

BYLAWS

(Adopted on August 21, 1994; amended on June 23, 1996;
amended on September 16, 2007; amended on January 27, 2008)

SECTION 1. MEMBERSHIP

a. Members

i. Joining the Church; Classes of Membership. The congregation shall receive members during scheduled worship services as agreed to by the prospective members and the pastor, with the approval of the Church Council. The Council may make other arrangements for the admission of new members under special circumstances.

Membership in the church shall be either active or inactive. Only active members will be counted for purposes of determining a quorum. All members are considered to be active unless officially designated as inactive.

It shall be the responsibility of the pastor and the Membership and Parish Care Committee to encourage the active participation of all members and to be in touch on an ongoing basis with those who have ceased being active.

Each year the pastor and the chair of the Membership and Parish Care Committee will make a list of members who have not participated in any aspect of the life of the church for at least one year. At a Church Council meeting prior to the annual congregational meeting this list shall be presented with a recommendation that these people be designated as inactive members. The change in status from active to inactive shall be effective upon approval by the Church Council.

An active member may also request to be considered inactive. This change in status shall be effective upon the receipt of such a request in writing.

At any time during the year an inactive member shall be immediately restored to active status if they resume participation in the life of the church.

ii. Transfer. If a member of the congregation requests transfer of membership to another church, the secretary, with the approval of the Church Council, shall issue a letter of transfer to the church designated. A member wishing to join a body not in fellowship with the United Church of Christ may be issued a certificate of church membership in lieu of a letter.

iii. Changes in Membership. Any member, whether active or inactive, may remove himself or herself from membership by written request.

When a member is designated as inactive, that person's name shall be referred to the pastor and the Membership and Parish Care Committee for follow-up. The pastor and the

committee will make an effort to determine the reasons for the inactivity and encourage the person to resume his or her participation.

If another year passes and the inactive member has not resumed participation, a letter (paper or electronic) may be sent asking the person whether she or he wishes to continue being a member. If there is no response after a period of one month, a second letter shall be sent. If there is still no response after another month, or if accurate contact information is no longer available, the person is eligible to be removed from membership. Such removal is effective upon the approval of the Church Council.

b. Friends of the Church. Persons who are not members of the church but who choose to participate in the life of the church shall be considered "friends of the church" and have all privileges of members of the church, except that of voting in committee and congregational meetings and that of holding office in the church.

SECTION 2. ELECTED OFFICERS: DUTIES AND TERMS OF OFFICE

a. Election of Officers, Trustees, and Certain Committees. The Moderator/Co-Moderators, Secretary, Treasurer and Church Council Members(s)-at-Large each shall be elected at the annual congregational meeting for a term of one year, and may serve for no more than two consecutive terms in the same office. Thereafter they may not be elected again to the same office until a full one-year term has elapsed.

The trustees shall be elected from the membership for a term of three years at the annual congregational meeting and may not be re-elected to the same office until a full three-year term has elapsed. The trustees shall have staggered terms so that only one trustee shall finish his or her three year term at a time.

The Pastoral Relations Committee shall consist of three members. They shall be elected from the membership for a term of three years at an annual congregational meeting and may not be re-elected to the same office until a full three-year term has elapsed. The members of the Pastoral Relations Committee shall have staggered terms so that only one member shall finish his or her three year term at a time.

When needed, members of a Pastor Search Committee shall be elected for a term sufficient to complete the search for a pastor, not to exceed two years. They may be elected at any congregational meeting, regular or special.

b. Moderator/Co-Moderators. The moderator/co-moderators shall preside at all congregational meetings and meetings of the Church Council. In the event of the moderator's/co-moderators' absence, a moderator *pro tempore* shall be elected for that meeting. When co-moderators have been elected, in the absence of one of them, the other shall have full power to perform all the duties of the moderator as stated in this section.

c. Secretary. The secretary shall record all meetings of the congregation and the Church Council.

He or she shall have the responsibility of the register of the members and friends of the church; record data pertaining to admissions, transfers and terminations of members, and baptisms, marriages and deaths; conduct correspondence as required; maintain files of letters and reports of the church; and issue letters of transfer and certificates of membership, as provided in these bylaws.

d. Treasurer. The treasurer shall receive and disburse the funds of the church as authorized by the congregational budget or by the Church Council acting between congregational meetings; and compile and maintain financial records for all moneys received and disbursed, all as further provided in Section 5 of these bylaws. The treasurer shall serve as a member of the Committee for Stewardship and Finance; and report to the congregation quarterly and at its annual meeting, and to the Church Council whenever requested, the financial condition of the church.

e. Trustees. In accordance with the provisions of Title 57 of the Code of Virginia, the trustees shall serve as the legal surrogates of the church for the purpose of holding property on behalf of the church. Their names shall be filed with the Clerk of the Circuit Court, Charlottesville, Virginia. In this capacity, and only when acting at the direction of the Church Council or pursuant to a consensus decision by the congregation, they may sue or be sued, acquire by purchase, gift, devise, bequest, or otherwise, and receive, own, hold manage, invest, reinvest, transfer or dispose of property, both real and personal, or rent, lease, mortgage, or otherwise encumber, sell, assign and convey such property for the general purposes of the church. However, the trustees shall not buy, sell, mortgage, lease, transfer, or in any other way encumber real property that they hold on behalf of the Church except when and as authorized by the congregation by consensus, in accordance with Section 6.e. of these bylaws and by a recorded vote by written ballot of a two thirds majority of the members present and voting, consistent with Section 6.e. of these bylaws.

f. Delegates to Association and Conference. The pastor(s) and the moderator/co-moderators shall be *ex officio* the church's delegates to meetings of the Shenandoah Association and Central Atlantic Conference. The congregation, at its annual meeting, shall elect such additional delegates and alternates as needed to make up the total number of delegates allowed to the church by the rules of the association and conference.

g. Vacancies. Should a vacancy occur in any of the offices listed in this section between annual congregational meetings, the Church Council shall appoint a successor for the unexpired term.

SECTION 3. THE PASTOR(S)

a. Qualifications and Duties. The pastor(s) shall be (an) ordained minister(s) eligible to obtain full standing in the Shenandoah Association, Central Atlantic Conference, of the United Church of Christ. The congregation, acting through the

Church Council, calls the pastor(s) to be responsible in partnership with them for the spiritual welfare of the church: to preach the gospel, administer the sacraments, and conduct or oversee all services of congregational worship; to supervise the pastoral affairs of the church, serving as teacher(s) of the congregation and pastoral counselor(s) to individuals and families who seek such help; and to serve as *ex officio* member(s) of the Church Council and committees.

b. The Call. The pastor(s) shall be elected for an indefinite term of service, unless a limited term of service is agreed upon at the time the call is made. His/her/their election shall be by a 90-percent affirmative vote of church members present and voting at a congregational meeting called for that purpose. The terms and conditions of the call shall be stated in writing and shall be reviewed annually with the pastor(s) by the Pastoral Relations Committee. Termination of a pastoral call may occur at the request of either the pastor(s) or the congregation, provided that sixty days' notice shall be given by one party to the other.

When a vacancy in the office of Pastor(s) occurs, the Church Council shall appoint a Pastor Search Committee. After seeking the advice and recommendations of the Shenandoah Association, the Central Atlantic Conference and other offices within the United Church of Christ maintaining personnel records, and after conducting interviews with interested applicants, this committee shall nominate (a) candidate(s) for presentation to the congregation at a duly called meeting.

SECTION 4. CHURCH COUNCIL

a. Membership. The Church Council shall be composed of the moderator/co-moderators, secretary, treasurer, one member-at-large for every 100 members of the church, and the chairpersons of the standing committees.

b. Organization and Functions. The Church Council shall facilitate and coordinate all activities carried on in and by the church, and shall share with the pastor(s) and the congregation responsibility for the spiritual life of the church.

The Council shall meet at regular times throughout the year, and shall be chaired by the moderator/co-moderators. In his/her/their absence, a moderator *pro tempore* shall be elected to conduct the meeting. One-half of the members of the Council shall constitute a quorum for the transaction of its business.

At least 60 days prior to the annual meeting of the congregation, the Church Council shall appoint a Nominating Committee, consisting of no fewer than three members, to consider and recommend nominations for the positions of officers, members-at-large of the Church Council, Trustees, and members of the Pastoral Relations Committee whose terms will expire at the annual meeting. The nominations shall be announced to the congregation at least 14 days prior to the annual meeting at which elections take place. With the permission of the nominee, any church member may make a nomination from the floor prior to the voting. Voting shall be by the decision-making process set forth in Section 6.e. of these bylaws.

When nominating a Pastor Search Committee, the Church Council shall follow the above procedures for nominations and notice, with the provision that the voting may take place at any congregational meeting.

c. Committees. The Council shall establish committees to carry out the policies, commitments and mission of the church. These committees shall include, but not be limited to, the following: Worship and Music, Pastoral Relations, Membership and Parish Care, Christian Education, Service and Missions, Stewardship and Finance, Personnel, Property, and, when needed, a Pastor Search Committee.

Members of the Pastoral Relations Committee and Pastor Search Committee shall be elected by the congregation. All other committees shall be selected by council and constituted of members and friends.

Each committee shall elect a chairperson who shall serve as a member of the church council. The chair shall be a member of the church and shall be elected from among the committee members for a term of one year, may serve for no more than two consecutive terms in the same office, and may not be elected again to the same chairpersonship until a full one-year term has elapsed. Elections shall take place to the extent possible so that chairpersons may be recognized at the yearly meeting at which officers are elected and recognized.

Meetings of all standing committees shall be open to all members and friends of the church, with the exception of all meetings of the Pastoral Relations and Pastor Search committees, which shall be closed, and select meetings of the Personnel Committee, as determined by the committee. The committees holding closed meetings may invite other members and friends of the congregation to consult with them as needed.

Each committee shall be responsible for an annual review of its mission and for providing an updated mission statement to the Church Council at the first full meeting of the newly elected council. In addition, the Personnel Committee shall have responsibility for creating and maintaining personnel policies and procedures in accordance with federal law and with the applicable laws of the Commonwealth of Virginia, and for recommending staff positions in consultation with the Church Council.

SECTION 5. FINANCE

a. Budget Preparation. The committee for Stewardship and Finance shall prepare the annual budget on the basis of proposals of the several committees and the results of the annual stewardship campaign. The budget shall appropriate specified funds for the activities in each committee's area of responsibility as one or more line items. Church Council shall review and make any needed changes to the budget before it is presented to the congregation for adoption by consensus at the annual meeting, consistent with Section 6.e. of these by-laws.

b. Council's Authority to Reallocate Funds. After adoption of the budget, the Church Council may reallocate budgeted funds between appropriations assigned to different committees following consultation with the committees affected. No expenditures shall be approved in excess of the total budgeted amount without presenting a new budget to the congregation for its approval.

c. Committees' Authority to Spend and Reallocate. Committees shall be responsible for the expenditure of funds from budget line items covering their assigned activities. To affect an expenditure, the committee chair shall authorize the Treasurer in writing to make the appropriate disbursement. Committees shall be authorized to reallocate funds between line items within their total budget appropriation. They shall inform the Treasurer of such action.

d. Disbursements; Dispute Resolution. Before making any disbursement, the treasurer shall determine that the request is covered by the committee's specified line item and that the required funds are available under that line item. The treasurer shall not disburse funds in excess of any committee's total appropriation. The Church Council shall resolve all disputes with regard to the appropriateness of disbursements.

SECTION 6. MEETINGS

a. Meetings for Worship. Regular meetings for worship shall be held on Sundays and at such other times as deemed appropriate by the pastor(s) in consultation with the Church Council.

b. Notification of Yearly Congregational Meetings. Consistent with Article IX, Section 1 of the Constitution, the Church Council shall schedule and the congregation shall hold at least two yearly congregational meetings. The congregation shall be notified of the time and place of the two stated congregational meetings at least thirty days in advance. Unless otherwise provided in these bylaws, all officers, other members of the Church Council, trustees, and elected committee members shall assume the duties of their positions at the close of the meeting at which they are elected and shall serve until their successors are elected. Notice of meetings shall be calculated to reach all active members of the church, and may include notice during services, e-mail notice, telephone, and/or written notice.

c. Special Meetings. Special meetings of the congregation shall be called when requested by the pastor(s), the moderator/co-moderators, any three officers or members of the Church Council, or any ten members of the congregation. The time and place of the meeting, and the nature of the business to be transacted shall be announced at a regular Sunday service at least fourteen days prior to the date of the meeting, and also in writing to all members of the church.

d. Quorum & Participation. A quorum shall consist of no fewer than ten active members or 25% of the active membership 12 years of age and older, whichever is larger. In the absence of a quorum the meeting shall be suspended until reconvened on another date. All active members 12 years of age and older may participate in the decision-making process at any meeting of the congregation.

e. Consensus. In accordance with our commitment to encourage the expression of personal truth and diversity and to hear and affirm each voice, we will strive to listen

receptively to one another and to make decisions by consensus. Consensus decision-making will be used at all meetings of the Church Council and the congregation. If consensus cannot be achieved within three consecutive meetings, the decision may be adopted by a simple majority vote of members at the end of the third consensus-building meeting.

SECTION 7. AUXILIARY ORGANIZATIONS

Any organizations established under the auspices of the church shall be regarded as subsidiary to the church and shall be under the general oversight of the Church Council, to which they shall make annual reports of their activities.

SECTION 8. AMENDMENTS

The Council, the pastor, or any group of ten or more members may propose amendments to these by-laws at any yearly congregational meeting or special meeting, provided that the proposed amendment shall be included in the notice of the meetings. The congregation shall approve amendments consistent with the consensus procedures of Section 6.e. of these bylaws.