

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

As voted on and approved 1/28/24

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1 General

This document contains the bylaws of First Congregational Church of Naperville, Illinois, located at 25 East Benton Avenue. This church is affiliated with the United Church of Christ. The church is registered as a not-for-profit corporation in the State of Illinois, file number: 66349136.

The mission of First Congregational Church of Naperville, a congregation of the United Church of Christ (hereinafter called the church), is:

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 9.1.

2 Membership

2.1 Definition and Reception of Members

The members of this church are baptized individuals (previous baptism is valid) who have been received by the congregation and who have publicly accepted its covenant after:

- a. Presentation of letters of transfer from other churches, or
- b. Reaffirmation of faith, or
- c. Confession of faith.

Applicants for membership, having received new member instruction, will be received in covenant at any church service following public commitment to the church. Any who are unable to participate in a church service may be received by the Community Life Ministry (hereinafter called Community Life) acting for the church.

2.2 Responsibilities of Active Members

The responsibilities of the active members are:

- a. Living in all their relationships according to the spirit and teachings of Jesus Christ.
- b. Attending faithfully the services of worship of the church.
- c. Contributing financially to the support of the church and its mission efforts in the world.
- d. Contributing time to the ministries of the church.
- e. Diligently seeking the spiritual welfare of the congregation, and inviting 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 recommendation of Community Life, acting for the church, be placed on an inactive list. A letter will be sent to inform them of their new status.

2.4 Release from Membership

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

- a. If a member requests in writing to be released from membership, the release will be granted.
- b. 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 requested. General letters addressed to no particular church will not be granted.
- c. Any member who has been on the inactive roll for one year and who has remained inactive may be automatically released.

2.5 Restoration to Active Membership

Members may be taken off the inactive list at the discretion of the pastor in consultation with Community Life, 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 during a business meeting in accordance with Section 9. If a two-thirds (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 (hereinafter called the Illinois Conference). The resulting decision is binding on all members of the congregation.

If the congregation is dissolved, the right of property will be decided by vote during a business meeting in accordance with Section 9. If a two-thirds (2/3) majority is not achieved, the title of the property will revert to the Illinois Conference or its successor body.

The primary church building is located at 25 East Benton in Naperville, Illinois.

4 Endowment

4.1 Endowment

The endowment fund is supervised by the Trustees Ministry (hereinafter called the Trustees), who 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 for the assets to be drawn down to meet current operating expenses. If the Council of Ministries (hereinafter called the Council) determines a vital need has arisen for extraordinary use of endowment assets, the moderator will call a congregational business meeting where such 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 by the Council. Such action requires the affirmative vote of two-thirds (2/3) of the members present.

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

5 Bequests, Memorial Funds, Restricted Gifts

Throughout these sections, the term "restricted" indicates that a donor has stipulated how a gift is to be used and the term "designated" indicates that church leadership has determined what a gift will be used for.

5.1 Bequests

The Trustees are responsible for ensuring that all bequests are spent according to our Memorials and Bequests Policy. The chair of Trustees will keep the Council informed of all such expenditures.

In order to build up the church's endowment for the long-term health of the church, at least fifty percent (50%) of unrestricted bequests should go into the church endowment.

Any restricted bequest may be refused by the Council. If a restricted bequest is accepted, the Trustees are responsible for ensuring that the bequest is spent in accordance with the restrictions.

5.2 Memorial Funds

A family may request that contributions be given to the church in memory of a loved one. At the time of the request, family members of the decedent are invited to discuss options with the pastor(s) on how to use such funds in a way that will both honor the legacy of their loved one, and support the needs of the church. If an appropriate use is mutually agreed upon, the funds are designated in accordance with the agreement, and every effort is made to use the funds as designated.

If two years after the death, no decision/agreement has been reached despite good faith efforts by the church, then the Trustees may use their discretion to designate the funds in a way they feel would best honor the decedent.

The Trustees are responsible for ensuring that all memorial funds are spent according to our Memorials and Bequests Policy. The chair of Trustees will keep the Council informed of all such expenditures.

5.3 Restricted Gifts

Restricted gifts to the church are accepted at the discretion of the Council. If a restricted gift is accepted, the Trustees are responsible for ensuring that the gift is spent in accordance with the restrictions and according to church policy.

6 Pastor(s)

6.1 Call of a Pastor

When a vacancy occurs in the pastorate, the Council will appoint a search committee to seek a new pastor. This committee will consist of no fewer 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 Illinois Conference 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 two-thirds (2/3) vote of the members in attendance. A call agreement covering duties, compensation and benefits will then be signed by the moderator and the pastor.

6.2. Pastor(s) Duties

Pastor(s) duties include the following:

- a. Becoming a member of the church as soon as practical.
- b. If not ordained, becoming ordained as soon as possible, according to the rules and regulations of the Fox Valley Association. If ordained, being installed and recognized as soon as possible, according to the rules and regulations of the Fox Valley Association.
- c. Promoting the spiritual welfare of the church, and those it serves.
- d. Seeking to enlist persons as followers of Christ.
- e. Preaching the Word.
- f. Having charge of the pulpit during public worship.
- g. Administering the sacraments.
- h. Being the executive/administrative head of the church staff and other employees as designated by the Council
- i. Being an ex-officio member of all ministries.
- j. Performing such other duties as usually pertain to the office. Additional duties not outlined here may be found in the personnel policy manual.

The pastoral relationship may be terminated:

- a. As specified in the pastor's call agreement, or
- b. If not specified, on sixty (60) days written notice by either party, or
- c. 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 9).

7 Church Lay Leadership

7.1 Church Officers

Church officers carry out the day-to-day business of running the church within the scope of their roles. Our moderator, moderator-elect, secretary, and treasurer are all church officers. They 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. Officers are members of the Council and make reports of their work at the annual business meeting. Officers must be members of the church.

If any officer is unable to serve out their term of office, the Council appoints an interim to act until the next annual or special business meeting, at which time a successor is elected. For the purposes of determining how long an officer may remain in office, a partial year serving as an interim shall be counted as a full year.

Any officer may resign at any time by giving written notice to the Council through the moderator. Such resignation takes effect at the time specified in the notice, and the acceptance of such resignation is not necessary to become effective.

7.2 Executive Committee

The Executive Committee is comprised of the pastor(s), moderator, moderator-elect, treasurer, and secretary. The committee will meet monthly or as the moderator determines. Pertinent information discussed at the meeting will be shared with Council at the next Council meeting following the Executive Committee meeting. Its responsibilities include:

- a. Assisting the moderator in agenda planning.
- b. Ensuring that the work of the church is following our mission statement, vision, and strategic plans.
- c. Reviewing and evaluating the immediate past Council meeting.
- d. Assisting in leadership training.

7.3 Directors of the Corporation

Directors of the Corporation are responsible for high-level strategic planning, budgeting, personnel and policy management, and property maintenance. Illinois law requires nonprofit corporations to elect three Directors of the Corporation each year. Our moderator, treasurer, and the chair of Trustees are our Directors of the Corporation, and are elected at our annual business meeting.

7.4 Authorized Agents and Authority

Authorized agents conduct the church's financial matters, with three authorized agents on each financial account held by the church. The moderator, moderator-elect, treasurer, associate treasurer, and chair of the Trustees are authorized agents and are elected at the annual meeting. The treasurer is responsible for working with financial institutions to update authorized agents as changes occur.

7.4.1 Authority of Authorized Agents

Each Authorized Agent is empowered to carry out the following actions with the concurrence

of the Council or Trustees, as appropriate:

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.
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 church documents, resolutions, agreements, other applicable constituent documents or laws governing the church, and is within the church's power and authority and agreements and laws governing it.

In case of the death or withdrawal of any director or officer, or in case of the termination or dissolution of the organization, Authorized Agents agree to provide any written notifications and to execute any supplementary authorizations that may be required.

7.5 Moderator

The moderator is elected for a two-year term. After serving a full term, one year must pass before being considered eligible for any position on Council.

Responsibilities of the moderator include:

- a. Presiding at all business meetings of the church. In the event of the moderator's absence, the moderator-elect will preside. If the position of moderator-elect is vacant, the moderator will choose another member of Council to preside.
- b. Ensuring that the notice of a business meeting is issued to all 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. Acting as chair of the Council and the Executive Committee.
- d. Using 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. Ensuring that evaluations of the church staff are performed in accordance with the personnel policy manual adopted by the Council (Section 9.3).
- f. Taking charge of leadership training.
- g. In the event that there is no moderator-elect, performing the duties of the moderator-elect.
- h. Ensuring that the bylaws are periodically reviewed for appropriate modification at least every three years.

7.6 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:

- a. Chairing Council meetings when the moderator is unavailable.
- b. Assisting the moderator in planning, overseeing, and implementing Council policies, procedures, and ideas.
- c. Acting as chair of the nominating committee.
- d. Serving on the Executive Committee.

7.7 Secretary

The secretary is elected for a one-year term and may serve three consecutive terms, after which one year must pass before again being considered eligible for the position of secretary. The duties of the secretary include:

- a. Keeping records of the proceedings of all business meetings and making them available to the registrar and, upon request, to the congregation.
- b. Maintaining a paper copy of the bylaws.
- c. Serving as secretary to the Council and maintaining a record of the proceedings of the Council, making them available to the registrar and, upon request, to the congregation.
- d. Serving on the Executive Committee.

If the secretary is not present at a Council or business meeting, the moderator will appoint a member of the congregation to fulfill the secretary's responsibilities.

7.8 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. If either position is vacated prior to the end of the term, the Council appoints an interim, who serves until a successor can be elected at the next scheduled business meeting. After serving a full term, one year must pass before again being considered eligible for the office of treasurer.

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

The treasurer's duties include:

- a. Serving as the responsible custodian for all deeds, titles, warranties, insurance policies, and related items pertaining to the real and personal property of the church and placing the documents in such depository as the Trustees order.
- b. Opening all books, accounts, and records every four years for examination by an auditor appointed by the Trustees
- c. Attending all Council and all necessary Trustees meetings, or delegating attendance to the associate treasurer.
- d. Supervising the responsibilities of the bookkeeper.
- e. Serving on the Executive Committee.

The associate treasurer will assume the responsibilities of treasurer when the treasurer is unavailable.

7.9 Member-at-Large

A member of the congregation who is not a member of a standing ministry is chosen to serve as member-at-large. The member-at-large will act as liaison between the congregation and the Council, and may serve as many as three consecutive one-year terms, after which one year must pass before again being considered eligible for the position. The member-at-large is a voting member of the Council and is expected to attend monthly Council meetings. The member-at-large will be elected to the position at the annual meeting of the congregation.

7.10 Registrar

The registrar will be elected for a one-year term. The registrar may serve three consecutive terms, after which one year must pass before again being considered eligible for the position of registrar. The registrar is responsible for ensuring the following actions are performed:

- a. Keeping a register with names and addresses of church members, with dates and modes of their reception, and of their release from membership, and of maintaining the list of inactive members.
- b. Maintaining a current register of all church officers (Section 7).
- c. Maintaining the current list of the members of all active ministries (Section 8).
- d. Keeping a record of baptisms, marriages and memorial services performed in the church.
- e. Issuing letters of transfer of membership (Section 2).
- f. Preserving all written official reports of congregational business meetings (Section 9) and Council meetings.
- g. Preserving a file of the church bylaws and placing a paper copy in the church library.

7.11 Delegates

The church is part of the Fox Valley Association, which is part of the Illinois Conference. Just as members of the congregation are elected to conduct the business of the church as part of the Council, member churches of the Fox Valley Association and Illinois Conference elect delegates to ensure that local congregations are represented at the association and conference meetings.

The church may choose one or two lay delegates and one youth delegate to the Fox Valley Association, and one lay delegate and one youth delegate to the Illinois Conference, unless otherwise specified by the association or conference. Delegates are elected to the position at the annual meeting of the congregation; delegates to the Illinois Conference may but need not also serve as delegates to the Fox Valley Association. Each delegate has one vote. The term for a delegate is three years, after which they may be elected to an additional term.

8 Ministries and Council of Ministries

8.1 Council of Ministries

The Council consists of the moderator, moderator-elect, pastor(s), secretary, treasurer, member-at-large, and the chairperson(s) of each ministry. Each ministry may have either a single chairperson or two co-chairpersons.

A quorum is defined as at least fifty-one percent (51%) of the Council membership, and a majority vote of those present at the meeting is required for the vote to pass. If a ministry has co-chairpersons, one or both may represent the ministry at Council meetings, but only one will count toward the determination of a quorum, and only one vote from the ministry will be allowed on any issue. In the event that none of a ministry's chairpersons is able to attend a Council meeting, the ministry may choose another of its members to attend as a representative. However, this representative will not be counted in the determination of a quorum and will not have a vote on any matters that come before the Council.

The Council of Ministries duties include:

- a. Reviewing the work of the church continually and making recommendations to the congregation for furthering the work of the church.
- b. Appointing a nominating committee for lay leadership positions, including Council members, associate treasurer, registrar, and delegates and approving the nominated slate of candidates.
- c. Appointing replacements for officers and other Council members if a vacancy occurs between annual meetings.
- d. Representing the church in those matters for which a full congregational meeting is not required (Section 9).
- e. Making short- and long-range plans for accomplishing the objectives of the church.
- f. Ensuring the vision statement of the church is reviewed and updated when appropriate.
- g. Operating 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. If the need arises, Council meetings may be convened and held via teleconferencing.

If an issue requires a Council vote and no opportunity to convene a Council meeting is available, 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 will be declared when fifty-one percent (51%) of the Council membership has voted on the issue; a majority vote is needed to pass/reject the stated issue. If an electronic vote is called, only Council members may vote. Proxy votes are not allowed. If a quorum is not reached within 24 hours after initial contact regarding the issue, the Executive Committee is empowered to vote on the issue. The result of any electronic vote is included in the minutes of the next formal Council meeting.

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

8.2 Ministries of the Church

The following are the ministries of the church and their responsibilities:

- a. Christian Education, for both children and adult Christian Faith Formation and related programs.
- b. Community Life, for membership, which includes extending a welcome to visitors, receiving new members, tending to the needs of current members, and preparing special events.
- c. Missions and Social Action, for guiding the church in directing its personal and collective efforts and financial resources to advance social justice and to benefit those in need in the community and the world.
- d. Stewardship, for encouraging the giving of time, talent, and money for the ministries of the church.
- e. Trustees, for recommending and monitoring a church budget that supports the mission and ministries established by the Council and congregation, maintaining and ensuring adherence to a personnel policy manual that specifies the policies and procedures governing the relationship between the church and its employees, and overseeing the maintenance of the church building and grounds.
- f. Worship, for the worship experience, including overseeing the music program of the church and its leadership.

A person may chair or co-chair a ministry for no more than three consecutive years. Chairpersons/co-chairpersons must be church members.

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.

9 Operations

9.1 Business Council Meetings

- a. The annual business meeting of the church will be held during January, the exact date to be set by the Council, to hear yearly reports of the officers and ministries, elect officers, adopt the annual budget, and 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 upon petition of any six church members or the Council, 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 members at least nine (9) days prior to such meeting.
- d. A quorum at any business meeting consists of fifteen percent (15%) of the members. A quorum must be present for any official business to be conducted at the meeting.
- e. All 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 is decisive except for the following, each of which require two-thirds (2/3) of the votes cast to carry:
 1. The call of a pastor.
 2. A change in church affiliation.
 3. The purchase, sale, lease, mortgage, or transfer of real property.

4. An amendment to the bylaws.
5. Use of any part of the principal of the endowment fund.

9.2 Financial Responsibilities

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

9.3 Personnel Responsibilities

The list of paid employees of the church is updated each year after the annual meeting. Based on the personnel policy manual written and maintained by the Trustees, the supervisor of each paid employee performs an annual review of the employee. At the review, past performance is reviewed and goals are set for the coming year.

Council maintains a Safe Church Policy and ensures its implementation.

A pastoral relations committee is maintained as a confidential body that provides support and guidance to the pastor(s), and provides a channel of communication between the pastor(s) and the congregation. This group consists of members selected by the moderator with input from the pastor(s).

10 Conflict of Interest Statement

No member of the church staff or of the Council may engage in any decision, vote, or financial transaction in which they have a financial interest or from which they may personally benefit. Any potential conflict of interest must be disclosed and, when applicable, the involved party shall recuse themselves from any related proceedings, ensuring the fair and impartial stewardship of our church's resources.

11 Amendments

The bylaws can be amended by a two-thirds (2/3) majority vote of members present at a business meeting. Any proposed bylaws change(s) must be published along with the announcement of the business meeting. The church computer file containing the bylaws is updated following approval of the amendment(s). One copy is added to the church website. The secretary maintains a paper copy of the current bylaws, and the registrar places one paper copy in the library.