

CONSTITUTION AND BYLAWS

FIRST CONGREGATIONAL CHURCH

**United Church of Christ
Colorado Springs, Colorado**

ARTICLE 1: NAME AND ADDRESS

The name of this church shall be: "First Congregational Church, United Church of Christ, Colorado Springs." The corporate office shall be located at 20 East St. Vrain, Colorado Springs, Colorado 80903.

ARTICLE 2: MISSION

The mission of this church shall be: "Responding to God's love, we are First Congregational Church, United Church of Christ, an inclusive, ecumenical and spiritual people, who through worship, education, care, fellowship, and outreach seek to embrace the mystery of God."

ARTICLE 3: POLITY

This church acknowledges Jesus Christ as its head and finds in the Holy Scriptures, interpreted by the Divine Spirit through reason, faith and conscience, its guidance in matters of faith and discipline. The government of this church is vested in its Active and Associate members, who exercise the right of control in all of its affairs, subject in legal matters to the Articles of Incorporation and the laws of the State of Colorado.

This church shall be a part of the United Church of Christ and shall sustain the relationship by accepting the obligations of mutual council, comity and cooperation involved in the free fellowship of the United Church of Christ; and pledges itself to share the common aims and work of all persons of good will.

ARTICLE 4: DOCTRINE

This church recognizes the Bible as the sufficient rule of faith and practice and holds that living in accordance with the teachings of Jesus Christ is the true test of fellowship. Each member shall have the undisturbed right to follow the Word of God according to the dictates of the member's own conscience under the enlightenment of the Holy Spirit.

ARTICLE 5: MEMBERSHIP

Section 5.1. CLASSES

(a) Active Members: The Active members of this church shall be persons who have expressed to the Congregation a desire to unite with it and who have made public acceptance of

its covenant (1) on presentation of letters of transfer, (2) on reaffirmation of faith, or (3) on confession of faith and baptism if not previously baptized.

(b) Associate Members: Persons wishing to retain their primary membership in another church may become Associate members. Persons wishing to affiliate with the church but who do not meet the requirements to become Active members are also eligible for Associate membership. All persons desiring Associate membership must complete the process prescribed by the Membership Committee. Associate members have all rights and privileges of full membership while associated with this Congregation.

(c) Inactive Members: Members whose addresses have been unknown for a period in excess of one year or who for a period in excess of two years have not communicated with the Church or contributed to its support, may through action of the Membership Committee, acting in collaboration with the Council Member for Care and Fellowship and the church staff, be transferred to an inactive status.

Section 5.2. TRANSFER.

Any member who desires a letter of transfer and recommendation to another church is entitled to receive it upon request. General letters addressed to no particular church shall not be granted.

Section 5.3. TERMINATION.

If a member requests to be released from covenant obligations, the church, through action of the Membership Committee, acting in collaboration with the Council Member for Care and Fellowship and the church staff, shall grant the request and terminate the membership.

Section 5.4. REINSTATEMENT.

Any person whose membership has been terminated or who has been placed on inactive status may be restored to Active membership upon expressing such a desire and in cases of termination, upon reacceptance of the church covenant in accordance with Section 5.1(a) of this Article.

Section 5.5. ADMINISTRATION.

The Membership Committee, acting collaboratively with church staff and in consultation with the Council Member for Care and Fellowship, is responsible for the administration of this Article.

ARTICLE 6: MEETINGS OF THE MEMBERS

Section 6.1. ANNUAL MEETING.

An annual meeting shall be held in January at such time and place as may be determined by the Church Council to acknowledge the yearly reports of Officers, Council Members, committees and special committees; to elect Officers, Council Members, and members of the Leadership Cultivation Committee; to receive and vote on recommendations from the Church Council regarding the budget; to formulate plans for the new year; and to transact all other

business brought before the meeting. Notice in writing of the date, time and place of the meeting, together with the list of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be mailed to each voting member of the Congregation not less than ten (10) days nor more than fifty (50) days prior to the meeting.

Section 6.2. SPECIAL MEETINGS.

Within fourteen (14) days of any request made by a majority of the members of the Church Council or upon written petition of ten or more voting members of the Congregation, the Moderator shall cause notice to be sent of a special meeting of the Congregation. The purpose of the meeting shall be stated in the notice and no other business shall be transacted except that for which the meeting has been called. Notice in writing of the date, time, place, and purpose of the meeting shall be mailed to each voting member not less than seven (7) days prior to the meeting.

Section 6.3. QUORUM.

At all meetings of the membership at which business is to be conducted a quorum shall consist of ten percent (10%) of the Active and Associate members.

Section 6.4. VOTING PROCEDURES.

Each Active and Associate member present at a meeting at which a quorum is present shall be entitled to one vote. Proxy votes are not allowed; however, in the event a member is unable to attend a meeting but wishes to vote (except in the case of the vote to call or dismiss a minister; see Article 10, Section 10.1.b. and Section 10.4), that member may request, not less than five (5) days prior to said meeting, an absentee ballot. All matters shall be determined by a majority of votes cast unless otherwise provided by these Bylaws. All votes shall be by written ballot if contested and may be by voice vote if uncontested. A plurality of votes cast shall elect unless otherwise provided by these Bylaws.

ARTICLE 7: CHURCH COUNCIL: OFFICERS AND MEMBERS

Section 7.1. COMPOSITION

The business of the corporation shall be managed by a Church Council consisting of eight (8) voting members which shall include four (4) Officers of the corporation and four (4) Council Members who support and facilitate, respectively, the work of four Areas of Ministry. No single Officer or Council Member shall act, other than in the ordinary course of business, without the approval of the majority of the Council, and such action, absent Council approval, shall not be binding on the corporation.

Section 7.2. NUMBER, TITLE, AND QUALIFICATIONS.

(a) There shall be four (4) Officers of the corporation, as follows: a Moderator, a Vice Moderator, a Corporate Secretary and a Treasurer.

(b) There shall be four (4) Council Members, as follows: (1) the Council Member for Worship and Spiritual Life; (2) the Council Member for Education; (3) the Council Member for Care and Fellowship; and (4) the Council Member for Outreach.

(c) Council Officers and Council Members shall be either Active members or Associate members of the church.

Section 7.3. ELECTION AND TERM.

The Council Officers and Council Members shall be elected by the members of the Congregation for a term of three (3) years or until their successors are elected. Except in the case of an unplanned vacancy, the Moderator and Treasurer shall not be replaced in the same year, nor shall more than two of the four Officers be replaced in the same year. No Officer or Member shall be eligible to serve for more than two (2) consecutive terms in any one or combination of these offices and shall not be eligible for another term until after a lapse of one (1) year.

Section 7.4. PARTIAL TERMS.

A person who has served more than half of a specific term in an office, as that specific term is set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in any officer position.

Section 7.5. VACANCIES.

A vacancy on the Church Council shall be filled by the Church Council, on recommendation of the Leadership Cultivation Committee, until the next annual meeting of the Congregation.

Section 7.6. DUTIES.

(a) Moderator: The Moderator shall be the chief corporate officer of the Church and will be responsible and accountable to the membership of the Congregation. The Moderator will be the presiding officer at all meetings of the Church Council and at any duly called meeting of the membership of the Congregation.

(b) Vice Moderator: In the absence of the Moderator, the Vice Moderator will be the presiding officer at any meeting of the Church Council and at any duly called meeting of the membership of the Congregation.

(c) Corporate Secretary: The Corporate Secretary shall be the custodian of the corporate records, including a record of the proceedings of meetings of the Congregation and meetings of the Church Council. The Corporate Secretary shall give notice of all meetings of the Congregation as required and perform other duties usually handled by a secretary.

(d) Treasurer: The Treasurer shall be the chief financial officer of the Church and is responsible for overseeing the financial management of the church, ensuring its compliance with all legal financial requirements and adherence to sound accounting principles that produce reliable financial information, ensure fiscal responsibility and builds public trust. The Treasurer is responsible for fundraising of the church, ensuring that all activities are conducted according

to the highest ethical standards with regard to solicitation, acceptance, recording, reporting and use of funds.

(e) Council Members: Council Members will support and provide accountability for the Ministry Area (or Core Resource area, in the case of Council Officers) in collaboration with church staff members who are also assigned to the given Area.

Section 7.7. REMOVAL OF AN OFFICER OR COUNCIL MEMBER.

(a) An Officer or Council Member may be removed with cause by vote of five (5) or more members of the Church Council.

(b) The Church Council shall remove any person serving in an elected position by a vote of five (5) or more Council Members when such Officer or Council Member is guilty of malfeasance or is apathetic in the performance of his or her responsibilities.

Section 7.8. MEETINGS.

The Church Council shall hold at least six (6) meetings per year. Notice of date, time and place shall be given to each Council Member not less than five (5) days prior to the meeting. At the direction of the presiding officer and following a majority vote, the Church Council may convene in executive session to discuss matters of a confidential or sensitive nature.

Section 7.9. QUORUM AND VOTING.

A majority (5) of the members of the Council must be present in person in order to transact business. Voting shall be by those present without the benefit of proxy.

Section 7.10. SPECIAL MEETINGS.

Special meetings of the Church Council may be called by or at the request of the Moderator and one other Officer or Council Member and shall be called by the Moderator upon request of the majority of the members of the Church Council. Notice of date, time, place, and purpose of the meeting shall be given to each member not less than 24 hours prior to the meeting. Members may participate in a special meeting by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at a special meeting.

Section 7.11. MISSION AND DUTIES

(a) The Church Council is the principal policy-making body of the church. It is responsible for the administration and interpretation of these Bylaws, subject to the laws of the State of Colorado and the ordinances of the City of Colorado Springs. While certain executive, administrative, and management functions may be delegated to church staff or volunteers as needed, the Council is the ultimate governing body within the church.

(b) The mission of the Church Council. The Council will:

- (1) protect and advance the mission of the church;
- (2) safeguard the assets (human, spiritual, financial, and property) of the church;

- (3) insure adequate resources to carry out the mission of the church;
 - (4) authorize the hiring of staff and insure their support;
 - (5) be ambassadors to the community on behalf of the church.
- (c) Specific duties of the Church Council. The Council will:
- (1) work collaboratively with church staff to insure that procedures for the administration of Core Resources (financial, human, and infrastructure) are in place and being followed;
 - (2) present to the Congregation for their vote an annual operating budget; (3) approve or disapprove solicitations for funds by all church groups or organizations;
 - (4) periodically engage a qualified financial expert, independent of the Church Council, Treasurer and accounting function, to review financial statements and related procedures as the Church Council shall deem necessary; such review shall be performed no later than the close of the third fiscal year since the previous financial analysis review, and shall be presented to the Church Council upon completion for review and approval, and shall be made available to members of the Congregation upon request;
 - (5) authorize the creation and terms of any new staff and volunteer positions and insure, through the Lead Minister, that all staff members have current job descriptions and receive appropriate supervision and formal evaluation on a regular basis;
 - (6) approve or disapprove recommendations from hiring teams or individuals authorized to make such recommendations, with the exception of calls of a minister (see Article 10, Section 1), in which case the Church Council shall receive the recommendation of the appointed Search Committee and convene a meeting of the Congregation to vote on the call;
 - (7) conduct the formal evaluation of the Lead Minister through the Office of Moderator;
 - (8) appoint delegates to represent the church officially at synods, meetings and assemblies;
 - (9) authorize any statements or endorsements that are to be made on behalf of the Congregation as a whole;
 - (10) insure that the church's nonprofit, 501(c)(3) status is not placed in jeopardy.

ARTICLE 8: LEADERSHIP CULTIVATION COMMITTEE

Section 8.1. COMPOSITION AND QUALIFICATIONS

There shall be a Leadership Cultivation Committee consisting of no fewer than 5 and no more than 10 members as the Committee shall propose and as the members of the church shall select. All members of the Leadership Cultivation Committee shall be either Active members or Associate members of the church, and the Corporate Secretary shall be an ex officio member of the Committee. Council members shall be eligible for election to the Committee immediately

upon completion of the member's Council term but shall not serve on the Committee while serving on Council.

Section 8.2. ELECTION AND TERM.

Members of the Leadership Cultivation Committee shall be elected by the members of the church at the annual meeting for a term of three (3) years or until their successors are elected. A member of the Leadership Cultivation Committee is limited to serve 2 consecutive 3-year terms on the Committee.

Section 8.3. PARTIAL TERMS.

A person who has served more than half of a specific term on the Leadership Cultivation Committee, as that specific term is set forth in these Bylaws, shall be considered to have served the full term.

Section 8.4. VACANCIES.

A vacancy among the members of the Leadership Cultivation Committee shall be filled by the Committee until the next annual meeting of the Congregation.

Section 8.5. SELECTION AND TERM OF CHAIRPERSON.

The chairperson of the Leadership Cultivation Committee shall be elected by the Committee members from among the Committee members.

Section 8.6. QUORUM.

A majority of the members of the Leadership Cultivation Committee must be present in person to constitute a quorum for the transaction of business.

Section 8.7. DUTIES.

- (a) The Leadership Cultivation Committee shall maintain records of the terms of Council members and vacancies. The Committee shall present to the members of the church at the annual meeting, a candidate or candidates for each Officer vacancy, for each Council Member vacancy, and for members of the Leadership Cultivation Committee. The Committee shall use its best efforts to assure that the candidates reflect the diversity, strengths and needs of the church. It shall obtain the consent of each nominee before presenting the names to the membership.
- (b) The Leadership Cultivation Committee shall work to encourage, cultivate and enhance leadership within the church, including the involvement of church members in leadership roles, activities, training and opportunities deemed appropriate by the Committee to create a culture of leaders and leadership within the church.

ARTICLE 9: MINISTRY AREAS AND CORE RESOURCES

Section 9.1. CONNECTION AND ALIGNMENT

In order to advance the mission of the church, the Church Council will authorize the formation and operation of ministries, committees, teams, task forces, programs, initiatives, events, volunteer positions, and other functions. All such entities must align with the church's mission and must operate within the support and accountability structures specified in this Article.

Section 9.2. ESTABLISHMENT OF MINISTRY AREAS.

The Church Council shall establish the following Ministry Areas: Worship and Spiritual Life; Education; Care and Fellowship; and Outreach. Each Area will have a specific focus within the church's overall mission, and each Area will consist of various committees, teams, ministries, task forces, volunteer, and staff positions that deliver programs, sponsor events, and otherwise serve the needs and interests of the Congregation within that Area's focus.

Section 9.3. SUPPORT AND ACCOUNTABILITY

In order to provide support and accountability, a Church Council Member and a church staff member, working in collaborative partnership, shall be assigned to facilitate the effective functioning of each Ministry Area.

Section 9.4. ESTABLISHMENT OF COMMITTEES WITHIN MINISTRY AREAS

- (a) The Church Council shall authorize the formation and operation of committees and place those committees within the appropriate Ministry Area.
- (b) The Church Council may discontinue committees as needed.
- (c) The Council has the authority to adjust the placement of committees within Ministry Areas to more effectively advance the mission of the church.
- (d) Committees shall be responsible to the Church Council through the relevant Church Council Member.
- (e) Committee chairpersons will be appointed by the relevant Church Council Member, with the approval of the Church Council.

Section 9.5. ADMINISTRATION OF CORE RESOURCES

Course Resources consist of financial resources, human resources and infrastructure resources. The Church Council, in consultation with the staff, is responsible for the formation of any committees, task forces, and teams that are needed to maintain and enhance these resources. Such entities will report directly to the Church Council through Church Officers as assigned by the Church Council and in partnership with staff members as assigned.

ARTICLE 10: LEAD MINISTER

Section 10.1. CALL OF THE LEAD MINISTER.

- (a) The Lead Minister shall be called by a two-thirds (2/3rds) majority of the membership in attendance and voting at an annual or special meeting.
- (b) Neither voting by proxy nor absentee balloting is permitted in the vote to call a Minister.
- (c) When a vacancy occurs in the pastorate, the Church Council shall appoint a special search committee for the purpose of canvassing, in cooperation with the executive head of the Conference and others, available ministers. The search committee, having settled upon the one who in their judgment should be called to the pastorate, shall introduce the candidate to the church at a duly called meeting to propose the candidate's election.
- (d) When a minister has been elected and has accepted the call, the Minister shall become a member of the church and the Association to which the church belongs at the first opportunity.
- (e) The Association to which the church belongs shall be invited to install the Minister in accordance with established customs and procedures.

Section 10.2. DUTIES.

The Lead Minister shall have charge of the spiritual welfare of the church, with the assistance of its various committees, teams, etc. In cooperation and consultation with the Church Council, the Lead Minister shall seek to enlist persons as followers of Christ, preach the gospel, administer the sacraments, and care for all services of public worship. The Lead Minister shall represent the church in spiritual and church activities in the community and shall be encouraged to share in the work of the total fellowship of the United Church of Christ. The Lead Minister shall report to the Church Council at its official meetings, collaborating with lay leadership in advancing the mission of the church. With regard to church employees, the Lead Minister shall function as chief of staff, ensuring that all staff members have current job descriptions and receive appropriate supervision and formal evaluation on a regular basis.

Section 10.3. ASSOCIATE MINISTER

The church may, at its discretion, call associate or assistant ministers following the procedures specified in this Article.

Section 10.4. RESIGNATION AND/OR REMOVAL OF MINISTERS.

The church may at any time by a two-thirds (2/3rds) vote of the membership at a meeting called for that purpose, request the resignation of the Minister with the expectation that the resignation will be presented within sixty (60) days (unless a longer time is provided for in the Minister's contract). Likewise, the Minister shall give sixty (60) days notice in case the Minister wishes to leave of the Minister's own volition. But in the case of loss of ministerial standing on the part of the Minister, that person's call and employment shall cease at once, subject to contract terms.

ARTICLE 11: FINANCE

Section 11.1. FISCAL YEAR.

The fiscal year of the corporation shall be determined by the Church Council.

Section 11.2. DEPOSITORIES.

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such institutions as shall be determined by the Church Council.

Section 11.3. CHECKS.

All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Church Council.

Section 11.4. CONTRACTS.

The Church Council may authorize any Officer, Officers or staff member to enter into any written contract, including but not limited to employment contracts, leases, and promissory notes, on behalf of the Corporation and such authority may be general in nature or confined to specific instances, subject to the provisions in Section 11.5.

Section 11.5. PROPERTY.

Title to all property owned or acquired by the Corporation shall be held in the name of the Corporation. No Member of the Church Council, Officer or employee of the corporation shall have any power to buy, sell, mortgage, transfer, encumber, or lease on a long term basis real property of the church without prior approval through vote of the church membership.

Section 11.6. INDEMNIFICATION.

The Corporation has the power to indemnify current or former, Officers, Council Members, and employees to the fullest extent permitted by law.

Section 11.7. DISSOLUTION.

Upon dissolution of this Corporation, its assets remaining after all indebtedness has been paid, and all property and interests, including any devise, bequest, gift or grant contained in any will, trust or other instrument, made before, during or after such dissolution, shall be transferred to The Rocky Mountain Conference of the United Church of Christ, or its successor.

ARTICLE 12: SPECIAL INTEREST GROUPS

Before any special interest group commences operation in the name of or under the actual or ostensible sponsorship of the Corporation, it shall petition the Church Council for sanction to operate and be recognized under that Council, or upon delegation by the Council to a Ministry

Area, and upon such approval shall thereafter be accountable to that Ministry Area or the Church Council and subject to its control.

ARTICLE 13: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised may govern the meetings of the Corporation, the Church Council and all committees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the membership may adopt.

ARTICLE 14: AMENDMENTS

These Bylaws may be amended at any meeting of the members provided that due notice of the date, time and place of the meeting and the substance of the proposed amendment shall be given to all members. A vote of two-thirds (2/3rds) of the members present and voting shall be necessary to adopt any amendment to these Bylaws. Any grammatical, punctuation, or correlation corrections in these Bylaws or amendments thereto, which in no way alter the intent of the respective Bylaw or amendment thereto, shall be effected by the Church Council.
