

First Congregational Church of Naperville, Illinois
A Congregation of the United Church of Christ
Bylaws
As voted on and approved 1/26/20

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First Congregational Church of Naperville, Illinois
A Congregation of the United Church of Christ
Bylaws

1 General

This document contains the bylaws of the First Congregational Church of Naperville, Illinois, currently located at 25 E. Benton Ave. This church is affiliated with the United Church of Christ. The church is incorporated in the State of Illinois.

The mission of the First Congregational Church of Naperville, a United Church of Christ, is stated as follows:

Welcoming all, we spread Christ's radical message of love and justice.

For the purposes of this document, congregational meetings are as described in Section 8.1b.

2 Membership

2.1 Definition and Reception of Members

The members of this church are people who have been received by the congregation and who have publicly accepted its covenant upon

- a. presentation of letters of transfer from other churches,
- b. reaffirmation of faith,
- c. confession of faith, or
- d. baptism (previous baptism is valid).

Applicants for membership, having met with the Community Life Ministry, will be received in covenant at any church service upon public commitment to the church. Any who are unable to attend in public because of illness or disability may be received by the Community Life Ministry acting for the church.

2.2 Responsibilities of Active Members

The responsibilities of the active members are:

- a. to live in all their relationships according to the spirit and teachings of Jesus Christ,
- b. to attend faithfully the services of worship of this church,
- c. to contribute financially to the support of the church and its mission efforts in the world,
- d. to contribute time to the ministries of the church, and
- e. to diligently seek the spiritual welfare of the congregation, and to invite others into Christ's life and community.

2.3 Move to Inactive Status

Any member who for a period of two years in spite of kindly approaches has not communicated with the church and who has not contributed to its support may, upon decision of the Community Life Ministry, acting for the church, be transferred to an inactive list. A letter will be sent to inform him/her of his/her new status. From the date of such transfer, such member shall cease to be reported on the active membership roll. The member who has been transferred to the inactive membership list is ineligible to vote at church business meetings.

2.4 Release from Membership

Release from membership may be achieved in any of the following ways:

- a. Any member who desires and requests a letter of transfer to another church is entitled to receive it. The pastor(s) and the registrar are each authorized to issue such a letter when it is requested. General letters addressed to no particular church will not be granted.
- b. If a member requests in writing to be released from his/her covenant obligations, the release will be granted.
- c. Any member who has moved from the area may be automatically released, except at the discretion of the pastor in consultation with the Community Life Ministry, acting for the church.
- d. Any member who has been on the inactive roll for one year may be automatically released.

2.5 Restoration to Active Membership

Inactive members may be reinstated on the active membership roll at the discretion of the pastor in consultation with the Community Life Ministry, acting for the church.

Any person who has been released from membership may be restored by the same procedures as new members are received.

3 Property

The congregation may, in its corporate name, sue and be sued, hold, purchase and receive title by gift, grant or other conveyance of and to any property real or personal, with power to mortgage, sell or convey the same providing the laws of the State of Illinois permit. In case of a division of the membership of the congregation, the right of property will first be voted on in a business meeting in accordance with Section 8. If a 2/3 majority is not achieved, all parties will submit the question of the right of property to the Illinois Conference of the United Church of Christ. The decision of said judiciary will be binding on all members of the congregation.

In case of a dissolution of the congregation, the right of property will first be voted on in a business meeting in accordance with Section 8. If a 2/3 majority is not achieved, the title of the property will revert to the Illinois Conference of the United Church of Christ or its successor body.

The primary church building is located at 25 E. Benton in Naperville, IL at the corner of Benton and Center streets.

4 Bequests, Endowment, Memorial Gifts

4.1 Bequests

The Trustees have the responsibility to recommend to the Church Council the appropriate use of unrestricted bequests. The funds could be used for such things as the technology, Christian education, building improvements, endowment, etc. In order to build up the church's endowment for the long-term health of the First Congregational Church, at least 50% of the undesignated bequests should go into the church endowment.

4.2 Memorial Funds

If memorial contributions are given to First Congregational Church at a family's request, family members of the decedent may discuss options with the pastor on how to designate such funds in a way that will both honor the legacy of their loved one, and support the needs of the church. Once gifts are received for a designation, they cannot be used for anything other than that designation. If two years after the death no decision/agreement has been reached, then the funds are designated as unrestricted. The Trustees have the responsibility to recommend to the Church Council the appropriate use of unrestricted memorial funds. The funds could be used for such things as technology, Christian education, building improvements, endowment, etc.

4.3 Gifts, Bequests, Memorial Funds

All gifts, bequests, and memorial funds that have a designation thereof, may be refused at the discretion of the Church Council.

4.4 Endowment

The endowment fund will be supervised by the Trustees Ministry, which may assign an individual to make decisions regarding the fund and to solicit additional funds.

The purpose of the endowment fund is to provide an additional income stream for the church to improve its ministries. It is not the intention that the assets be drawn down to meet current operating difficulties. In the event that the Council of Ministries determines a vital need has arisen for extraordinary use of endowment assets, the moderator will call a congregational business meeting where a proposal will be presented.

The congregation may vote to approve use of all or part of the assets of the fund according to the proposal brought to it by the council. Such action requires the affirmative vote of 2/3 of the members present.

In the event the church ceases to exist, without the disbursement of the fund, the fund shall revert to the Illinois Conference of the United Church of Christ or its successor body, to be disposed of as deemed proper.

5 Pastor(s)

5.1 The Call of a Pastor

When a vacancy occurs in the pastorate, a special search committee will be appointed by the Council of Ministries to seek a new pastor. This committee will consist of no less than five and no more than eleven members of the church. The committee, after seeking Divine guidance and input from the congregation, will work in cooperation with the Fox Valley Association of the Illinois Conference of the United Church of Christ in making a canvass of available ministers, settle upon one who in their judgment should be called, and introduce the candidate to the church. A business meeting must be held to call (elect) the pastor. A pastor is called based on a 2/3 vote of the members in attendance. An employment contract covering duties, compensation and benefits will then be signed by the moderator and the pastor.

5.2. Pastor(s) duties include the following:

- a. become a member of the church as soon as practical,
- b. if not ordained, as soon as possible, be ordained, according to the rules and regulations of the Fox Valley Association. If ordained, as soon as possible, be installed and recognized, according to the rules and regulations of the Fox Valley Association. The ceremony will be planned and delivered by the pastor and the Worship Ministry.
- c. promote the spiritual welfare of the church, and those whom it serves,
- d. seek to enlist persons as followers of Christ,
- e. preach the Word,
- f. have charge of the pulpit and exercises of public worship and administer the sacraments,
- g. be the executive/administrative head of the church staff and other employees as designated by direction of the Council of Ministries,
- h. be ex-officio member(s) of all ministries, and
- i. perform such other duties as usually pertain to the office. Additional duties not outlined here can be found in the personnel policy manual.

The pastoral relationship may be terminated on sixty (60) days written notice by either party, or otherwise upon mutual agreement. A congregational decision to terminate a pastor requires a majority vote, of those present, at a business meeting (as defined in section 8).

6 Church Lay Leadership

The officers of this church are: moderator, moderator-elect, secretary, and treasurer. All officers of the church are elected by majority vote at the annual business meeting and hold office until the close of the meeting in which their successor is elected. Each officer is a member of Council of Ministries and will make a report of his/her work at the annual business meeting. Each officer must be a member of this church.

Should any officer be unable to serve out the term of his/her office, the Council of Ministries will appoint a successor to act until the next annual or special business meeting, at which time a successor will be elected to complete the term.

Any officer may resign at any time by giving written notice to the Council of Ministries through the moderator. Such resignation will take effect at the time specified in the notice, and the acceptance of such resignation will not be necessary to make it effective.

6.1 Moderator

The moderator is elected for a two-year term. The moderator may only serve one term, but may be elected to the position of moderator-elect or a different official on the council after being off the council for at least one year.

Responsibilities of the moderator:

- a. preside at all business meetings of the church. In the event of the moderator's absence, the moderator-elect will preside as moderator.
- b. be responsible for determining that the notice of a business meeting be issued to all active members of the church at least nine days prior to the meeting and that the business of the meeting is consistent with the intent of the notice,
- c. act as chair of the Council of Ministries and the Executive Committee,
- d. use the good graces of the office in a prudent and diligent manner to promote harmony and Christian understanding among the members in matters of church business,
- e. ensure that evaluations of the church staff are performed in accordance with the Periodic Performance Evaluation adopted by the Council of Ministries (Section 8),
- f. be in charge of leadership training,
- g. in the event that there is no moderator-elect, perform the duties of the moderator-elect.
- h. ensure that the bylaws are periodically reviewed for appropriate modification at least every three years.

6.2 Moderator-elect

To ensure smooth transition and succession, a moderator-elect will be elected at the annual meeting every other year and be confirmed as the moderator at the first annual meeting following their election as moderator-elect.

The moderator-elect's duties include the following:

- a. chair council meetings when the moderator is unavailable,
- b. assist the moderator in planning, overseeing and implementing council policies, procedures and ideas,
- c. act as chair of the nominating committee,
- d. serve on the Executive Committee

6.3 Secretary

The secretary is elected for a one-year term and may serve three consecutive terms. The duties include:

- a. keeping a record of the proceedings of all business meetings and providing such record to the registrar,

- b. serving as secretary to the Council of Ministries and furnishing to the registrar such record of the proceedings of the council as may be required for retention or for publication to the members,
- c. serve on the Executive Committee

Should the secretary not be present at a council or business meeting, the moderator will appoint a member of the congregation to fulfill the secretary's responsibilities.

6.4 Office of the Treasurer

The office of treasurer consists of two elected positions, treasurer and associate treasurer, and one paid position, bookkeeper.

Every two years a member of the congregation will be elected to the office of treasurer for a term of three years. The elected official will be associate treasurer for the first year and treasurer for the remaining two years. Both positions should not be elected the same year. Should either position be vacated prior to the end of the term, the Council of Ministries will appoint an interim, which will be confirmed at the next scheduled business meeting. After serving a full term, one year must pass before again being considered eligible for office of treasurer.

The office of treasurer will have only one vote at the Council of Ministries, that of the treasurer. If the treasurer is not in attendance, the associate treasurer will have a vote.

The treasurer will:

- a. be the responsible custodian for all deeds, titles, warranties, insurance policies, and related items pertaining to the real and personal property of the church and place such documents in such depository as the Trustees Ministry order,
- b. open all books, accounts, and records, every four years, to the examination of an auditor appointed by the Trustees Ministry,
- c. attend all Trustee and Council of Ministries meetings, or delegate to the associate treasurer,
- d. supervise the responsibilities of the bookkeeper.
- e. serve on the Executive Committee

The associate treasurer will assume the responsibilities of treasurer should the treasurer be unavailable.

6.5 Authorized Agents and Authority

Authorized agents to conduct the church's financial matters are individuals elected at the Annual Meeting, e.g.: Officers of the Church (except for the Secretary); Directors of the Corporation; and the Assistant Treasurer. For each account the church will have three authorized agents. The Treasurer is responsible for working with financial institutions to update authorized agents as changes occur at the annual meeting or otherwise.

6.5.1 Authorized Agents for Financial Matters

Authorized agents to conduct the church's financial matters are individuals elected at the Annual Meeting, e.g.: Officers of the Church (except for the Secretary); Directors of the Corporation; and the Assistant Treasurer. For each account the church will have three authorized agents. The Treasurer is responsible for working with financial institutions to update authorized agents as changes occur at the annual meeting or otherwise.

6.5.2 Authority of Authorized Agents

Each Authorized Agent is authorized to carry out the actions in the following sections with the concurrence of the Church Council or Trustees, as appropriate.

Each Authorized Agent is authorized to (1) provide tax certifications; (2) establish, maintain, and operate an account(s) on behalf of the church, and to bind the church to incorporated agreements and disclosures, and (3) designate a church member or church staff member to conduct transactions within an established account, as required.

The authority thereby conferred is not inconsistent or in conflict with any organizational documents, resolutions, agreements, other applicable constituent documents or laws governing the Organization, and is within the Organization's power and authority and agreements and laws governing the Organization.

In case of the death or withdrawal of any one of the directors or officers, or in case of the termination or dissolution of the Organization, Authorized Agent agrees to notify in writing and to execute any supplementary authorization may be required in such an event.

6.6 Executive Committee

The executive committee will be made up of the pastor(s), moderator, moderator-elect, treasurer and secretary. The committee will meet monthly or as the moderator determines. It will report to the Council of Ministries at the next council meeting following the executive committee meeting. The executive committee will:

- a. assist the moderator in agenda planning,
- b. ensure that the work of the church is following our mission statement, vision and strategic plans,
- c. review and evaluate the immediate past council meeting,
- d. assist in leadership training.

6.7 Member-at-Large

A member of the congregation who is not a member of a standing ministry will be chosen to serve as member-at-large. The member-at-large will act as a liaison between the congregation and the council, and may serve up to three consecutive one-year terms. He/she will be a voting member of the council and will be expected to attend monthly council meetings. The member-at-large will be chosen by the nominating committee and will be elected to the position at the annual meeting of the congregation.

6.8 Registrar

The registrar will be elected for a one-year term. The registrar may serve three consecutive terms. The registrar is responsible for ensuring the performance of the following:

- a. keeping of a register with names and addresses of members of the church, with dates and modes of their reception, and of their release from membership, and of maintaining the roster of active members,
- b. maintenance of a current register of all officers of the church (Section 6),
- c. maintenance of the current list of active ministries (Section 7),
- d. keeping of a record of baptisms, marriages or memorial services performed in the church,
- e. issuance of letters of transfer of membership as described in Section 2,
- f. preservation on file of all written official reports of congregational business meetings (Section 8) and Council of Ministries meetings,
- g. preservation on file of the bylaws of this church,
- h. issuance of notice of all business meetings of the church (described in Section 8) upon request of those authorized to call a meeting,
- i. maintenance of a list of employees of the church and their supervisors.

6.9 Delegate

There will be two delegates. A delegate to the Fox Valley Association (where we have two votes) and Illinois Conference (where we have one vote) will report to the council within one month after each meeting of those entities. The delegates will be chosen by the nominating committee and elected to the position at the annual meeting of the congregation. The term for a delegate will be three years, after which they can be elected to an additional term.

6.10 Nonprofit Corporation Officers

At the annual business meeting, the moderator, treasurer and chair of the trustees ministry are elected as directors of the corporation.

7 Ministries and Council of Ministries

7.1 Council of Ministries

The Council of Ministries will consist of the moderator, moderator-elect, the pastor(s), the secretary, the treasurer, a member-at-large from the congregation and the chairperson(s) of each of the ministries. In the event that a ministry has co-chairpersons, only one vote from such a ministry will be allowed on any issue.

The Council of Ministries duties are to:

- a. review the work of the church continually and make recommendations to the congregation for furthering the work of the church,
- b. appoint a nominating committee for lay leadership positions,
- c. appoint replacements for officers if a vacancy occurs between annual meetings,
- d. represent the church in those matters for which a full congregational meeting is not required (such as those in Section 8),

- e. make short and long range plans for accomplishing the objectives of the church,
- f. make sure the vision statement of the church is reviewed and updated periodically,
- g. operate according to the values of the church mission statement.

Council meetings are open: all members of the congregation are welcome to attend. Due to the occasional sensitive and confidential matter of some discussions, portions of a council meeting may be closed. Should the need arise, council meetings may be convened and held via teleconferencing.

Should an issue arise which needs a council vote and there is no chance to convene a council meeting, council members will be allowed to cast their vote on the pending issue electronically. The moderator in consultation with the pastor(s) will decide if the issue at hand requires such a vote. A quorum must be represented and a majority vote will be needed to pass/reject the stated issue. A quorum is defined as at least 51% of the council membership. Should an electronic vote be called, only the council member may vote. He/she may not provide a proxy. Should a quorum not be able to be reached within 24 hours after initial contact regarding the issue at hand, the Executive Committee is empowered to address and vote on the issue. Results of any electronic vote will be recorded at the next formal Council meeting.

An individual may hold only one position on the council at any given time.

7.2 The following are the ministries of the church:

- a. Christian Education is responsible for both children and adult Christian Faith Formation and related programs.
- b. Community Life is responsible for membership, which includes receiving new members, extending an extravagant welcome to visitors, serving current members, preparing special events and forming task forces to complete those goals.
- c. Mission and Social Action is responsible for determining how the church uses its resources to benefit those in need in the community and the world.
- d. Stewardship is responsible for encouraging the giving of time, talent and money for the ministries of the church.
- e. Trustees are responsible for the budget for the church, in order to accomplish the mission and ministries established by the council and congregation, maintaining and evaluating all personnel, including the pastor(s), and the maintenance of the church building.
- f. Worship is responsible for the worship experience, including overseeing the music program of the church and its leadership.

A person may be a chairperson of a ministry for no more than three consecutive years. A chairperson of a ministry must be a church member.

Additional teams may be formed from time to time as needed to complete or enhance the mission of the church; such a team will exist as long as necessary to fulfill its purpose. These teams will be allied with a ministry which will represent them on council.

8 Operations

8.1 Business Council Meetings/Fiscal Year/Elections/Affirmations

- a. The annual business meeting of the church will be held during the month of January of each year, the exact date to be set by the Council of Ministries, to hear yearly reports of the officers and ministries, to elect officers, to adopt the annual budget and to transact such other business as may come before the meeting or has been specified in the official meeting notice.
- b. Special congregational meetings for business may be called at any time by the registrar upon petition of any six active members or the Council of Ministries, to transact such business as specified in a notice.
- c. Notice for the annual meeting and any other business meeting will be sent to all active members at least nine (9) days prior to such meeting.
- d. All active members who are present at the annual meeting, or any other business meeting, are entitled to vote. A majority of votes cast on any question shall be decisive except for: (a) the call of a pastor; (b) a change in church affiliation; (c) the purchase, sale, lease, mortgage or transfer of real property; (d) an amendment to the bylaws; (e) use of any part of the principal of the endowment fund. These exceptions require $\frac{2}{3}$ of the votes cast to carry. A quorum at any business meeting shall consist of fifteen percent (15%) of the active members.

8.2 Financial Responsibilities

- a. The fiscal year of the church shall be from January 1 through December 31 each calendar year.
- b. The Trustees Ministry manages the funds of the church. The trustees ensure that records are maintained for discretionary funds, including the pastoral discretionary funds. The trustees arrange for appropriate auditing of the church financial records.
The trustees maintain appropriate liability insurance.
- c. Each year the Trustees Ministry creates an operating budget for the church with input from the ministries. Key ministry programs are identified and budgeted. The ministries need to review major changes in financial and/or program plan with the Council of Ministries. The Stewardship Ministry is responsible for the annual giving drive.
- d. The operating budget for the fiscal year is presented to the congregation for vote at each annual meeting. This budget must be approved by Council of Ministries prior to its presentation at the annual meeting.

8.3 Personnel Responsibilities

The list of paid employees of the church is updated each year after the annual meeting. The Trustees Ministry has produced a Periodic Performance Evaluation manual. Based on that manual, the supervisor of each paid employee will perform an annual review of the employee. At such review, not only will past performance be evaluated, goals will be set for the coming year. Also based on that policy, recommendations will be made for compensation.

The Trustees maintain a Safe Child Policy and make sure that it is implemented.

A pastor/parish relations ministry is a confidential body which provides support and guidance to the pastor. This group consists of members selected by the moderator with input from the pastor(s). The members should represent various ministries as well as be balanced for diversity and congregational representation.

9 Amendments

The bylaws can be amended by a $2/3$ majority vote of active members present at a business meeting. Any proposed bylaws change must be published along with the announcement of the business meetings. The church computer file containing the bylaws will be updated following the amendment. One copy will be put on the church web site. The secretary will maintain a paper copy of the current bylaws and the registrar will place one paper copy in the library.