

**BYLAWS
FIRST CONGREGATIONAL CHURCH OF FRESNO
UNITED CHURCH OF CHRIST**

**Article I
Name**

The name of the corporation is First Congregational Church of Fresno (“Church”).

**Article II
Purpose**

The purpose of the Church is to interpret and perpetuate through the life of humankind the spirit of Jesus Christ.

**Article III
Government and Fellowship**

The government of the Church is vested in its voting members (“Congregation”). The autonomy of the Church is inherent, but it accepts the responsibility and obligation of mutual counsel and fellowship with the Sequoia Association (“Association”), the Northern California Nevada Conference (“Conference”), and the General Synod of the United Church of Christ (“UCC”).

**Article IV
Covenant**

The policy of the Church is based upon the mutual sharing of a covenant in the establishment of the local church as a community of faith. The covenant of the Church shall be that adopted by the Salem Church of Massachusetts in 1629, as follows:

*We Covenant with the Lord and one with another; and do
bind ourselves in the presence of God to walk together in
all his ways, according as he is pleased to reveal himself to
us in his blessed word of truth.*

New members, upon affiliating with the Church, shall be asked to covenant themselves with the other members of the congregation.

Article V Offices

Section 1. Principal Office. The principal office for the transaction of the business affairs of the Church, is located at 2131 North Van Ness Boulevard, Fresno, California 93704. The approval of the Congregation shall be required to change the principal office from one location to another.

Section 2. Other Offices. The Council may at any time establish branch or subordinate offices at any place or places where the Church is qualified to do its business.

Article VI Corporate Structure

Section 1. Organization. The Church is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

Section 2. Tax Status. The Church is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Notwithstanding any other provision of these bylaws, the Church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the Church, and the Church shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code).

Section 3. Limitations. The Church shall be bound by the following limitations:

- a. No substantial part of the activities of the Church shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Church shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- b. The property of the Church is irrevocably dedicated to religious purposes. No part of the net earnings of the Church shall inure to the benefit of its

directors, trustees, officers, private shareholders or member, or to any individual.

- c. On the winding up and dissolution of the Church, after paying or adequately providing for the debts and obligations of the Church, the remaining assets of the Church shall be distributed to the Conference or any qualified successor organization, so long as the Conference or such successor organization is an organization organized and operated exclusively for religious purposes and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), and in the event neither the Conference or any such successor is then in existence and so organized and operated, then such assets shall in all events be distributed to an organization (or organizations) organized and operated exclusively for religious purposes and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code).

Article VII Membership

Section 1. Membership. The Church will welcome into its membership all who desire and purpose to be followers of Jesus Christ.

Section 2. Procedure for Membership. A person may become a member of the Church as follows:

- a. A person not having been a member of the Church before shall express a desire to become a member of the Church and, through baptism or confirmation making public affirmation of this faith in God as revealed in Jesus Christ, shall become a member of the Church and be given the right hand of fellowship by public announcement, welcome, and greeting at one of the regular services of worship.
- b. A person who is a member of another church shall express a desire to become a member of the Church, present letters of transfer from the person's previous church, and shall then become a member of the Church and be given the right hand of fellowship by public announcement, welcome, and greeting at one of the regular services of worship.
- c. A person who has at one time been a member of another church but has been inactive or absent with respect to that church, upon expressing a desire to become a member of the Church and making a reaffirmation of faith in God, shall become a member of the Church and be given the right hand of

fellowship by public announcement, welcome, and greeting at one of the regular services of worship.

Section 3. Associate Members. Persons who are members of churches in other communities and who wish to participate and serve in the life of the Church may be accepted as associate members of the Church without discontinuing their home memberships.

Section 4. Obligation. Members are expected insofar as they are able and as their interest determines to participate and serve in the life of the Church and to share in its financial support.

Section 5. Membership Rolls and Termination of Membership.

- a. A member in good standing may, on request, be granted a letter of transfer to any church with which the member may desire to affiliate. If the member desires a certificate of regular standing instead of a letter of transfer, such request may be granted and the member's membership terminated by the Council.
- b. The Church shall maintain an active membership roll and an inactive membership roll. Members who for a period of one year have failed to manifest any interest in the Church, either by participation or contribution, may, after not less than 10 days' written notice to the affected member, be placed on the inactive membership roll by the Council and shall not thereafter be reported on the active membership roll. In the event of renewal of active interest, such members may be restored to the active membership roll by action of the Council. Persons on the inactive membership roll shall be granted letters of transfer by the Council if they so request.
- c. If a member becomes an offense to the Church by reason of un-Christian conduct, that person's membership may be terminated by the Council as follows:
 - (1) Written notice containing the reasons for considering the termination of one's membership and the date, time, and place of the meeting at which the Council shall consider terminating the person's membership shall be given to the member concerned at least 10 days prior to the meeting of the Council;
 - (2) At the meeting of the Council the member concerned shall be given a full opportunity to be heard and to present facts and arguments on behalf of that member;

(3) Following this hearing, a two-thirds vote of the Council shall be required to terminate the membership.

d. A member may resign at any time by a written notice submitted to any Church officer.

Section 6. Voting Rights. Each member in good standing on the active membership roll, and each associate member, shall be entitled to one vote on each matter submitted to a vote of the members. Members on the inactive roll shall have no voting rights.

Article VIII Meetings of the Congregation

Section 1. Services. Public services of worship shall be held on Sunday or at such other times as the Church may determine.

Section 2. Annual Meeting. The Annual Meeting of the Congregation shall be held no later than the first Sunday in February each year, at a date and time selected by the Council, at which time the Council and officers shall be elected, reports received from officers, committees, and constituent organizations, the budget adopted, and such other business transacted as these bylaws authorize. Those elected shall take over their duties immediately.

Section 3. Special Meetings. Special meetings of the Congregation may be called on the request of:

- a. any Pastor of the Church;
- b. the Moderator; or
- c. the Secretary, upon written request of five active members of the Church.

Section 4. Notices of Meetings. Notices of any meeting, annual or special, shall be given:

- a. from the pulpit on the Sunday immediately preceding the date of the meeting;
- b. in the order of worship on Sunday immediately preceding the date of the meeting; and,
- c. in the Church newsletter circulated during the week immediately preceding the notices given pursuant to subsections a. and b. above.

Each such notice shall clearly state the nature of the business to be transacted and the time and place of the meeting. If the business to be transacted includes any

matters requiring two-thirds approval, including those listed in section 8, then the notice shall identify those matters specifically.

Section 5. Waiver of Notice. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, except when the member objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is a not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if that objection is expressly made at the meeting.

Section 6. Quorum.

Fifty active members present in person shall constitute a quorum for transaction of business, excepting when calling a Pastor, when 100 shall be necessary.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action (other than adjournment) is approved by at least half of the number of members required to continue a quorum.

Section 7. Proxies. No proxy voting shall be permitted.

Section 8. Voting. Votes may be cast by voice or ballot. If a quorum is present, unless otherwise specifically provided in these bylaws, the affirmative vote on any matter of a majority of the members entitled to vote and present at the meeting shall be the act of the members on such matter.

However, the following proposals may only be approved by two-thirds of the congregation:

- (1) Removing a member of the Council or other officer without cause;
- (2) Removing any Pastor, with or without cause;
- (3) Amending the Articles of Incorporation;
- (4) Adopting, amending or repealing bylaws;
- (5) Disposing of substantial Church assets;
- (6) Adopting or amending a merger agreement; or
- (7) Approving the election to wind up and dissolve the Church.

Article IX Council

Section 1. Council. The Church shall have a Board of Directors consisting of 12 directors. The Board of Directors shall be known as the “Council.” The Council shall be comprised of the Moderator (who shall be the Chairperson), the Vice-Moderator (who shall be the Vice-Chairperson), the Secretary, the Chief Financial Officer, the leaders of each of the five Ministries, and three Directors-at-Large.

Section 2. Election and Tenure. All members of the Council shall be elected at the Annual Meeting of the Congregation. All members of the Council shall be elected for a term of one year or until their successors are elected. No person shall hold the same office for more than two consecutive terms. Members of the Council shall be active members of Church.

Section 3. General Duties. The Council shall be the administrative body of the Church, shall manage the affairs of the Church, and be competent to transact all business not specifically reserved to the Congregation. It shall, with the Pastor and any Associate Pastors, be responsible for the finances, property, worship, program, and administration of the Church. It shall have the authority to fill vacancies in offices and Ministries as they occur between Annual Meetings.

Section 4. Appointment of Delegates. The Council shall appoint delegates to attend meetings of the Association and conference. Such delegates shall be active members of the Church and shall be authorized to vote on behalf of the Church at such meetings.

Section 5. Meetings. The Council shall hold regular meetings, not less frequently than quarterly. Special meetings may be called by the Moderator or by three members of the Council, by giving notice to the members of the Council stating the time, place and purpose of the special meeting. The Pastors of the Church shall meet with the Council, except during closed sessions, but shall have no vote. Attendance by pastoral staff of the Church at closed sessions of the Council shall be only by invitation of the Moderator.

Section 6. Meetings Open to Members. Meetings of the Council excepting closed sessions shall be open to any members of the Church who wish to attend, but they shall have no vote.

Section 7. Quorum. A majority of the members of the Council shall constitute a quorum for the transaction of the business.

Article X Officers

Section 1. Officers. The officers of the Church shall be a Pastor, Moderator (who shall be the Chairperson of the Council and President of the Church), Vice-Moderator (who shall be the Vice-Chairperson of the Council and Vice-President of the Church), Secretary, and Chief Financial Officer. In addition there may be one or more Associate Pastors (in which case, the Pastor shall be known as the Senior Pastor).

Section 2. Nomination, Election, and Term of Office. The officers listed in Section 1 above, with the exception of the Pastor and any Associate Pastors, shall be elected and shall serve terms as provided in Article IX. At the Annual Meeting, the Council shall present its nominations of the officers, Ministry Leaders, and Directors-At-Large to the Congregation, and shall give an opportunity for nominations other than those presented by the Council. The voting members present shall then, by majority vote, elect persons for said positions.

Section 3. Vacancies. A vacancy in any office due to death, resignation, or otherwise, shall be filled by the Council for the unexpired portion of the term.

Section 4. Moderator. The Moderator shall be the Chairperson of the Council, the President of the Church, and its chief executive officer. The Moderator shall preside at all meetings of the Church, of the Congregation and of the Council and shall prepare the agenda for same. The Moderator shall assist the Pastor in coordinating the work of the various officers, Ministries and committees and promoting increased activities and services of the Church. The Moderator shall be a non-voting member of all Ministries and committees, except for the Nominating Committee.

Section 5. Vice Moderator. The Vice-Moderator shall be the Vice-Chairperson of the Council and the Vice-President of the Church and, in the event of resignation, death, incapacity or absence of the Moderator, shall assume and perform the duties of the Moderator. The Vice-Moderator, shall perform such other duties as may be assigned by the Moderator or the Council.

Section 6. Secretary. The Secretary shall keep a record of the meetings of the Church, of the Congregation and the Council. The Secretary shall be responsible for the membership rolls and for recording all admissions, dismissals, baptisms, deaths, and marriages, shall issue letters of transfer, shall notify persons elected to office, if needed, shall give notice of meetings when such notice is required, and shall make a full report to the Congregation at the Annual Meeting. The Secretary shall be responsible for safe custody of insurance papers, deeds, and all legal

documents of the Church. The Secretary may delegate all or part of such duties to a staff person of the Church, with the consent of the Council.

Section 7. Chief Financial Officer. The Chief Financial Officer shall receive and keep all monies contributed for the support of the Church and its benevolences. The Chief Financial Officer shall pay out monies from the Church treasury as directed by the Council and keep records of all receipts and disbursements. It shall be the responsibility of the Chief Financial Officer to render monthly reports to the council and annual reports to the Congregation and provide for such special reports as the Congregation or Council may require. The Chief Financial Officer may delegate all or part of such duties to a staff person of the Church, with the consent of the Council.

Article XI Pastors

Section 1. Pastor. The Pastor shall administer the sacraments, have charge of the services of worship, and watch over the spiritual interests of the church. The Pastor shall be the chief of staff of the Church, shall serve as a non-voting member of all Ministries and committees, and shall coordinate all the activities of the Church.

Section 2. Additional Ordained Ministers. Ordained ministers serving the Church as Associate Pastor shall have specific pastoral responsibilities defined by the Congregation. Associate Pastors shall be elected and serve under the procedures and guidelines described for the Pastor. Ordained ministers serving the Church as Assistant Pastor or in any other capacity shall serve under the direction of the Pastor. Such Assistant Pastors and others shall be elected and their relationship shall be dissolved by the Council, with the advice and counsel of the Pastor.

Section 3. Election of Pastor. The election of a Pastor, when a vacancy occurs, shall be by vote of the Congregation at a meeting of the Congregation. The search for a Pastor shall be conducted by a Search Committee, which shall submit its recommendation to the Council. The nomination of a Pastor shall be made by the Council after receipt of the recommendation of the Search Committee. Notice stating the time and place of the meeting for such election shall be given from the pulpit and by direct mail to all members at least 10 days before the day of the meeting. The term of office shall be indefinite and either a Pastor or the Church may dissolve the Pastoral relationship by giving three months' notice in writing. Ordained ministers serving the Church may continue their professional practice only as long as they maintain active Ministerial Standing within the Association or Conference, UCC or appropriate successor organization.

Section 4. Ministerial Ethics.

- a. In matters where ministerial character of the Pastor or any Associate or Assistant Pastor is called into question by charges of inappropriate sexual conduct, professional incompetence, financial irresponsibility, moral turpitude, criminal behavior or other breach of ministerial ethics, allegations of any such violation of professional ethics will be immediately investigated by the Moderator and the Vice-Moderator. In cases where the initial investigation suggests any credible basis for the complaint, the Moderator of the Church will contact the Conference to seek its support and assistance in investigating and adjudicating this matter. The Conference will proceed in accordance with established procedure as defined in the then current editions of the UCC Manual on Ministry and the Conference Manual on Ministry Supplements and Appendices.
- b. The Council may call for and enforce an immediate leave of absence of the Pastor, Associate Pastor or Assistant Pastor involved, without prejudice (and with continued pay), pending resolution of such charges. This can be done in conjunction with, or independent of, related Conference action.
- c. The Church's first concern is for the support, welfare and protection of the complainants and immediate prevention of further possible abuses to others. Equally important is the need for the accused Pastor to have an opportunity for a fair hearing. The accused, if found guilty, needs opportunity for acknowledgment of the violations, repentance, treatment, rehabilitation and support.
- d. These policies and procedures will be communicated with maximum candor and caring to the whole Congregation.

Article XII Ministries

Section 1. Composition and Election. The Church shall have five Ministries as follows: Ministry of Worship, Ministry of Resources, Ministry of Church Life, Ministry of Christian Education, and Ministry of Community Outreach. The specific work of each Ministry shall be set forth in policies and procedures developed by the Ministry and approved by the Council, as provided in Article XVI, section 2. Ministries are open and all are encouraged to participate as interest and time allow. Each Ministry shall be directed by a Leader. Ministry Leaders shall be members of the Council and shall be elected and shall serve terms as provided in Article IX.

Section 2. Meetings and Actions of Ministries. Meetings and actions of Ministries shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Council actions, except that the time for regular meetings of such Ministries and the calling of special meetings of such Ministries may be determined either by resolution of the council or, if there is none, by resolution of the Ministry. Minutes of each meeting of any Ministry shall be kept and shall be filed with the Church records. The Council may adopt rules for the governance of any Ministry that is consistent with these bylaws or, in the absence of rules adopted by the Council, the Ministry may adopt such rules.

Article XIII Committees of the Council

Section 1. Standing Committees. The standing committees of the Council shall be as follows: Personnel Committee, Pastoral Relations Committee, Stewardship and Sustainable Growth Committee, Communications Committee, Historical Records Committee, and Columbarium Committee. Not later than February of each year, the Moderator shall, with the consent of the Council, nominate for a one-year term the chairpersons and members of all standing committees. No person may serve for more than three consecutive years on the same committee.

Section 2. Special Committees. The special committees of the Council shall be as follows: Committee of Elders and Nominating Committee.

- a. The Committee of Elders shall consist of an indeterminate number of elders, with a chairperson selected by the committee. New members shall be nominated and appointed by the committee and presented at the Annual Meeting of the Congregation.
- b. Not later than August of each year, the Council shall elect a Nominating Committee of three members, one member to serve as chairperson. Not later than December of each year, the Nominating Committee shall make its report to the Council. The Nominating Committee shall be dissolved immediately following the submission of its report to the Council.

Section 3. Ad Hoc Committees. The Moderator may, with the consent of the Council, appoint such additional committees, which may also be known as ad hoc committees, task forces, or working groups, as may, from time to time, advance the mission of the Church. Such additional committees shall have a limited term and shall exist only until the specific task for which they are created has been completed.

Article XIV
Mortgages

The Council shall have no authority, except as directed by vote of the Congregation, to encumber the Church property or to sell any real property.

Article XV
Amendments

These bylaws may only be amended by the Congregation, at the Annual meeting or at any special meeting of the Congregation, provided notice of such proposed amendment shall be given in accordance with the provision of Section 4 of Article VIII of these bylaws. Such action shall require a two-thirds majority of the votes cast.

Article XVI
Miscellaneous

Section 1. Conduct of Meetings. To the extent not otherwise provided for in these bylaws, the Articles of Incorporation or law, the then current edition of Roberts Rules of Order shall govern the meetings of the Congregation, the Council, the Ministries and any committees insofar as such rules are not inconsistent with or in conflict with these bylaws, the Articles of Incorporation or law.

Section 2. Policies and Procedures. The Council shall adopt, and from time to time may amend, policies and procedures to carry out these bylaws.

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Amended _____.

Amended July 29, 2013.

Amended January 24, 2010.

Amended January 25, 2009.