

By-Laws of Zion UCC

Article I. Purpose

These By-Laws define and/or regulate the officers, boards, committees and membership. They also describe the free and voluntary relationship with the Western New York Churches in Covenant, the Western Association, and the New York Conference of the United Church of Christ, with the General Synod of the United Church of Christ, its Executive Council, and the Covenanted, Affiliated and Associated Ministries.

The name of this church shall be ZION UNITED CHURCH OF CHRIST (hereinafter referred to as Zion UCC), located at 15 Koenig Circle, in the Town of Tonawanda and the State of New York. The express purpose of Zion UCC: to worship God and celebrate the Sacraments; to preach and teach the Gospel of Jesus Christ; to extend loving service to all humankind.

As a member of the United Church of Christ, Zion UCC will relate to the various expressions of the church in a covenantal manner. Zion UCC will seek God's will and be faithful to God's mission, attending to its responsibilities in relation to all expressions of the church. Its decisions are made in consultation and collaboration with other parts of the United Church of Christ, including its Association, Conference, and the General Synod.

As a member of the Body of Christ, Zion UCC is called to honor and respect the work and ministry of each other part. Zion UCC listens, hears, and carefully considers the advice, counsel, and requests of others in this covenant. Zion UCC joins the various expressions of the United Church of Christ to seek to walk together in all God's ways.

Article II. Membership

Persons become members of Zion UCC 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.

Members are the ultimate governing authority within the church, but these By-Laws delegate authority and responsibilities to the Consistory and Trustees, all of whom are elected by the members.

Article III. Officers of the Church

There shall be five regular officers of the church: President, Vice-President, Secretary, Treasurer, and Financial Secretary.

The **President** shall preside at all Consistory and Congregational meetings and shall be responsible for the disposition and execution of all resolutions. The President, or duly appointed representative, is an ex-officio member of all committees of the Congregation and Consistory. The President is responsible for committee appointments with the approval of the Consistory.

The **Vice President** shall preside at all meetings where the President is not present and assist the President in the administration of all duties.

The **Secretary** shall keep the minutes of all meetings of the congregation and the Consistory, issue the call to all meetings, attend to all correspondence and keep a correct list of all Consistory members and their dates of service.

The **Treasurer** shall keep an accurate and faithful account of all monies received and paid out from the general account. Funds shall not be disbursed without proper authorization from the Consistory President. A monthly financial report shall be submitted to the Consistory by the Treasurer and an annual report to the congregation.

The **Financial Secretary** shall keep a careful record of all regular and special contributions and shall perform faithfully the duties generally appertaining to this office. A weekly report shall be submitted to the Treasurer of all income.

Article IV. Organization and Governance

Governance of the church shall be vested with the Consistory, as outlined in Article VII. The Consistory will identify committees that are needed to facilitate and complete the work and mission of the church, and each committee established will have specific duties enumerated in writing by the Consistory. All identified committees shall report to the Consistory and shall not be empowered to make any decisions that have a financial impact beyond budgeted funds without the specific direction and approval of the Consistory.

Article V. Property

The property of Zion UCC, both real and personal, together with all bequests, legacies, memorials, and endowments shall be under the care of a Board of Trustees. The Board

shall be responsible to the congregation and function in a manner as provided in Article VIII of these By-Laws.

Article VI. Church Meetings

A. A regular meeting of the congregation shall be held as early in the calendar year as is practical but no later than January 31st; the congregation shall include all eligible voting members. During the meeting, reports of activities of all committees and organizations within the church will be presented to the congregation, the congregation will also approve the annual budget, as well as any capital budget prepared by the Trustees for capital improvements planned for the forthcoming year, and shall elect members to the Consistory and Trustees.

B. Special meetings of the congregation may be called by the President of the Consistory, a majority of the Consistory, or by petition of 10% of the congregation. Said petition must be presented to the Consistory duly assembled and such special meeting must be held within three (3) weeks after the presentation to the Consistory.

C. Notices for regular and special meetings shall be given to the congregation two (2) weeks before the date on which the meeting is to be held. Such notices shall be in writing and shall contain the time, place, and agenda of the meeting. Special meetings shall be limited to the topics outlined in the notice.

D. A Quorum for congregational meetings shall be 10% of the congregation. Attendance may be done remotely if equipment/software is available to allow full participation.

E. The parliamentary rules for Zion UCC meetings shall be Robert's Rules of Order.

Article VII. The Consistory

A. The Consistory of Zion UCC is its primary governing body, accountable directly to the Congregation.

B. The Consistory will have nine (9) voting members and two (2) alternates elected by the Congregation.

C. Three (3) members will be elected to the Consistory each year and will serve for a three (3) year term and for no more than two (2) consecutive terms. After a one (1) year recess they are eligible to again serve on the Consistory. Nominees must be members of the congregation for at least one year and must be at least eighteen years of age.

D. Two alternates will be elected each year for a one (1) year term to the Consistory. There are no term limits for alternates. Alternates are able to participate but are unable to vote if all nine Consistory permanent members are present. An alternate becomes a voting member anytime when a permanent member is not present. The Consistory President will determine which alternate will vote if 8 permanent members are present. A Zion UCC member attending a Consistory meeting, whether a Consistory member or not, will be designated as the Parliamentarian by the Consistory President at the start of each Consistory or Congregational meeting, and shall be responsible for advising the Consistory President on Robert's Rules of Order or on any questions concerning adherence to the church By-Laws. Consistory vacancies will be filled by the alternates; fulfilling a vacancy will not deem them ineligible for two consecutive term limits.

E. The Consistory shall organize its governing body (President, Vice President, and Secretary) during its first meeting following the annual Church meeting.

F. Tenure of newly elected Consistory members will take effect at the first Consistory meeting following the annual meeting.

G. The Consistory shall approve the appointment of a Treasurer and a Financial Secretary. These terms are indefinite but can be terminated by a majority vote of Consistory following the recommendation of the Personnel Committee.

H. The Consistory will meet monthly as needed and no less than nine (9) times a year. A quorum will consist of five (5) members eligible to vote at such meeting. The Trustees shall be encouraged to have a member attend Consistory meetings so as to enhance communication and knowledge of each other's activities.

I. The Consistory's work will include reviewing, modifying, and pre-approving the budget of the church; setting annual mission direction and goals for the congregation; reviewing all Personnel actions; reviewing the work of all committees through the President's Agenda; maintaining a policy manual of all actions established by the Consistory; and taking such action as it deems necessary to promote the mission of the Church.

J. The Consistory will establish task forces when necessary to obtain its goals.

K. The Consistory reports to the Congregation at least annually; however, approved minutes of all Consistory meetings will be published on the Zion website and/or in the monthly Zion newsletter, with redactions made for any privileged matters.

L. The Consistory may authorize and approve any unbudgeted or extraordinary expenditure not in excess of five thousand dollars (\$5,000).

M. Consistory will identify committees that are needed to facilitate and complete the work and mission of the church, and each committee established will have specific duties

enumerated in writing by Consistory. The sole exceptions to this discretion shall be:

- A Pastor-Parish Relations Committee (PPRC) will be selected by Consistory. The Committee shall consist of a minimum of 5 members and shall provide the means for communication and compatibility between the pastor and members of the congregation. The PPRC will help to mediate all conflicts between church members and church members and the pastor. Together with the Pastor, the Committee shall review the church membership rolls to determine which members are inactive and ascertain their willingness to maintain membership. The Pastor will make the Committee aware of disbursements of the Discretionary Fund; however, church members names will not be disclosed. All members of the Committee shall maintain strict confidentiality regarding all actions and discussions, and any member who has a conflict of interest in a matter before the Committee must recuse themselves from any meeting or discussion on that matter.
- A Personnel Committee will be selected by Consistory. The Committee will be responsible for creating and maintaining position descriptions for paid staff, hiring staff, coordinating background checks, evaluating staff performance, and ensuring all required personnel documents are secured and maintained (including Forms W-4 to be forwarded to the Treasurer)

Article VIII. Board of Trustees

A. Duties

The Board of Trustees is charged with the care of all Church property, real, personal, or otherwise. To fulfill that purpose, the Board of Trustees shall manage all endowed funds by ensuring their prudent use and/or investment, and ensure that the terms of all bequests, legacies, and gifts to the church are satisfied.

It shall not be the responsibility of the Board of Trustees to cover operating costs and ordinary maintenance expenses of the Church's real property. Those responsibilities shall lie with Consistory. However, such limitation does not preclude the transfer of any endowment income to the annual Zion operating budget.

The Trustees are the legal arm of the church and legal representative of the church as defined in New York State Corporation law. They are responsible for incorporation and are the point of origination and service for all legal documents or legal actions undertaken by the church.

The Trustees are responsible for asset protection and preservation. They are responsible for ensuring that the building is properly maintained, and that investments are adequately protected and properly invested. They are also required to ensure that Zion UCC is properly

insured with adequate and complete coverage and confirm that annually to Consistory before the Treasurer makes payment of the policy premium from the Operating Budget. This includes ensuring that outside groups using Zion UCC property are adequately insured.

B. Election of the Trustees

Trustees shall be nominated by Consistory and shall be submitted for approval by the membership of Zion at the first Congregational meeting following nomination.

Trustees shall serve a term of five (5) years, may serve no more than three (3) consecutive terms, and may only serve additional terms after a period of at least one (1) year has elapsed since that Trustee last served the board.

C. Structure

The Board of Trustees shall consist of nine (9) members, each of whom must be members of the Church, in good standing, for at least one (1) year at the time of election.

The Board of Trustees shall strive to contain at least one (1) "youth" member between the age of 16 and 21 at the time of their election. To the extent possible, the Consistory shall strive to ensure diversity of gender, race, ethnicity, and sexual orientation of the Board consistent with the values of the UCC.

D. Vacancies

In the event of any vacancy on the Board of Trustees, the Consistory may nominate and install any qualified Church member, who shall serve with all rights, powers, and privileges as a Trustee until the immediately following Congregational meeting, at which time said Trustee shall be submitted to the congregation for approval.

A Trustee is automatically removed from office in the event that they cease to be a member of Zion UCC, or they may be removed from office by a two thirds (2/3) majority vote of the Board of Trustees, or by a two thirds (2/3) vote of Consistory.

E. Meetings and Operations

The Board of Trustees shall meet no less than nine (9) times a year. Consistory shall be encouraged to have a member attend Trustee meetings so as to enhance communication and knowledge of each other's activities.

Meetings of the Board of Trustees shall be run pursuant to Robert's Rules of Order. Approved minutes of Trustee meetings shall be published on the Zion website, with redactions made for any privileged matters. Privileged matters shall be handled in

Executive Session which include discussions on procurement and review of project bids, lawsuits, legal matters, or personnel matters that fall under the jurisdiction of the Trustees.

The Trustees shall organize on an annual basis and elect a Chairperson, Vice Chairperson and Secretary at their initial meeting following the annual church meeting. The Chairperson shall be responsible for all Trustee activity and shall direct and chair all meetings of the Board of Trustees. The Chairperson shall also serve as the Contracting Officer for Zion.

The Vice Chairperson shall coordinate committee activities and reports.

The Secretary shall be responsible for maintaining all Trustee records.

The Board of Trustees may establish sub-committees at their discretion. At a minimum there will be an Endowment Subcommittee responsible for overseeing all investment funds. It is recommended that members be well versed with the investment industry since the primary responsibility is to ensure adequate safety of investments, balanced with growth to meet any long-term capital needs of the church.

F. Financial Issues and Reporting

The Board of Trustees shall require no authority from the Consistory or congregation to undertake financial transactions of any kind consistent with its responsibilities and obligations, with the exceptions noted below:

- The Board of Trustees must report to Consistory any financial transaction (transfer/expenditure of money from the Endowment/Investment Fund) that exceeds the amount of \$5,000.00.
- Any expenditure of endowment/investment funds exceeding \$10,000.00 must be approved by Consistory.
- Any such expenditure that exceeds \$25,000.00 is subject to approval via a Consistory and a Congregational vote.
- Any expenditure that is deemed as necessary to correct a property hazard by the Board of Trustees and the Consistory shall not be subject to Congregational approval.

The approval of two (2) Trustees is required to have money withdrawn from the Church's investment/endowment funds. Withdrawals can only be transferred into a Zion UCC checking account, and all expenditures shall be paid by the Treasurer. The Trustees shall not make any direct payments.

The Trustees shall provide the summary value of the investments under their management on a monthly basis to the Treasurer, who in turn shall share that with Consistory.

Article IX. The Ministry

A Search Committee of Zion UCC shall be formed to fill pastoral vacancies. The Search Committee shall consist of eight (8) members appointed by the President with the consent of the Consistory.

In filling a vacancy or securing pastoral services during the period of a vacancy, the Search Committee will report the vacancy and seek the counsel of the Associate Conference Minister. The Search Committee will request that the Associate Conference Minister secure relevant information about any candidate whom it wishes to consider for the vacancy. The congregation shall call a Pastor who has been approved following the guidelines outlined by the United Church of Christ through the Associate Conference Minister. The Congregation shall consider only one candidate at a time.

The Search Committee will work in conjunction with the Associate Conference Minister to obtain approved profiles of candidates. Upon selection of one leading candidate, the Search Committee will submit the profile of the candidate to the Consistory. The Consistory will submit the candidate to the Congregation. The congregation has the sole authority to call its Pastor through election, and this right shall never be delegated to individuals, to the church Consistory, or to any committee.

Proper notification of the trial sermon must be given to all members. The candidate will preach a trial sermon to the Congregation. Immediately after the service, the Congregation shall vote by ballot for or against his/her election. A 3/4 affirmative vote will be required to extend a call to the candidate. When a Pastor has been elected, the Consistory President and the Search Committee Chair shall immediately notify the candidate of the results. The church Consistory shall also extend to him/her a written Call, according to the form prescribed by the Manual on Ministry. The Call must be confirmed by the proper Conference and Association authorities. In the Call, the terms of the relationship shall be stated, including the agreement of the church to participate in the Pension Fund of the United Church of Christ, the ministers' health insurance program, or other terms agreed upon by the candidate and the committee.

When an Ordained Minister accepts the call to Zion UCC, the Minister and Church will join in requesting the Western Association to arrange for a Service of Installation and Recognition.

If Zion UCC selects a ministerial leader who does not have standing in the United Church of Christ, the minister will be required to seek Dual Standing from the Western Association.

Any reasonable and proper moving expenses associated with the acceptance of the pastoral call shall be borne by Zion UCC, with the congregation determining the source of those funds.

If serious issues or divisive conflicts arise between the members of Zion UCC and its pastoral leadership, the Consistory will seek the assistance of the Committee of Ministry of the Western Association. Should this committee have reason to question the fitness for ministry of any of the leaders of Zion UCC, every effort will be made to cooperate fully in the investigation, to remain in covenant with all parties, and to provide the appropriate leadership and nurture for the congregation during and after the fitness review.

When a minister decides to terminate their relationship, notice of the decision is sent to the Conference Minister and Western Association.

When the current Pastor announces their resignation, retirement, or termination, the Consistory will confer with the Western Association to select an interim or transitional minister in accordance with the United Church of Christ guidelines.

Article X. The Pastor

A. Duties of the Pastor

- Conduct services on Sundays and such holidays that are customarily observed.
- Direct the work of Religious Education
- Administer the Holy Sacraments
- Visit the sick and comfort the distressed.
- Maintain a record of services performed, provide a summary of activities to Consistory, and make an annual report to the Congregation. The record shall consist of:
 - a. Baptisms
 - b. Confirmations
 - c. New Members
 - d. Removals
 - e. Marriages
 - f. Deaths

B. Rights of the Pastor

- The Pastor is a non-voting participant of the Consistory, Consistory Committees, and all organizations within the Church. The pastor may attend all meetings and participate in discussions but cannot vote unless elected or appointed as a member of such groups under the provisions of these by-laws.
- No other minister shall perform any religious ceremony in the Church without the consent of the current pastor.
- Any time that the pastor will be absent, the pastor will make arrangements for substitutes with the approval of the Consistory President.

- The pastor will also make arrangements for an ‘on-call’ pastor in case of emergencies during the pastor’s absence; this will also be approved by the Consistory President.
- If the pastor is incapacitated, the Consistory President will make necessary arrangements.

C. Suspension or Termination of Service

In order to terminate the service of the Pastor, three months’ notice shall be given by either the pastor or by the congregation, unless it is mutually agreed to waive said notice. Notwithstanding the above, if a minister is suspended by the Church and Ministry Committee (Committee on Ministry), they are immediately suspended without pay from Zion UCC. If a minister’s ordination standing is terminated by the Church and Ministry Committee (Committee on Ministry), the pastor is immediately terminated by the church.

Article XI. Membership

A. Duties of the Members

Members promise to participate in the life of the Church with their time, talents, and treasures. They also promise to support the Christian Education of youth and adults, and exercise the below rights.

B. Rights of the Members

All members are entitled to share fully in the rites and sacraments, blessings and fellowship of the Church, and the use of the facilities. All members in good standing are entitled to voice and vote and are eligible for Church office subject to office prerequisites.

Members are entitled to Letters of Transfer by request as long as they are in good standing.

C. Adherence by Members

By accepting and receiving membership in Zion UCC, Tonawanda, New York, each person agrees and contracts to be bound and governed by these By-Laws.

D. Discipline

A member who is inactive for a consecutive period of 5 years may be removed. Inactivity is defined as neglecting to partake in Holy Communion, not contributing financially to the Church, or being continually absent from worship. In such cases, the Pastoral-Parish Relations Committee will contact the member to ascertain any reason for the inactivity prior to a final decision of removal.

If a member of the Congregation is dissatisfied with any Church matter, it is mandatory that they meet with the Pastoral-Parish Relations Committee to discuss the matter at hand.

Article XII. Organizations

All other church organizations shall be self-organized and self-governed and shall keep records of their religious, social, and financial activities. A report of their annual activities and finances will be submitted at the annual Congregational Meeting.

All organizations are subordinate to the Church Consistory. The Pastor and Consistory President are ex-officio members of all such organizations.

Article XIII. Dissolution of the Congregation

Dissolution of the congregation requires a 2/3 vote of those members present and voting at a duly called Congregational Meeting. In the event of an affirmative vote, title of all property, whether real or personal, including the records of the various Church officers, shall vest in the New York Conference of the United Church of Christ.

Should the membership of the congregation be divided and each opposing group lay claim to any property of the Church, each party shall submit the question of title to the New York Conference of the United Church of Christ, which shall decide the ownership of such property.

Article XIV. Amendments

The By-Laws may be altered, amended, or repealed by the congregation by a vote of 2/3 of the members present and voting at the annual meeting or at a special meeting called according to these By-Laws.

Article XV. Seal of Incorporation

This Religious Corporation shall adopt a seal circular in form and bear the name of the Church and the year of its incorporation.

Article XVI. Miscellaneous

1. Alcohol, marijuana, or any illegal substances or behaviors are not permitted on church property. Smoking is not permitted within twenty-five (25) feet of any church entrance.
2. Gambling is limited to Raffles and Auctions. All proceeds must benefit the church or church organizations.
3. All elected and appointed officials must disclose any potential conflict of interest in regard to church contracts or employment coming before the Consistory or Trustees. Such conflicts may include but are not limited to ownership or stock interest in a firm being considered for a contract, a potential contractor or employee being related to a Zion UCC official with a role in advocating or approving a contract or employment opportunity, or a prior history with a contractor or potential employee. The individual must disclose the circumstances giving rise to the conflict, and the Consistory or Trustees are required to make a record of the existence of the conflict and how it was addressed, both with respect to that individual and with respect to the transaction.