



EDGEBROOK COMMUNITY CHURCH
AN OPEN AND AFFIRMING CONGREGATION OF THE UNITED CHURCH OF CHRIST
BYLAWS

1. NAME

This Congregation, constituted in 1924, incorporated under the not-for-profit laws of the State of Illinois, and a congregation of the United Church of Christ, shall be known as EDGEBROOK COMMUNITY CHURCH, hereafter referred to as the Church. For purposes of branding and identity, the Church may be identified, in addition to its legal name, by any of the following descriptors as deemed appropriate: United Church of Christ, A Congregation of the United Church of Christ, An Open and Affirming Congregation of the United Church of Christ.

2. IDENTITY

The Edgebrook Community Church shall be a free fellowship of men and women dedicated to the worship of God and the promulgation of the Christian religion. It seeks to cultivate the open mind, the aspiring spirit, the passion for justice, and the application of cooperative principle to all forms of the social and economic life.

We declare that true religion should be universal, not sectarian; that it shall draw people together, not hold them apart; that rational truths from all religious systems should be accepted as a basis for progress; that superstitions chain people, truth emancipates them.

3. PURPOSE

The purpose of the Church shall be to worship God, to preach the Gospel of Jesus Christ, and to celebrate the Sacraments; to realize Christian community and unity within this Church and the Church universal; to repair the world by rendering loving service towards humankind; to strive for righteousness, justice, and peace.

4. POLITY

The government of the Church is vested in its members, who exercise the manner of right of control in all its affairs, subject to its Bylaws, and the Laws of the State of Illinois relating to corporations for charitable and philanthropic purposes.

The Church is affiliated with the United Church of Christ, and it shall sustain a relationship with other local churches, the Chicago Metropolitan Association, the Illinois Conference, the instrumentalities and agencies of the United Church of Christ; and give due consideration to decisions, resolutions, or advice emanating from the General Synod, or the Conference.

5. HEADQUARTERS AND FISCAL YEAR

The Church home and business offices shall be on the Church property located at 6736 N. Loleta Avenue, Chicago, IL 60646. The fiscal year shall be January 1 to December 31.

6. MEMBERSHIP

- a. **Membership Eligibility:** Membership in the Church shall be open to any person who has been baptized, confirmed, or has made public affirmation of faith. Members of other churches may become members of this Church by reaffirmation of faith or by Letter of Transfer. Those desiring membership may be publicly received at any regular service of the church.
- b. **Open and Affirming:** We are an open and affirming congregation. Wherever you are on your faith journey, you are welcome here. We welcome individuals of all sexual orientations and gender identities, of all races and ethnicities, of all ages, backgrounds and abilities, and we welcome families of all kinds.
- c. **Membership Classifications:**
 - i. **Full Members** shall be persons uniting with the Church by Affirmation of Faith or Letter of Transfer and shall be entitled to all rights and privileges of members.
 - ii. **Associate Members** shall be persons wishing to retain their membership in another church while formally associating themselves with this Church. Persons wishing to do so shall enjoy all the rights, responsibilities and privileges of Full Members.
 - iii. **Friends of the Church:** Those who desire to covenant with the Church in an informal manner shall be known as Friends of the Church. They may serve in non-elected capacities as they desire, and have voice but no vote in all meetings of the congregation.
- d. **Obligations of Membership:** Members shall pledge themselves to share in the work of this Church, to attend its services of worship, participate in its sacraments, systematically contribute to its financial support and outreach, and to nurture concern for other Members and the community at large.
- e. **Rights of Membership:** Members and Associate Members are accorded the privilege of voice and vote in all meetings of the congregation. Only those of the age of majority may vote in matters of contractual, legal, or financial consideration, except in issuing a call to a Pastor.
- f. **Termination of Membership:** Any Member who so requests will be issued a letter of transfer. Any Member may resign from membership by notifying the Church in writing. The Congregational Life Committee and Pastor shall review the roll of membership annually and shall remove from membership persons whose death, withdrawal from membership, or inactivity has been reasonably ascertained.

7. CHURCH MEMBERS IN MEETING

Responsibility for ordering the life and determining the mission of Edgebrook Community Church resides in the members of the Church. These Bylaws place certain responsibilities and authority in various structures in order that good management may be achieved. However, the following powers are reserved for Congregational Meetings: The calling of clergy; Final approval on any major program, including the adoption of the annual budget as presented by the Council; Election of Members to fill leadership positions; Approval of unbudgeted expenditures greater than \$5,000; Authorization to sell, convey, mortgage, or encumber Church property.

- a. **Notice of Meetings:** At least ten days' written notice, including the time, place and purpose of Council and Congregational meetings, shall be given to members. Committee meetings should be published as soon as scheduled. Notice may be given by publication in the Church Bulletin, Newsletters, and/or by written notice mailed or emailed to each member. For Congregational Meetings, the purpose of the meeting shall be stated in the call and shall be the only business on the agenda for this meeting. For all Council meetings, a written agenda shall be made available 5 days in advance. Committee meetings are encouraged to follow these requirements. Emergency Council and Committee meetings about urgent matters will be allowed to supersede these requirements, providing the congregation is informed within a week of the meeting and actions taken. Draft and Approved Congregational and Council minutes, and Draft and Accepted Committee reports, shall be made available to members through traditional (bulletin, newsletter, posting on the Church bulletin board) and electronic media within five days of the meeting. Minutes shall indicate whether a quorum was in attendance and specific tallies on matters that require a vote.
- b. **Member Attendance:** Any member of the Church may attend any meeting of the Council or Standing Committees, except Search, Personnel Committees, or when confidential matters are being discussed.
- c. **Annual Meeting:** The Annual Meeting of the Church shall be held on the fourth Sunday in January, unless changed by Council, immediately following the service of worship. The Agenda of the Annual Meeting shall be to receive the Annual Report; to review and adopt a budget; elect Officers and Committee Chairs; elect Committee Members, as herein provided.
- d. **Special Meetings:** Special Church Meetings may be convened on written call by the Church Council, by the Council President or Senior Pastor. In addition, at least ten percent (10%) of the members may send a written call for a special meeting.
- e. **Meetings to Amend Bylaws:** The text of proposed changes being recommended will be made available to Members with the Notice of Meeting as herein provided.
- f. **Quorum in Congregational Meetings:** A Quorum of 25% of the members eligible to vote on an item shall constitute a quorum at a Congregational Meeting for the transaction of business.
- g. **Elections and Terms of Office:** This provision applies to any officer (Council President, Treasurer, Recording Secretary), Standing Committee Chair, Standing Committee Member and At-Large Council Member. Any Full or Associate Member of the Church may be elected as an Officer, Standing Committee Chair or Standing Committee Member. The term for any office elected by the Congregation (Council President, Treasurer or Recording Secretary, Standing Committee Chair, Standing Committee Member or At Large Council Member) shall be two years. No Member after serving two successive terms in an elected office shall be eligible for reelection to that office for a year.
- h. **Voting in Congregational Meetings:** Full and Associate Members may act and vote in all meetings of the Church. Members must be the age of majority (under current Illinois law, 18 year of age) to vote in financial, legal, or contractual matters. Those member not yet 18 years of age are encouraged to vote in all other matters.
 - i. A majority vote will be decisive in determining the business at hand and all other matters not specifically addressed herein.
 - ii. A two-thirds majority vote shall be required for amending the Bylaws, calling or dismissing a Pastor, which shall be by ballot, or the sale, purchase, or mortgage of real property.

8. CHURCH COUNCIL

The Church Council operates on behalf of the Congregation and is the governing body of the Church between meetings of the Congregation. All Committees and Employees of the Church are ultimately accountable to Council.

- a. **Council Composition:** The Church Council shall consist of the Council President, Treasurer, Recording Secretary, the Chairs of the four Standing Committees, two members elected “at-large,” and the Senior Pastor (*ex officio*). All Council members will have a vote in matters pertaining to Council business except the Senior Pastor who is a non-voting member. Each Council member should have a concern for the work of the Church as a whole.
- b. **Council Responsibilities:** The primary purpose of the Church Council is strategic and its work should, in large part, be integrative and concerned with setting policies and directions for the Church as a whole, within lines that may be determined by the Church membership. It is also the responsibility of the Council to govern the Church between meetings of the Congregation. In so governing the Church, the responsibilities of the Church Council include without limitation the following: strategic planning; policymaking; goal-setting; budget approval and fiscal oversight; receiving Committee reports; supervising Committees; delegating duties to Committees as necessary; developing the strength of the Council itself through training, self-assessment, education, and prayer.
- c. **Council Authorization of Funds:** The Council may authorize any unbudgeted expense not exceeding \$5,000.00 if funds are available; but if funds are not available or the expense exceeds \$5,000.00 it must receive the approval of the congregation. For actions in response to an emergency and required before a Congregational meeting may be called, the Council may act and then present its actions to the congregation with the reasons for the action taken.
- d. **Notice of Meetings:** Notice of Council and Committee meetings shall be published in the weekly bulletin and, if possible, with agenda items.
- e. **Council Meetings:** Council shall meet at least six times a year. Additional meetings may be called by the Council President, Pastor or Standing Committee. Council Members who need to be absent from a Council Meeting may appoint a representative from their respective Committee to act on their behalf.
- f. **Council Meeting Quorum:** 51% of its members. A majority vote will be decisive in determining any business at hand.
- g. **Executive Session:** Meetings of the Council may be closed for executive sessions to consider legal transactions, employment or other confidential matters, claims or potential claims against the Church. Actions taken in Executive Session shall be reported in the Minutes of the Council.
- h. **Executive Committee:** Composed of the Officers of the Church, i.e., President, Treasurer, Recording Secretary, and Pastor (*ex officio*, non-voting). The Executive Committee meets at the request of any member of Council to preview matters of personnel, legal transactions, employment and other confidential matters, claims or potential claims by or against the Church. Recommendations of the Executive Committee will be reported in the Minutes of the Council.

- i. **Conflict of Interest:**
 - i. When funding decisions are being recommended or approved, Council or Committee members who have a direct involvement with an agency under consideration will be asked for input during discussion, but will be asked to excuse themselves before a vote is taken on the matter in question
 - ii. No part of the Church's net earnings will inure to the benefit of, or be distributable to its members.
 - iii. No salaried employee or the immediate family of the employee may participate in any discussion or vote with respect to any matter affecting the compensation, benefits, working conditions, duties or responsibilities of the employee.
 - iv. Spouses and immediate family members may not serve on the same committee.
- j. **Filling Vacancies:** Any vacancies in elected positions may be filled *pro tempore* by the Church Council, and shall be filled permanently at the next Annual Meeting of the Church.

9. OFFICERS/LEGAL OFFICERS

- a. **Council President:** The Council President shall preside at meetings of the Church Council, Congregational Meetings, and perform such other duties as are incident to the office of Council President.
- b. **Treasurer:** The Treasurer serves as one of the members of the Finance Committee, shall have charge of and responsibility for the maintenance of adequate books of account of the Church; establish with input from committees, and sponsored programs the annual budget to be approved by Council and ratified by the Congregation; and perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Council President.
- c. **Recording Secretary:** The Recording Secretary shall be responsible for the recording, distribution of minutes of Council and Congregational meetings, recording any business conducted between meetings via email, and submitting approved copies to the Office Coordinator to be filed for retention. In addition, approved Council minutes and accepted Committee reports should be made available to the Members through traditional and/or electronic media.

10. **STANDING COMMITTEE CHAIRS** Standing Committee Chairs facilitate the work of the committee, submit reports and agenda items for Council Meetings, preferably at least ten days in advance, and submit an Annual Report by mid-January.

11. **STANDING COMMITTEES:** Standing Committees are responsible for furthering the ministry of the Church. In partnership with the Senior Pastor, the Church Council, and other church staff, Standing Committees provide oversight and direction for their respective ministries. Committees shall be composed of three to five Members of the Congregation including the chair. Committees shall meet a minimum of four times per year, in a timely manner as their responsibilities require.

- a. **Building and Grounds Committee (Trustees)** shall be responsible for the building and grounds.
- b. **Congregational Life Committee (Deacons)** shall be responsible for membership, worship, evangelism and marketing, and the overall spiritual life of the Congregation.
- c. **Education and Mission Committee (Elders)** shall be responsible for Christian Education, Mission and other activities as it relates to their ministry.

- d. **Finance Committee (Stewards)** shall be responsible for fund raising, donor relations, budgeting, and overall financial administration.

12. AD HOC COMMITTEES

- a. **Nominating Committee:** The Council President shall recruit and appoint a Nominating Committee at least 60 days prior to the Annual Meeting. The Nominating Committee identifies candidates for elected positions and ensures that candidates are competent and knowledgeable, seeking diverse points of view and experience as needed to provide credible and effective oversight of all aspects of the work of the Church. The congregation will be informed within 14 days of the Nominating Committee being formed and of the members on the Committee. Notice of nominations shall appear with the notice of the Annual Meeting. Other nominations may be made from the floor, provided the nominee can give verbal consent if present, written consent if absent.
- b. **Personnel Committee:** The Council President shall recruit and appoint a Personnel Committee in sufficient time to conduct staff evaluations and make salary recommendations for Council for inclusion in the Annual Budget. Members of this Committee should include, but not be limited to, persons with experience and knowledge of nonprofit management, human resources, compensation or applicable skills. The Personnel Committee will design procedures to meet their obligations.
- c. **Additional Committees:** Short-term Ad Hoc Committees may be recruited and appointed at the request of the Standing Committees, Council President or Senior Pastor with approval of Church Council for specific tasks, activities or areas they wish to pursue appropriate to their ministries. Ad Hoc Committees should be composed of at least one elected member and at-large Members and Friends with the appropriate skills and interest in the task.

13. SPONSORED PROGRAMS

Edgebrook Community Church is home to Edgebrook Community Church Preschool, and Edge of the Wood Theatre/Resident Theatre programs. These Sponsored Programs are outreaches of the Church, function under the Church's 501(c)3 status and are covered under the Church's insurance policy. As such, Edgebrook Community Church is the Fiscal Agent of these programs, which are subject to the care, control and oversight by the Church.

- a. Sponsored Programs will exemplify the values of Edgebrook Community Church.
- b. **Advisory Committees:** Both Sponsored Programs shall recruit Advisory Committees of at least three adults who are members of their respective constituency, including, if possible, at least one Member of the Congregation, who is not currently serving on Finance or Building and Grounds Committees. Advisory Committees shall meet as often as necessary to properly advise the work of the program.
- c. **Annual Budget:** Sponsored Programs shall submit annual budgets to the Treasurer at least one month prior to the start of their fiscal year. These budgets shall be approved by the Finance Committee and Council, and be included in the church's Annual Report.
- d. **Agreements:** Working agreements including facility use and appropriate monthly fees shall be reviewed annually in conjunction with the Sponsored Program's budget.

14. PASTOR AND CHURCH EMPLOYEES

- a. **Senior Pastor:** The Senior Pastor shall preach the Gospel, administer the sacraments and rituals, and conduct the services of worship of the Church. The Senior Pastor shall provide for the spiritual welfare of the Church and for those whom it serves, coordinate the activities of the various structures of Church life and serve as direct supervisor of staff. The Senior Pastor shall be an *ex-officio* non-voting member of all committees and organizations in the life of the Congregation.
- b. **Associate Pastor(s)** may be called to serve the Congregation as needed. Their duties will be determined by the Senior Pastor in coordination with Council. They shall be *ex-officio* non-voting members of the Council and such organizations in the life of the Congregation as assigned by the Senior Pastor.
- c. **Call and Terms of Service:** The Senior Pastor and Associate Pastor(s) are called by the members of the Congregation. The Church Council shall appoint a Pastoral Search Committee of five to seven members representative of the church membership. Guided by the Chicago Metropolitan Association of the Illinois Conference of the United Church of Christ, the Search Committee will select a single candidate for a vacant position and, in consultation with the Finance Committee regarding benefits and compensation, present this candidate for the approval of the Council. The Council will call a meeting of the Congregation. A favorable written ballot vote by two-thirds majority of members at such a meeting will constitute a call. If the candidate accepts the call of the Congregation, the Chicago Metropolitan Association will be notified and will be invited to participate with the Congregation in the planning of a suitable service of installation. The Senior Pastor and Associate Pastor(s) shall be elected for an indefinite period.
- d. **Resignation/Termination:** The call of a Pastor may end through resignation or by action of a Congregational Meeting called for that purpose, at which a written ballot vote by two-thirds majority of members at such a meeting will constitute the end of a call. Three months notice or a mutually agreed upon severance agreement will be required to end the call. In every case, the procedure shall be in reference to the guidelines of the United Church of Christ.
- e. **Interim Ministry:** When a pastoral vacancy occurs, the Council will seek guidance from the Chicago Metropolitan Association and secure the services of an Interim Minister. The duties and goals of the Interim Minister shall be determined by the Council.
- f. **Church Employees:** All personnel actions including hiring and termination may be initiated by Council, the Senior Pastor, and the Standing Committee or Advisory Committee responsible for the area of function. If applicable, financial impact will be discussed with the Finance Committee. A recommendation is made to Executive Committee for review before full Church Council determines proposed action.

15. HOLDING OF PROPERTY

The church in its corporate name may sue or be sued; may acquire by purchase, gift, bequest, or otherwise own, hold, invest, reinvest, or dispose of property, both real and personal, for such work as the church may undertake; and may purchase, own, receive, hold, manage, care for, and transfer and convey such property for the general purposes of the church. It may receive and hold in trust both real and personal property, invest and reinvest the same, and make any contracts for promoting the objects and purposes of the church.

16. DISSOLUTION

The Congregation may dissolve by action of a Congregational Meeting called for that purpose, at which a written ballot vote by three-fourths majority of members at such a meeting will constitute an affirmative vote. Upon dissolution of the church, its assets and all property and interests of which it shall then possess, including any device, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Illinois Conference of the United Church of Christ.

17. RULES

The most recent edition of Robert's Rule of Order shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

18. REVIEWS AND AMENDMENTS

Bylaws may be amended in accordance with the procedures set forth in Section 7e at any regular or special meeting of the congregation. Any proposed amendments shall be distributed to all eligible voting members at least ten days prior to the meeting at which action is to be taken. These Bylaws shall be reviewed every five years beginning in 2020, then 2025, 2030, etcetera. The Bylaws reviews shall be the task of an Ad Hoc Committee with members of the committee recruited and appointed consistent with the procedures set forth in the paragraph entitled "Ad Hoc Committees," except only Full and Associate Members of the Church shall be eligible to serve on the committee

- 19.** These Bylaws adopted January 25, 2015 replace the Constitution as restated on November 23, 2008, and the Bylaws as restated on March 24, 2009.

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