

**CONSTITUTION OF
FALCON HEIGHTS CHURCH, UNITED CHURCH OF CHRIST**

ARTICLE I -- THIS CHURCH

Section 1.1. NAME The corporate name of this church, as set forth in the Articles of Incorporation, under MN Statutes 317a, is FALCON HEIGHTS CHURCH, UNITED CHURCH OF CHRIST.

Section 1.2. OFFICE The registered office of the corporation shall be 1795 Holton Street, Falcon Heights, Ramsey County, Minnesota.

ARTICLE II -- PURPOSE, FAITH AND COVENANT

Section 2.1. While granting each member the freedom to interpret God's Truth as God gives each of them light and wisdom, this church recognizes and accepts as the basis of our common purpose, faith, and covenant found in the Statement of Faith adopted at the Second General Synod of the UCC and revised and affirmed in this form in 1981:

*We believe in you, O God, Eternal Spirit,
God of our Savior Jesus Christ and our Lord
and to your deeds we testify:
You call the worlds into being,
create persons in your own image
and set before each one the ways of life and death.
You seek in holy love to save all people from aimlessness and sin.
You judge people and nations by your righteous will declared
through prophets and apostles.
In Jesus Christ, the man of Nazareth, our crucified and risen Savior,
you have come to us and shared our common lot,
conquering sin and death
and reconciling the world to yourself.
You bestow upon us your Holy Spirit,
creating and renewing the Church of Jesus Christ,
binding in covenant faithful people of all ages, tongues and races.
You call us into your church
to accept the cost and joy of discipleship,
to be your servants in the service of others,*

*to proclaim the gospel to all the world and resist the powers of evil,
to share in Christ's baptism and eat at his table,
to join him in his passion and victory.
You promise to all who trust you
forgiveness of sins and fullness of grace,
courage in the struggle for justice and peace,
your presence in trial and rejoicing,
and eternal life in your realm which has no end.
Blessing and honor, glory and power be unto you. Amen.*

ARTICLE III -- FISCAL YEAR

Section 3.1. FISCAL YEAR The fiscal year of the church shall begin on the first day of January and end on the last day of December of the same year.

ARTICLE IV -- GOVERNANCE AND ASSOCIATION

Section 4.1. GOVERNANCE The governance of the church is vested wholly in the members assembled in congregational meeting. The total program of the church is constantly and directly under the supervision and control of their duly elected representatives, but with the membership itself holding the right of direct action in all church matters as herein provided.

Section 4.2. INDIVIDUALITY This church believes in the freedom and responsibility of the individual and in the right of personal decisions. It holds to the autonomy of the Local Church, consistent with Article V of the 2001 constitution of the United Church of Christ (UCC).

Section 4.3. ASSOCIATION This church is a member of the United Church of Christ (UCC). It is in the Minnesota Conference (acting as an Association), with delegate representation in the Minnesota Conference.

Section 4.4. CALLING MINISTERS The church shall, at its discretion, call ordained ministers (except interim ministers) for an indefinite term by a two-thirds vote of the members attending a congregational meeting called for that purpose. Candidates for any open, ordained ministerial position will be selected by an elected Search Committee, following established guidelines distributed by the United Church of Christ. Ordained ministers called by the congregation must hold ordained ministerial standing in the Minnesota Conference United Church of Christ.

Section 4.5. HIRING STAFF The church shall delegate the hiring of non-ordained or other staff, including interim ministers, to the Executive Board.

Section 4.6. STAFF VOICE The church provides that staff shall have voice without vote at meetings of all boards, committees, teams, and task forces of the church except where vote is granted by virtue of membership in the congregation or election to a leadership position.

ARTICLE V -- MEMBERSHIP

Section 5.1. COVENANT The church believes that a covenant exists between each of the members of the congregation, and that membership entails a mutual obligation to accept our diversity with respect and love, and to concentrate our time, talents, and financial support to the work of the church and to its benevolence.

Section 5.2. MEMBERS Acceptance into membership shall be as outlined in the Bylaws.

Section 5.3. CONGREGANTS Congregants are persons who participate in the life of the church and are either members or non-members.

ARTICLE VI -- EXECUTIVE BOARD

Section 6.1. ELECTION Members of the Executive Board will be elected, from the church membership, at the Annual Congregational Meeting.

Section 6.2. POLICY-MAKING The Executive Board shall be the policy-making body and shall transact the business of the church between Congregational meetings, except as otherwise provided herein or in the Bylaws.

Section 6.3. MEETINGS Meetings of the Executive Board shall be open to all congregants of the church and a complete and accurate record of its proceedings shall be kept. The Executive Board shall generally meet or confer monthly for the transaction of such business as shall properly be brought before it. Any action that may be taken at a meeting of the Executive Board may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication, in one or more counterparts, by the number of Board members that would be required to take the same action at a meeting of the Executive Board at which a majority of Board members were present.

Section 6.4. QUORUM A quorum shall consist of a majority of the members of the Executive Board as outlined in the Bylaws. Actions taken shall require a majority affirmative vote of those present and voting.

ARTICLE VII -- OFFICERS

Section 7.1. OFFICERS The church shall have the following officers: Moderator, Moderator-elect, Treasurer, Assistant Treasurer, Financial Secretary, and Clerk.

Section 7.2. OFFICER ELECTION Officers shall be elected, from the church membership, at the Annual Congregational Meeting.

ARTICLE VIII -- COMMITTEES

Section 8.1. STANDING COMMITTEES The congregation shall establish the following standing committees that are directly responsible and report to the congregation and whose function shall be as stated in the Bylaws:

- a. Nominating Committee shall seek qualified individuals to fill vacancies as officers, Board members, committees, and lay-ministry positions.
- b. Ad Hoc Search Committee shall seek qualified ordained clergy to fill ministerial positions.
- c. Audit Committee shall biennially audit and report the church's financial records and the records of any other church-related group or program that manages their own funds.

Section 8.2. OTHER COMMITTEES Other committees may be established from time to time to fulfill the purposes of the church.

ARTICLE IX -- MINISTRY TEAMS

Section 9.1. MINISTRY TEAMS The church shall carry out its purpose, faith, covenant, and extravagant welcome through various Ministries Teams that offer volunteer opportunities, as outlined in the Bylaws.

ARTICLE X -- MEETINGS

Section 10.1. WORSHIP Public services for worship shall be held on Sunday, and on other days as determined. Holy Communion shall be celebrated at least six times per year.

Section 10.2. ANNUAL CONGREGATIONAL MEETING The Annual Congregational Meeting shall be the annual business meeting of the church, and held in January/February of each year for the election of officers, Board members, Committee members, and for the adoption of the annual budget. Written reports from each Committee, Ministry Team, the Treasurer, and all professional staff shall be presented and include a summary of the activities of the previous year, and set forth recommendations for the year ahead.

Section 10.3. OTHER MEETINGS Other meetings of the Congregation may be called by the Moderator, the minister(s), the Clerk, or any five congregants, for any reasonable time, provided proper notification is given per the appropriate section of these Bylaws.

Section 10.4. NOTIFICATION Notification of all Congregational meetings, regular or special, shall be announced in Sunday worship and printed in the church bulletin on the three Sundays preceding the day fixed for the meeting. Notice of meetings shall be conveyed to the congregants at least 10 days prior to the meeting either by mail or electronically. The following items must be conveyed along with the notice of the meeting:

- a. The proposed Agenda for all Congregational meetings will be prepared by the Executive Board.
- b. Minutes of the previous meeting.
- c. Information about Agenda items, as necessary.
- d. Any congregant may request that an item be included on the proposed agenda. This request must be conveyed in writing or electronically, and received by the Moderator or Clerk (who must then inform the Moderator), no later than fifteen (15) days prior to the date of the congregational meeting. The Moderator is then bound to include this item in the proposed agenda conveyed to the congregants.
- e. Any business not included as an item on the proposed agenda may be brought up only with the approval of at least two-thirds of those members present.

Section 10.5. ELECTRONIC MEETINGS Meetings may be held by any means of communication through which the participants may simultaneously hear each other. Participation in a meeting by that means constitutes presence in person at the meeting for all purposes, including determination of whether a quorum exists.

Section 10.6. QUORUM 25 percent of members shall be considered a quorum for the transaction of business at any regular or special congregational meeting. All congregants have voice, but only members may vote at Congregational meetings.

ARTICLE XI -- INDEMNIFICATION

Section 11.1. INDEMNIFICATION The church shall indemnify persons as outlined in the Bylaws.

ARTICLE XII -- REAL ESTATE, MERGER, DISSOLUTION

Section 12.1. REAL ESTATE To sell and convey, encumber, or otherwise dispose of real estate, the Executive Board must first be authorized by resolution of the congregation adopted by a two-thirds vote of the members present and voting at a meeting called for that purpose. For any such action, a quorum shall consist of 60% of the members, as reported most recently to the national setting of the United Church of Christ.

Section 12.2. MERGER To merge the church with another congregation, the Executive Board must first be authorized by resolution of the congregation adopted by a two-thirds vote of the members present and voting at a meeting called for that purpose. For any such action, a quorum shall consist of 60% of the members, as reported most recently to the Minnesota Conference United Church of Christ and the national setting of the United Church of Christ.

Section 12.3. DISSOLUTION Upon dissolution, the church shall transfer its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, to the Minnesota Conference of the United Church of Christ.

ARTICLE XIII -- AMENDMENTS

Section 13.1. Amendments to the Constitution may be made by a two-thirds vote of the members of the church present at any congregational meeting of the church. Notice of the intention to propose such amendments, and a statement of their substance, shall be given consistent with the Meeting provisions Article X of the Constitution.

ARTICLE XIV -- EFFECTIVE DATE

Section 14.1. The effective date of this Constitution, as it may be amended from time to time, will be immediately upon the adoption of the amendments.

ARTICLE XV -- PARLIAMENTARY AUTHORITY

Section 15.1. The rules contained in Robert's Rules of Order, Newly Revised, shall govern in all cases not provided for in this Constitution and the Bylaws.

(End)

**BYLAWS OF
FALCON HEIGHTS CHURCH, UNITED CHURCH OF CHRIST**

ARTICLE I -- MEMBERSHIP

Section 1.1. MEMBERSHIP Persons become members by (a) baptism and either confirmation or profession of faith in Jesus Christ as Lord and Savior; (b) reaffirmation or re-profession of faith; or (c) letter of transfer or certification from other Christian churches. Persons who give public assent to the church covenant shall be accepted into membership, placed on the roll of the church, and welcomed into membership at a regularly scheduled Sunday worship service. An accurate membership count will be accomplished annually to take into account new members, transfers, removal, and deaths that have occurred since the last count, the results of which will be reported to the Minnesota Conference United Church of Christ and ultimately the national setting of the United Church of Christ.

Section 1.2. TRANSFER Any member may request a letter of transfer to another church. Such a letter will be furnished through the church office with the approval of the minister(s).

Section 1.3. REMOVAL Absent members, or members whose addresses have long been unknown or who for a period of two years, in spite of kindly approaches, have not communicated with the church, should be recommended for removal. Annually, the Team responsible for membership will review the membership list and make recommendations to the minister for review and the Executive Board to approve these deletions. Upon death, a member's name will be removed from the roll.

Section 1.4. RELEASE Any member, upon contacting the church in writing, may dissolve their membership and be released from the covenant obligation.

ARTICLE II -- EXECUTIVE BOARD

Section 2.1. COMPOSITION The composition of the Executive Board shall consist of the Moderator, Moderator-Elect, Treasurer, and Clerk, and up to five at-large members generally serving staggered three-year terms. After serving two consecutive terms, Board members will be encouraged to take one year off from active Board leadership. Each Board member shall have one vote. No employee of this church shall be eligible for election to the Executive Board, and no Board member shall be entitled to compensation for his/her services as a Board member.

Section 2.2. DUTIES The Executive Board shall have all of the usual powers in the immediate governing and direction of the affairs of this church. The duties of the Executive Board are as follows:

- a. They shall make all rules and regulations which they deem necessary or proper for the

governing of this church and for the due and orderly conduct of its affairs and the management of its property not inconsistent with its Constitution and these Bylaws.

- b. They shall have the responsibility of implementing the process to call, supervise, annually review, and terminate the ordained ministers of this church.
- c. They shall prepare, recommend, and submit the annual church budget to the congregation for consideration and approval; monitor and maintain financial controls; review all non-budgeted expenditures; and have authority to approve the same in amounts not to exceed a total of 2% of the total annual budget. Expenditures beyond this figure must be approved at a congregational meeting.
- d. They shall receive, amend, approve, integrate, and coordinate plans and programs in consultation with the ministry teams.
- e. They shall set policy, arrange calendars of church events; and authorize the use of church facilities.
- f. They shall plan programs and agenda for all congregational meetings.

ARTICLE III -- OFFICERS

Section 3.1. OFFICER ELECTIONS All Officers shall be elected, from the church membership, at the Annual Meeting. The Moderator, the Moderator-Elect, and the Clerk shall all serve for a term of one year. The Moderator-Elect shall be the incoming Moderator. The Treasurer, Assistant Treasurer, and Financial Secretary shall all serve for a term of three years, and shall be encouraged to take one year off from the same position after serving two consecutive terms.

Section 3.2. OFFICER DUTIES The duties of the officers are as follows:

- a. **MODERATOR** The Moderator shall prepare the agendas for, and preside at, all meetings of the Executive Board, preside at all congregational meetings, assist the minister(s) in administrative duties, be responsible for the preservation of necessary church records, upon proper authorization, execute all legal documents on behalf of the church, including deeds, mortgages, or promissory notes and/or leases, and shall serve as an ex-officio member of all committees and teams.
- b. **MODERATOR-ELECT** The Moderator-Elect will assist the Moderator and will preside in the absence of the Moderator at all meetings of the Executive Board and Congregational Meetings. The Moderator-Elect will be elected to serve one year in this position and the following year as Moderator.
- c. **TREASURER** The Treasurer shall account for all church income and funds, pay church obligations and debts, maintain records of all income and disbursements, forward mission

money and special offerings, maintain the financial records of the church and preserve all documents relating to church property. To qualify as Treasurer, s/he shall be bonded with corporate surety in such amount as the Executive Board shall prescribe with bond fee to be paid by the church.

- d. **ASSISTANT TREASURER** The Assistant Treasurer shall assist the Treasurer in the performance of the duties of that office, perform the duties of the Treasurer in his/her absence, and assist the Financial Secretary in overseeing the counting and depositing of receipts. To qualify, the Assistant Treasurer shall be bonded with corporate surety in the same amount as Treasurer with bond fee to be paid by the church.
- e. **FINANCIAL SECRETARY** The Financial Secretary shall be responsible for and/or oversee the counting and depositing of receipts, will maintain the records of pledge contributions, and report weekly the bank deposit to the Treasurer and other officers and staff as deemed necessary. The Financial Secretary shall forward statements of giving to members and other communications as directed by the Executive Board. The Financial Secretary shall be bonded with corporate surety in the same amount as the Treasurer with the bond fee paid by the church.
- f. **CLERK** The Clerk shall maintain and preserve all records of membership. The Clerk shall act as secretary at all congregational meetings, meetings of the Executive Board, and shall preserve the minutes of such meetings.

ARTICLE IV -- COMMITTEES

Section 4.1. STANDING COMMITTEES The Executive Board shall establish the following standing committees, made up of members of the church, that are directly responsible to the congregation and report to the Executive Board:

- a. **NOMINATING COMMITTEE.** The Nominating Committee identifies, recruits, screens, and interviews candidates for leadership positions on the Executive Board, standing committees, and Ministry Team chairs, and presents their nominees for consideration at the Annual Meeting. The Nominating Committee's three members are elected at the Annual Meeting to one-year terms on a rotating basis and must take at least one year off after three consecutive years. This Committee identifies candidates to fill interim vacancies as they occur.
- b. **AD HOC SEARCH COMMITTEE.** When seeking a new ordained minister, the Executive Board shall nominate, and the congregation shall elect, members to the Ad Hoc Search Committee to serve on the Committee until the search process is completed or abandoned.

The Committee carries out its duties in accordance with the guidelines, and with the assistance of, the Minnesota Conference of the UCC. The Committee shall report back to the congregation with its recommendation.

- c. **AUDIT COMMITTEE.** The Audit Committee biennially audits the church's financial records and the records of any other church-related group or program that manages their own funds and reports those findings to the Executive Board by April 1 of the following year. The audit will be made available to the congregation by the following May 1. The Audit Committee's three members are elected at the Annual Meeting to four-year terms on a rotating basis, and must take at least one year off after two consecutive terms. The current Treasurer, Assistant Treasurer, Financial Secretary, and other persons whose work is subject to the audit are ineligible to be members of the Audit Committee for one year after their service in that capacity.

Section 4.2. OTHER COMMITTEES The congregation may create from time-to-time special committees as it may see fit and may designate the duties and powers of such special committees.

Section 4.3. COMMITTEE CREATION/DISSOLUTION The congregation, Executive Board, or staff may recommend the creation or dissolution of Committees from time to time. The creation or dissolution of Committees will be reviewed and acted upon by the Executive Board.

ARTICLE V -- MINISTRY TEAMS

Section 5.1. TEAM PURPOSES The church shall carry out its purpose, faith, and covenant through various ministry teams. These teams may include, but are not limited to, ministries focused on Christian Education, Worship, Membership, Communications, In Reach, Caregiving, Outreach, Stewardship, and Property Management.

Section 5.2. TEAM GOVERNANCE Each ministry team shall be chaired by a member of the church who will oversee the work of the team.

Section 5.3. TEAM PARTICIPATION Because ministering to each other and the community are the major purposes of the church, every congregant of the church is encouraged to participate on a Ministry Team. Congregants may volunteer or be asked, to join a Ministry Team.

Section 5.4. REPORTING Each Ministry Team shall report periodically to the Executive Board and shall submit a written report for the Annual Congregational Meeting.

Section 5.5. TEAM BUDGET Each Ministry Team is responsible for submitting a proposed annual budget to the Executive Board and shall be responsible for the administration of its own budget.

Section 5.6. TEAM CREATION/DISSOLUTION The congregation, Executive Board, or staff may recommend the creation or dissolution of Ministry Teams from time to time. The creation or dissolution of a Ministry Team will be reviewed and acted upon by the Executive Board.

ARTICLE VI -- INDEMNIFICATION

Section 6.1. The church shall indemnify each member of the Executive Board, officer, employee, or agent of the church, and any persons serving at the request of the church as a member of the Executive Board, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her consistent with the terms and conditions of the Minnesota Nonprofit Business Corporation Act, or any amendments or substitutions thereto.

Section 6.2. The church shall purchase and maintain an insurance policy to fulfill its indemnification commitment. This policy shall further define the limits and conditions of the indemnification commitment inasmuch as such limitations and commitments are in compliance with the Minnesota Nonprofit Business Corporation Act or any amendments or substitutions thereto.

ARTICLE VII -- AMENDMENTS

Section 7.1. Amendments to these Bylaws may be made by a simple majority vote of a quorum of members of the church participating at any Congregational meeting of the church. Notice of the intention to propose such amendments, and a statement of their substance, shall be given consistent with the provisions in Article X MEETINGS in the Constitution.

ARTICLE VIII -- EFFECTIVE DATE

Section 8.1. The effective date of these Bylaws, as amended, will be immediately upon its adoption.

ARTICLE IX -- PARLIAMENTARY AUTHORITY

Section 9.1. The rules contained in Robert's Rules of Order, Newly Revised, shall govern in all cases not provided for in the Constitution and these Bylaws.

(End)