



# FIRST CONGREGATIONAL CHURCH OF GLEN ELLYN

# BYLAWS

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Amended and Effective: June 1, 2003  
Amended and Effective: June 6, 2004  
Amendments Proposed: May 23, 2006  
Amended and Effective: June 7, 2009  
Amended and Effective: June 9, 2013  
Amended and Effective: June 7, 2015  
Amended and Effective: June 4, 2017  
Amended and Effective: June 3, 2018

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## **ARTICLE I – MINISTRIES**

### **Section 1**

Ministry teams shall carry out the support of the purpose and covenant outlined in the Constitution. Each team will be aligned with one or more responsibilities of a specific Standing Committee, unless it is a Staff-Directed Ministry, and will coordinate its activities with that committee through regular communication and consultation.

### **Section 2**

A ministry team shall be composed of one or more members. Whenever a ministry team consists of more than ten members it shall consider whether two teams might be more effective.

### **Section 3**

Any person or group desiring to serve as a ministry team must file a registration statement with the Church Council before it may minister in the name of this congregation. This statement shall contain the following information:

- a) The purpose of the ministry team including what responsibilities it will fulfill and with which standing committee or committees it will align;
- b) A description of how the ministry team will operate including how it will relate to the standing committee or committees with which it is aligned;
- c) The names of all members on the ministry team;
- d) Telephone numbers of designated contact people;
- e) Any request for permanent space assignment;
- f) Any request for regularly assigned meeting space;
- g) Any request for funds to conduct the ministry; and
- h) Name of the ministry team leader.

After acceptance of the registration statement by a standing committee, the Church Council, will review the registration statement for completeness and accept it unless the approving standing committee has overlooked a violation of Sections 1, 2 and 3 above. Any appropriate resource ministry and the appropriate standing committees will consider space and funding requests.

### **Section 4**

Any refusal by a standing committee to accept a registration statement may be appealed to the Church Council. The Church Council may reverse a standing committee if it finds that the ministry complies with Sections 1, 2 and 3 above.

### **Section 5**

Any ministry team desiring to raise money by an appeal to the congregation or the general community or by holding an event open to the members or the general community shall register the request or event with the Church Council. This registration shall include the kind of appeal or event, the purpose for which the funds are to be used and the date(s) of the appeal or event. The Church Council will calendar the appeal or event unless there is a conflict with an existing appeal or event or unless the purpose of the appeal or event or use of the funds is not in keeping with the purpose and covenant of this Church.

## **Section 6**

Each registered ministry shall submit an evaluation of its ministry for the previous fiscal year to its relevant standing committee, by April 1 of each year or such alternate date as may be determined by the Church Council in accordance with the publication of the annual report and the annual meeting. Such evaluation shall include the strengths and weaknesses of the ministry, the use of resources including a full account of all funds accumulated and disbursed, an update of items a) through h) in Section 3 above, and intended improvements in the ministry. No funds or space allocations will be renewed for a ministry team until this required evaluation has been submitted.

## **ARTICLE II – THE OFFICERS**

### **Section 1**

The officers of this Church are the Moderator, Moderator-Designate, Assistant Moderator, Senior Minister, all full-time Associate Ministers, Treasurer and Clerk. All officers shall be members.

### **Section 2**

At the annual meeting the members will elect a Treasurer (elected for a two year term every other year), Assistant Treasurer (elected for a two year term every other year), a Clerk and an Assistant Moderator. Upon election of a new Assistant Moderator, the immediately preceding Assistant Moderator will become the Moderator-Designate and the immediately preceding Moderator-Designate will become Moderator. No person serving as Moderator may be elected as an officer the following year.

### **Section 3**

The Moderator is the administrative head of the organization. The Moderator will conduct all meetings of the Church Council and the members.

The Moderator will be a member ex officio of all committees engaged in the governance of this Church.

The Moderator, with the advice and consent of the Church Council, shall establish all ad hoc committees required for governance of this Church.

The Moderator, with the advice and consent of the Church Council, shall assign additional functions and responsibilities to members for governance of this Church.

The Moderator shall sign and the Clerk shall attest to the signature and affix the seal in the name of and on behalf of this Church on all contracts, deeds and other instruments including short or long term debts authorized by the Church Council or as directed by the members.

### **Section 4**

The Moderator-Designate may act in the place of the Moderator if the Moderator is unable to serve. The Assistant Moderator may act in the place of the Moderator and Moderator-Designate if both are absent or unable to serve.

### **Section 5**

The Moderator, Moderator-Designate and Assistant Moderator will be responsible for such other duties as they decide between them, including review annual performance of the Senior Minister.

### **Section 6**

The Treasurer is the custodian of all funds of this Church.

The Treasurer will be elected every other annual meeting for a term of two years. An individual may not serve as Treasurer for more than two consecutive terms.

The Treasurer will submit a written financial report at each regularly scheduled meeting of the Church Council.

The Treasurer shall submit an annual written report which details receipts and expenditures of this Church in accordance with usual and customary accounting principles.

The Treasurer and Assistant Treasurer will prepare the annual budget, create and review financial policies, participate in the Annual Fund drive and other fund raising campaigns and participate in staff compensation and employee benefits decisions.

The Treasurer and/or Assistant Treasurer will attend all meetings of the Church Council.

Upon election of a new Assistant Treasurer, the immediately preceding Assistant Treasurer will become the Treasurer.

### **Section 7**

The Clerk shall maintain a record of the proceedings at the annual meeting and special meetings of the members and at all meetings of the Church Council.

The Clerk will be elected at each annual meeting for a term of one year. An individual may not serve as Clerk for more than three consecutive terms.

The Clerk will serve as secretary of the Church Council, and at meetings of the members. In the absence of the Clerk the senior officer will appoint a Clerk pro tempore.

## **ARTICLE III – THE CHURCH COUNCIL**

### **Section 1**

The Church Council, acting on behalf of the members, shall govern and supervise the work of this Church.

The Church Council shall be composed of the Church officers (Moderator, Moderator-Designate, Assistant Moderator, Senior Minister, all full-time Associate Ministers, Treasurer and Clerk), the Assistant Treasurer (as appropriated), a Youth Representative (as appropriated) and chairs from the Standing Committees.

## **Section 2**

The Church Council shall:

- a) Meet no less than nine (9) times per year;
- b) Review Church financial statements;
- c) Review committee approved ministry team registration statements;
- d) Review ministry team evaluations and assure appropriate follow-up;
- e) With input from the committees and staff, determine the financial budget presented to the congregation for approval;
- f) With input from the Treasurer, Assistant Treasurer, HR Task Force and staff, approve compensation and benefit plans for the Church staff;
- g) Appoint delegates from the membership to represent the Church at meetings and conferences of the United Church of Christ and other organizations who shall report feedback to the Church Council;
- h) Inform the members on a timely basis of its activities and the activities of other Church committees and ministries;
- i) Solicit and receive Church member suggestions and proposals, and assign follow-up to such suggestions and proposals to appropriate Church bodies or leaders;
- j) Devise and execute ways and means to provide the funds needed to carry out the work of this Church;
- k) Assist and support Stewardship drives;
- l) Call for reports, suggestions and service from officers, staff, committee chairs, ministry members and other Church members;
- m) Hold officers, staff, committee chairs, ministry members and other Church members accountable for the performance of their duties and responsibilities;
- n) Fill vacancies that arise among the officers, committee chairs and vice chairs and committee members between annual meetings upon receipt of nominations from the Connections Committee;
- o) Fix the time and date of the annual meeting;
- p) Assure that the work of the Church is appropriately communicated and publicized outside the Church; and
- q) Manage all concerns of this Church as provided in the Constitution and Bylaws.

The Council shall further have authority to engage professionals as it may deem necessary and advisable to assist with governance and supervision of the work of the Church, including but not limited to attorneys, financial consultants and other advisors, and may in its discretion select an attorney licensed to practice law in the State of Illinois as General Counsel to the Church, to serve at the pleasure of the Council.

## **Section 3**

In the event of a resignation or death of an officer, the remaining members of the Church Council may elect a replacement until the next annual meeting of the members. In the event more than one vacancy occurs simultaneously, a special meeting of the members will be called to elect replacements.

## **ARTICLE IV – THE CLERGY AND STAFF**

### **Section 1**

The call or removal process for any pastor, interim or permanent, will be determined and conducted in consultation with the appropriate bodies of the United Church of Christ as determined by the Church Council. Whenever a vacancy occurs in the Senior Minister or Associate Minister position, the Church Council will appoint a search committee of not more than 12 members who will be as representative as possible of the demographics and needs of the members. The position description for any newly called minister will be approved by the Church Council.

### **Section 2**

The ministers will preach the Word, care for the established services of worship, administer the sacraments, promote the spiritual well-being of the Church and of those whom it serves, and exercise the privilege of religious teacher and counselor in public and private.

### **Section 3**

In addition, one or more Associate Ministers may be called in the same manner as the Senior Minister. An Associate Minister shall be ordained and become a member as soon as practicable.

### **Section 4**

One or more Assistant Ministers may be hired. An Assistant Minister may be ordained, licensed or commissioned and will become a member as soon as practicable.

The duties of an Assistant Minister shall be defined by the specific nature of the responsibilities established by the terms of the contract of employment.

When an Assistant Minister's term of office expires under the terms of the contract of employment, the office shall be vacant.

### **Section 5**

The Senior Minister may be a member ex officio of any Ministry Team. The ex officio status of the Senior Minister may be delegated by the Senior Minister to any Associate Minister.

### **Section 6**

Proposals for staff requirements may come from the staff of the church, ministry teams through the appropriate standing committee, or from a standing committee. Proposals will be reviewed and approved by the Church Council, or its designate, which shall be responsible for the hiring and discharge of employees, the fixing of salaries, and other terms of employment.

### **Section 7**

The Senior Minister shall act at the Executive Director of the Church. Daily supervision of the staff is the responsibility of the Senior Minister.

## **ARTICLE V – STANDING COMMITTEES**

### **Section 1**

The following standing committees are established with the approval of these Bylaws.

- a) Connections
- b) Finance
- c) Property and Grounds
- d) Service and Justice

Each standing committee will have a chair, vice chair and at least three members. The number of members for each committee for the following year will be determined annually by the Church Council and communicated to the Connections Committee. The vice chair and committee members will be elected at the annual meeting as stated in Article XI Section 1. The members of a committee will serve no more than three consecutive years on the committee. The vice chair of the committee will serve as chair the following year.

### **Section 2**

Common duties of each standing committee:

- a) Recommend to Church Council an annotated line-item budget of the proposed expenditures for the committee and associated ministries for consideration in preparing the annual budget of this Church;
- b) Submit a written report for presentation at the annual meeting; and
- c) Develop programs and lead members of the congregation, individually and collectively, to a sharing of their spiritual gifts, time and treasure in the performance of Christian service wherever needed.

### **Section 3**

#### **Connections Committee**

The Connections Committee, with the help of staff, will enhance the spiritual life of the members by fostering a culture of engagement. It is responsible for enhancing the community experience at our Church by creating an inclusive environment, communications to foster involvement, and the coordination of membership integration. It is responsible for overseeing the coordination of the lay volunteers that assist in worship activities.

Specifically, the Connections Committee will foster and oversee ministries that:

- a) Welcome and greet visitors to our Church;
- b) Encourage acquaintance and community;
- c) Communicate internally and externally to various audiences in a timely manner;
- d) Connect visitors and members with volunteer opportunities;
- e) Seek and receive new members in Christian fellowship;
- f) Support group fellowship and community life;
- g) Assist laity and clergy in identifying specific unmet caring needs within the membership;
- h) Determine all matters of membership, including new membership orientation;
- i) Enhance the spiritual life and growth of all members;

With the help of staff, the Connections Committee shall recruit, train and make nominations for the

consideration of the Church Council to fill vacancies that arise among the officers, committee chairs and vice chairs and committee members between annual meetings; and is responsible for submitting a slate of nominated candidates for elected positions at the annual meeting.

#### **Section 4**

##### **Finance Committee**

The Finance Committee will provide financial oversight to build and preserve the financial resources necessary to support the mission of this Church, both for the short and the long term.

Specifically, the Finance Committee will:

- a) Develop an annual operating budget with Staff and Committee chairs to submit to the Treasurer for preparation, Council for review and Congregation for approval.
- b) Monitor adherence to the budget and bring expenditure requests outside of the budget to Council for approval.
- c) Set long-range financial goals along with funding strategies to achieve them.
- d) Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
- e) Draft an investment policy detailing the objectives of the investment portfolio, guidelines on the asset allocation of the portfolio based on a predetermined level of risk tolerance, authorizations for executing transactions, and disposition of earned income for Council approval. Review annually and update as needed.
- f) Create, approve, and update, as necessary, policies that help ensure the assets of the organization are protected.
- g) Arrange for an annual audit and ensure follow up on any issues mentioned.
- h) Supervise matters pertaining to insurance.
- i) Manage record retention (archives).
- j) Serve as a liaison to the Endowment Team.
- k) Serve as a liaison to the Annual Fund Team.

#### **Section 5**

##### **Property and Grounds Committee**

The Property and Grounds Committee accepts responsibility for the maintenance of the Church's physical properties to enable the Congregation's missions and ministries. The Committee plans for the care and upkeep of the building and grounds, recommends renovations and improvement plans, coordinates the execution of Council approved plans, and ensures that supplies and equipment are kept equal to the need.

This Congregation recognizes that the choices we make impact God's creation and have consequences for future Church leaders. When making decisions, the Property and Grounds Committee will seek to reduce the Church's environmental footprint, achieve energy efficiency gains, and to understand and plan for future maintenance implications.

Specifically, the Property and Grounds Committee will:

- a) Ensure Church buildings and grounds are kept in good condition through repair and preventative maintenance, using annual funds budgeted for these purposes.

- b) Maintain, prioritize, gain approval from Church Council, and communicate to membership the list of improvement areas for Church property that will be paid through the Building Reserve Fund.
- c) Conduct regular inspections of the buildings and grounds to determine potential areas of need. Inspections will be coordinated with planning and budgeting activities, so that new items can be accommodated.
- d) Maintain a schedule of activities that impact the property and grounds on a recurring basis.
- e) Maintain a key contact list of those people and/or companies who provide Property and Grounds-related services on a regular basis.

### **Section 6**

#### **Service and Justice Committee**

The Service and Justice Committee will support staff and foster ministries in all aspects of worship and mission giving.

It will support the staff by fostering and overseeing ministries that:

- a) Allocate mission giving;
- b) Support ministries that respond to human need;
- c) Foster our relationship with our United Church of Christ denomination; and
- d) Foster and prioritize the social justice endeavors.

### **Section 7**

The Moderators and the ministers shall organize themselves annually so that meetings of the standing committees are attended by at least one Moderator or one minister whenever practicable. Broad exposure of the Moderators to the work of the Church as they progress through the Moderator chairs is an objective of this process.

### **Section 8**

Each standing committee shall file the minutes of each meeting with the Church office on a timely basis so that the Church leadership can be informed of its activities.

## **ARTICLE VI – STAFF-DIRECTED MINISTRIES**

The Staff-Directed Ministries will be teams that are guided by Staff and do not report to a Standing Committee. Members can volunteer for a term of their choice on any of these teams, provided they complete the appropriate training, if required.

### **Section 1**

#### ***Music Ministry***

The Music Ministry will be coordinated by the Director of Music Ministries, and includes all facets of music in the Church, including but not limited to: the direction of all choirs and other musicians, the hiring of guest musicians, the coordination of choir exchanges, choir trips, special performances, piano tuning, volunteer recruitment, etc. All costs incurred in the operation of these matters shall be

budgeted at the discretion of the Director of Music Ministry and subject to approval by the Church Council, pending a vote at the Annual Meeting of the Church.

## **Section 2**

### ***Worship Ministry***

The Worship Ministry will be coordinated by a volunteer layperson, in cooperation with either the Clergy or the Director of Music Ministry, as delegated, and will assist with all facets of worship in the Church. The Worship Ministry is a collaboration of numerous Ministry Teams, including Communion servers, the Visual Arts Ministry, the Tech Ministry, Ushers, Wedding & Funeral Coordinators. They are also responsible for assisting with special worship services, ensuring all elements needed are addressed. All costs incurred in the operation of these matters shall be budgeted at the discretion of the Director of Music Ministry and the Senior Minister, subject to approval by the Church Council, and pending a vote at the Annual Meeting of the Church.

## **Section 3**

### ***Education Ministry***

The Education Ministry will be coordinated by the Director of Christian Education and will assist with the necessary functions of educational ministries in the Church. These may include, but are not limited to, hands-on assistance with Church School programs, Vacation Bible School (VBS), college student outreach, volunteer recruitment and appreciation, and other needs that may arise. All costs incurred in the operation of these matters shall be budgeted at the discretion of the Director of Christian Education and the Associate Minister, subject to approval by the Church Council, and pending a vote at the Annual Meeting of the Church.

## **ARTICLE VII – ENDOWMENT TEAM**

The Endowment Team will consist of five members. One member will be elected at each Annual Meeting to serve a term of five years. One member of the Endowment Team will serve on the Finance Committee.

### **Section 1**

- a) Publicize the purposes of the Endowment Fund and offer gift-planning assistance to potential donors.
- b) Facilitate the receipt of gifts to the Endowment Fund. Any gifts or bequeaths to the church, unless otherwise specified, will go the Endowment Fund.
- c) Administer and invest the Endowment Fund by agreement of three (3) or more members, and operate under the investment policies and procedures, which will be reviewed annually.
- d) Not disburse any part of the principal unless:
  - a. Originally specified otherwise by the donor;
  - b. Recommended by a two-thirds (2/3) vote of the committee and approved by a two-thirds (2/3) vote of the members present at a meeting called for that purpose.
- e) Distribute Endowment Fund income annually as follows:
  - a. By transfer of donor-designated gift income to the appropriate Church Committee;

- b. By transfer of undesignated income to the Finance Committee, which will recommend expenditures to the Council.

### **Section 2**

The Endowment Fund Team will not be liable to members for the performance of Endowment Fund investments unless losses were the result of fraud or gross negligence. In no event shall any member of the Endowment Team receive any financial benefit or serve personal interests from operations of the Endowment Fund.

### **Section 3**

At least annually, and additionally in response to any request of the Church Council, the Endowment Team will provide the Congregation with a review of the books and records of the Endowment Fund, which shall be conducted by one or more church members who are not currently officers of the Church, members of the Finance Committee, or otherwise participating in fiscal and budget management of the Church. The Church Council may arrange for special audits of the books and records of the Endowment Fund by an independent certified public accountant as it may deem necessary in its discretion.

## **ARTICLE VIII – ANNUAL FUND TEAM**

The Annual Fund Team is a ministry of volunteer laypersons who work in collaboration with the Senior Minister to raise funds for the operation of the Church.

Specifically, the responsibilities of the Annual Fund Team will:

- a) Plan and execute a year-round stewardship program in support of the Church, thereby funding all Church operations.
- b) Help Church members to understand the relationship between financial generosity and spiritual discipleship.
- c) Analyze present and past trends in giving so it can advise the Council, Staff, Committees and Church members on stewardship matters.
- d) Collect all annual pledges according to a determined time frame.

Volunteers for the Annual Fund may serve for as long as they feel called to do so.

## **ARTICLE IX – GRIEVANCES**

In the spirit of the purpose and covenant of our Church, members and Clergy who have grievances with other members or Clergy are encouraged to resolve these grievances among themselves in a prayerful, caring and responsible manner.

Any member of the Church, Staff, or Clergy who is unable to resolve a grievance with another member of the Church, Staff, or Clergy should bring that grievance to the person's immediate supervisor. If unresolved, the concern should be brought to the Senior Minister. If the Senior Minister is somehow involved in the grievance, the concern should be brought to the Moderator Team. The Moderator

Team will: a) hear the grievance in open or closed session; b) address the grievance within the bounds of its authority; and c) refer it to the Church Council, if appropriate.

The Church Council, upon receiving the grievance, may address the grievance within the bounds of its authority, and shall be considered the final authority in the resolution of all grievances.

## **ARTICLE X – HUMAN RESOURCES TASK FORCE**

The HR Task Force shall consist of at least three members initially appointed by the Moderator with the advice of Council. Members of the HR Task Force should have HR, office administrative or legal experience to serve on the team. Following the initial appointment of at least three members to the original Task Force, thereafter on the date of each annual meeting one member's term shall end and a new member shall be elected by the Congregation to serve a term of three years. The Human Resources Task Force shall undertake activities relating to the management of human resources as directed by the Council, which activities may include but are not limited to the following:

- a) Assist staff in developing and maintaining current written position descriptions for all Church staff;
- b) Participate in the hiring process, as requested;
- c) Monitor and review benefits offered for the Church staff and recommend any changes to Church Council;
- d) Periodically review current personnel policies and procedures with Church staff and recommend any changes to Church Council;
- e) Assist in resolving employment contract conflicts or inconsistencies as requested by Church Council; and
- f) Assist Staff in annual performance reviews, as needed, with the exception of the Senior Minister;
- g) Convene a meeting with a member of the Moderator team at least once per year.

The Human Resources Task Force shall report on its activities to Church Council as the Council may direct, but shall not participate in membership on the Council or have any voting privileges.

## **ARTICLE XI – MEETINGS**

### **Section 1**

An annual meeting of the members shall be held on the Church premises no later than the 15th of the month preceding the beginning of the fiscal year. The Clerk will mail and/or post electronically written notice of the annual meeting to all members at least ten days prior to the meeting. The agenda for the annual meeting will include the following:

- a) Reviewing and approving church objectives for the coming year;
- b) Reviewing and adopting a budget;
- c) Receiving all annual reports;
- d) Electing officers, members of the Church Council and other elected positions; and
- e) Other business as specified in the printed agenda in the notice for the annual meeting.

### **Section 2**

Special meetings of the membership may be called at any time for the purpose of considering matters requiring member action. The Clerk shall call such meetings by written or electronic notice to all members upon petition by the Moderator or 50 members. The notice shall be delivered to members

not less than ten (10) days and no more than thirty (30) days before the meeting. The notice shall state the date, time of the meeting and the matters to be considered.

Special meetings of the Council shall be held upon call by the Moderator or by a majority of the Council on not less than forty-eight (48) hours' notice in writing or electronically to each Council member. Any Council member may, in writing, waive notice.

### **Section 3**

Regular meetings of the Church Council will be held monthly.

### **Section 4**

The ministry teams will meet as outlined in the ministry registration statement.

### **Section 5**

A quorum will be:

- a) Fifty members at any annual or special meeting of the members;
- b) 60% of the members of the Church Council at any regular or special meeting of the Church Council;  
or
- c) 50% of the members of any of the regular or special committee meetings.

### **Section 6**

All meetings of the membership, Church Council, and committees shall be open to all members except discussions concerning personnel, the lease, purchase or sale of real property; or other matters deemed to be of a sensitive nature. Such discussions may be closed at the discretion of the presiding officer with the advice and consent of the meeting attendees. Unless otherwise directed by legal counsel, all discussions relating to legal matters shall be conducted among members of the Church Council in closed session to preserve confidentiality.

The secretary or secretary pro tempore of any closed meeting shall report to the Church Council the date, location, time of opening, time of closing and the names of those in attendance at said meeting.

Decisions and acts of the congregation, Church Council and committees shall be taken in open meeting.

### **Section 7**

The latest edition of Robert's Rules of Order shall govern the conduct of Church meetings unless other rules are specifically stated in the Church Constitution or Bylaws.

## **ARTICLE XII – FISCAL YEAR**

With the approval of these Bylaws, the fiscal year will begin on July 1 and end on the following June 30.

### **ARTICLE XIII – AMENDMENTS**

The Bylaws may be amended in any duly called meeting of the members by a majority vote of those members present.

### **ARTICLE XIV — LIABILITY OF COUNCIL MEMBERS AND OFFICERS**

The members of the Council and Officers of the Church shall not be personally liable to the members or others for any mistake of judgment or any acts or omissions made in good faith by such Council members or Officers. The members shall indemnify and hold harmless each of the members of the Council and Officers against all contractual liability to others arising out of contracts made by them on behalf of the members unless such contract shall have been made in bad faith or contrary to the provisions of the Constitution or Bylaws.

### **ARTICLE XV — DISSOLUTION**

The Corporation may be dissolved in any duly called meeting of the membership by a two-thirds majority of those members present. Upon dissolution, assets held by the Corporation shall be transferred to one or more entities engaged in activities substantially similar to those of the Corporation.