

ST. STEPHENS UNITED CHURCH OF CHRIST  
Merrill, Wisconsin 54452

CONSTITUTION AND BY-LAWS

Approved – November, 2002

Revised - November 2010

Revised - November 2011

Revised - November 2015

Revised – October 2018

ARTICLE I – NAME

The name of this church shall be St. Stephens United Church of Christ.

ARTICLE II - PURPOSE, AFFILIATION, DOCTRINE, AND MEETINGS

Section 1 – PURPOSE

The avowed purpose of this Church shall be the worship of God known through the gospel of Jesus Christ, the practice of loving service, the building of God's Kingdom, and the furtherance of Christian fellowship.

Section 2 – AFFILIATION

This congregation shall be a member of the United Church of Christ and shall be governed by the Constitution and By-Laws and Manual of Ministry of said church.

Section 3 – DOCTRINE

St. Stephens Church's doctrine is the testimonies of faith through the words and deeds of its active membership. No doctrine shall be held as a test of faith for inclusion in or exclusion from its membership. The faith of St. Stephens Church shall always give honor and reverence to historic Christian Creeds, its Evangelical heritage, and the Statement of Faith of the United Church of Christ. Each member shall engage and journey in their own relationship with all that is sacred, according to their own conscience and experience, trusting always that we are stronger together than apart.

Section 4 – MEETINGS

The congregation shall hold an annual meeting and such other special meetings as are provided for in the By-Laws.

## Section 5 – QUORUM

Fifty (50) active members shall constitute a quorum.

## ARTICLE III – MEMBERSHIP

Membership shall be open to all persons who desire to be in covenant with the congregation through the sharing of their presence and resources for the furtherance of our mission and ministry. Someone can become a member through baptism, confirmation, letter of transfer, profession of faith, or agreement to covenant.

## ARTICLE IV – THE CHURCH COUNCIL

### Section 1

The Church Council shall be the governing body of the Church. It shall be composed of the Pastors and twelve (12) elected members. Two (2) additional members may be confirmed school age youth. All business administration of the Church is entrusted to the Church Council in the interim between congregational meetings.

### Section 2

Better than 50% of the elected Church Council members shall constitute a quorum.

## ARTICLE V – OFFICERS

The officers of this congregation shall be: a president, a vice-president, a secretary, and a treasurer. They shall make up the Executive Committee of the Church. They shall function on the Council's behalf while the Council meetings are adjourned.

## ARTICLE VI – ADMINISTRATION

### Section 1 – Congregational Meeting

The supreme legislative and administrative power of the Church is vested in the congregation itself assembled in meeting, duly and legally called, as provided in the By-Laws.

### Section 2 – Congregational Prerogative

It shall be the prerogative of the congregational meeting to decide such questions as the buying and selling of real property, building projects, extensive repairs of Church property, the call of Pastors, and such other powers and prerogatives as may be herein set forth.

## ARTICLE VII – THE SENIOR PASTOR

### Section 1

The Council shall nominate one candidate for the role of Senior Pastor, to be voted upon by the congregation. The congregation shall consider only one candidate at a time and shall vote by ballot for or against his/her election. If he/she is elected, the Council then tenders him/her a call according to the form prescribed by the Conference. The call will be confirmed through the rite of installation by the Northwest Association of the Wisconsin Conference of the United Church of Christ. The change in Senior Pastor shall be in accordance with the By-Laws of the United Church of Christ. The Senior Pastor shall be elected for an indefinite period. Either party may terminate this relationship with three (3) months' notice or a period of time mutually agreeable. The Senior Pastor will be expected to uphold the United Church of Christ Ordained Minister's Code as found in the United Church of Christ's Manual on Ministry (see Appendix A).

### Section 2 - Functions in the Church - Head of Staff

He/She is responsible for the daily operation of the congregation and supervision of all staff. He/She shall make an annual report of his/her work to the congregation. He/She will take responsibility for finding coverage for short-term vacancies and vacations. The Senior Pastor is an ex-officio member of all organizations within the congregation.

### Section 3 - Congregation's Obligation to the Senior Pastor

The congregation commits to upholding the "Local Church in Relation to Its Pastor" as found in the United Church of Christ's Manual on Ministry (see Appendix B).

## ARTICLE VIII – ASSOCIATE PASTOR(S)

### Section 1

Candidates for the role of Associate Pastor shall be recommended by the Church and Ministry Committee in conjunction with the Senior Pastor. Their recommendation must meet the approval of the Church Council and shall be elected by the congregation. The call must also be confirmed by the Church and Ministry Committee of the Northwest Association.

### Section 2

An Associate Pastor(s) may be called by the congregation in accordance with the bylaws of the United Church of Christ, or may be hired as an at-will employee. Associate Pastor(s) responsibilities will be based on the call agreement or terms of hire for which the Associate Pastor(s) was called/hired; Associate Pastor(s) will participate in the total program of the Church, and other responsibilities, tasks, and activities as directed by the Senior Pastor. Associate Pastors shall be called for an indefinite period. Either party may terminate this relationship with three (3)

months' notice or a period of time mutually agreeable. Associate Pastor(s) will be expected to uphold the United Church of Christ Ordained Minister's Code as found in the United Church of Christ's Manual on Ministry (see Appendix A).

### Section 3 - Congregation's Obligation to the Associate Pastor(s)

The congregation commits to upholding the "Local Church in Relation to Its Pastor" as found in the United Church of Christ's Manual on Ministry (see Appendix B).

## ARTICLE IX – AMENDMENTS

Amendments to the Constitution shall be presented in writing to the Executive Committee within one week of a regularly scheduled Council meeting. Such proposed amendments, in order to be considered, must be presented, in person, to the Council as a whole. Once the entire council has viewed the proposal, they will vote to either pass the proposal along to the congregation, table for further discussion, or dismiss it. If it is voted to be passed along (not necessarily approved), by two-thirds (2/3) vote of Council members, the Council will give the congregation five weeks' notice before a regular or special meeting. Two-thirds (2/3) of the members at the congregational meeting can then change, adopt, or reject the proposed amendment.

### Amendment 1

In reference to the By-Laws, Section V – ELECTIONS, Paragraph 1, a Council member “shall be elected for a two-year term. A member can be elected for only two (2) consecutive terms.” This means a member may not serve for more than four consecutive years on the Church Council.

This Amendment to the By-Laws of the St. Stephens UCC Constitution & By-Laws authorizes the Church Council to extend the term of the St. Stephens Church Council President who is holding the position in 2018 for a term that will not exceed twelve (12) months, extending that St. Stephens Church Council President's term on the Council to a total of five consecutive years.

ST. STEPHENS UNITED CHURCH OF CHRIST  
Merrill, Wisconsin 54452  
BY-LAWS

SECTION I – OBLIGATION TO THE UNITED CHURCH OF CHRIST

Paragraph 1

The congregation shall contribute towards the support of the Northwest Association, Wisconsin Conference, and General Synod.

Paragraph 2

The congregation shall make such reports to the Conference and Association as may be required of it.

Paragraph 3

Delegates to the Association and Conference meetings shall be appointed each year by the Senior Pastor. The portion of the traveling expenses prorated by the Conference and the registration fees of the Pastors and delegates shall be paid by the congregation.

SECTION II – MEMBERS

Paragraph 1

The Church encourages active participation in the life of the Church. Any person wishing to become a member of the congregation shall register his/her interest to one of the pastors, the Church office, or a member of the Church. Membership classes, scheduled and taught by the pastors, shall be offered as needed.

SECTION III – INACTIVE MEMBERSHIP

Paragraph 1

If a member of the congregation is inactive for one year, he/she shall be encouraged to become an active member. After another inactive year, he/she will be contacted by letter. If, after another year he/she continues to show no interest, he/she will be moved to the inactive membership list.

SECTION IV – CONGREGATIONAL MEETINGS

Paragraph 1

The annual meeting of the congregation shall be held each year. At this meeting, the Council, the officers of the Church and Pastors, shall submit their annual reports in writing. This meeting

will provide a historical record of the year via: the budget, financials, Pastors reports, and prior year's minutes. Council members for the following year will also be elected.

Paragraph 2

All congregational meetings shall be announced, the purpose stated, and the proposed budget made available three weeks in advance.

Paragraph 3

In the event a quorum of 50 active members is not present, the election of Council and approval of budget will be postponed until the following Sunday during worship.

Paragraph 4

Special meetings of the congregation may be called by the President of the congregation; or a special meeting may be called upon written request to the Council of fifty (50) active members.

## SECTION V – ELECTIONS

Paragraph 1

The Church council shall be elected by a majority vote cast at a congregational meeting. They shall be elected for a two-year term. A member can be elected for only two (2) consecutive terms. After one year's vacancy, he/she can be re-elected.

Paragraph 2

Nomination shall be made for the Church Council by the Council as a whole. Public notice of such nominations shall be given at least one week before the election. The congregation may also make an equal number of nominations for each vacancy. To be eligible for election, the candidate shall have been a member of the congregation for one (1) year. Council member terms run January - December.

Paragraph 3

In case of any vacancy, the President shall appoint an active member of the congregation to fill such vacancy for the remainder of the year. All appointments made by the President shall be approved by the Council.

Paragraph 4

An Officer may be elected after serving one year on the Council. The Officers shall be elected for a term of one year. No officer shall serve more than two (2) consecutive terms in the same office.

## SECTION VI – RESPONSIBILITIES OF THE COUNCIL

### Paragraph 1

The Church Council is responsible for overseeing the life, mission, and ministry of the Church. Members are expected to actively participate in congregational life. The Council is responsible for the business of the Church including:

- The budget
- Auditing of the financial accounts
- Support and supervision of the staff
- Recordkeeping
- Report to the congregation at its regular and special meetings
- Submission of records to the Conference as occasion may require or at the Conference's request.

### Paragraph 2

The Council shall regularly review financial reports.

### Paragraph 3

The Council, through its President and in consultation with the Pastors, shall appoint such committees as it may deem necessary for the accomplishment of its work. These committees are to report back to the Council at times designated by the Council.

### Paragraph 4

The Council shall meet within one month after the annual meeting of the congregation for the purpose of organization and election of officers for the ensuing year. Regular meetings shall be held monthly for the direction of the life of the church. If consecutive individual absences occur, the Executive Committee has the responsibility to address it and report back to the Council. Council will take appropriate action. Special Council meetings are subject to call of the Executive Committee.

### Paragraph 5

The Council shall approve the establishment of designated funds and disbursement of any special expenditures.

## SECTION VII – RESPONSIBILITIES OF THE OFFICERS

### Paragraph 1

The officers of the Church shall constitute the Executive Committee in addition to the Pastors. The Executive Committee is charged with the governance of the congregation and led by the President. They operate by consensus. The President shall sign all loans, deeds, and contracts

outside the realm of the budget, countersigned by one of the remaining officers. They shall function on behalf of the Council while Council meetings are adjourned.

Paragraph 2 - President

The President shall function as the Elected Lay Leader of the Church. It is the responsibility of the President to see that all meetings of the Council are held regularly, to conduct such meetings, and to see the execution of all resolutions. He/She is also to preside at the regular and special meetings of the congregation.

Paragraph 3 - Vice-President

The Vice-President is to take the place of the President in his/her absence.

Paragraph 4 - Secretary

The Secretary shall keep a record of all executed resolutions at the meetings of the congregation and of the Council. He/She should communicate regularly with the congregation regarding Council activities.

Paragraph 5 - Treasurer

The Treasurer shall make detailed reports to the Council monthly and to all congregational meetings. They shall maintain a working knowledge of the Church's finances.

SECTION VIII – MINISTRY & MISSION

Paragraph 1 - Essential Functions

- a. The Church Council and/or Pastors, in cooperation with and not contradiction of one another, have the authority to direct any task forces they deem necessary. They also will delegate specific tasks to individual groups as needed.
  
- b. The Essential Functions covered under Church Council shall include, but not be limited to:
  - Property & Safety
  - Worship
  - Stewardship
  - Membership & Evangelism
  - Mission & Outreach
  - Christian Education

c. The Essential Functions covered under the Executive Committee include, but are not limited to:

- Finance
- Future Directions

#### Paragraph 2 – Church and Ministry Committee

At the direction of the Church Council, following their vision for the life of the Congregation as a whole, the Committee on Church and Ministry is charged with organizational and strategic thinking. They are to support the congregation’s vision through appropriate staffing.

Membership is open to the current and past Presidents of the congregation.

- a. It shall cultivate and maintain a meaningful relationship between the pastors and people by providing a safe and confidential space.
- b. It shall recommend and provide support for the Pastors and staff to participate in professional trainings and conferences, graduate study, seminars, retreats, and visits to other parishes.
- c. It shall be the body within the Church that attends to the Members in Discernment as outlined in the United Church of Christ's Manual on Ministry and abide by the Northwest Association’s Policies. It shall also provide necessary resources and support for members seeking any authorized ministry.
- d. This committee shall serve as the Personnel Committee of the Church. It shall deal with all matters of personnel, including recruitment for all pastoral and staff vacancies, annual reviews of each employee, recommend salary and benefit structure, succession planning for pastors and staff, and any other additional responsibilities assigned by the Council. It will be charged with securing interim leadership.

#### Paragraph 3 - Endowment Committee

- a. The Endowment Committee is at the direction of the Church Council. Members are elected during the annual meeting to staggered 3-year terms. An Officer of the Church will attend every meeting. Church Council will post an open nomination 4 weeks before the Council meeting that precedes the annual meeting so the congregation can submit individuals to the ballot.
- b. They have authority to manage investment accounts and the Endowment Fund. This excludes monies that are given for specific outside purposes, such as scholarships.
- c. Any expenditure will be brought to the Council for final approval.
- d. Unless clearly stated by the donor, funds will be used as needed by the Church.

#### SECTION IX – RULES OF ORDER

Robert’s Rules of Order shall be the Parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

APPENDIX A  
THE ORDAINED MINISTER'S CODE

THE ORDAINED MINISTRY

I believe that God calls the whole Church and every member to participate in and extend the ministry of Jesus Christ; that the privilege of witnessing to the gospel in church and society belongs to every baptized Christian; that God empowers the ministry of the Church and its members by the Holy Spirit; that the Church nurtures faith, evokes gifts, and equips its members for service; and that God calls certain of the Church's members to various forms of ministry in and on behalf of the Church.

I have been called by God to be a minister of the Lord Jesus Christ and ordained by the United Church of Christ to preach and teach the gospel, to administer the sacraments and rites of the Church, and to exercise pastoral care and leadership.

I will seek to witness to the ministry of Jesus Christ.

I will preach and teach the gospel without fear or favor. I will speak the truth in love.

I will administer the sacraments and rites of the Church with integrity.

I will diligently perform the work of ministry that I have agreed to perform.

PARTNERSHIP IN MINISTRY

I will nurture and offer my gifts for ministry to the Church. I will seek to call forth and nurture the gifts of others in the Church and join their gifts with mine for the sake of the mission of Jesus Christ and the health of the Church.

I will seek to understand, support, and interpret the diverse ministries of the Church and its members as carried out throughout the world. I will stand with those who risk personal well-being because of actions taken in response to their Christian convictions.

I will work cooperatively and collegially with those whom I serve in the particular ministry to which I have been called.

I will stand in a supportive relationship with my colleagues in ordained, commissioned, and licensed ministry, offering and receiving counsel and support in times of need.

I will be an advocate for fair standards of compensation for all ordained and lay employees of the Church, particularly in the place where I serve.

I will be a responsible participant in the life and work of my Association, the Conference, and the United Church of Christ.

I will be a responsible representative of the Church Universal and participate in those activities that strengthen its unity, witness, and mission.

I will seek the counsel of the Conference or Association Minister or the Association Committee on the Ministry should divisive tensions threaten my relationship with those with whom I minister.

#### THE ETHICS OF MINISTRY

I will regard all persons with equal respect and concern and undertake to minister impartially.

I will honor all confidences shared with me.

I will not use my position, power, or authority to exploit any person.

I will not use my position for personal financial gain, nor will I misuse the finances of the institution that I serve.

I will not perform pastoral services within a parish or for a member of a parish without the consent of the pastor of that parish.

I will deal honorably with the record of my predecessor and successor.

I will not, upon my termination and departure from a ministry position, interfere with nor intrude upon the ministry of my successor.

#### GROWTH IN MINISTRY

I will encourage and participate in the regular evaluation of my ministry.

I will seek to grow in faith, knowledge, and the practice of ministry through intentional continuing education, study, and devotional life.

I will cooperate with my Association in the periodic review of my ordained ministerial standing.

#### COMMITMENTS TO SELF AND FAMILY

I will live a life that honors my commitments to my family.

I will honor my need for time for physical and spiritual renewal, recreation, and vacation.

I will honor my family's need for privacy and time together.

I will be a responsible steward of my personal and family finances. I will honor and accept responsibility for all debts that I incur.

I will attend to my physical well-being and avoid abusive behaviors and abusive use of substances.

Relying on the grace of God, I will lead a life worthy of the calling to which I have been called.

## APPENDIX B THE LOCAL CHURCH IN RELATION TO ITS PASTOR

### THE MINISTRY

This local church recognizes itself as a part of the people of God and fulfills its purpose as it becomes a community for ministry and mission. We recognize our pastor as a person called by God who has attained particular skill and competence in leading our local church in fulfilling its mission and ministry.

We have called our pastor to preach and teach the gospel, to administer the sacraments and rites of the Church, and to exercise pastoral care and leadership. As we expect the pastor to be responsible in preaching and teaching the gospel and in administering the sacraments and rites, so will we be responsible for receiving and heeding the Word of God that comes through the proclamation of the gospel and the celebration of the sacraments and for responding to the pastoral care and leadership offered.

### PARTNERSHIP IN MINISTRY

We believe that the ministry and mission of the Church are given to all baptized Christians. We will nurture and join our gifts for ministry with those of the pastor in the Church and in the world.

In all matters pertaining to the life, organization, and mission of this local church, we will work cooperatively and collegially with the pastor.

We recognize that our church and our pastor are part of the larger faith community that is the United Church of Christ, and we will be and will support our pastor in being responsible participants in our Association, the Conference, and the United Church of Christ.

We recognize that our church and our pastor are part of the Church Universal, and we will be and will support our pastor in being responsible participants in ecumenical activities in order to strengthen the unity, witness, and mission of the Church everywhere.

### THE ETHICS OF MINISTRY

We will regard all persons with equal respect and concern and will support and expect our pastor to undertake to minister impartially. We will not discriminate against any person, group or organization on the basis of race, gender, age, sexual orientation, faith, nationality, ethnicity, marital status, or physical, mental, or emotional disability.

We recognize that we have called our pastor as the pastoral leader of this local church, and we will not invite other pastors to provide pastoral services within this church or to members of this church without our pastor's consent.

We recognize and respect that our pastor receives confidential and privileged communication.

We will establish policies regarding baptism, communion, marriages, funerals, and the use of church facilities and personnel in consultation with our pastor and will honor them in our life as a local church.

We respect the privacy of the pastor's family and the family's right to time together without interruption.

We do not expect the pastor's family to assume roles of leadership or levels of involvement beyond the family's wishes.

We recognize that conflict or tension between our pastor and the local church can arise. Should divisive tensions threaten our life together, we will seek the counsel of the Conference or Association Minister or the Association Committee on the Ministry.

#### COMMITMENTS IN MINISTRY

We recognize the many and diverse expectations we have of our pastor, and we will offer our support through prayer, encouragement, and partnership in the ministry of this church.

We recognize our responsibility to provide our pastor with adequate compensation and fringe benefits. We will make these decisions in consultation with our pastor and in light of the compensation guidelines established by our Conference. We will provide for an annual review of compensation that considers effectiveness, cost of living, ministerial competence, and years of service.

We recognize our pastor's need for physical and spiritual renewal, and we will provide adequate time and resources for study, devotion, leisure, vacation, and sabbatical.

Relying on the grace of God, we will lead lives worthy of the calling to which we have been called.