

FIRST

CONGREGATIONAL

CHURCH OF HUDSON

CHURCH BYLAWS

effective June 1, 2013

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BYLAWS

FIRST CONGREGATIONAL CHURCH OF HUDSON

ARTICLE I

WORSHIP AND SACRAMENTS

Service of Worship shall be held as determined by the Board of Deacons in consultation with the Senior Minister. The Sacrament of the Lord's Supper shall be celebrated a minimum of four times each year on such dates as the Board of Deacons in its discretion shall determine. The Sacrament of Baptism for adults and children shall be administered at such times as the Senior Minister or, in the Senior Minister's absence, the Board of Deacons, may arrange.

ARTICLE II

CONGREGATION

A. Governing Authority

The Congregation as a whole has the ultimate responsibility for the conduct of Church affairs. Consistent with this responsibility, the Congregation has the authority to act and direct its affairs as it sees fit as determined by a majority vote at a duly constituted Congregational meeting, providing that such action is not contrary to the provisions of the Church's Articles of Incorporation or these Bylaws. In order to facilitate the conduct of its affairs, the Congregation delegates to Church Council the responsibility of organizing and implementing a vigorous Church program and prudently directing the Church's affairs.

B. Membership

As stated in the Amended Articles of Incorporation, the First Congregational Church of Hudson will welcome into its membership those who propose to live a Christian life and subscribe to its doctrine and faith.

Regular Members shall be those who have met one of the following requirements:

1. Presentation of satisfactory letters of transfer from other Christian churches.
2. Reaffirmation of faith, if such letters of transfer are not available.
3. Confession of faith, previous Baptism being held as valid.
4. Confession of faith and Baptism and who have met the following requirements:
5. Have met with the Board of Deacons and have been approved by them.
6. Have publicly assented to the covenant of Worship and Service.
7. Have been received publicly by the Members of the Church or by the Deacons acting in their behalf.

The Regular Members shall have all voting rights and privileges as provided in these Bylaws acting through the voting authority of the Congregation as provided for herein.

C. Responsibility

The Congregation delegates to Church Council the full authority to act for the Congregation on any matter brought before it except for the following:

1. The right of the Congregation to direct or overrule the acts of Church Council or any subordinate Board or Committee;
2. The approval of the Church budget, and any non-budgeted expenditure for a specific purpose or project which will exceed 10% of the current annual budget;
3. The purchase, sale or lease of real property in the Church's name;
4. The borrowing of money or otherwise incurring any indebtedness in the Church's name;
5. The call and/or dismissal of the Senior Minister or Associate Ministers;
6. The election of Members of the Congregation as Church officers and Board members;
7. The right of the Congregation to act for the Church in its capacity as the member of The First Congregational Church of Hudson Endowment Fund but only with respect to an amendment of the Articles of Incorporation or Code of Regulations of The First Congregational Church of

Hudson Endowment Fund, the election of the Board of Trustees of The First Congregational Church of Hudson Endowment Fund or the approval of any distribution of the principal (but not the income) from The First Congregational Church of Hudson Endowment Fund.

D. Meetings

The Congregation shall meet in one annual meeting each year in June on such date as specified by Church Council for the approval and installation of Church officers and Board members, for acceptance of the annual report, for acceptance of the Board of Deacons' report on the official roll of Church membership, and for any other matters of business which may come before the Congregation. The Congregation also shall meet in January of each year on such date as specified by Church Council for the approval of the annual budget. Special meetings may be called by Church Council, or called pursuant to the written petition of any thirty (30) Members presented to the Moderator detailing therein the matter of business they wish to bring before the Congregation.

A notice of annual meeting date, and any other Congregational meeting, shall be mailed at least two (2) weeks prior to the date of the meeting to all of the Members of the Congregation on such mailing date. Such notice shall contain the matters of business to be brought before the Congregation at the meeting and the recommendation of Church Council pertaining thereto. A single notice mailed to the address of two (2) or more Members residing at the same address shall constitute compliance with this provision. Such notice shall be given by personal delivery, mail, facsimile, electronic mail, or other written media addressed to the Members at their respective addresses as they appear on the records of the Church; provided, however, that if facsimile or electronic mail notice is utilized, receipt must be confirmed. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at the address as it appears on the membership records of the Church with postage thereon paid.

A duly constituted Congregational meeting shall require a quorum of five percent (5%) of the total Members of the Church as of the meeting notice date. Non-members shall not be excluded from Congregational meetings; however, voting is restricted to Members.

Voting on all matters brought before a Congregational meeting shall be by a show of hands or, upon request, by written ballot. A majority affirmative vote of those present at a meeting will be required for a vote to carry, except that a two-thirds (2/3rds) vote of the Members present is required to:

1. Call or dismiss a Minister;
2. Amend the Bylaws (including by mail ballot);
3. Amend the Articles of Incorporation of The First Congregational Church of Hudson Endowment Fund;
4. Amend the Code of Regulations of The First Congregational Church of Hudson Endowment Fund; and
5. Approve any distribution of the principal (but not the income) of The First Congregational Church of Hudson Endowment Fund.

The Moderator, Moderator-Elect, Past-Moderator or Church Council delegate (in that order) shall preside at all Congregational meetings. The Clerk or Church Council delegate shall prepare and preserve minutes of acts at each meeting, certify to the Moderator the membership roll as of the notice date, and when so requested, attest to the membership status of any individual present.

All annual and special meetings of the Congregation and all Church Council meetings shall be conducted according to Roberts' Rules of Order.

ARTICLE III
CHURCH OFFICERS

A. Moderator

The Moderator shall be Chairperson of Church Council and shall be the presiding officer at all meetings of the Congregation. In the absence of the Moderator, the Moderator-Elect (or Past-Moderator) shall preside. The Moderator shall be a Member of the Church for at least three (3) years prior to taking office. The Moderator shall be elected by the Congregation for a two (2) year term and may be nominated for a second consecutive

term. Thereafter, the Moderator shall be ineligible for election to the office of Moderator for one (1) year. Normally, but not necessarily, the Moderator will have served a previous year as Moderator-Elect.

B. Moderator-Elect

The Moderator-Elect shall be a Member of the Church for at least three (3) years prior to taking office. The Moderator-Elect shall be elected by the Congregation for a one (1) year term and may be nominated for a second consecutive term. Thereafter, the Moderator-Elect shall be ineligible for election to the office of Moderator-Elect for one (1) year. The Moderator-Elect shall serve as a member of Church Council and shall assist in implementing the program of the Church. In the event the office of Moderator is vacated, the Moderator-Elect shall assume the Office of the Moderator.

C. Past Moderator

After the installation of the next Moderator, a Moderator will serve as Past-Moderator for a one (1) year term or until a Moderator-Elect is installed by the Congregation. The Past Moderator shall serve as a member of Church Council and shall assist in implementing the program of the Church. In the event the office of Moderator is vacated, and there is not a Moderator-Elect, the immediate Past Moderator shall assume the Office of the Moderator until a new Moderator is elected and installed.

D. Treasurer

The Treasurer shall be a Member of the Church for at least three (3) years prior to taking office. The Treasurer shall be elected by the Congregation for a two (2) year term, and may be nominated for three (3) consecutive terms. Thereafter, the Treasurer shall be ineligible for election to the office of Treasurer for one (1) year. The Treasurer shall serve as a member of Church Council and as a non-voting ex-officio member of the Finance Committee. The Treasurer shall have custody of all the official Church money and securities, including monies designated for the Mission program, gifts, endowments, and any special purpose funds which come under the jurisdiction of any official Church body, Board, or Committee. The Treasurer shall deposit or invest all monies in the manner designated by the Finance Committee or Investment Committee, as the case may be, and shall have the funds disbursed only for their designated use upon the presentation of valid bills or check requests which have been approved and properly authorized in the Church budget, or by the other provisions of the Bylaws pertaining to non-budgeted expenditures. The Treasurer, with the Finance Committee, shall see that adequate accounting records are kept of the Church financial transactions and shall have a monthly financial report prepared reflecting receipts, disbursements, and a budget comparison in a form which is acceptable to the Finance Committee. Copies of the report shall be distributed to all members of Church Council including the Clerk who will incorporate it into the Church records.

E. Assistant Treasurer

The Assistant Treasurer shall be a Member of the Church for at least three (3) years prior to taking office. The Assistant Treasurer shall be elected by the Congregation for a two (2) year term.

F. Clerk

The Clerk shall be a Member of the Church for at least three (3) years prior to taking office. The Clerk shall be elected by the Congregation for a two (2) year term and may be nominated for three (3) consecutive terms. Thereafter, the Clerk shall be ineligible for nomination to the office of Clerk for one (1) year.

Responsibilities:

1. Serve as a member of Church Council.
2. Maintain the official roll of Church membership with a full record of dates and mode of reception and removal of each member.
3. Issue and record letters of transfer to and from other churches under the direction of the Board of Deacons.
4. Maintain a full record of all baptisms and marriages.
5. Receive, record, and issue all official reports and communications pertaining to church affairs.
6. See that any amendments to the Constitution or Bylaws are duly entered in the Church records and that the Church at all times has an up-to-date copy on file in the Church office.
7. Issue the notice of all meetings of the Congregation and Church Council.

8. Prepare and maintain an official record of the proceedings at all meetings of the Congregation and Church Council.
9. Conduct all official correspondence not otherwise provided.
10. Perform such other duties as prescribed by law or are customary to the office.

G. Minister(s)

The Senior Minister shall be a non-voting ex-officio member of Church Council and a non-voting ex-officio member of all Boards. At Church Council's discretion, other ministers may also serve as non-voting ex-officio members of Church Council and as non-voting ex-officio members of all Boards.

Responsibilities (with the advice and counsel of the Board of Deacons):

1. Be responsible for the development of the spiritual leadership of the Church;
2. Seek to enlist persons as followers of Jesus Christ;
3. Preach the Gospel;
4. Administer the sacraments;
5. Have in their care all services of public worship, as well as services for funerals and weddings;
6. Share in the several ministries of this Church with the responsible Boards;
7. Furnish counsel and guidance to the various Boards in their administration of the program and purposes of this Church;
8. Minister to the spiritual needs of persons and Members of this Church as such needs shall exist.

When a Minister is called, the terms of the relationship shall be developed by the Pulpit Committee of Church Council with the advice and cooperation of the Personnel Committee and shall be stated in writing and include the terms agreed between the candidate, the Pulpit Committee of Church Council, and the executive officer of the Eastern Ohio Association. The Minister, Church Council, the Eastern Ohio Association, and the appropriate Conference of the United Church of Christ shall each receive a copy of the Call.

When a Minister accepts a Call to this Church, Church Council and the Minister shall join in requesting the Association to arrange for a service of installation or recognition. A report of this service shall be signed by the proper officer of the Association and copies shall be signed by the proper officer of the Association and copies shall be sent to the secretary of the United Church of Christ and to the Council for Church and Ministry. The Minister(s) of this Church shall be called for an indefinite term. A two-thirds (2/3) vote of Members present at a Congregational meeting, duly called for the purpose, is required to call or dismiss a Minister. The Congregation may call Associate or Assistant Minister(s) or hire other professional staff personnel as the need arises, in keeping with the above regulations regarding ministerial call and duties and in keeping with the policies of the Eastern Ohio Association regarding both ministerial and other professional staff personnel.

ARTICLE IV

GOVERNING BODY AND CHURCH COUNCIL

A. Purpose and Function

Church Council is the principal administrative and policy coordinating body of the Church. All Boards and Committees are directly responsible to Church Council. In addition to the several provisions regarding Church Council stated throughout these Bylaws, Church Council may also initiate plans, programs, and goals for the general welfare of the Church and assign the responsibility for carrying them out. Church Council has the authority to create subcommittees that report to Church Council to implement specific functions or responsibilities on behalf of Church Council. Committee members do not have to be current Members of Church Council to serve, but they do have to be Members of the Church. The minutes of Church Council meetings shall be made available to any member of the Congregation upon request. Except as otherwise provided in the Church's Articles of Incorporation, these Bylaws or the Nonprofit Corporation Law, Church Council will be vested with all authority and powers of the Church. Church Council shall constitute the board of directors (or trustees) as such term is used in the Ohio Nonprofit Corporation Law.

B. Council Members

Church Council shall be composed of thirteen (13) voting members as follows: Treasurer (two-year term); Clerk (two-year term); Moderator (two-year term); Moderator Elect or Past Moderator; plus nine (9) members-at-large elected for staggered three (3) year terms. Potential at-large members will be selected by the Board of Nominations and presented to the Congregation for approval.

Each at-large member will serve as liaison to one of the existing Church Boards and attend such Board's monthly meetings. The at-large members will function as a communication bridge between Church Council and the Boards.

All members-at-large of Church Council shall be Members of the Church for at least three (3) years prior to taking office.

C. Meetings

The Moderator shall preside at all meetings of Church Council. In the absence of the Moderator, the Moderator-Elect or Past Moderator shall preside. Two-thirds (2/3) of the voting members of Church Council shall constitute a quorum. Church Council shall have a minimum of ten (10) meetings a year, with the regular meetings to be held at times and places as fixed by Church Council or by the Moderator. Special meetings may be called by the Moderator or the Senior Minister. Notice of meetings must be given to each member of Church Council.

ARTICLE V

BOARDS

A. Common Guidelines

1. Board membership:

Boards shall consist of twelve (12) members. Any variance in size from twelve members by a Board is subject to the approval of Church Council. Each member is elected at the Annual Meeting to hold office for a three-year term. After having served one (1) full term, an elected member shall be ineligible for one (1) year for re-election to the same Board. In special circumstances and on a case-by-case basis, Church Council may recommend that the period of ineligibility be disregarded and allow a Board member to be elected for two consecutive three-year terms, but thereafter a member shall be ineligible for one (1) year for re-election to the same Board. Whenever a vacancy exists on a Board, Nominations, after consultation with the respective Board, shall recommend to Church Council the name of a qualified member for appointment to the unexpired term. A person may not serve on more than one Board simultaneously. Each Board member shall be a Member of the Church. Deacons and Deaconesses shall be Members of the Church for at least three (3) years prior to taking office. Church staff will be assigned to Boards when appropriate and will serve as non-voting ex-officio members.

2. Chairperson:

Boards shall select a Chairperson, Chairperson-Elect, and Secretary from among their current membership. The role of Chairperson is to conduct Board meetings and represent the Board at other meetings, as needed. The Chairperson shall be responsible for authorizing the disbursement of the Board's budgeted funds. The Chairperson may conduct an annual performance review of staff members if assigned by the Personnel Committee.

3. Responsibilities:

Boards shall initiate plans, programs, and goals for the general welfare of the Church within their respective areas of responsibility. Boards are directly responsible to Church Council for carrying out their assigned duties, projects and programs. Church Council shall be kept informed at all times as to each Board's progress in carrying out established policy, changes in policy being proposed, and any new projects or programs under consideration. When a Board is uncertain as

to whether an action or proposal properly belongs within its jurisdiction or when a matter before such Board has reference to another Board, then such may be brought before Church Council for appropriate action.

4. **Meetings:**

Boards shall meet on a regular basis with the meetings to be held at times and places fixed by the Chairperson. Notice of meetings must be given to each member of the Board. Voting on matters requires a quorum of members to be present; a majority affirmative vote of those present is required for a proposal to carry.

5. **Budget:**

Each Board shall submit a budget to Church Council with its recommendations.

6. **Committees:**

Boards have the ability to create subcommittees that report to the Board to implement specific functions or responsibilities on behalf of the Board. Committee members do not have to be current members of the Board to serve but they do have to be Members of the Church.

B. Listing of Boards

1. **Adult Education**

Purpose: To create faith formation opportunities for post-college age adults.

Responsibilities:

- Develop and help implement programs and events that address the needs of a diverse Congregation.
- Assist in curriculum selection and/or curriculum approval selected by a class or group.
- Recruit and train teachers/leaders as deemed necessary.
- Oversee the Church library.
- Oversee communications relating to Board activities.

2. **Children's Center**

The First Congregational Church of Hudson's Children's Center is a nonprofit, Christian, developmental child care and preschool facility which is licensed to operate legally in the state of Ohio by the Ohio Department of Job and Family Services. The Center does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship programs and other school-administered programs. The Children's Center Board will be responsible for the development and promotion of the Children's Center's basic principles.

Purpose: To serve as an advisory and resource Board supporting the philosophy of the Children's Center.

Responsibilities:

- Support the director to oversee the Children's Center operations.
- Approve all decisions regarding policies, budgets and fee structures.
- Assist with unresolved parental concerns that are referred to the Board by the Director.

The Children's Center Board shall include two (2) parent representatives who will be selected by the Children's Center Board from Church Members who have children enrolled in the Children's Center. These parent representatives will provide input from a parent's point of view.

3. **Children's Education**

Purpose: To provide for the education and fellowship of infants through fifth grade.

Responsibilities:

- Maintain a Church School.
- Work in cooperation with Church staff to plan, organize, administer and coordinate the Christian Education Program for nursery, pre-school, and kindergarten through fifth grade.

- Coordinate activities for recruiting and training church school teachers and helpers, for curriculum selection and materials, for Vacation Bible School, for the summer Sunday School, and for the presentation of Bibles to children.

4. **Deaconesses**

Purpose: To share with the Deacons the responsibility for maintaining and strengthening the life of community in our Church and for assisting persons in becoming active participants in the Church's life, and shall see to it that there are at all times effective structures and programs for meeting their responsibilities. The Diaconate Board, consisting of the Deacons and Deaconesses, shall meet when deemed necessary at the discretion of the two groups and the Senior Minister.

Responsibilities:

- Maintain church's prayer list and conduct monthly follow-up calls to requesters.
- Decorate the church for Easter and Christmas.
- Prepare Sanctuary for worship, communion, and baptisms - including obtaining weekly altar flowers.
- Prepare and maintain communion elements.
- Act as a wedding hostesses.
- Responsible for all facets of Memorial receptions.
- Show concern for Members and friends in time of need.

A Deaconess who has served the Church for many years may be elected a Deaconess Emerita and upon such election shall be a non-voting ex-officio member of the Board of Deaconesses.

5. **Deacons**

Purpose: Working in cooperation with the Senior Minister and other professional staff members, the Board of Deacons shall be charged with the responsibility of organizing, implementing, and directing the spiritual affairs of the Church. The Board of Deacons shall maintain close liaison and communications with the Board of Deaconesses. The Deacons shall share with the Deaconesses the responsibility for maintaining and strengthening the life of community in our Church and for assisting persons in becoming active participants in the Church's life, and shall see to it that there are at all times effective structures and programs for meeting their responsibilities.

Responsibilities:

- Assist the minister(s) in the Church services and in the administration of communion services.
- Review requests for the use of the Church facilities for other than stated religious uses by its Members.
- Make an annual survey, with the assistance of the Clerk, of the Church roll and at the Annual Meeting submit recommendations to the Church regarding necessary revisions.
- Provide for pulpit supply in case of a vacancy or in the absence of the minister(s).

A Deacon who has served the Church many years may be elected a Deacon Emeritus, and upon such election shall be a non-voting ex-officio member of the Board of Deacons.

6. **Membership**

Purpose: To welcome people, invite them into membership and help assimilate them into this faith community.

Responsibilities:

- Encourage and support Members of the congregation to be ambassadors of our Church in their daily lives.
- Help to create a welcoming atmosphere in our Church.

- Follow up with Church visitors by initiating personal contact, discerning needs and providing information about our Church.
 - Coordinate New Member Class and Joining Sunday.
 - Sponsor and/or coordinate church programs that help assimilate Members into the life of this faith community.
7. **Missions**
 Purpose: To keep before the Congregation the needs to be met through the Church's outreach both at home and throughout the world.
 Responsibilities:
- Plan an annual program of mission opportunities for the purpose of developing more fully a Christian understanding of the use of the gifts of time, talent and treasure.
 - Develop an annual plan to support such missions, both locally and worldwide, it deems worthwhile and to provide support for denominational programs in mission.
8. **Music**
 Purpose: To provide appropriate music for worship services and for the musical ministry of the Church.
 Responsibilities:
- Obtain the services of choir directors, organists, and to encourage lay participation in choral and other musical activities.
 - Oversee the use and upkeep of the organ and other musical instruments owned by the Church.
9. **Stewardship**
 Purpose: To assure the continued financial well-being and operation of the Church.
 Responsibilities:
- Continued emphasis throughout the year on our Christian pledge of time, talent, and money.
 - Development and implementation of programs to assure continued financial support for the Church.
10. **Trustees**
 Purpose: To assure the care, custody, maintenance and improvement of the physical properties of the Church.
 Responsibilities:
- Interact with the Facilities Staff regarding the maintenance and management of buildings and properties.
 - Maintain an inventory and procure insurance of all physical properties.
 - The safekeeping of all legal documents pertaining to the ownership of the Church properties.
11. **Youth Education**
 Purpose: To nurture the Christian faith of youth in grades 6 to 12 and college-age young adults.
 Responsibilities:
- Work with the Church staff to provide opportunities for worship, discipleship, fellowship, evangelism and service.
 - Aid in the selection and/or writing of the curriculum.
 - Oversee the Confirmation program in conjunction with the Deacons.

ARTICLE VI

STANDING COMMITTEES

A. Purpose and Function

Standing Committees report to Church Council and implement specific functions or responsibilities which do not properly belong under the jurisdiction of any Board. The Chairperson of a Standing Committee shall take direction from and report progress to Church Council. Each Committee member shall be a Member of the Church.

B. Listing of Standing Committees

1. Finance

The Finance Committee shall be composed of six (6) elected members, two (2) of whom shall be elected each year by the Congregation for a term of three (3) years.

Purpose: Under the direction of Church Council, oversee the financial affairs of the Church, including, without limitation, financial reporting, policies with respect to financial matters, budgets, and general oversight of financial operations.

Responsibilities:

- Meet on a monthly basis to review the financial statements and information of the Church although the Chairperson may modify this schedule as may be appropriate to the circumstances of the Church's finances (with the approval of Church Council).
- Prepare annual budget for the Church for submission to Church Council, with the Committee's recommendations.
- Oversee Church's funds, accounting system, financial books and records and monthly financial statements.
- Have the authority to create or transfer all bank deposits of Church funds, and to buy, sell, encumber, or transfer all stocks, bonds or other investments belonging to the church.
- Keep Church Council advised of the accumulated expenditures of budget allocations throughout the year, and shall provide such assistance on financial matters as required.

2. Investment

The Investment Committee shall be comprised of six members, two (2) of whom shall be elected each year by the Congregation for a term of three (3) years.

The Church Treasurer and Senior Minister shall serve as ex officio members, with no vote.

Purposes: To oversee and provide for the investment of the Church's and the Endowment Fund's monies.

Responsibilities:

- Meet no less than quarterly.
- Subject to the approval of Church Council, develop and adopt an investment policy for the Church.
- Monitor the investments of the Church and the Endowment Fund and assure that all Church investment polic(ies) are being adhered to.
- Select investment consultants and managers and monitor their performance.
- Determine any necessary changes to the investment portfolio and ensure these goals are accomplished.
- Arrange how funds will be provided when required for general use within the Church and how to invest funds which are received by the Church or Endowment Fund.
- Report semi-annually, or more frequently if requested, to Church Council with respect to the status and performance of the Church and Endowment Fund's investment portfolio.

3. **Nominations**

The Nominations Committee shall be composed of six (6) elected members, two (2) of whom shall be elected each year by the Congregation at the election meeting for a term of three (3) years.

Purpose: To identify and recruit qualified active Church Members to serve on Church Boards and Committees.

Responsibilities:

- Consult with Board Chairs, Church Officers and Church Staff regarding specific Board and Committee requirements and potential members.
- Select nominees to serve on Church Boards and Committees.
- Contact potential members and obtain their agreement to serve.
- Insure selected Members of the Congregation are Members of the Church.
- Present a list of the selected Church members for approval by Church Council prior to the Annual meeting of the Congregation.

Church Council shall assume responsibility for the preparation of nominations for all Church officers and Board members. Such nominations shall be presented at the Annual meeting of the Congregation. Should vacancies occur on any Board during the Church year, Church Council shall appoint members for the unexpired term of the vacancy.

4. **Personnel**

The Personnel Committee shall consist of the Moderator, the Moderator-Elect or the immediate Past Moderator and five (5) members who shall be recommended by Church Council and approved by the Congregation for staggered terms of three (3) years.

Purpose: To advise Church Council on matters concerning the paid Church staff including the staffs of the Children's Center and any other program conducted under the auspices of the Church.

Responsibilities:

- Conduct an annual performance review of each staff member, including reports from the ministers, appropriate boards and staff members.
- Maintain written job descriptions of all staff positions on behalf of Council. The Personnel Committee will utilize the performance reviews and compensation guidelines to make salary adjustments if warranted.
- Establish and maintain a Code of Conduct.
- Maintain an Employee Handbook.
- Undertake disciplinary action as necessary.
- Administer the Church's salary plan.

5. **Pulpit**

Church Council shall have the responsibility of appointing a Pulpit Committee to seek a candidate for a vacancy in the office of Minister. The Pulpit Committee shall fulfill its responsibilities in cooperation with the executive officer of the Eastern Ohio Association.

6. **Executive**

The Executive Committee shall, at a minimum, be composed of three (3) members: the Moderator, Past Moderator or Moderator-Elect and Senior Pastor.

Purpose: To address urgent and confidential issues which may arise during intervals between Council meetings. These decisions will be made in the best interest of Church Council and the Congregation.

The Executive Committee is responsible to Church Council and will report all decisions or actions which it takes at Council's first meeting thereafter, with due regard for the confidentiality

of the individuals involved, when necessary and appropriate. Any decision made by the Executive Committee shall be subject to revocation, revision or modification by Church Council.

7. **Columbarium**

The Columbarium Committee shall be a committee reporting to the Board of Deacons. The Committee shall consist of six (6) Members of the Congregation who are selected and approved by Church Council and the Congregation for three year terms. The Columbarium Committee shall be responsible for the design, construction, supervision, repair and maintenance of the Columbarium. The Committee shall coordinate their activities with the Board of Trustees. Construction, expansion, repair and maintenance of the Columbarium shall be financed by the receipts from the sale of individual units of the wall.

The Committee shall establish and maintain, on a yearly basis, a written document establishing the procedures, fee schedules, requirements and regulations governing the operation of the Columbarium. The initial document and future modifications shall be subject to review and approval by the Board of Deacons.

The Committee shall maintain financial records of the Committee and provide a financial report to the Board of Deacons. The Committee shall be responsible for accurately recording all receipts and disbursements.

The Committee shall elect a Secretary who shall maintain the (non-financial) records of the Committee including minutes of the committee meetings and an accurate log of the assignment of units in the Columbarium. The log shall be kept in duplicate – one copy being kept for safety in a safe deposit box, which shall be updated at least twice per year. The other copy shall be kept on Church premises and posted currently.

ARTICLE VII

FINANCIAL ADMINISTRATION

A. Authority to Act

Church Council shall have the power to buy, sell, mortgage, encumber, lease or transfer all Church property and/or buildings only with specific authority by vote of the Congregation.

B. Budgets

Each year Church Council shall approve a recommended Budget for presentation to the Congregation for approval. The recommended Budget shall reflect the result of the every-member canvass for pledges, and the reasonable needs of each Board and Standing Committee charged with the responsibility for a Church function. The realistic requirements of each Board shall be determined by Church Council after conference with the Board with due consideration for the overall needs.

The Council shall review and approve the proposed and final budget of the Church before submitting it to the Congregation for approval. Church Council may approve any expenditure in a total amount per year not to exceed 10% of the annual budget for current expenses. An expenditure over this amount shall require approval by vote of the Congregation.

C. Accounts

The receipts and disbursements of the Church shall be segregated into the following general categories:

1. **Operating and Contingency Funds**

The Operating and Contingency Fund shall be credited with the proceeds from Current Expense Pledges of Members, plate collections, and all other receipts which are not designated for a specific purpose by the donor, or by action of Church Council. All disbursements charged against this Fund shall be for operating expense items included in the Church budget. Commitments for items not included in the approved budget shall be made only with the prior approval of Church Council or the Congregation provided herein.

Church Council may approve the use of the Operating and Contingency funds for purposes which were not included in the annual budget provided that there is a Contingency Fund surplus, and the accumulated total of such special authorization by Church Council in any year does not exceed 10% of the annual Budget.

2. **Restricted Special Purpose Funds**

The Restricted Special Purpose Fund shall be credited with all funds received for a stipulated purpose designated by the donor or so designated by action of Church Council. Disbursements from the Fund will be made only for the purposes designated by the donor or the designated Board having jurisdiction over individual items included therein. (e.g., pledges for Mission program, Memorial Gift and Endowment Fund, and other similar restricted funds).

3. **Undesignated Gifts**

All undesignated gifts to the Church shall be reviewed by Church Council and shall be used in connection with funding the Church's capital expenditure account or contributed to the Endowment Fund. The fundamental principle of this policy is to use such undesignated gifts for the growth of the Endowment Fund, subject to possible use to replenish or augment the capital expenditure account. If, in the discretion of Church Council, it is determined that special circumstances exist, a portion or all of such an undesignated gift could be allocated to the Church for operating expenses. Once monies are transferred to the Endowment Fund, they are subject to its governing documents.

D. Special Provisions Relating to Designated or Restricted Gifts or Gifts of Property

1. Church Council shall have the conclusive authority with respect to the acceptance of any gift with a designated or restricted purpose or use.
2. Any gift consisting of property other than cash or marketable securities cannot be accepted without the express written consent of Church Council.

ARTICLE VIII

PROGRAM AND FISCAL YEAR

A. Program Year

The Program year of the Church shall begin on June 1 and shall end on the following May 31.

B. Fiscal Year

The Fiscal Year of the Church shall begin on January 1 and shall end on the following December 31.

ARTICLE IX

AMENDMENTS

The Constitution or Bylaws may be amended by vote of the Members (including mail ballots on hand) at any meeting of the Congregation. Approval shall require a vote of two-thirds (2/3) of the Members present and the mail ballots. The nature of the proposed amendment shall be described in a written notice of the meeting which has been distributed to the Congregation two (2) weeks prior to the meeting.

ARTICLE X

COORDINATION OF NONPROFIT LAW

For all purposes of the Ohio Nonprofit Corporation Law, these Bylaws have been adopted and shall be construed as the code of regulations of the Church. Members of the Congregation shall be considered the Members of the Church; Church Council shall be considered the board of directors (trustees) and the Moderator and Clerk shall be considered the president and secretary, respectively, as those terms are used in the Ohio Nonprofit Corporation Law.

