of the church;
2. make payments of principal, interest and charges on loans and/or credit facilities of the church;
3. report on a monthly basis to the Church Council 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;
4. sign checks up to an amount determined by the Finance Team;
5. keep a record of the annual pledges made to the church and the payments received thereon, send to each pledger a statement of payments made at least two times a year; and
6. nominate a member of the church to serve as Assistant Treasurer.

#### D. Assistant Treasurer

The Assistant Treasurer shall:

1. assist the Treasurer as needed;
2. operate as Treasurer in their absence;
3. have authority to sign checks up to an amount, as determined by the Finance Team; and
4. keep a record of the annual pledges made to the church and the payments received thereon.

The Assistant Treasurer has one vote on Council only when the Treasurer is absent.

#### E. Secretary

The Secretary shall:

1. ensure that proper notice is given of all meetings of the Church Council and of the congregation as required by these Bylaws;
2. record the minutes of the meetings of the Church Council and the meetings of the congregation;
3. keep an up to date register of the active and non-active members of the church together with their reception and removal;
4. submit an annual report of all members, including members received, removed, baptisms, marriages and deaths; and
5. keep and maintain the official records of the church, including a current copy of the Bylaws, policies and procedures, and all meeting minutes.

## Article VIII - Church Council

#### A. Membership

Church Council shall consist of the Moderator, the Vice Moderator, the Treasurer, the Secretary, the Team Leaders, and one optional youth/young adult member-at-large, appointed by Council. All Council members shall be active members of the church and have one vote on Council. Each member of the Council shall exercise a concern for the work of the church as a whole.

The Minister is also a member of Church Council but does not have voting rights.

#### B. Function

Church Council is the governing body of the church and shall act in all legal matters with respect to the affairs of the church. Church Council may delegate the authority to act in specific legal matters to the Finance Team, 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 that reflect the purposes and goals of the church, the terms of these Bylaws, as well as the provisions provided by state and federal laws and regulations.

Church Council shall:

1. direct, coordinate, and facilitate the programs and activities of the church Teams;
2. reconcile differences within and between church Teams;
3. stand in supportive relationship with each other, fostering goodwill in a friendly and respectful manner;
4. appoint or approve all new permanent and/or ad hoc Teams as needed;
5. receive monthly reports from the Treasurer and from any other Teams as required and take appropriate action as needed;
6. approve and calendar all fund-raising efforts, appeals, and requests for contributions, except those delegated to the Stewardship Team;
7. 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;
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(s) who may sign or endorse checks or other evidences of indebtedness on behalf of or payable to the church;
10. appoint the Interim Minister Selection Team;
11. monitor the health of the relationships with ongoing tenants and initiate programs to maintain those relationships; and
12. 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.

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 Finance Team and the Church Council.

#### C. Meetings and Quorum

Church Council shall meet at least six (6) 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 special 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 Council Members in any meeting in which a quorum is present.

Church Council meetings are open to all church members. Members and invited guests are welcome to attend Council meetings and present discussion items or offer commentary to the Church Council at the discretion of the Moderator.

## **Article IX - Teams**

Team Leads must be members of the church and shall be elected at the December congregational meeting to serve for a one-year term. Vacancies during the year may be filled with persons nominated by the respective team and approved by Council. Team participants are not required to be church members.

Our Teams shall carry out the activities and programs of the church consistent with our Covenants and these Bylaws. The responsibilities of each Team, as stated below, define but do not limit their duties.

Our teams are:

1. Community Life
2. Earth Care
3. Property
4. Social Action
5. Spirit Life
6. Stewardship
7. Thrift Shop

Each Team shall:

- be represented on Council by a Team Leader or designated substitute;
- have one vote on Council;
- hold meetings at least once per quarter;
- maintain our Guidelines for FCC Teams: What We Do and How We Do It;
- build congregational engagement by actively inviting participation of others;
- appoint sub-teams as needed to do its work;
- obtain prior approval from the Property Team before making any alterations to buildings, pathways, landscape, signs, or any other campus changes;
- submit expense reimbursement request forms to the Treasurer in a timely manner;
- submit an annual budget request to the Finance Team; and
- submit an Annual Report of activities and projects for publication and distribution during our Annual Congregational Meeting in January.

### **1. Community Life**

The Community Life Team is responsible for organizing ways in which our congregants socialize and care for one another. These activities and events are intended to involve others to help support the life of our church community.

### **2. Earth Care**

The Earth Care Team strives to nourish deep interconnectivity with Spirit and Creation. They promote involvement with issues of earth justice and encourage our congregational life to remain in keeping with our Earth Care Covenant.

### **3. Property**

The Property Team oversees the maintenance and upkeep of all of the church's buildings and grounds. They will also manage the church's long-term lease agreements and serve as a liaison to our lessees.

### **4. Social Action**

The Social Action Team promotes the involvement of the congregation in issues of Justice through education, prayer, and action to engage issues concerning equality, and inclusion, of marginalized voices. They create and promote opportunities for expressing Christian solidarity with underrepresented peoples.



## **5. Spirit Life**

The Spirit Life Team, alongside the Pastor, is responsible for the spiritual affairs of the church. This spectrum includes Sunday services, adult spiritual development offerings, and child spiritual development offerings. The Pastor has full voting privileges on this Team.

## **6. Stewardship**

The Stewardship Team is responsible for encouraging the congregation's faithful stewardship of all of its individual and communal resources, including time, talents, and money.

## **7. Thrift Shop**

The Thrift Shop Team operates the church thrift shop by organizing the acceptance and processing of quality donations and running the retail store that sells them. The thrift shop serves as a church ministry in multiple ways: keeping items out of the landfill; providing outreach to members of our community; creating a loving and welcoming shopping experience; and raising money to support our church and local nonprofit groups.

## **Officers Teams**

Officers Teams meet from time to time to conduct specific work relating to the business of the church.

### **1. Human Resources**

The Human Resources Team will consist of the Moderator, Vice Moderator, Treasurer, Secretary, and one member of the Pastoral Relations Team.

This Team is responsible for the development, management, and implementation of all organizational aspects of the church. Verbal and written communications by or with this Team will be strictly privileged and confidential. Minutes will be confidential.

The Human Resources Team will:

- provide counsel to the Pastor on all matters related to the hiring, termination, annual performance reviews, compensation and secondary benefits issues with respect to all church staff;
- conduct an annual review of the church's staffing needs and report any recommended changes to the Church Council;
- provide annual budget recommendations to the Finance Team concerning compensation for church staff and any independent contractors;
- encourage the Pastor to participate in continuing education programs and in taking sabbatical leave; and
- annually review the Ministerial Call Agreement with the Pastor.

### **2. Finance**

The Finance Team consists of the Officers of the Church and the Minister. This Team will manage the financial aspects of the operations of our church to ensure that we are being good stewards of our resources. This will include management of the Endowment Fund assets and income distribution, keeping current the appropriate property and liability insurance, and preparing budget and other financial reports.

## **Advisory Team**

### **Pastoral Relations**

The Pastoral Relations Team consists of four (4) to six (6) members nominated by the Pastor and approved by Council. This Team will support and maintain an open and healthy relationship between the Pastor and the members of the church as envisioned in the Ministerial Call Agreement. The Team serves as an advisory group to Council and to the Pastor, and as support for the Pastor's leadership.

## **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 Teams 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**

Members of the church 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. Written notice must be provided 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 Church Council, in advance of the required two-week notice period.

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

A quorum shall consist of the 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 - Discernment Process for Public Stands on Social Justice Issues**

In keeping with our Faith Statement, "to strive for peace and justice among all people", 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, the members of the First Congregational Church of Sonoma have adopted a process whereby our values on issues of peace and justice can be developed into effective and compassionate action. Guidelines for the discernment process are available from members of the Social Action Team and are also in the Church office.

## Article XII - 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 Spirit Life Team, shall ensure that the church holds weekly scheduled Sunday services, to include the sacraments of baptism and communion when appropriate.

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 Teams, except for the Spirit Life Team. The Minister shall be a true member of the Spirit Life Team 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 Team.

### B. Selection of a Minister

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

1. This Team shall consist of no less than five (5) 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 Team to seek a candidate for the vacancy in the ministry. The Finance Team and the Church Council members shall make available reasonable funds for this Team to function effectively.
3. The Team, 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 Team 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 Teams. 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.

### C. Conditions of Call

1. Upon the selection of a Minister, a Call Agreement will be written stating all terms and conditions of the relationship as agreed between the candidate and the Ministerial Search Team, and with the approval of the Human Resources Team. The Minister, the church, the

- Golden Gate Association and the Northern California Nevada Conference executive who has worked with the Ministerial Search Team shall each receive a copy of the Call Agreement.
2. The 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 Team and the Treasurer. A copy shall be available in the church files and with the conference office.
  3. The Call Agreement shall be reviewed at least every three years by the Minister and the Human Resources Team.
  4. The Minister will confirm that they will abide by policies adopted by the Northern California Nevada Conference with respect to the ethical behavior of clergy.
  5. When a Minister has been called and has accepted the call, the Golden Gate Association shall be invited to preside over the installation of the new Minister to the congregation. 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.
  6. At the first opportunity the Minister shall become a member of the church.

#### D. Termination

1. In prayerful consideration and consultation with the Minister, the Church Council, and the Northern California Nevada 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, they 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 XIII - The Interim Minister**

The interim Minister shall be selected by the Interim Minister Selection Team. This Team shall consist of five (5) members appointed by the Church Council to find an interim Minister for a vacancy during the Ministerial Search Team's activities. The interim Minister will not be eligible for consideration as a Ministerial candidate by the Ministerial Search Team. In the event the interim Minister should resign, they 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 Team and the chairperson of the Interim Minister Selection Team. The employment Call Agreement with the interim Minister shall be signed by the chairperson of the Interim Minister Selection Team, the Moderator, the Treasurer and the Interim Minister.

## **Article XIV – Endowment Fund**

The purpose of the Endowment Fund is to enhance Ministerial programs and mission outreach as well as to fund 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.

### **Distribution of Income**

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.

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.

### **Investment Policy**

All assets are to be held in the name of the "First Congregational Church of Sonoma – Endowment Fund" and be in keeping with the values of the church.

An investment policy, outlining investment policies and procedures will be submitted to the Church Council annually.

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 Finance Team.

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.

## **Article XV - 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 XVI - 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 Secretary.

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