

# BYLAWS OF [MERGED CHURCH NAME TBD]

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## ARTICLE I – NAME

The name of this parent nonprofit religious corporation is [Merged Church Name TBD], located in Falcon Heights, Ramsey County, Minnesota. It may hereinafter be referred to as “the Church.”

This congregation is organized as a parent nonprofit religious corporation under Minnesota Statutes, Chapter 317A. Falcon Heights Church (United Church of Christ) and North Como Presbyterian Church (Presbyterian Church (U.S.A.)) (dba New Life Presbyterian Church) (herein after referred to as New Life Presbyterian Church) shall continue as subsidiary corporations for the purposes of legal continuity, historical identity, and planned giving.

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## ARTICLE II – STATEMENT OF FAITH & COVENANT

1. The Church affirms the **Statement of Faith of the United Church of Christ (1981 version)** and the **Reformed theological tradition of the Presbyterian Church (U.S.A.)**, drawing upon both the *UCC Book of Worship* and the *PCUSA Book of Confessions*.
  2. We covenant together to seek God’s will, proclaim the gospel in both word and actions, serve others in the ways Christ called us to follow, and work for justice and peace throughout the world.
  3. While granting each member freedom of interpretation, we commit to walk together in faithfulness as a united body of Christ.
  4. We are committed to fostering meaningful, age-appropriate ministry that engages and nurtures people at every stage of life.
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## ARTICLE III – DENOMINATIONAL STATUS & RELATIONSHIPS

1. The Church is **affiliated** with both the **United Church of Christ (UCC)** and the **Presbyterian Church (U.S.A.) (PCUSA)**.
2. The Church shall actively support and engage in the mission and life of the Minnesota Conference, UCC and the Presbytery of the Twin Cities Area, PCUSA, as well as their wider denominational bodies. These may hereafter be referred to as “the Conference” and “the Presbytery,” respectively.
3. All members of the Church shall be affiliated with both denominations. Reports of membership, baptisms, weddings, and funerals shall be submitted to both denominations.

4. The subsidiary corporation known as Falcon Heights Church shall continue as affiliated with the United Church of Christ; the subsidiary corporation known as New Life Presbyterian Church shall continue as affiliated with the Presbyterian Church (U.S.A.). The parent corporation shall be recognized as a union church by both bodies.
  5. This church gives allegiance to the historical Reformed theological tradition, and strives to live out that tradition in keeping with the spirit and structures of our two denominations. This church shall be guided by and follow the directions of the UCC Manual on Ministry and Manual on Local Church, and the Presbyterian Book of Order. As agreed at the time of merger, wherever the constitutions of the two denominations differ, the mandatory provisions of one shall apply whenever the other is permissive. If there are conflicting mandatory provisions, the Leadership Council (defined below) will appeal to the Presbytery and the Conference for resolution.
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## ARTICLE IV – MEMBERSHIP

1. **Reception of Members:** Membership is open to any person through:
  - a. Baptism and profession of faith,
  - b. Reaffirmation of faith, or
  - c. Letter of Transfer from another Christian church.
2. **Supporting Potential New Members:** Orientation to both denominational traditions will be offered in an “inquirers” type of class setting for those interested in membership.
3. **Reception of New Members:** New members shall be accepted into membership at a regular worship service.
4. **Expectations of Members:** Members are expected to:
  - a. Participate in worship regularly,
  - b. Contribute time, talent, and financial support as they are able,
  - c. Engage in the life, mission and ministry of the Church.
5. **Non-Active Members:** Those members unable to be active as defined by the expectations above may be included on the roll of baptized, affiliate, or inactive members, as defined by the Book of Order.
6. **Voting Rights:** All active members may vote in congregational meetings.
7. **Termination:** Membership may be ended by:
  - a. Transfer to another church,
  - b. Resignation,
  - c. Death,
  - d. Action of the Leadership Council consistent with denominational guidelines.

8. All those who are members of the subsidiary churches that are merging shall be charter members of this church.

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## ARTICLE V – GOVERNANCE

The governance of the Church is vested in both the **Congregation** and the **Leadership Council, or “Council”**, in covenant with both denominations.

1. **The Congregation** retains authority to:
  - a. Call or dismiss pastors, with consideration for the recommended UCC and PCUSA procedural practices,
  - b. Adopt or amend the budget,
  - c. Adopt amendments to the bylaws,
  - d. Authorize purchase, sale, or encumbrance of real property with consideration for the recommended UCC and PCUSA procedural practices,
  - e. Approve merger or dissolution with consideration for the recommended UCC and PCUSA procedural practices.
2. **The Leadership Council** is the governing council (per PCUSA polity) and:
  - a. Provides oversight of worship, mission, education, finances, and staff,
  - b. Serves as the Board of Directors under Minnesota nonprofit law for the parent and subsidiary corporations, with fiduciary responsibility for the parent and subsidiary corporations.
  - c. Acts in covenant with the Presbytery and the Conference.
  - d. Is comprised of the Pastor(s), the Executives (defined in the article below), and a minimum of eight (8) and a maximum of twelve (12) **Council Leaders**, or “Leaders” divided into three (3) classes. A class of Leaders shall be elected to hold office for a period of three (3) years so that the term of one class of Leaders shall expire each year.
  - e. Council meetings require a quorum of 50% of voting members to be present to conduct business.
  - f. In the first two years that these bylaws are adopted, the Council Leaders shall include original members of each of the two congregations that came together to form the new church. In future years, the nominations committee shall be encouraged to consider balance from the historical denominations as they recommend future Council members, but the balance shall not be mandated.
  - g. The “Council Leaders” and collectively, the “Leadership Council” shall be and constitute “Ruling and Teaching Elders” in the Session and Board of Trustees as these terms are defined and used in the Constitution of the Presbyterian Church (U.S.A.) and shall be and constitute the “Board

Members” in the Executive Board as those terms are defined and used in the Ministry on Local Church of the United Church of Christ.

**3. Committees & Ministry Teams:**

- a. The Council may form standing and ad hoc committees for governance and oversight, which may also be referred to as “Ministry Teams.”
- b. Committees/Ministry teams may be created or dissolved by the Council as needed to carry out specific areas of mission and service in accordance with the church’s Faith and Covenant Statement.
- c. As much as is possible, Committees/ministry teams will include a Council leader. It is recommended—but not required—that each Council Leader be identified as a liaison to a specific committee or ministry team, so as to ensure effective communication between the committees/ministry teams and the Leadership Council.
- d. Committees/Ministry Teams report to Council.

**4. Meetings and Records of the Council:**

- a. Council meetings are open to members of the congregation except when the Council is in executive session. Any member of the congregation is welcome to attend the Council meeting as an observer. If a member wishes to present or address issues at the Council meeting, they must give reasonable notice to the Moderator or Clerk and must be accepted on the Council's agenda.
- b. Executive session is defined as those occasions when the Council deals with any matter needing confidentiality. Council may enter executive session upon motion and majority vote of the Council.
- c. The books and accounts of the Council, except those records developed in executive session, shall be open to inspection on the church premises by any member(s) of the congregation after adequate notice to the Council. The books and accounts of the Council include the Council's minutes and agenda, the treasurer's and secretary’s report, the church rolls and any official records kept by the Clerk of Council.

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## ARTICLE VI – MEETINGS OF THE CONGREGATION

Meetings of the congregation shall be managed as follows:

- 1. **Annual Meeting:** Held in January/February for election of officers, adoption of budget, and receipt of reports.
- 2. **Special Meetings:** Called by Council, Moderator, Presbytery, Conference, or by petition of 25% of active members.
- 3. **Notice:** Notice shall be announced in worship with meeting materials sent to members at least two Sundays in advance.
- 4. **Quorum:**

- a. 20 percent of all active members, as reported most recently to either the Minnesota Conference UCC or Twin Cities Presbytery, shall be considered a quorum for the transaction of business at any regular or special congregational meeting. Voting for ordinary business must be adopted by a simple majority vote of the members present. Note: All congregants (i.e., any person who participates in the life of the church, regardless of membership) may have voice at Congregational meetings, but only members may vote.
- b. Exceptions to the above include: (a) to merge the church with another congregation, or (b) to sell and convey, encumber, or otherwise dispose of real estate, (c) to call/dismiss Pastors or (d) amend these bylaws. In those cases, a quorum consists of 30 percent of all active members as reported most recently to either the Minnesota Conference UCC or Twin Cities Presbytery denominations, and such resolutions must be adopted by a two-third vote of the members present and voting at a meeting called for that purpose. Such resolutions must also be in compliance with both UCC and PCUSA denominational requirements.
- c. The clerk will announce the current membership at the beginning of all meetings.

5. **Virtual Meetings:** Permitted if reasonable access for participation and voting is provided.

## ARTICLE VII – PASTOR(S)

### 1. **Pastor or Co-Pastors:**

- a. The Pastor(s) is the Moderator(s) of the congregation and the Council. As Moderator(s), The Pastor(s) shall plan all meeting agendas in collaboration with the Vice Moderator (defined below), and then convene and adjourn all meetings. The Moderator is expected to delegate the facilitation of congregational and Council meetings to the Vice Moderator (defined below) elected by the congregation.
- b. The Pastor(s) is responsible for leadership of congregational worship and for guidance and facilitation of the members’ growth in the Christian faith. The Pastor(s) is responsible for pastoral ministry to the congregation.
- c. The Pastor(s) is expected to take seriously the advice and counsel of the Council regarding the exercise of her/his/their ministry. The Pastor is responsible to the congregation and is accountable to the wider Church by membership in the Presbytery and by covenant with peers in the Conference.
- d. The Pastor(s) is head of staff and is responsible for the supervision of all other church employees, both ordained and lay. Employment policies and performance evaluation are the responsibility of the Council committee handling personnel matters.

- e. As prescribed by the Book of Order, the Pastor(s) are not voting members of the Congregation. However, as Moderator(s), the Pastor(s) is a voting member of the Council. The Pastor(s), or his/her/their designee from the professional staff, is a member, ex officio and nonvoting, of all other boards and committees of the church.
- f. The Pastor(s) is responsible to report to the Clerk a record of all baptisms, weddings, and funerals.

## 2. Eligibility and Calling of a Pastor

- a. Pastors must hold standing in both the Presbytery and the Conference, or be approved under national ecumenical agreements, or have standing in one body and operating in a good-faith process toward dual standing.
- b. To call a Pastor(s), a Pastoral Nominating/Search Committee shall be elected by the congregation, and the process to select the Pastor shall comply with both UCC and PCUSA requirements.
- c. A pastoral call may be extended only upon a vote of the congregation at a duly called congregational meeting.
- d. All calls shall be issued jointly in consultation with the **Presbytery's Committee on Ministry (COM)** and the **MN Conference UCC Committee on Ministry (COM)**. Terms of call shall comply with the standards of both denominations.
- e. Multiple Pastors: In the case where the Church calls or has two or more installed pastors or co-pastor(s), division of pastoral responsibilities will be determined by the Leadership Council in consultation with the Pastor(s).

## 3. Oversight, Review and Evaluation

- a. Annual or regular evaluations of pastoral ministry shall be conducted by the Personnel Committee, and reported to the Leadership Council.
- b. Evaluations shall honor both denominational standards and the congregation's mission, ensuring clear feedback and mutual accountability.

## 4. Concerns, Conflict, or Misconduct

- a. When concerns arise regarding pastoral performance, relationships, conduct, or fitness for ministry, the Leadership Council shall immediately notify **both** the Presbytery's COM and the MN Conference UCC COM.
- b. Neither the congregation nor the Leadership Council may take direct action affecting the pastor's **ministerial standing** (i.e., their active status within the denomination(s)), which lies exclusively with the Presbytery and the MN Conference UCC.
- c. Processes of mediation, reconciliation, or discipline shall be jointly guided by denominational bodies.

- d. When the pastoral relationship or the pastor's standing is under review, an alternate moderator shall be appointed by the Presbytery or Conference.

#### **5. Dissolution of the Pastoral Relationship**

- a. A congregational vote may request dissolution of the pastoral relationship only after consultation with the Presbytery's COM and the MN Conference UCC COM.
- b. For pastors with PCUSA standing, dissolution must be approved by the **Presbytery** (per G-2.0903).
- c. For pastors with UCC standing, dissolution must comply with UCC polity and be recognized by the **MN Conference UCC**.
- d. When dissolution is under consideration, a neutral moderator appointed by the appropriate denominational body shall preside at the congregational meeting.
- e. Terms of dissolution shall comply with the requirements of both denominations and applicable employment law.

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## **ARTICLE VIII – OFFICERS**

1. **Executive Officers.** The Vice Moderator, Clerk, and Treasurer are elected by the congregation. These officers also serve as corporate officers as President, Secretary, and Treasurer, respectively, under Minnesota law for both parent and subsidiary corporations.
2. **Vice Moderator.** The church has a Vice Moderator elected by the congregation to represent its voice and to give counsel on its behalf. The vice moderator consults with and advises the Pastor(s), who is the Moderator(s), regarding the administration of the general program of the church.
  - a. Upon delegation by the Moderator (as described above), the Vice Moderator presides at all Congregational and Council meetings.
  - b. The Vice Moderator is a voting member of the Council, and an ex officio member of all other boards and committees of the church.
  - c. The Vice Moderator is elected annually for a one-year term and may serve no more than three successive terms.
  - d. If in the first two years after these bylaws take effect, should there be only one Moderator from one of the historical denominations joining together in this congregation, the Vice Moderator shall be from the other historical denomination. If such a Moderator change occurs in the middle of a Vice-Moderator's term, the new Vice Moderator from the other historical denomination shall be elected at the next regular election.
  - e. As a lay person, the Vice Moderator cannot be the Moderator of the congregation.

3. **Clerk.** The Clerk is responsible for keeping minutes and records of all meetings of the Council and of all regular and special meetings of the congregation, making reports to the denominational bodies as requested, preserving records as required by denominational bodies and church policy, and serves as secretary of the corporation(s). The Clerk is a voting member of the Council. The Clerk is elected by the Congregation for a one-year term and may be re-elected to subsequent terms. Note: the “Clerk” shall be and constitute the “Clerk of Session” as this term is defined and used in the Constitution of the Presbyterian Church (U.S.A.)
4. **Treasurer.** The treasurer shall be elected by the Congregation for a one-year term and may be re-elected to subsequent terms. The treasurer shall be treasurer of the corporation and its subsidiaries and shall have charge and custody of and be responsible for all funds, assets and securities of the congregation, shall receive and give receipts for monies due and payable to the congregation from any source whatsoever, and shall deposit all such monies in the name of the congregation in such banks, trust companies or other depositories as shall be selected by the Council and, in general, shall perform all of the duties of the office of the treasurer. The Treasurer is also a voting member of the Council. The Council shall be responsible for the annual review of the treasurer’s books and accounts, via the Audit Committee (described below), and shall report the results to the congregation at its annual meeting.
5. **Other Financial Roles.** The Council shall create additional financial role(s) to support the financial work and to ensure the church’s finances are secure and managed by more than one person, such as an Assistant Treasurer (e.g., to assist the Treasurer in the performance of the duties of that office, perform the duties of the Treasurer in his/her/their absence) or a Financial Secretary (e.g., to oversee the counting and depositing of receipts, maintain the records of pledge contributions, and report weekly the bank deposit to the Treasurer and other officers and staff as deemed necessary). Alternatively, some financial work may be conducted by a designated staff member or third-party company or independent contractor. For any supporting role that relates to the Treasury, they shall be bonded with corporate surety in the same amount as Treasurer with bond fee to be paid by the church. They shall also be ex-officio, non-voting members of the Council.
6. **Succession.** In order to ensure continuity and seamless leadership transitions, it shall be encouraged—but not mandated—that the Nominating Committee identify one of the Council Leaders as a successor to the Vice Moderator. That person will assist the Vice Moderator and will preside in the absence of the Vice Moderator at meetings of the Leadership Council and Congregational Meetings.

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## ARTICLE IX – COMMITTEES

### 1. **Nominating Committee:**

- a. Identifies and proposes candidates for the Leadership Council, officers, and other leadership roles.
    - b. Includes representatives from Council and elected members-at-large.
  2. **Audit Committee:**
    - a. Reviews finances annually and reports to Council and congregation.
    - b. Committee will consist of at least three members elected by the congregation.
  3. **Personnel Committee:**
    - a. Supports the Leadership Council by overseeing employment practices for church staff, including managing/defining job descriptions, evaluating performance, recommending compensation and employee benefits in accordance with the church's mission and policies, and compliance with labor laws.
  4. **Other Committees/Ministry Teams:** May be created or dissolved by Council as needed.
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## ARTICLE X – LEGAL & FINANCIAL AFFAIRS

1. Falcon Heights Church (UCC) and New Life Presbyterian Church (PCUSA) shall continue to exist as subsidiary corporations. Each may continue to receive and hold gifts, bequests, and assets in its own name. Such gifts shall be honored and stewarded by the parent corporation in accordance with donor intent.
  2. The Leadership Council of the parent corporation shall also serve as the Board of Directors for the subsidiary corporations. Any decisions made by the Leadership Council that only relate to one or the other subsidiary shall be clearly identified in its agenda and meeting minutes.
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## ARTICLE XI – INDEMNIFICATION

The Church shall indemnify officers, elders, staff, and volunteers of the parent and subsidiary corporations to the fullest extent permitted by Minnesota law, and shall maintain insurance to support this commitment.

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## ARTICLE XII – AMENDMENTS

1. Amendments to these Bylaws may be made by a two-thirds vote of members present at a duly called meeting of the congregation with a 30% of quorum of active members as defined above.
2. Amendments to these Bylaws shall supersede any conflicting provisions in the subsidiary corporations' bylaws.

3. Amendments shall not conflict with denominational requirements nor legal requirements as defined in Minnesota state law.
4. Notice must include the full text of proposed amendments.

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## ARTICLE XIII – PARLIAMENTARY AUTHORITY

Unless otherwise provided, meetings of the congregation and Council shall be governed by **Robert’s Rules of Order, Newly Revised**.

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## ARTICLE XIV – EFFECTIVE DATE

These Bylaws shall take effect immediately upon adoption by the congregation.

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## ARTICLE XV – RELATIONSHIP OF CORPORATIONS

1. Falcon Heights Church (UCC) and New Life Presbyterian Church (PCUSA) shall continue as nonprofit corporations under Minnesota law for the purpose of maintaining legal continuity, planned giving, and historical identity.
2. Both entities shall operate as wholly controlled subsidiaries of the parent corporation.
3. The Council of the parent corporation shall serve as the board of directors of each subsidiary.
4. Assets, liabilities, and operations of the subsidiaries shall be overseen by the parent corporation for the purpose of carrying out the mission and ministry of the Church.
5. Dissolution of either subsidiary shall require action of the parent corporation and compliance with both UCC and PCUSA denominational requirements.

## ARTICLE XVI – SALE OF NEW LIFE PRESBYTERIAN CHURCH PROPERTY

1. For 12 months after the approval of these bylaws, a special exception to the management and sale of real estate shall be in place for the sale of the New Life Presbyterian Church property, in honor of the historic and sacred role it has played in the life of the former New Life Presbyterian Church congregation.
2. During this period, a special decision-making body, referred to as the “**Former NLPC Session**,” shall consist of members of the former New Life Presbyterian Church Session, as constituted prior to this merger, shall be charged with all decision-making regarding the management and sale of this property, with consideration for the recommended UCC and PCUSA procedural practices.

3. This body has the authority to delegate to individuals as needed to manage the maintenance and sale of this property as it works toward closure.
4. This body has the authority to seek approval for the sale from others in whatever manner it deems necessary, most likely by calling pre-union members of the New Life Congregation together for a special meeting to seek their approval in a special vote.
5. This body shall operate in full transparency with the rest of the church, making decisions in open meetings, and providing reports to the Leadership Council on a monthly basis. Additionally, they shall seek input and advice from the Council as needed throughout the course of this process.
6. If the sale of the New Life Presbyterian Church building does not occur within 12 months after the approval of these bylaws, decision-making about the sale and management of the property will revert to the normal rules for the sale and management of real estate as described elsewhere in these bylaws.
7. Upon completion of the sale, all proceeds shall be held by the parent corporation or either of the subsidiaries for mission and ministry purposes and subject to denominational requirements.