

To Be Considered in Special Congregational Meeting on 02-09-2014

1 BY-LAWS
2 Of
3 ST. JOHN UNITED CHURCH OF CHRIST
4 In Bellevue, KY
5

6 **ARTICLE I**
7 Name and location
8

9 The name of this corporation is ST. JOHN UNITED CHURCH OF CHRIST. The Church
10 maintains its location at 520 Fairfield Avenue Bellevue, Kentucky hereinafter referred to as the
11 Congregation, and it shall be incorporated under the nonprofit corporation laws of the
12 Commonwealth of Kentucky.
13

14 **ARTICLE II**
15 Purpose
16

17 It shall be the purpose of this Congregation to establish and maintain a Christian congregation
18 for worship, to promote the Christian life as disciples of Jesus, and to advance the Realm of God
19 at home and abroad. The Congregation declares itself a body open to all people.
20

21 **ARTICLE III**
22 Affiliation
23

24 This Congregation shall maintain standing in the United Church of Christ (hereafter called the
25 UCC) and shall be governed by the Articles of Incorporation and By-Laws of the Congregation.
26

27 Delegates and alternates shall be appointed by the Strategic Leadership Council (hereafter called
28 Council) to attend the meetings of the Southwest Ohio Northern Kentucky Association of the
29 UCC (hereafter called the Association) and the Ohio Conference of the UCC (hereafter called the
30 Conference). The expenses of the Pastor and delegates shall be paid by the Congregation.
31

32 The Congregation shall regularly contribute to and be in covenant with the UCC including but
33 not limited to the Association and Conference.
34

35 The Congregation shall file annual yearbook reports to the UCC.
36

37 **ARTICLE IV**
38 Congregational Meetings
39

40 The power of the Congregation is vested in its members assembled in the annual meeting to be
41 held in the month of May. The specific date is to be set by the Strategic Leadership Council and
42 two weeks notice is given to the members. Twenty percent (20%) or twenty-five (25) members
43 – whichever is greater - shall constitute a quorum.
44

45 It is the prerogative of the Congregation to decide such questions as the buying and selling of
46 property, building projects, extensive repairs to Church property, encumbering real estate, the
47 call retention and dismissal of a Pastor, election of Council Officers and Members and

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48 dissolution and questions of policy of the Congregation, as well as changes in the Articles of
49 Incorporation and By-Laws. The transaction of all other business is entrusted to the Council.
50

51 Special meetings may be called by either the Council or the Congregation. The call for a special
52 meeting by the Council shall require a majority vote of its members present and voting.

53 Upon the written request of five percent (5%) of the members, the Council shall issue a call for
54 such a Congregational meeting within two weeks after the request has been received, for a time
55 no later than three weeks after the date the call is issued.

56
57 Two weeks public notice shall be given of the time, place and purpose of a special
58 Congregational meeting. Only such business as has been mentioned in the call may be transacted
59 at such special meeting.

60
61 The President shall invite the Chairpersons or representatives of each organization of the
62 Congregation to report at the annual meeting or on request.

63
64 Congregational meetings shall be governed by the most recent edition of Roberts Rules of Order.
65

ARTICLE V

Property

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69 The Congregation may, in its corporate name, sue, hold, purchase and receive title by gift, grant
70 or other conveyance, of and to any property, real or personal, with power to encumber, sell or
71 convey the same and all other actions permissible by law and not inconsistent with the Church's
72 legal status as a tax-exempt not-for-profit organization
73

74 In case of dissolution of the Corporation the title to the property shall vest in the Association.
75

ARTICLE VI

Covenant Membership

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77
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79 Persons who have been baptized, and who have been received into its communion by
80 confirmation, by letter of transfer, or by profession of faith, shall continue to be Covenant
81 Members (hereafter "members") of this Congregation unless a request for transfer is made by the
82 member or is received from another Church.
83

84 Members who have not attended worship or provided recordable financial support to the Church
85 for a period of two years will receive a letter from the **Strategic Leadership** Council. If the
86 member has not responded to this letter within a 30-day period, that member will be removed
87 from the membership list. Illness and or other pastoral concerns will be considered in this
88 process.
89

90 Members are entitled to a full share of the fellowship and the spiritual blessings of the Church,
91 and to the services of its Pastor, officials and other workers, as well as to the Christian sympathy
92 and support of all members.
93

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94 Members of the Congregation are entitled to voice and to vote in Congregational meetings and
95 are eligible to be elected or appointed to office unless otherwise stated in the By-Laws.
96

97 As disciples of Jesus, all members are directed and encouraged to participate in opportunities of
98 spiritual formation through the practices of daily prayer; weekly worship; reading and studying
99 scripture; service within and beyond this congregation; building covenant relations with other
100 members; and giving of their time, talent and financial support.

ARTICLE VII
Officers and Duties

President

105 The President shall ensure the **Strategic Leadership** Council meets regularly, chair Council and
106 Congregational meetings, and see to the execution of all resolutions.

108 The President shall support the Pastor and assist in the administration of the mission of the
109 Church.

111 The President is also empowered, with the Secretary, to sign all contracts, loans, vouchers and
112 deeds in the name of the Congregation.

President-Elect

115 The President Elect shall assume the duties of President in the President's absence, and
116 responsibilities as delegated.

118 Upon completion of term President-Elect shall serve as President.

Secretary

121 The Secretary shall keep a record of all transactions at Congregational and Council meetings,
122 attend to all correspondence, and with the President, sign all contracts, loans, vouchers, and
123 deeds in the name of the Congregation.

125 The Secretary shall also keep a complete record of baptisms, confirmations, receptions of new
126 members, transfers, removal of names, marriages and deaths.

Treasurer

129 The Treasurer shall have charge of all monies received, make all payments, render a monthly
130 report to the Council and an annual fiscal report to the Congregation at its annual meeting.

Term

133 The President and President Elect's term of service is one calendar year. After completion of the
134 term the outgoing President Elect will become President.

136 The Secretary and Treasurer's term of service is two years, for a maximum of two terms (four
137 years) of consecutive service.

ARTICLE VIII
Strategic Leadership Council

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142 Membership

143 | The Strategic Leadership Council membership is comprised of the President, President Elect,
144 | Secretary, Treasurer, two at-large members and the Pastor.

145

146 Eligibility

147 Individuals who have been a member for at least one year and are not term-limited at the time of
148 nomination are eligible.

149

150 Term

151 | The two at-large members' term of service is two years, for a maximum of two terms (four
152 years) of consecutive service.

153

154 | The Pastor is ex-officio and has a voice at meetings, but cannot vote.

155

156 The President shall only vote in the following circumstances: to break a tie, or if s/he has
157 relinquished the chair on an issue.

158

159 | Three (3) voting members shall constitute a quorum.

160

161 Vacancy

162 Council members who have had three (3) unexcused absences during their term of office may be
163 replaced at Council's discretion and in consultation with the Pastor.

164

165 Council will appoint a replacement for any vacant council position with an unexpired term.

166

167 Responsibilities

168 The Council shall transact all business not specifically reserved to the Congregation.

169

170 The Council shall meet regularly at a place and time convenient to the members to transact any
171 business which may properly come before it. The Congregation shall be notified of all such
172 meetings.

173

174 Special meetings are subject to the call of the Pastor, President or by a majority of the Council
175 members.

176

177 The Council shall keep a complete and accurate record of its proceedings which shall be
178 published and accessible by the Congregation. It shall be the custodian of all Congregational
179 records, and report to the members at its regular and special Congregational meetings.

180

181 Managerial Duties

182 All organizations (including, but not limited to the Standing Committees, Ministries and Task
183 Forces) are subordinate to the Council, and should report to the Council on a regular basis.

184

185 It shall be the responsibility of the Council to appoint a committee to review the By-Laws of St.
186 John United Church of Christ every five (5) years for the purpose of keeping the By-Laws up-to-
187 date.

188

189 Fiduciary Duties

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190 The Council shall annually propose a budget to the Congregation and monitor spending by the
191 various organizations of the church. It may modify the budget as necessary during the course of
192 the fiscal year. The Official fiscal year of the Congregation shall be from July 1 to June 30.
193

194 The Council may authorize any single operating expense or short term loan not exceeding Ten
195 Thousand Dollars (\$10,000). Expenditures & loans in excess of that amount must receive
196 approval by the Congregation.
197

198 The property of the Congregation, whether real or personal, and all monies and legacies, shall be
199 under the care of the Council. They shall hold the property as a sacred trust for the Congregation,
200 and keep the buildings belonging to the Congregation in proper repair and adapted for uses it
201 approves. The purchasing or selling of property, the borrowing of money which encumbers the
202 property of the Congregation, and the remodeling and erection of buildings shall conform to the
203 City and State laws and be determined only by a majority vote of the members assembled at a
204 duly called Congregational meeting.
205

ARTICLE IX
Nominations & Elections

Nominating Committee

211 The Nominating Committee is responsible for nominating eligible candidates to serve as Officers
212 and At-Large Members of the Strategic Leadership Council. The Nominating Committee shall
213 aid the Council by proposing names to fill vacancies on the Council for any unfulfilled term.
214

215 The Nominating Committee is appointed annually by the Council and should include
216 representatives from the Congregation and the Council.
217

Elections

219 The Officers and Council members shall be elected by a majority vote at the annual
220 Congregational meeting, and shall be publicly installed in July.
221

222 A President Elect is elected every year.

223 A Secretary is elected in even numbered years.

224 A Treasurer is elected in odd numbered years.
225

226 One At-Large Council member is elected in odd numbered years.

227 One At-Large Council member is elected in even numbered years.
228
229

ARTICLE X

Committees, Ministries and Task Forces

The Congregation puts to action its administrative, mission and ministry work through the efforts of any Standing Committees, Ministries, Taskforces and Appointments as established by and subordinate to the Council. Except in extraordinary circumstances no one shall serve as Chair of more than one Standing Committee, Ministry or Task Force at a time.

Standing Committees:

Standing Committees address areas vital to the day to day operations of the Congregation such as Stewardship, Finance (Budget, Endowment, Investment), Pastoral Relations, Human Resources, Nominations

All Standing Committee members are appointed by the Council to a one-year term and may serve consecutive terms except for the Nominating Committee.

Each Standing Committee shall identify a Chair and Secretary at their first meeting of each calendar year.

All members are eligible to serve on a Standing Committee.

The President and the President Elect are Ex-Officio members of all Standing Committees.

Ministries

Ministries are vital to the spiritual concerns of the Congregation and address (but are not limited to) the following key areas for promoting and maintaining a community of Christian life: Mission & Outreach, Discipleship & Spiritual Growth, Worship Arts, Education (Adults, Youth and Children), Justice & Peace, Evangelism & Church Growth, Hospitality & Fellowship, Communications, Buildings & Grounds.

Each Ministry will be established by the Council with a stated purpose and shall have as many ministry members as needed to perform the work of that Ministry. The Council will consider the proportion of church members to non-members.

Each Ministry shall identify a Chair and Secretary at their first meeting of each year.

Non-members of the congregation may serve but are limited to voice without vote.

Task Forces:

A Task Force is formed by the Council to address a stated purpose for a period lasting no longer than two years.

Unless waived by the Council, the Task Force must deliver an action plan within forty-five days to the Council outlining how the Task Force will accomplish its stated purpose.

Appointments:

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Council may appoint or reappoint certain qualified individuals to fulfill certain functions (such as Financial Secretary or Volunteer in Residence Clergy) and perform certain tasks (such as serving communion) for a one-year term.

ARTICLE XI
Election of a Pastor

The Congregation shall call as a Pastor only a minister who has been approved or recommended by the Association and is an ordained minister in the UCC.

The Pastoral Relations Committee shall act on a pastoral vacancy and schedule Association recommended supply preachers and pastoral leadership with the provision that for this purpose the committee's membership may be augmented by additional appointments made by the Strategic Leadership Council.

The Council shall form a Pastoral Search Committee whose duty is to find an Interim Minister and/or Permanent Pastor and Teacher with assistance from the Association.

Upon the recommendations of the Pastoral Search committee, the Council shall nominate one candidate for the position of Pastor and Teacher. Upon the receipt of seventy-five (75) percent affirmative votes of Church members present and voting at a meeting of the Congregation, the Council shall tender a call to the candidate using Association and Conference guidelines. The Congregation shall consider only one candidate at a time and vote by ballot.

The Pastor shall be elected for an indefinite period. In order to terminate this relationship, three months written notice shall be given by either the Pastor or the Congregation unless by mutual consent.

ARTICLE XII
Pastor

It shall be the duty of the Pastor to provide spiritual leadership, conduct worship services, direct the work of religious education, administer the Holy Sacraments, visit the sick, comfort the distressed, and to perform all such duties as belong to the Pastor's office of the UCC. The Pastor shall keep a record of all services performed and make a written report of his or her work to the Congregation at its annual meeting. The Pastor shall act upon requests for memberships and letters of transfer.

The Pastor is an ex-officio member of the Strategic Leadership Council, and all other organizations within the Church. No other minister shall perform any religious ceremony in the Church or fill the pulpit, without the Pastor's consent.

ARTICLE XIII
Indemnification of Members, Trustees, Officers and Employees

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322 Each person who is or was a Member, Trustee, Officer or Employee of St. John United Church
323 of Christ of Bellevue, Kentucky, the Corporation (including the heirs, executors, administrators,
324 or the estate of such person) shall be indemnified by the Corporation to the full extent permitted
325 by the Non-Profit Corporation Law of the Commonwealth of Kentucky against any liability, cost
326 or expense incurred by him or her in his or her capacity as a Member, Trustee, Officer, or
327 Employee, or arising out of his or her status as a Member, Trustee, Officer, or Employee. The
328 Corporation may, but shall not be obligated to, maintain insurance at its expense, to protect itself
329 and any such person against any such liability, cost or expense. (For the purposes of this Article
330 XIII, references to “the Corporation” include all Constituents absorbed in a consolidation or
331 merger as well as the resulting or surviving corporation.)
332

ARTICLE XIV

Dissolution

336 Dissolution may occur by an affirmative majority vote of the members at a Congregation
337 Meeting duly called for such a purpose. In case of the dissolution of St John United Church of
338 Christ Bellevue, KY title to all property, real or personal, shall vest in the Southwest Ohio
339 Northern Kentucky Association of the Ohio Conference, United Church of Christ.
340

ARTICLE XV

Amendments

344 Additions or alterations to the Articles of Incorporation and By-Laws may be made in the
345 following manner:
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347 Where a proposed amendment to the By-Laws or the Articles of Incorporation has been
348 recommended by a two-thirds vote of the Strategic Leadership Council and notice has been given
349 for at least two weeks, the change can then be effected at a duly called meeting of the
350 Congregation by a two-thirds vote of the members present and voting.
351

352 Where an amendment to the By-Laws or Articles of Incorporation is proposed in a meeting of
353 the Congregation, without previous reference to the Council for study, it shall be so referred, and
354 reported on at the next duly called meeting of the Congregation, where the amendment to be
355 adopted must receive a two-thirds vote of the members present and voting.
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357 | To be Amended in Special Meeting by the Congregation on 2/9/2014