

# Amended and Restated Bylaws

## First Congregational United Church of Christ Asheville, NC

### **Article I. NAME**

The name of the church is *First Congregational United Church of Christ, Asheville, North Carolina, Inc.* ("FCUCC").

### **Article II. MISSION, VISION AND COVENANT**

#### **Section 1.** FCUCC's mission is to

- Be a progressive, risk-taking, Christian faith community;
- Be a spiritual community that follows the ways of Jesus;
- Be welcoming, open and affirming to all; and
- Engage the wider world with acts of mercy, peace and justice.

**Section 2.** FCUCC's vision is to be an embracing community, public sanctuary, and prophetic Christian voice.

**Section 3.** FCUCC's members covenant to honor and support the church's mission and vision, to share in the life and work of the church, and to seek justice, embrace kindness and walk humbly together, listening for the voice of a still-speaking God.

### **Article III. AFFILIATION, DESIGNATIONS AND GOVERNANCE**

**Section 1.** FCUCC freely joins in covenant with the United Church of Christ, banding together for mutually supportive ministry and mission with other local churches in the Western North Carolina Association, the Southern Conference, and the wider United Church of Christ.

**Section 2.** In keeping with its mission and vision, and in accordance with the standards and guidelines of the United Church of Christ, FCUCC has been designated as an "*Open and Affirming*" (as of January 2002) and "*Just Peace*" (as of May 2013) congregation of the United Church of Christ.

**Section 3.** The governance of FCUCC resides in its members, consistent with the Constitution of the United Church of Christ, and subject to these Bylaws and to applicable laws of the State of North Carolina and of the United States.

#### **Article IV. MEMBERSHIP**

**Section 1.** FCUCC invites people of every race, nationality, age, gender, gender identity, sexual orientation, marital status, ability, financial means, and ethnic and spiritual background into the full life and ministries of the congregation. In keeping with its Congregational heritage, FCUCC does not have set beliefs or a confession of faith that serve as a requirement for membership.

**Section 2.** The membership of FCUCC shall consist of persons who accept the membership covenant in Article II, Section 3, and are received as members by confirmation, affirmation of faith, or letter of transfer from another church. Baptism is encouraged but not required.

**Section 3.** Members will ordinarily be received during a regular worship service. In unusual or time-critical circumstances, the Senior Minister, together with one or more members of FCUCC, may receive candidates into membership.

**Section 4.** Members shall have the right to vote at all congregational meetings and to serve on the Board of FCUCC, and shall have such additional rights as are specified in these Bylaws.

**Section 5.** A person who desires to retain an existing membership in another congregation may join FCUCC as an associate member. Associate members shall be entitled to all the privileges of membership, except that an Associate Member may not receive a letter of transfer under Section 6 of this Article.

**Section 6.** Any member may, upon request, be released from membership and receive a letter of transfer and recommendation to another church.

**Section 7.** Members who have not been in communication with FCUCC for two years, nor contributed to its support, may be removed from the membership roll, provided that a reasonable effort has been made to communicate with any such members prior to their removal.

#### **Article V. CONGREGATIONAL MEETINGS**

**Section 1.** The congregation will meet in the fourth quarter of each year to approve the annual budget, elect Board members, and attend to such other business as may be appropriate (the fourth quarter meeting shall hereinafter be referred to as the "Annual Meeting").

**Section 2.** The Senior Minister or the Board may call additional congregational meetings as needed. The Board shall be required to call a meeting upon the written request, delivered to the Board, of at least ten members of FCUCC.

**Section 3.** Notice of all congregational meetings, specifying the nature of the business to be transacted, shall be given no less than one week prior to the meeting by U.S. mail or electronic mail and by announcement during Sunday services and in the bulletin. However, such notice shall be given no less than two weeks prior to the meeting when questions requiring a two-thirds congregational vote are to be considered.

**Section 4.** The presence of twenty percent of the total membership of FCUCC shall be considered a quorum for the purposes of transacting business at any congregational meeting.

**Section 5.** A decision made by a majority of the members present at a meeting at which a quorum is present shall be considered a decision of the congregation, except as otherwise provided in these Bylaws. Voting shall be by a show of hands or voice vote, except for a contested election of Board members, which shall be by written ballot. A written ballot shall be used on any other matter if requested by the Board or at least ten members of FCUCC. Voting by proxy or absentee ballot shall not be permitted.

**Section 6.** The Annual Meeting shall be conducted in an informal but orderly style that encourages participation. Robert's Rules of Order may be used to facilitate discussion and decision-making, as the Moderator (or Assistant Moderator, if the Assistant Moderator is conducting the meeting) deems appropriate.

## **Article VI. BOARD**

**Section 1.** The Board is FCUCC's primary governing body, acting as a fiduciary on behalf of, and accountable directly to, the membership. The Board's duties include, but are not limited to:

- Serving as stewards of FCUCC's mission and vision, setting short-term and long-term goals in keeping with the mission and vision, and periodically evaluating programs and policies;
- Fostering intrachurch communication and coordination;
- Ensuring that FCUCC's property, assets and resources are used lawfully, ethically and safely, in furtherance of the mission and vision, and in compliance with applicable governing documents and policies;
- Setting policies to guide the work of the Board, staff, volunteers, ministry teams, and the congregation as a whole, but leaving day-to-day decision making to the appropriate individuals, committees and teams;

- Overseeing FCUCC's finances, including development of a proposed annual budget, and raising funds to support the annual budget and any special campaigns;
- Establishing personnel policies and ensuring that an effective staff evaluation process is implemented; and
- Providing direction to, and oversight of, the Senior Minister on behalf of the congregation.

**Section 2.** The Nominating Committee shall nominate candidates for the Board, as set forth in Article VIII, Section 2. Any member of FCUCC shall be eligible to serve on the Board.

**Section 3.** The Board will have seven voting members (except that the Board may temporarily have fewer than seven members in the event of the death, resignation or removal of a member), who shall be elected to three-year terms, except that the initial Board elected under these Bylaws will have three members elected to three-year terms, two members elected to two-year terms, and two members elected to one-year terms. Board members shall be elected by majority vote of the members of FCUCC present at the Annual Meeting, and may serve no more than two consecutive terms, except as provided in Section 5 of this Article. Terms of Board members will begin on January 1. The Senior Minister shall be an ex officio member of the Board, without voting rights, and shall attend Board meetings except when personnel matters directly related to the Senior Minister are being discussed. In the event the Senior Minister is unable to attend a Board meeting, he or she may appoint another staff member who shall attend the meeting in his or her place, except when personnel matters directly related to the Senior Minister or the staff member so appointed are being discussed.

**Section 4.** The Board shall meet no less than six times per year, at a time and location to be determined by the Board. Board meetings shall be open to the congregation, except that the Board may meet in closed session when the matters under consideration require confidentiality. Minutes of Board meetings (except for closed-session meetings) will be made available for review in the church office.

**Section 5.** A Board member may resign at any time by giving written notice to the Board. Additionally, a Board member may be removed from the Board by a majority vote of the members present at a duly called congregational meeting. In the event of a Board vacancy, whether by resignation, removal or otherwise, the remaining Board members may, by majority vote, appoint a qualified member of FCUCC to fill the vacancy. Any Board member so appointed shall serve until the next Annual Meeting, and shall thereafter be eligible for nomination to serve the remaining term, if any, of the seat to which he or she was appointed, and up to two additional consecutive terms.

**Section 6.** A simple majority of the Board shall be considered a quorum for the purposes of transacting business. The action of a majority of Board members

present at a meeting at which a quorum is present shall be the action of the Board, except as otherwise provided in these Bylaws.

**Section 7.** Any one or more Board members may participate in a Board meeting by means of a conference telephone or other communications device that allows all persons participating in the meeting to communicate with each other. Such participation shall be deemed presence in person at the meeting.

**Section 8.** Action taken by a majority of Board members without a meeting is deemed to be Board action if (a) all Board members have been notified of the proposed action and have been given an opportunity to express their opinions in a conference call, Board email thread, or other method of group communication that all Board members have been notified of and invited to participate in; (b) a majority of Board members approve of such action in writing or by email; and (c) a copy of such approval is filed with the Board minutes, whether done before or after the action is taken.

## **Article VII. OFFICERS**

**Section 1.** The Officers of FCUCC shall be a Moderator, Vice Moderator and Treasurer. The Officers shall be elected from among the Board members by majority vote of the Board at its first meeting following the Annual Meeting, or as soon thereafter as is practical. Officers shall serve for an approximate one-year term, which shall begin on the date of election and end on December 31. In the event there is a need to transact congregational business in the period between January 1 and the election of Officers, the Officers who served during the preceding year shall have authority to act on behalf of FCUCC, in accordance with these Bylaws and applicable policies.

**Section 2.** An Officer may resign at any time by giving written notice to the Board. Additionally, an Officer may be removed from office by an affirmative vote of no less than four members of the Board at a duly called meeting. In the event of an Officer vacancy, whether by resignation, removal or otherwise, the Board may, by majority vote, appoint another member of the Board to fill the vacancy. Any Officer so appointed shall serve until the next Annual Meeting, and shall thereafter be eligible for election for up to three additional consecutive terms.

**Section 3.** The Moderator shall preside at all meetings of the congregation and shall perform such other duties as the Board or congregation may from time to time determine.

**Section 4.** The Vice Moderator shall assume the functions and responsibilities of the Moderator when the Moderator is absent or incapacitated and shall perform such other duties as the Board or congregation may from time to time determine.

**Section 5.** The Treasurer, in collaboration with the Finance Committee (see Article VIII, Section 1) and under the direction of the Board, shall provide oversight and

guidance to the staff in managing the financial affairs of FCUCC, ensuring that (a) all bills and obligations of FCUCC are paid in a timely manner, (b) accurate records are kept of all disbursements, (c) confidential records are maintained of all financial pledges and contributions, and (d) financial reports are prepared monthly and at such other times as the Board may request. In addition, the Treasurer shall assist in the preparation of the annual budget and perform such other duties as the Board or congregation may from time to time determine.

**Section 6.** The Moderator, Vice Moderator and Treasurer shall be empowered to sign documents and contracts on behalf of FCUCC in accordance with these Bylaws and applicable policies.

## **Article VIII. STANDING COMMITTEES AND AD HOC COMMITTEES**

**Section 1.** The standing committees appointed by the Board shall be the Personnel Committee and the Finance Committee, along with such additional committees as the Board may establish pursuant to Section 3 of this Article.

(a) The Personnel Committee shall provide education, support, advice and oversight to the Board and church staff on matters related to staffing and personnel, and shall perform such specific or additional duties as the Board may from time to time determine. The Personnel Committee shall be composed of three individuals from the congregation, who shall be appointed by the Board to serve for such terms as the Board shall designate. The Board, with input from the Senior Minister, shall appoint the chair of the Personnel Committee, who shall be a member of FCUCC.

(b) The Finance Committee shall provide education, support, advice and oversight to the Board and church staff on matters related to FCUCC's budget and finances, and shall perform such specific or additional duties as the Board may from time to time determine. The Finance Committee shall be composed of the Treasurer and two additional individuals from the congregation, who shall be appointed by the Board for such terms as the Board shall designate. The Treasurer shall be the chair of the Finance Committee.

**Section 2.** The ad hoc committees appointed by the Board shall include the Nominating Committee, and any additional committees as the Board may establish pursuant to Section 3 of this Article.

(a) Approximately three months prior to the Annual Meeting, the Board shall appoint three individuals from the congregation to serve on the Nominating Committee. The congregation shall be given an opportunity to recommend Nominating Committee candidates for consideration by the Board. The members of the Nominating Committee may not be members of the Board.

(b) The Nominating Committee shall prepare a slate of Board nominees to present to the members of FCUCC for a congregational vote at the Annual Meeting. Board nominees shall be selected by the Nominating Committee in accordance with

guidelines adopted by the Board and approved by the congregation. The congregation shall be given an opportunity to recommend Board candidates for consideration by the Nominating Committee. The Nominating Committee shall announce the slate of Board candidates to the congregation no less than two weeks prior to the Annual Meeting. The slate may or may not include more candidates than the number of vacancies on the Board.

(c) At the Annual Meeting, members of FCUCC shall have the right to nominate candidates in addition to those on the slate, provided that the nominee consents to the nomination.

(d) The term of the members of the Nominating Committee shall end at the conclusion of the Annual Meeting.

**Section 3.** The Board may appoint such additional standing committees and ad hoc committees as it deems necessary to assist in the work of the Board and FCUCC. The Board shall determine the membership and duties of each such committee, and the terms of committee members, at the time the committee is established.

## **Article IX. MINISTERS AND STAFF**

**Section 1.** Ministerial searches shall be conducted in accordance with policies and procedures recommended by the Board and approved by majority vote of the members present at a duly called congregational meeting. An interim minister who serves during a ministerial search period shall not be eligible to be called for the permanent ministerial position.

**Section 2.** The Senior Minister serves at the pleasure of the congregation, and is responsible for attending to the congregation's spiritual needs. The Senior Minister is also the head of staff and shall exercise general supervision of all staff, other ministers and ministry programs, in accordance with Board policies. The Senior Minister reports directly to the Board.

**Section 3.** The term of a minister is indefinite, but a minister's resignation may be requested by a two-thirds vote of the members present at a duly called congregational meeting, with such resignation to be effective within ninety days. A minister may resign of his or her own volition by giving no less than ninety days written notice to the Board, provided that the Board, taking into account the circumstances of the resignation, may accept a notice period of less than ninety days.

**Section 4.** The Senior Minister and staff shall be responsible for the day-to-day operations of FCUCC, in accordance with policies and procedures adopted by the Board.

**Section 5.** For purposes of this Article, the term “minister” shall mean the Senior Minister and any associate or assistant minister whose position at FCUCC would require commissioning or ordination.

## **Article X. MINISTRIES**

**Section 1.** The ongoing work in support of the vision and mission of FCUCC shall be carried out by staff, and by lay volunteers and ministry teams operating under the guidance of staff.

**Section 2.** Ministry teams shall be created or approved by staff in response to the interests and needs of the congregation, and in accordance with applicable Board policies. Ministry teams shall be encouraged to operate collaboratively and creatively, seeking to engage the passions and interests of individual team members.

## **Article XI. FISCAL YEAR**

FCUCC’s fiscal year shall begin on January 1 of each calendar year and end on December 31.

## **Article XII. PROPERTY; FINANCES**

**Section 1.** In accordance with these Bylaws and applicable laws and policies, FCUCC may, in its corporate name, sue or be sued, enter into contracts, acquire by purchase, gift, devise, bequest, or otherwise, and own, hold, invest, reinvest, manage, lease, encumber, sell, transfer or dispose of, property, both real and personal, for the general purposes of the church. Notwithstanding the foregoing, real property shall not be purchased, sold, transferred, leased, mortgaged or otherwise encumbered without obtaining the consent of the congregation by a two-thirds vote of the members present at a duly called congregational meeting. Additionally, congregational approval, by majority vote of the members present at a duly called congregational meeting, shall be required for all non-budgeted expenditures of an amount greater than three percent of the projected annual income of FCUCC, as reflected in the most recent budget approved by the congregation at the Annual Meeting.

**Section 2.** Information about specific individuals’ financial contributions to FCUCC shall be kept confidential. Such information shall be shared only as absolutely necessary with the Treasurer, the office administrator responsible for the input of church financial data, the church’s contract accountant, and any individual(s) or outside firm hired to conduct a review of FCUCC’s records, accounts and financial systems pursuant to Section 3 of this Article, provided that access to such information by any individual(s) or firm so hired shall be limited to one person. Every effort will be made to ensure that all persons who have access to information about individual financial contributions are aware of their duty to keep such information strictly confidential.

**Section 3.** The records, accounts and financial systems of FCUCC shall be reviewed at least once in every three-year period. The review will be conducted by an outside firm or individual(s) with appropriate background and experience, recommended by the Finance Committee and approved by the Board. A written report, summarizing the results of the review, will be presented to the Board and made available to individuals from the congregation upon request.

**Article XIII. DISSOLUTION**

The congregation may dissolve FCUCC by a two-thirds vote of the members present at a duly called congregational meeting. Upon dissolution of FCUCC and after all obligations have been met, the assets of FCUCC shall be transferred to such other organizations or entities as shall be specified in a plan of dissolution approved by a two-thirds vote of the members present at a duly called congregational meeting, provided that any such organization or entity specified in the plan of dissolution shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any successor Internal Revenue Law. In developing a plan of dissolution, FCUCC shall confer with the appropriate representative(s) of the wider United Church of Christ. For purposes of this Article, the assets of FCUCC shall include all real and personal property and any interest in real or personal property, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after dissolution.

**Article XIV. AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the members present at any duly called congregational meeting, provided that the text of the proposed amendment has been provided to the congregation along with the notice of the meeting. The Board, the Senior Minister, or any ten or more members of FCUCC may propose amendments.

**Article XV. EFFECTIVE DATE**

These Bylaws supersede and replace all preceding bylaws, and shall take effect upon the affirmative vote of two-thirds of the members present at a congregational meeting duly called for the purpose and at which a quorum is present.

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These Bylaws were duly adopted at a congregational meeting on December 8, 2013.