

**BYLAWS  
OF  
WEBSTER UNITED CHURCH OF CHRIST**

The Congregation of WEBSTER UNITED CHURCH OF CHRIST, in Dexter, Michigan hereby amends and restates its previously-adopted Bylaws for the purpose of implementing the Constitution of the Church and for declaring the will of the congregation for the governance of the Church.

**Article 1**

**MEMBERSHIP**

There are three defined types of membership in this Church: Active, Sustaining, and Inactive.

**An Active Member** is one who within a calendar year:

- Attends worship services, and
- Observes or participates in the sacraments as defined in the Constitution, and
- Contributes financially, as they are able, to the support of the Church and its benevolences and Ministries, and
- Strives to participate in a Board, Ministry, Committee, project or similar activity.

Such a member has the right to vote, subject to any applicable rules regarding voting at any Congregational meeting.

**A Sustaining Member** of this Church is one who has been absent due to, but not limited to; military service, attendance at college, or illness or infirmity and is able to maintain an informed participation in the life of the Church.

Sustaining Member status is assigned by the Membership Committee to preserve for the Sustaining Member, during such absence, the benefits of active membership including the right to vote.

**An Inactive Member** of this Church is one who for a calendar year does not qualify as an Active or Sustaining Member, or requests this status.

**The Membership Committee** (Board of Deacons has oversight) will annually advise Council and the Church Clerk of Inactive Members or Sustaining Members for a reporting to the Congregation. The Membership Committee will define the procedure for membership change notification and/or removal and the procedure for appeal of a membership status change. Reinstatement of an Inactive Member will occur with a renewal of covenant with the Church in a public service of worship.

## Article 2

### CHURCH ORGANIZATION AND CONGREGATIONAL MEETINGS

The Governing Body of this Church will be the Membership assembled in Congregation Meeting. It is the function of the Church Council, pursuant to these Bylaws, to represent and act for the Congregation in the times between Congregation Meetings and to coordinate the Church's Ministries and activities of its Boards and Committees. The vote of the majority of Active and Sustaining Members present in person or by Proxy at the Congregation Meeting will be the action of the Church, except as may otherwise be provided herein. A quorum will consist of 25% of Active and Sustaining Members. Elected officers of the Church will have been Active Members of the Church for a period of not less than one year prior to standing for election to office. Officers of the Church are the Council President, Clerk, Treasurer, and the Chairs or Co-Chairs of the Boards of Deacons, Trustees, Christian Education and Outreach Ministries.

#### **(A) Conduct of Meetings**

All general meetings of the Congregation, Council and Boards and Committees will be conducted, as applicable based on the level of formality of the meeting, in accordance with the most current edition of Robert's Rules of Order. The Council President will identify and assign a Parliamentarian for Congregational Meetings. The agenda for the meeting(s) will be publicized in advance.

#### **(B) Annual Meeting**

- (1) The Annual Meeting of the Church will be held on the last Sunday in January.
- (2) At this meeting the annual reports of the Pastor, Church staff, Clerk, Treasurer, Council and all official Boards, Committees, and organizations will be presented and officers and delegates elected by a simple majority and such other business transacted as may be specified in the Call or authorized by the Constitution. All reports made at the Annual Meeting will be in writing and will be for the preceding calendar year.
- 3) As provided in applicable state law: "Notice of meetings of said corporation, specifying the time, place, and object thereof, will be read from the pulpit on the two successive Sundays preceding such meeting on which services will be held: Provided, however, that in case it is proposed to amend the Articles of Association, the proposed amendment, together with a notice of the meeting called for its consideration, will be read from the pulpit on the three successive Sundays, immediately preceding such meeting on which services will be held; and the proposed amendment will not itself be amended, in any material point, in the meeting so called for its consideration: and provided further, that if there should be no public services at which the notice herein required may be given, said notice may be posted on the Church door or published in the town, city or county newspaper whose circulation among the members is greatest, for three weeks preceding such meeting, specifying the time and place and object thereof."

#### **(C) Special Meetings**

Special Meetings may be called by the Pastor, Council or a petition to the Council signed

by at least 10% of the Active Members. Notice and an agenda of the meeting must be given from the pulpit for three Sundays prior to the meeting. Meetings called by petition must be held no later than six weeks from receipt of the petition.

**(D) Regular Meetings**

The Church may at any of its Congregational Meetings or Sunday services, without special notice, act upon the appointment of delegates to councils, associations, and conferences of Churches, or upon any other business not relating to the Church as a corporate body.

**(E) Right to Vote**

As stated in Article 1 of these Bylaws, all Active Members and Sustaining Members will have the privilege to vote at the Annual Meeting and at all Regular and Special Meetings. Members must be at least 18 years of age to vote on matters involving the Church's real property or financial transactions. With respect to making, seconding or voting motions related to the Church's real property or matters involving financial transactions, verification of an age-eligible quorum is required.

Inactive and non-members of Webster Church may attend Annual and Special Meetings, and participate in discussion, but without privileges of making, seconding or voting motions.

**(F) Proxy Voting**

- (1) Proxies are acceptable where a vote of the Congregation is called for in the Constitution or Bylaws; or where the Council designates them to be accepted; or for the slate of officers presented to the Annual Meeting by the Council.
- (2) To be counted, proxies must be requested by an Active Member or Sustaining Member whose absence is unavoidable (by way of illustration: infirmity or illness of the member or an immediate family member, military service, scholastic commitment, employment schedule, conflicting family event or a vacation scheduled) and who is otherwise qualified to vote on the proposal. Proxies are obtained from the Church office no more than two weeks and up to the meeting time. Proxies may be withdrawn by a person who previously gave a proxy withdraws the proxy in person while attending the meeting. A Member holding a proxy may vote no more than one such proxy at any meeting.
- (3) A proxy for an Annual Meeting will list the slate of officers and any other known agenda items necessitating a vote, and the proxy will be authorized to vote on modifications to said issue or slate which may arise during the meeting. Other topics that may come up at the Annual Meeting are not subject to proxy vote.
- (4) An ad hoc committee of Trustee and Deacon Chairs or Co-chairs present will resolve all questions of the validity of proxies at the time of the vote.
- (5) To be valid, a proxy must delegate its vote to an Active Member of the Church who is of legal age; state the reason for being unable to attend the meeting; and include the voter's

signature and date.

**(G) Quorum and Voting**

Twenty-five percent of Active and Sustaining Members and their proxies will constitute a quorum at any Congregational Meeting.. A simple majority of those voting on any matter will be sufficient for its passage, except as may otherwise be provided in Article 6 and 8 of the Constitution and Article 14 of the Bylaws.

**Article 3**

**PASTOR**

**(A) The Pastor's duties to the Congregation will be:**

- (1) To be a member of the Church (unless serving as an Interim Pastor) and to provide overall leadership for the Congregation and facilitate dialogue and growth; and,
- (2) To encourage each person to seek an understanding of God in all aspects of life; and,
- (3) To be in charge, with the support of the Deacons, of the spiritual welfare of the Congregation by preaching the Gospel, administering the Sacraments, encouraging religious education, conduct new member classes, and oversee all services of public worship; and,
- (4) To be active in pastoral service through visiting, counseling, and consoling; and,
- (5) To direct, coordinate and supervise the Staff in working to meet the needs of the Church. The Pastor has day-to-day managerial responsibility for the Staff. The Pastor will participate with the Deacons in conducting the performance review of the Music Director. Unless otherwise provided for in these Bylaws, the Pastor will conduct performance reviews for other paid Staff no less frequently than once a year. Staff will include those individuals who occupy positions for which payment is made in return for services rendered; such positions may include, Music Director, Director of Christian Education, Secretary, Custodian, and other positions which may from time to time be designated by Council as Staff positions. Council will have, pursuant to Article 4, authority to hire/fire paid Staff; and,
- (6) To maintain a good working relationship with the Council, Boards of Deacons, Trustees, Christian Education, Outreach Ministries and all other Church groups; and,
- (7) To regularly report to the governing Church groups and submit to the Congregation, at the Annual Meeting, a report on her/his work for the past year, the condition of the Church community and her/his projections of and recommendations for the future; and,
- (8) To abide by and honor the Ordained Minister's Code of the United Church of Christ.

**(B) The duties of the Congregation to the Pastor will be:**

- (1) To provide time, money and encouragement for participation in continuing education, the

affairs/activities of the community at large as it pertains to the Church's needs and place in the community, and with the larger UCC denominational activities, and

- (2) To respect the time and talents of the Pastor's family and not require them to assume roles of leadership or levels of involvement beyond their wishes, and
- (3) To respect the family's privacy and need for time together.

**(C) Direction**

- (1) The Call and Direction for the Pastor comes from the Congregation. The Board of Deacons serves as support and feedback to the Pastor throughout her/his tenure. An Executive Committee of the Council defined in Article 5 of these Bylaws will mediate any differences with the Pastor. It is acknowledged that the Pastor will naturally heed her/his Calling from God and the dictates of her/his Christian conscience.
- (2) An Annual Performance Review and Salary Assessment will be conducted by the Executive Committee.

**(D) Voting/Membership**

The Pastor when a Member shall have voting privilege at Council and Congregational meetings, and will be an ex-officio member of all Boards and Committees.

**(E) Vacancy, Interim Pastor and Settled Pastor Search Procedure**

- (1) Whenever a Pastoral vacancy occurs the Council shall promptly appoint an Interim Search Committee, comprised of not less than six (6) and not more than ten (10) members who are broadly representative of the Church's boards and membership, whose task is to promptly recommend to Council the retention of an interim pastor who shall have been selected from candidates referred by the Michigan Conference of the U.C.C.
- (2) Following retention of the interim pastor, the Interim Search Committee shall be dismissed, and subsequently Council will appoint a Pastoral Search Committee consisting of seven or more persons, each of whom is a Church Member, including at least one youth, one from the Deacons, one from the Trustees, one from Christian Education, one from Outreach Ministries, one other Church Member chosen by Council, and such other persons appointed by Council who may or may not be Church Members (and if not Church Members, who will not have a vote in formal proceedings of the Search Committee) from Ministries of the Church or from the Congregation.
- (3) The Council President will convene the first meeting of the Pastoral Search Committee and will preside until a Chairperson and Secretary are elected. The Council President will serve as voting member ex-officio on the Pastoral Search Committee. The first task of the Committee will be to determine the present spiritual needs and financial status of the Congregation. The Pastoral Search Committee's budget will be authorized by the Congregation. The Pastoral Search Committee will state the terms of the relationship including the agreement of the Church to participate in the Pension Fund of the UCC, the Pastor's health insurance program, housing arrangements, and other terms agreed between the Candidate and the Committee. The Committee will also present a copy of the Church's Constitution and Bylaws to the Candidate.

- (4) The Search Committee will present to the Congregation the name of the Candidate (drawn only from candidates recommended by Michigan Conference of the UCC) it recommends to fill the vacancy at a Congregational Meeting called as specified in these Bylaws (Article 13). A favorable two-thirds vote of the Active and Sustaining Members of the Church present constitutes a Call. Ballots will be cast in writing.
- (5) Election to the Pastorate will be for an indefinite period of time. During the Pastor's tenure a five-person subset of the Pastoral Search Committee, consisting of those persons selected by the Pastor and including the Pastor, shall continue to function in a Pastoral Relations capacity to facilitate and ensure an open avenue of communication between the Pastor and the congregation concerning issues which may arise in the course of the Pastor's tenure. The Pastoral Relations group will coordinate with the Executive Committee in its annual review of the Pastor.
- (6) A resignation of a Pastor will be made in writing. It will be read from the pulpit at the regular Sunday Church service. It will be published in the Church's official communication document and then the Church will act upon it, within two weeks or as soon as reasonably feasible thereafter, at a Special Congregational Meeting.
- (7) In the event of dismissal, the Executive Committee shall recommend the separation to Council. Thereupon Council will immediately notify the Michigan Conference of the UCC that dismissal is being considered. There will be a Special Congregational Meeting called to deliberate. There will be no more than three Special Congregational Meetings called for this purpose. The length of time to determine whether or not dismissal will be sought will not exceed three months. A two-thirds vote of the Active and Sustaining Members of the Church present at the meeting is required for dismissal. Ballots will be cast in writing. Notice of such termination will be sent by the Council President to the Pastor and to the UCC Conference Executive.
- (8) This Bylaw concerning the Pastor is included as a measure of loving protection for both Pastor and Congregation. It will be the responsibility of the Congregation and the Pastor to always seek first the tenets of faith and teachings of the Christian Gospel in nurturing their relationship.

#### Article 4

### CHURCH COUNCIL

#### **(A) Duties**

- (1) As the executive body of the Church and representative of the Congregation between meetings, the Council will provide leadership, set policy and advise and coordinate the activities of the various Boards, Ministries and Committees of the Church to ensure that all of the Church's work, both internal and external, is accomplished in a coordinated, professional and fulfilling way.
- (2) The Council will act as the principal organization within the Church to discuss major issues affecting the Church including regular provision for long-range planning.
- (3) The Council may appoint committees or task forces to serve specific purposes.

- (4) Council will appoint temporary replacements to fill vacancies on Boards and Committees and in Offices, until the next Annual Meeting, or until such time as otherwise provided for in these Bylaws, after soliciting and considering recommendations from the Board or Committee or Office in need of a temporary replacement. Council is not obligated to fill the vacancy with the recommended replacement.
- (5) The Council will have authority to hire, discipline, or discharge any of the paid Staff, except the Pastor, upon recommendation of the Executive Committee.
- (6) Council will be responsible for appointing a Stewardship Committee to conduct the Stewardship Campaign of the Church. Such Committee will work with other boards, committees, ministries and groups in the Church to formulate a pro forma annual budget to be used in conducting the Stewardship Campaign. Before the Stewardship Campaign begins, the pro forma budget will be approved by the Church Council. The Stewardship Campaign will be conducted during the Fall season with a goal of completion before Advent. With the results of the Stewardship Campaign known, the Trustees will review the pro forma budget, and will recommend to Council any adjustments deemed necessary. Council will propose that the reviewed and adjusted budget be adopted at the Congregation's Annual Meeting. Trustees, with the Treasurer and Assistant Treasurer, will review investment opportunities and make recommendations to Council. The Council will arrange for an annual audit (review) of the financial records of the Church that may be an internal, or external independent audit (review), but need not be a formal CPA review.
- (7) Council will ensure all Boards of the Church, and such Committees and Ministries as determined by Council, appoint a member of such Board, Committee or Ministry to serve on the Safe Church Committee for purposes of implementing and overseeing compliance with the Safe Church Policy.
- (8) The Immediate Past Council President will conduct an orientation program for newly elected officers and Board members within six weeks following the Annual Meeting. This will include a review and discussion of the Church's governance and its Constitution and Bylaws.
- (9) The Council President will conduct all Council and Congregational Meetings. The President will appoint a Church officer to conduct a meeting in her/his absence.
- (10) On behalf of the Church, all legal papers and documents requiring the signature of the Chief Executive Officer of the Church will be signed by Council President and Trustee Chairperson or in the absence of the Chairperson by a Trustee who is a Church Member and designated by the Council President.
- (11) The Council President will set the agenda for Council Meetings, Congregational and Annual Meetings. Agendas will be posted or otherwise distributed prior to the meeting in timely fashion.
- (12) Church Council will be the primary resource within the Church for the resolution of conflicting interpretation of the Constitution and Bylaws, or reconciling issues arising out

of the implementation thereof.

- (13) Immediate Past President will serve as a resource to the newly elected President and may serve as a voting member on Council for three months following election of the new Council President.

**(B) Meetings and Minutes**

- (1) The Council will meet at least quarterly for the transaction of such business that may properly come before it. The first meeting of the Council will occur within one month after the Annual Meeting. This meeting may be combined with the orientation meeting referred to in subsection (A)(8) above.
- (2) At least sixty percent of the Council constitutes a quorum for any vote and they approve an action by a simple majority of those constituting a quorum. Closed sessions at the end of a regularly scheduled Meeting may be called to discuss (i) personnel matters, (ii) anonymous gifts, or (iii) other matters when agreed upon by a quorum when such Closed Meetings are deemed to be in the best interests of the Church.
- (3) Meetings may be conducted by phone or other means (e.g., electronic mail or teleconferencing) for (i) physical emergencies or (ii) implementation of a decision previously made at a regularly scheduled meeting. Minutes of these meetings must be kept and included as part of Council's regular meeting minutes.
- (4) All Council Meetings will be open. Non-Council members may participate in debate of the matters before Council but may not make, second, or vote on any motion. Council reserves the right to determine when and how long persons who are not Council Members may participate in the debate during a Council Meeting.
- (5) The Clerk or Assistant Clerk (or their designees) shall record Council actions taken and brief discussions relating thereto, and shall incorporate the reports of all Boards, committees and Ministries submitted in Council meetings, and publish all such records (unless publishing any matter would violate a confidence or reveal a confidential matter).

**(D) Voting/Membership**

- (1) Board Chairs or Co-Chairs for each of the Boards are to be elected at the Annual Meeting or otherwise as provided herein. In the congregational meeting of January 31, 2016 (and in subsequent Annual Meetings unless these By-laws are changed), upon Council's recommendation (absent nominations from the floor, which are permitted), such Chairs or Co-chairs will be elected by the Congregation for a term of one year.
- (2) The Council will be composed of: the Pastor; President; Clerk; Treasurer; Chairs or co-Chairs (or designee) from the Boards of Deacons, Trustees, Christian Education, Outreach Ministries, the Cemetery Association; and any other board or committee or Ministry of the Church designated by a vote of the Congregation to be a voting member of Council. All voting Council Members are required to be Active Members of the Church. Where there are Co-chairs, only one such person may vote in Council meetings.



- (3) The Council President will be elected to a one year term at the Annual Meeting. The Council President will be an Active Member of the Church; will have served at least one term as an elected Church Officer (as defined in Article 2). The Council President may serve a maximum of two consecutive years and will wait at least one year before serving as Council President again. The Council President will only vote at Council Meetings to break a tie or if necessary to constitute a quorum.
- (4) Each Board or Committee or Ministry will submit a monthly report of its activities and near-term planned activities to the Council. Committees and Ministries are formed to lead or represent the Congregation in specific activities. Committees and Boards and Ministries will manage and conduct work in their special areas, cooperating with each other and Council, drawing upon the support of the Congregation. Prior to the Church's Annual Meeting, each Board, Committee or Ministry will prepare its budget for the upcoming year, and submit a report of its activities over the last year and its plans for the upcoming year, for inclusion (respectively) in the Church's annual operating budget and the Church's written Annual Report for the Annual Meeting.

**(E) Vacancy**

If a Council Presidency vacancy occurs, the vacancy will be filled by appointment of a Church Officer or qualified Active Member elected by the affirmative vote of a majority of the Council at which Meeting a quorum is present. If the required affirmative votes are not possible, then the vacant office will be filled by nomination and election at a Special Meeting of the Congregation. If a vacancy occurs within a month prior to the Annual Meeting, the filling of such a vacancy may be postponed until the Annual Meeting. During any vacancy in the office of Council President, Congregational and Council meetings shall be conducted by the Chair of the Board of Trustees.

**(F) GENERAL GUIDELINES FOR BOARDS**

Each Board shall use the following general rules, which are set forth here so as to avoid the necessity of restating them for each Board. If a Ministry of the Church arises through initiative or interest and reports to Council independently of any Board, its conduct should also follow these general rules. If there are specific variations on the following unique to a Board or Ministry, this variation will be developed by Council to meet varied circumstances.

**Meetings and Minutes**

Chairs and/or co-chairs of each Board shall meet or confer as required to assure that the Ministries of each Board are carried forward. Chairs and/or co-chairs should plan to attend Council Meetings to assure that the work of the Boards of the Church is carried forward in a coordinated fashion. Reports of each Board will be kept in the minutes of Council meetings.

**Vacancy**

If a Board Chair or co-chair vacancy occurs, the vacancy will be filled by appointment of a person who is elected by the vote of the Council. If Council cannot fill a vacancy, the vacant Office(s) may be filled by nomination and election as specified for new Officers,

at a Special Congregational Meeting. The remainder of any such term will be filled at the Annual Meeting. If a vacancy occurs within a month prior to the Annual Meeting, the filling of such a vacancy may be postponed until the Annual Meeting.

## **Budget**

Each Board shall prepare and submit to Council by each mid-November a budget for its activities for the following calendar year.

## **Article 5**

### **EXECUTIVE COMMITTEE**

(A) The Executive Committee will consist of the Council President, and Chairs (or a designed one of Co-chairs) of Deacons, Christian Education, Trustees and Outreach Ministries. Closed sessions may be called to discuss (i) personnel matters, (ii) anonymous gifts, or (iii) other matters when agreed upon by a quorum when such closed meetings are deemed to be in the best interests of the Church. Meetings may be conducted by phone or other means (e.g., electronic mail or teleconferencing) for (iv) physical emergencies or (v) implementation of a decision previously made at a regularly scheduled meeting. Minutes of these meetings must be kept and included as part of the official record of the Church. The Executive Committee is advisory and may not take any actions on its own, unless authorized to do so by the Council. Their recommendations in any matter directed to them by the Council will be accorded the greatest weight by Council. If considerations involve a Council Member, a substituted delegate to the Executive Committee shall be made by action of Council.

(B) A specific function of the Executive Committee will include the conducting of at least an annual review of the Pastor and Staff. At a minimum such review should include input from all of Council, and from Deacons (Music Director) and Christian Education (Director of Christian Education). Any Congregational surveying for the Pastor will be conducted with professional assistance from evaluative and pastoral improvement resources available either directly from the Michigan Conference, UCC or from or sanctioned by the national offices of the UCC. The prime purpose and orientation of such review will be the fostering of constructive dialogue and growth and improvement of Pastor/Congregation relations. The Executive Committee may be called upon by Council to investigate or study and recommend, or to fulfill a duty in the hiring, firing or handling of personnel issues (such as setting salary or disciplinary problems) of the Staff.

## **Article 6**

### **DEACON MINISTRIES FOR SPIRITUAL AND MEMBERSHIP CARE**

Deacons, together with the Pastor, are responsible for the spiritual leadership of the Church. The Deacons assist the Pastor in evaluating the strengths, weaknesses and needs of Church worship. They coordinate and help plan all worship services. The Deacons are responsible for the delivery and coordination of the music ministry.

## **INTEREST AREAS UNDER DEACON LEADERSHIP**

### Worship

- Coordination of weekly service assistants (communion)
- Planning for special services
- Pastoral supply
- Music program
- Attendance monitoring

### Special Services Planning

- Baptisms
- Marriages
- Funerals
- Outdoor services

### Altar Care

- Flowers
- Altar cloths
- Communion supplies

### Member Care

- New Member counseling (with Pastor)
- Visitation
- Neighbors to Neighbors assistance clearinghouse
- Membership Committee (see Article 1)

Additional Ministries developed which generally involve spiritual development in the context of worship and spiritual and other congregational support and care (e.g., small group initiatives for study and support) may become projects of the Deacons, or if such Ministry is determined by Council to be sufficiently distinct from the Deacons, such Ministry may report directly to Council.

## **Article 7**

### **TRUSTEE MINISTRIES FOR STEWARDSHIP AND FACILITIES CARE**

The Board of Trustees will have responsibility for management and protection of all assets and property of the Church. Acting as exclusive agent for the Church, Trustees will be authorized to purchase, rent, acquire, receive, hold, sell, convey, transfer, mortgage or otherwise encumber, all or any part of the property of the Church, whether real or personal, provided that the Trustees will not purchase, sell or convey any real or personal property belonging to the Church or in which the Church has a right or interest, or issue notes or bonds against any real or personal property of the Church unless such action will be previously approved by a two-thirds majority of the Active and Sustaining Members of the Church who are of legal age who will be present at an Annual or Special Meeting called for such purpose.

## **INTEREST AREAS UNDER TRUSTEE LEADERSHIP**

### Building and grounds

- Upkeep and maintenance
- New projects
- All-church workdays
- Lawn mowing, snow removal, walk shoveling
- Leasing and non-church use of facilities including A-V system usage

#### Safety and inspections

- Security system
- Water inspections, softener supply
- Kitchen inspections for routine and special uses

#### Legal/fiduciary responsibilities

- (1) Trustees shall be responsible for the disbursement of any funds, other than funds given to the Church as memorials, required for the corporate life of the Church as the Church may direct in the annual budget or otherwise.
- (2) A Trustee or a Trustee designate, in the company of and with the assistance of another Church Officer, will count and record all Church offerings and monies from what ever source received, and transmit such monies and accounting to the Treasurer or his or her designate.
- (3) The Trustees may rely and act upon both (i) specific spending authorizations as well as (ii) any general spending limits which the Congregation may, for the flexibility and efficiency of managing the Church's business, authorize and approve in the annual budget. Trustees will consult with the Council before overspending any line item of the Annual budget or any other expenditure up to a maximum of \$2,000.00. Any other such non-budgeted expenditure greater than \$2,000.00 requires Congregation approval.
- (4) If required, the Trustees will maintain possession of a duplicate safe deposit box key in conjunction with the Clerk.

### **Article 8**

#### **CHRISTIAN EDUCATION MINISTRIES FOR SPIRITUAL DEVELOPMENT**

The Board of Christian Education, with the support of the Pastor is responsible for the religious education of the Church.

#### **INTEREST AREAS UNDER CHRISTIAN EDUCATION LEADERSHIP**

##### Guidance and development of all religious education programs and youth organizations

- Church School
- Confirmation
- Vacation Bible study

Training of youth for participation in worship services

Training and development

- Church school curriculum and educational materials
- Director of Christian Education
- Church school teachers

Assist in developing small groups

- Bible and other religious study
- Special interest groups (e.g., young singles, young marrieds, divorced, widowed, AA)
- Adult fun groups (e.g., movie viewing, book clubs, dinner roundtables)

**Article 9**

**OUTREACH MINISTRIES FOR THE WORK OF THE CHURCH IN THE WORLD**

Outreach Ministries will research, introduce, and support related ministries to the congregation and provide and support congregation-initiated volunteer opportunities.. The Church's annual operating budget shall carry line items for Outreach Ministries as well as for related ministries for which Outreach Ministries has established a budget as provided hereinafter. In addition to any allocation in the Church's annual budget, with Council's consultation and approval, Outreach Ministries is empowered to solicit additional funding from sources within the Church, by fund raising, or external to the Church, and to allocate, budget, and administer such funds among the related ministries for their activities.

**CURRENT INTEREST AREAS UNDER OUTREACH LEADERSHIP**

- The Sanzule Refugee Camp
- Habitat for Humanity
- MISSION – An Ann Arbor Homeless Community
- Greater UCC, and Church World Services
- CROP Walk
- Haiti Medical Mission
- Elle's Place - A program for grieving children
- Huron River Watershed Council
- RAAH- Religious Action, Affordable Housing in Ann Arbor
- Coloring books for children in the Honduras
- Cass Community Center Social Services
- Corner Health Clinic
- Community Action Center and Network (CAN)
- PFLAG - Parents, Families and Friends of Lesbian and Gays
- Washtenaw Literacy
- International Mission Trips.

## Article 10

### CLERK and ASSISTANT CLERK

#### (A) Duties

- (1) The Clerk will verify the authenticity or accuracy of any statement of information made in the official Church record.
- (2) The Clerk will record minutes of all Council Meetings, Annual Church Meetings and Congregational Meetings. Written minutes of these Meetings will be incorporated into the official Church records and made available to the Congregation.
- (3) The Clerk will tally and record all votes at Congregational and Annual Meetings.
- (4) Additional duties include:
  - (a) Receive, record and issue Letters of Transfer of Church membership.
  - (b) Record changes of names on the official membership roll.
  - (c) Add and delete names of members from the official membership roll, as directed by the Board of Deacons. Provide a report of membership changes at the Annual Meeting.
  - (d) Record baptisms, confirmations, marriages, and funerals held in the Church and report same at the Annual Meeting.
  - (e) Incorporate monthly and annual reports from all Church Boards, MINISTRIES, committees and groups into the official records in an organized manner.
  - (f) Attest and sign official Church documents as required.
  - (g) Preserve documents: successive Constitutions and Bylaws, Articles of Incorporation, copies of deeds and descriptions of the physical properties of the Church, contracts and blueprints for Church buildings, mortgages, and a list of members.
  - (h) Maintain possession of a duplicate safe deposit box key in conjunction with the Board of Trustees.
  - (i) Maintain and organize official records.
  - (j) Complete annual reports for the State of Michigan, Conference and the UCC Year Book.
  - (k) Act as Church Archivist.

(1) Publish and provide notification of all meetings in the official Church communication publication or in any other official form of communication as required.

**(B) Direction of the Clerk and Assistant Clerk**

The Clerk will receive direction from the Church Council and the Pastor as appropriate.

**(C) Voting/Membership of the Clerk and Assistant Clerk**

- (1) The Clerk will be an Active Member of the Church elected at an Annual Meeting, for a term of one year, or appointed by proper action of Council. If a vacancy occurs, the Assistant Clerk may complete the remainder of the term. The Assistant Clerk need not be a Church Member, in which case when serving in the Clerks' stead at a Council meeting, will not have a vote in Council matters.
- (2) The Clerk (and Assistant Clerk, when serving in the stead of the Clerk and if a Church Member) will serve as a voting member of Council.

**Article 11**

**TREASURER, ASSISTANT TREASURER AND CHURCH FINANCE POLICY**

**(A) Duties of the Treasurer**

- (1) The Treasurer's duties will be performed according to the Financial Operating Procedures approved by the Board of Trustees.
- (2). The Treasurer will receive and disburse money as directed by the officers of the Church. These officers consist of the elected Church officers and the leadership of each of the Church's organizations having budget categories under their control.
- (3) The Treasurer will sign all checks on behalf of the Church. For check amounts greater than \$2,000.00 the Treasurer will sign all checks along with a designated Trustee co-signer. However, a check co-signer is not required for regular payments of approved annual salaries, regardless of the amount of the check. The Treasurer will sign official financial documents as required for the Church.
- (4) The Treasurer will keep suitable monthly records of Church finances and prepare an Annual Financial Statement to be included in the Annual Report.
- (5) The Treasurer will provide a financial report to the Trustees' monthly meeting, the Council's regular meetings, and other meetings as requested by the Council or Trustees.
- (6) The Treasurer will, on a monthly basis, provide a copy of the Cash Disbursement Journal and account reconciliation to the Trustees for review. The Treasurer will provide sufficient detail of spending to enable the Council or their designee to perform an audit, the scope of which will be determined annually in consultation between the Treasurer and the Council.

- (7) The Treasurer will provide support and guidance to fundraising activities to assure consistent record keeping and compliance with tax rules and Constitution of the Church.
- (8) The Treasurer will implement adequate controls to assure the appropriate confidentiality of Church financial records.
- (9) The Treasurer will complete tax returns, as required by law, on behalf of the Church.
- (10) The Treasurer will provide quarterly reports to givers, including pledge information where appropriate, on behalf of the Assistant Treasurer. It is not necessary for the Treasurer to provide periodic reports for one-time gifts (i.e. memorial, etc.).

**(B) Direction of the Treasurer**

- (1) The Treasurer receives written authorization from Chairpersons, their designees or authorized Staff for disbursements according to the approved budget or other approved uses of Church funds.
- (2) The Treasurer receives investment and other financial advice from the Trustees.

**(C) Voting/Membership of the Treasurer**

- (1) The Treasurer will be an Active Member of the Church who has completed a two-year term as Assistant Treasurer. The Treasurer will be elected at an Annual Meeting for a term of two years. If a vacancy occurs, the Assistant Treasurer or a Church Member, appointed by the Council, will complete the remainder of the term. If the Assistant Treasurer is unable to, or declines to be nominated, or the Assistant Treasurer's position is vacant, Council will waive the requirement for the Treasurer nominee to have previously served a two-year term as Assistant Treasurer. If a vacancy occurs in the Treasurer's Office within one month of the Annual Meeting, filling the position may await the Annual Meeting.
- (2) The Treasurer will serve as a voting member of the Church Council.
- (3) The Treasurer is a member of the Memorials & Trust Committee without vote.

**(D) Duties of the Assistant Treasurer**

- (1) The Assistant Treasurer's duties will be performed according to the Financial Operating Procedures as approved by the Board of Trustees.
- (2) The Assistant Treasurer will keep records of all donors, offerings and pledges.
- (3) The Assistant Treasurer will deposit offerings and donations and provide detailed records and bank receipts to the Treasurer.
- (4) The Assistant Treasurer will assist the Treasurer in providing periodic reports to donors and pledge reports to those who have pledged.



- (5) The Assistant Treasurer will provide statistical input to the Trustees on giving trends, preserving the anonymity of the givers.
- (6) The Assistant Treasurer receives direction from the Treasurer and Trustees, and may fulfill the duties of Treasurer, in the absence of the Treasurer, as needed; as long as the Trustees are satisfied that appropriate financial controls can be assured.

**(E) Voting/Membership\_of the Assistant Treasurer**

- (1) The Assistant Treasurer will be an Active Member of the Church elected at an Annual Meeting for a term of two years. The Assistant Treasurer will likely be the nominee for Treasurer upon completion of the Treasurer's term. If a vacancy occurs in the office of Assistant Treasurer, the vacancy will be filled for the remainder of the term by an Active Member of the Church appointed by Council. If a vacancy occurs in the Assistant Treasurer's office within one month of the Annual Meeting, filling the vacant position may await the Annual Meeting.

**(F) Church Finances**

- (1) The procedures required to provide adequate controls for the receipt and disbursement of the Church finances are set forth in the Financial Operating Procedures approved by the Board of Trustees. The Trustees must approve any changes to the procedures. All procedures must be consistent with the Constitution and Bylaws of this Church.
- (2) The Church's financial accounts will be maintained in an accounting system for non-profit organizations based on generally accepted accounting principles as approved and accepted by the Board of Trustees.
- (3) Except as otherwise provided for in this Article, all interest and other earnings from the Church's invested funds will be applied to the General Funds' Unencumbered Fund. At the direction of the Board of Trustees, the Unencumbered Fund may be used to cover over-budget expenditures, to the lesser extent of 10% of a specific line item or \$1,000.00. Otherwise usage of the Unencumbered Fund will require approval by the Congregation at the Annual or any Special Meeting.
- (4) The Church may from time to time establish funds and endowments as approved by the membership at an Annual or Special Meeting. In the establishment thereof the Church will state the purpose thereof, define the restrictions thereon and designate the Board or Committee having responsibility for management and administration thereof.

4.1 The Church received through the last will and testament of William Scadin certain real estate commonly known as the Scadin Farm. As an asset of the Church, responsibility for its management and administration will rest with the Board of Trustees. Net income derived from the operation or rental of the Scadin Farm (excluding the residence at 5566 Webster Church Road) will be allocated as an item of income for the benefit of the Deacons' line item budget in the Church's annual operating budget.

4.2 The Church has previously established the Deacons' Fund and the Scadin Endowment. From and after the approval of these ByLaws, the Deacons' Fund and the

Scadin Endowment shall be merged and pro-rata Church investment income into and expenditures from the newly merged Scadin Fund shall reflect the income and spending priorities developed by the Deacons as a part of the Church's annual budgeting process. The Scadin Fund will not be subject to requirement to maintain any specific minimum balance (as was previously required).

- (5) A pledge is a serious personal commitment to the Church and assists the Trustees in annual budgeting for the work of the Church. Any required adjustments to pledges should, as a matter of courtesy information, be communicated to the Assistant Treasurer. Due to the highly personal nature of a pledge, the Church will not, however, assert any claim in a court of law against any person (or the estate of any person) that has pledged to the Church to collect the amount so pledged. Notwithstanding the foregoing, the Church reserves the right to make any claim it determines necessary or appropriate to collect any amounts other than pledges due and owing the Church.

## **Article 12**

### **MEMORIALS AND TRUSTS, CEMETERY AND SAFE CHURCH COMMITTEES**

#### **(A) MEMORIALS AND TRUSTS COMMITTEE**

The Memorials & Trusts Committee will consist of the Pastor, the Council President, and two Members-at-Large (elected for a term of two years at an Annual Meeting). Annually, a Member-at-Large will be elected Chair by the Memorials & Trusts Committee.

- (1) The Committee will facilitate the giving of gifts and provide planning for organized estate planning and gift giving to the Church.
- (2) The Committee will assist and facilitate, in consultation with donors and/or their families and the Church, in the application and disbursement of gifts.
- (3) The Memorials & Trusts Committee may refuse to accept any donation from an anonymous donor or a donation to promote a project or point of view.
- (4) The Memorials & Trusts Committee will consider and use its discretion to accept or reject any open, undesignated, or unrestricted bequest, memorial, gift, trust or endowment. If it is unable to determine a suitable application for a memorial or gift, the Committee will refer the matter to Council, whose decision on the matter will be final.

#### **(B) CEMETERY ASSOCIATION**

##### **Background**

- (1) The real property that lies adjacent to the Church and is utilized as a cemetery was conveyed to the Church by Moses and Hannah Kingsley, according to an Indenture dated December 5, 1836 and duly recorded on or about March 29, 1848.

- (2) On or about January 6, 1894 (according to Church Annual Meeting Minutes), the Church established a society (which was known at that time as the Webster Church Congregational Cemetery Association and which will hereafter be known as the Webster Church Cemetery Association) (“WCCA”), granted it “full control of” the Church cemetery, and charged it with the responsibility of maintaining and administering the Church cemetery “for the better care and protection of the cemetery.”
- (3) The real property (commonly known as the Scadin Cemetery) that lies across Farrell Road from Webster Church and that also is utilized as a cemetery was conveyed to that organization of the Church that is now known as the WCCA, by William and Susan Scadin, according to a Warranty Deed dated January 24, 1900 and duly recorded on or about February 23, 1900.
- (4) Subsequently, a larger parcel of real property, which was inclusive of the Scadin Cemetery, was conveyed to the Church by William Scadin, according to a Quit Claim Deed dated April 17, 1964 and duly recorded on or about April 21, 1964, “subject to the rights of the cemetery.”
- (5) The two parcels of real property described in subparts (1) and (3) above are owned by the Church and together comprise what is referred to herein as the “Cemetery.”
- (6) Since it is owned by a church and is not privately held, the Cemetery is not subject to the Cemetery Regulation Act (MCL 456.521 et seq.).
- (7) As the owner of the Cemetery, the Church bears all rights and obligations that flow from that ownership status. The Church further has delegated to the WCCA all rights and responsibilities for the care and governance of the Cemetery.

### **Duties**

- (1) The WCCA assumes, on behalf of the Church and as known hereafter as the Cemetery Association, all rights and responsibilities for the care and governance of the Cemetery, and will bear the responsibility for maintaining and administering the Cemetery for and on behalf of the Church.
- (2) The Association will adopt and maintain its own Constitution and Bylaws, independent of that of the Church itself, for the purpose of governing the administration of the Cemetery, establishing any rules deemed necessary in that regard, and addressing any needs relating thereto. The Association will review and update, if necessary, its Constitution and Bylaws at least every three (3) years.
- (3) The Association will maintain its own budget and financial and accounting procedures, independent of that of the Church itself.
- (4) Subject to direction from the Council, and subject to the requirement that it submit a monthly report of its activities to Council, the Association will govern itself as an independent body of the Church, accordingly to its own Constitution and Bylaws to the extent not inconsistent with the Church's Constitution and these By-Laws.

## **Voting/Membership**

- (1) The Association will be comprised of at least four and no more than seven members, each of whom will be an Active Member of the Church and will be of legal age.
- (2) Association members will be nominated and elected at the Annual Meeting of the Church for a one -year term. Association members may serve for an indefinite number of successive terms, without restriction. Association members may also serve in another Church office or position during their respective terms.
- (3) The Association will elect, from among its members, a Chair, Vice Chair, Secretary, and Treasurer, each of whom will fulfill the duties set forth in the Bylaws of the Cemetery Association.

## **(D) SAFE CHURCH COMMITTEE**

### **Background**

Council has established the Safe Church Committee to formulate policies and procedures for the protection and safeguarding of children, members and friends, while engaged in functions, activities and programs organized by, conducted by, or administered under the auspices of Webster Church, whether such functions, activities or programs occur on Webster Church premises, in or about Webster Church facilities, or off-site and away from Webster Church property. The Safe Church Committee has completed, and put into effect with Council approval, a Pilot Safe Children Program and the Adult/Ministry Trip Procedures. These documents and their forms are to be made available in the Operations, Practices and Procedures manual, or may be downloaded and printed from the Webster Church website.

### **Membership**

The Pastor along with Boards of Deacons, Trustees, Christian Education and Outreach will each appoint a member to serve on the Safe Church Committee for purposes of implementing and overseeing compliance with Safe Church Policies and Practices of the Church. The representative from the Board of Christian Education will chair meetings of The Safe Church Committee.

### **Duties**

The Safe Church Committee duties will include monitoring compliance, reviewing and updating a comprehensive Safe Church Policy including, but not limited to, the following: Policy against Sexual Abuse or Harassment, Procedures for Handling Complaints of Sexual Abuse or Harassment, General Grievance Procedure, and Building Safety Procedures.

### **Meetings**

The committee will meet at least once annually.

## **Article 13**

### **CONFERENCE DELEGATES**

#### **Duties**

((1) Conference Delegates will represent the Webster Church at Michigan UCC Conference and Covenant Association Meetings.

(2) Michigan Conference and Covenant Association Delegates may designate one (if not both) of Webster's Delegates to appear before Council for the purpose of delivering to Council a written and verbal report following each Conference and Association meeting Webster Delegates have attended.

(3) Council may request that Conference Delegates present an oral report to the Congregation after Conference and Association Meetings to the Congregation.

#### **Direction**

Prior to attending the Meetings, the Delegates will make themselves known to the Congregation and publicize issues to be discussed at said meetings. A review with the Council and Pastor of possibly contentious issues is suggested.

#### **Voting/Membership**

(1) Three Active Members of the Church consisting of two adults and one youth (less than 18 years) will be elected at each Annual Meeting of the Congregation.

(2) The Delegates have full voting rights at Conference Business Sessions.

## **Article 14**

### **BYLAWS AND AMENDMENTS**

The Bylaws may be amended only by a two-thirds vote of the Active and Sustaining Members voting, including valid proxies at any Annual Meeting or at a Special Meeting called for that purpose, the proper notice having been given as required by Article 2.

Any amendment proposed by five percent (5%) of the Active Members of the Church or by the Church Council will be considered at the next Annual Meeting, or at a Special Meeting called for that purpose. The Church Council will appoint a Bylaws Review Committee at least once every three years, which Committee will be the same Committee charged with review of the Constitution.

Church Council without need for further authorization will have and will exercise administrative responsibility for the organizational format of these Bylaws, and for correction of typographical errors and oversights in grammar, punctuation and spelling where ever they appear in these Bylaws or any amendment thereof.

## **JOURNAL OF ADOPTION, REVIEW AND AMENDMENTS**

Pursuant to the Laws of the State of Michigan as Adopted by the Congregation on October 18, 1998, and Amended by the Congregation January 31, 1999, and again Amended by the Congregation January 26, 2003, January 25, 2004, January 29, 2005, January 29, 2006, January 28, 2007, January 27, 2008, January 25, 2009, January 31, 2010, January 30, 2011, April 29, 2012, January 26, 2014, and amended and restated on January 31, 2016.

**These Bylaws, as amended, supersede any previous Bylaws.**

**These Bylaws were adopted by the Congregation October 18, 1998 and First Amended on January 31, 1999.**

**These Bylaws were next reviewed by a committee appointed by Council in 2002 and amended January 26, 2003.** The Review Committee (alphabetically listed): Mark Boonstra, David Calhoun, Rev. LaVerne Gill, Karen Hertenstein (Chair), Karen Keller, Mike Metzler.

**Amended on January 25, 2004 in response to Amendments proposed during the Annual Meeting.**

**These Bylaws were next reviewed by a committee appointed by Council in 2005 and amended January 29, 2006.** The Review Committee (alphabetically listed): David Calhoun, Mary Clark, John Ellsworth, Kirby Fisher, LaVerne Gill (Senior Pastor), Lynn Hill, Jim Kulp (Chair), Bill Stuart (Associate Pastor), Lisa Sylvest.

**Amended January 28, 2007 in response to Amendments proposed during the Annual Meeting.**

**Amended January 27, 2008 in response to Amendments proposed during the Annual Meeting.**

**These Bylaws were next reviewed by a committee appointed by Council in 2008 and amended January 25, 2009.** The Review Committee (alphabetically listed): Steve Bemis, Mary Clark (Chair), Kirby Fisher, Barry Grossman (Scribe), Lynn Hill, Jim Kulp, Rich McKenzie, Bill Stuart (Associate Pastor), Lisa Sylvest, Bill Thayer.

**Amended January 31, 2010 in response to Amendments proposed during the Annual Meeting.**

**These Bylaws were next reviewed by a committee appointed by Council in 2010 and amended January 30, 2011.** The Review Committee (alphabetically listed): David Calhoun, Vesta Smith-Campbell, Rev. Susannah Crolius (Pastor), Philip Fox.

**Amended April 29, 2012 in response to Amendments proposed during a Special Congregational Meeting.**

**These Bylaws were next reviewed by a committee appointed by Council in 2013 and amended January 26, 2014.** The Review Committee (alphabetically listed): Anna Angus, Clark Chapin, Barry Grossman, Bill Minnich, Vesta Smith-Campbell (Chair).

**These Bylaws were next reviewed by Council in 2015 and amended and restated January 31, 2016.**