

**NILES CONGREGATIONAL CHURCH
255 H STREET
FREMONT, CALIFORNIA 94536**

BYLAWS

**(Amended November 14, 1999; February 6, 2000; May 4, 2003;
October 30, 2005; February 4, 2006; January 21, 2007; May 6, 2007;
November 8, 2009)**

ARTICLE I. NAME

The name of this Church shall be Niles Congregational Church of the United Church of Christ located in Fremont, State of California, otherwise known and incorporated as First Congregational Church of Niles, California.

ARTICLE II. PURPOSE

The avowed purpose of this Church shall be to worship God, to preach and teach the gospel of Jesus Christ, and to celebrate the Sacraments; to realize Christian fellowship and unity within this Church and the Church Universal; to render loving service toward humanity; and to strive for righteousness, justice, and peace.

ARTICLE III. POLITY

A. This Church shall be a part of the United Church of Christ, and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and Bylaws of the United Church of Christ adopted July 4, 1961, as amended, relating to local churches.

B. The government of this Church is vested in its members, who exercise the right of control in all its affairs subject, however, to laws of the State of California relating to corporations not for profit.

ARTICLE IV. FAITH AND COVENANT

A. Faith -- This Church acknowledges as its sole Head, Jesus Christ, the Son of God and Savior of the world. It acknowledges as brothers and sisters in Christ all who share in this confession. It looks to the word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the Historic Church expressed in the Ancient Creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own. In accordance with the teaching of our Lord and the practice prevailing among Evangelical Christians, it recognizes two Sacraments: Baptism, and the Lord's Supper.

1. One expression of this faith is:

STATEMENT OF FAITH

In the form of a doxology

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being,

create persons in your own image

and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior,

you have come to us

and shared our common lot,

conquering sin and death

and reconciling the world to yourself.

You bestow upon us your Holy Spirit,

creating and renewing the church of Jesus Christ,

binding in covenant faithful people of all ages, tongues and races.

You call us into your church

to accept the cost and joy of discipleship,

to be your servants in the service of others,

to proclaim the gospel to all the world

and resist the powers of evil,

to share in Christ's baptism and eat at his table,

to join him in his passion and victory.

You promise to all who trust you

forgiveness of sins and fullness of grace,

courage in the struggle for justice and peace,

your presence in trial and rejoicing,

and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you. Amen.

B. Covenant – Our covenant binds us to one another as faithful people. We will seek and respond to the word and the will of God regardless of race, gender, age, nationality, physical ability, marital status, family configuration, mental ability, economic status, or sexual orientation. We hold it to be the mission of the church to witness to the gospel of Jesus the Christ in all the world, while worshiping God, and striving for truth, justice, and peace. As did our forebearers, we depend on God to lead and empower us. We pray for the coming of the kingdom of God and we look with faith toward the triumph of righteousness and eternal life.

ARTICLE V. MEMBERSHIP

A. Membership in this church shall be open to any baptized person who seeks membership and enters into Covenant with this church (Article IV Section B). Uniting with the congregation is an act of reaffirmation of baptism. There are two types of membership: Full Members and Associate

Members, both of which enjoy all the privileges and responsibilities of membership, including the right to vote, to hold office, and to serve on committees or boards.

1. Full members may unite with the congregation upon application by “letter of transfer” (transferring their membership from another congregation to this one), “reaffirmation of faith” (when their membership in another congregation has lapsed or the other congregation does not grant a letter of transfer), or “affirmation of faith” (when they have not previously been a member of a congregation).
2. Associate members may unite with the congregation by “reaffirmation of faith” while retaining their primary membership in another Christian congregation.

B. Members (Full Members and Associate Members) shall pledge themselves to participate in the worship life of the church; to love the Christian life; to share in the life and work of the church; to contribute to its support through sharing time, talent, and/or treasure; to seek diligently the spiritual welfare of the membership and the community; and to participate in the decision-making of the church at congregational meetings.

C. Removal from Church membership shall be for any of the following reasons:

1. Letter of Transfer: Any member wishing to transfer his/her membership to another congregation will, on request, be granted a letter of transfer. If he/she is wishing to join a body not in fellowship with this Church, he/she may be released with a certificate of church membership.
2. Request: If a member requests in writing to be released from his/her membership obligations, the Church shall patiently endeavor to secure his/her continuance in its fellowship; but failing in such effort, the Church may grant the request and terminate his/her membership. A request for termination of membership shall be approved by the Church Council. The Clerk shall issue the appropriate letter of release.
3. Inactivity: A member whose address has long been unknown; or who in the last twelve months has not attended the Church’s worship, has not communicated with the Church, and has not contributed to the Church’s support may be removed from the membership roll. To this end, the membership list shall be maintained and reviewed annually by the Pastor and the Board of Deacons. The actions of this board shall be shared and voted upon by the Church Council.

D. Suspension of Membership: In rare and unsafe circumstances, the Council may vote, upon recommendation of the Board of Deacons, to suspend a member’s membership (and all the rights and privileges pertaining thereto) for a definite period of time.

ARTICLE VI. SERVICES AND MEETINGS

The services and meetings of the Church shall be as follows:

A. **WORSHIP:**

1. Services of worship shall be held each Sunday, at times specified by the Church Council, except when temporarily suspended by vote of the Church membership.
2. Other services of worship, inspiration, and study may be held as determined by the Pastor(s), the Board of Deacons, or the Church Council.
3. The sacrament of the Lord's Supper shall be observed at least monthly, usually on the first Sunday of the month and at such times as the Pastor(s) and the Board of Deacons may

determine. The baptism of adults and the baptism or consecration of children shall be administered at such times as the Pastor(s) and the Board of Deacons may determine.

4. No ordinance as designated in this Article VI-A (Worship) is compulsory on any member.

B. BUSINESS MEETINGS:

1. There shall be at least two regular meetings of the Church membership annually:

a. Budget Meeting: Shall be held in the month of January or early February to avoid scheduling conflicts for adoption of annual budget.

b. Annual Meeting: Shall be held during the month of May to present written reports of officers, organizations, and departments, to elect officers, transact business and to form plans and goals for the coming church year.

2. Special meetings may be called by the Pastor(s), Moderator, Church Council, any of the official Boards, or by five members of the Church. The nature of the business to be conducted at the special meeting shall be stated at the time of the call.

3. Notice of the meeting, regular or special, shall be published in the church's newsletter and announced at the regular Sunday morning worship services; on the two consecutive Sundays immediately in advance of the meeting.

4. A quorum shall consist of 20% of the active membership. If the congregation fails to achieve a quorum at two consecutive, duly called business meetings, a quorum for the third consecutive business meeting shall consist of 10% of the active membership.

5. We seek to discern the will of God and to build consensus in our decision making. To that end, the congregation shall adopt, by a two-thirds affirmative vote, rules of order for business meetings. These rules may require that some decisions of the congregation that are not otherwise defined in these bylaws be made by some majority greater than 50%. Amendments to these rules may be made at any duly called business meeting by a two-thirds affirmative vote, public announcement of the text of the proposed amendment(s) having been made at least two weeks prior to the meeting.

6. A voting member shall be an active member of the Niles Congregational Church of the United Church of Christ.

a. While the congregation encourages all members to participate in all business meetings of the church, we recognize that this is not always possible. Therefore, any member of the Niles Congregational Church may empower another member of the church to vote for them at a particular business meeting by written proxy. Written proxies must be presented to the Clerk at the business meeting prior to being exercised. No person may exercise more than two proxies at any business meeting.

C. EDUCATION: The Church shall conduct a Church School, the expense of which shall be included in the regular budget of the Church. As part of stewardship, the school shall be afforded the opportunity to contribute to the regular budget of the Church. Administration of the Church School and all other distinctly religious educational activities of the Church shall be under the direction of the Board of Christian Education.

ARTICLE VII. OFFICERS

A. GOVERNMENT: The government of the affairs of this Church shall be vested in its members. The Church Council shall be the Executive Committee of the congregation and be vested with the authority of the congregation between congregational meetings. All officers shall serve for a

term of one year or until replaced in accordance with these Bylaws. The terms of Office shall begin in May, although the Church fiscal year shall begin on January 1.

B. ALL PASTORS:

1. All Pastors shall be ordained ministers, chosen, called by a two-thirds vote of the Church Members and installed by the Ecclesiastical Council. The Pastor(s) shall be in charge of the spiritual welfare of the Congregation, and their first loyalty shall be to God as revealed in Jesus Christ. The Pastor(s) shall be responsible, with the Moderator, for the coordination of all activities of the Church. The Pastor(s) shall be ex-officio member(s) of all Boards and Committees. (Ex-officio as used herein shall be defined as having a vote but not subject to Committee or Board responsibilities.)
2. All Pastors shall have under their administration the professional and clerical staff (Assistant Minister, if any; Director of Christian Education, Director of Music, and Office Administrator) and work in cooperation with the Board of Trustees and the Treasurer.
3. In calling new pastors to serve this Church the following procedure shall be in order:
 - a. A Pastoral Committee shall be appointed by the Church Council and voted on by the Membership.
 - b. As soon as a pastoral vacancy occurs, it shall be reported to the Conference Minister.
 - c. In filling a vacancy or in securing an interim minister for the period of vacancy, the Pastoral Committee may seek the counsel of the Conference Placement Committee.
 - d. The Pastoral Committee may request the Conference Minister to secure relevant information about any minister whom it wishes to consider for the vacancy.
 - e. Any minister may confer with the Conference Minister concerning a pastoral vacancy. At the minister's request, his/her name shall be submitted by the Conference Minister for consideration by the local church committee.
 - f. The Pastoral Committee shall present to the Church the name(s) of the candidate(s) it recommends to fill the vacancy. A favorable two-thirds vote of the Church constitutes a call.
 - g. In the call, the terms of the relationship shall be stated, including the agreement of the Church to participate in the Pension Fund of the United Church of Christ, the Minister's Health Insurance Program, and other terms agreed upon between the candidate(s) and the Committee. The Minister(s), the Church, the Association, and the Conference Minister shall each receive a copy of the call.
 - h. When a minister accepts a call to this Church, the Church and the minister shall join in requesting the Association to arrange for a service of installation or recognition. A report of this service shall be signed by the proper officer of the Association and by the United Church of Christ and sent to the Conference Committee on the Ministry and the Office for Church Life and Leadership.
 - i. The Pastor(s) shall be called for an indefinite period.
4. Termination of Service:
 - a. In order to terminate this relationship, two months' notice shall be given by either party. The procedure shall be in accordance with these Bylaws and the Bylaws of the United Church of Christ.
 - b. When either party decides to terminate the relationship, the termination shall be by action of the Church Council, and notice of such termination shall be sent by the Moderator to the Conference Executive and to the Association for appropriate action.

5. Christian discipline of Pastors shall be in conformity with these Bylaws, the Letter of Call, the Provisions of the United Church of Christ Manual on Ministry and the NCNC Manual on Ministry Supplements and Appendices.

6. Pastors, pastoral counselors and other authorized ministers serving this Congregation may be considered for or commence their professional practice only as long as they maintain ministerial standing or are approved for ordination pending a call within the United Church of Christ, and may continue their professional practice only as long as they maintain ministerial standing within the Conference. (MOMSA p. 1X-8 NCNC 6/94)

7. The Church may at its discretion choose Associate or Assistant Pastor(s) or a Pastoral team.

C. MODERATOR(S):

1. The Moderator(s) shall be elected at the Annual Meeting from among the membership for a term of one year, not to serve more than two consecutive terms. The Moderator(s) shall preside over the Church Council and all business meetings of the Congregation and shall be an ex-officio member of all Boards and Committees. (Ex-officio as used herein shall be defined as having a vote but not subject to Committee or Board responsibilities.)

2. The Moderator(s) shall cooperate with the Pastor(s) in direction of the Church programs. The Moderator(s) shall, with the Pastor(s) and delegates, represent the Church at ecumenical meetings in which this Church is a participant. In the event of the absence of the Moderator(s), the Vice-Moderator(s) shall preside.

D. VICE-MODERATOR(S): Shall act in place of the Moderator(s) at the Moderator's(s') request; shall preside in the Moderator's(s') absence at Council meetings; and shall become Moderator(s) at the resignation or death of the Moderator(s).

E. CLERK:

1. Shall be elected at the annual meeting for a term of one year.

2. Shall keep, in cooperation with the Office Administrator, an accurate record of all Congregational Meetings of the Church and the Church Council.

3. Shall have in custody all papers relating to the property of the Church.

4. Shall keep a register of the members of the Church, with the dates and modes of their reception and retirement or removal.

5. Shall maintain records of baptism and marriage, and issue letters of transfer.

6. Shall conduct correspondence as requested by the Moderator or Church Council.

7. Shall make a written report at the Annual Meeting of changes in membership to date, and of such other matters as come within the scope of the office.

F. HISTORIAN: Shall be elected at the Annual Meeting to serve for one year and shall keep a journal of all occurrences of interest to the Church.

G. TREASURER:

1. Shall be elected at the Annual Meeting for a term of one year.

2. Shall act as the Chief Financial Officer of the corporation of the Church, that is, First Congregational Church of Niles. Shall ensure that all corporate financial and administrative reports required by state and federal agencies are prepared and submitted in a timely manner.

3. Shall be ex-officio member of the Board of Trustees and Council.

4. Shall act as a member of the budget committee or, in its absence, shall prepare a recommended budget for submission to and discussion by the Board of Trustees.

5. Shall ensure the receipt of all moneys belonging to, or in the custody of Niles Congregational Church of the United Church of Christ of Fremont, California. Shall take charge of all offerings and special collections.
6. Shall ensure that all receipts are recorded and deposited in such depository as the Trustees may order.
7. Shall ensure that an accurate account is kept of each member's status in relationship to his/her yearly pledge. Shall ensure that a statement of contributions is prepared at least quarterly or more frequently as prescribed by the Board of Trustees.
8. Shall ensure that all bills of the Church are paid on order from the Trustees.
9. Shall ensure that all withdrawals from any cash or other asset account are for authorized purposes as will be approved by the Trustees.
10. Shall ensure that a true and accurate account is kept of all receipts to and disbursements from such funds as he/she is directed to maintain.
11. Shall ensure that a monthly report is prepared for the Board of Trustees, which shall include schedules of receipts and expenditures by the Church for the preceding calendar month, together with a statement of the balances in each fund on the last day of that month.
12. Shall ensure that schedules of the income are prepared and expenditures are recorded for each account for the preceding portion of the church year and a statement of fund balances on the last day of the preceding month.
13. Shall be bonded by the Church and shall ensure such other bonding as the Trustees shall prescribe, with the cost borne by the Church.

H. ASSISTANT TREASURER: Shall act in place of the Treasurer at the Treasurer's request; in absence of the Treasurer, shall attend the Council meetings; shall become the Treasurer at the resignation or death of the Treasurer.

I. OTHER OFFICERS:

1. Auditor: Shall be elected at the Annual Meeting to serve for one year. Shall examine the accounts of the Treasurer and the Office Administrator, report thereon as required by the Church Council and shall serve as an ex-officio member of the Board of Trustees.
2. Other Officers may be elected as need shall dictate.

J. VACANCIES: Any vacancy occurring in an office of the Church shall be filled by appointment of the Church Council at the recommendation of the Nominating Committee. Said appointee shall serve the remaining term of office.

K. QUALIFICATIONS OF OFFICERS: Membership in this Church shall be mandatory for all officers and Board members.

ARTICLE VIII. CHURCH COUNCIL AND BOARDS

The Church Council and the following Boards shall meet monthly, or as otherwise required, at the call of the Chairperson. A majority shall constitute a quorum. The Chairperson of each Board will be elected by the entire Board at the first regular meeting following the annual meeting.

A. CHURCH COUNCIL: The Church Council shall function as the policy making, coordinating, advisory, and administrative body for the total Church. It shall meet monthly or on call

of the Pastor(s), Moderator, or of five members of the Council. More than half the members must be present to constitute a quorum.

1. The Church Council shall consist of:
 - a. Officers of the Church (except those listed as Other Officers).
 - b. The Chairperson of each of the official Boards.
 - c. One member of the Pastor-Parish Relations Committee will be selected by that committee to be a non-voting representative to the Council.
 - d. In the absence of a Board Chairperson, a designated member of that Board may vote at the Council meeting.
2. The Church Council shall appoint a Bylaws Committee chaired by the Vice-Moderator to revise the Bylaws when necessary, but at least every five years. The recommended revisions shall be made to the Church Council for presentation to the membership, in accordance with the requirements of Article XIII.

B. BOARD OF DEACONS: This Board shall consist of eight members, four being elected annually to serve a term of two years. The purpose of the Board of Deacons is as follows:

The Board of Deacons confirms the historical role of the Diaconate in providing care and service within the faith community.

The Deacons shall seek to be aware of the hurts, needs, and joys within the congregation and shall seek ways of response that are caring and healing.

The Deacons shall be enablers of worship by preparing for worship, assisting in worship, assisting with the sacraments, arranging for music, and in other ways seeking to enhance and make possible more complete worship experiences.

The Deacons shall advise the ministers on the general forms of worship and the spiritual life of the Church and will serve as a link in feedback to the ministers on reactions to worship and the spiritual life within the Church.

The Deacons recognize the ministers as spiritual leaders with both knowledge and spiritual preparation that allow them to best develop and prepare for the various forms of worship and for the spiritual life of the Church.

The duties of this Board shall include:

1. Cooperating with the Pastor(s) in ministering to the spiritual interests of the Church and community.
2. Aiding and giving to the Service of Worship, Sacrament of Baptism, Sacrament of Holy Communion, and providing spiritual growth opportunities to the Church community.
3. Supervising the removal of members from the Church rolls.
4. Aiding in the spiritual development of Church members.
5. Providing assistance in caring for the poor, sick, sorrowing, and elderly.
6. Providing for conduct of Worship in the absence of the Pastor.
7. Recruiting and training ushers and acolytes.
8. Providing ushers for all Church services.
9. Arranging for personal calls to those in need.
10. Being responsible for the altar service and the altar flowers.
11. Assisting the Director of Music in providing, coordinating, and supervising the music program of the Church.
12. Choosing the Director of Music and the Organists. Selecting the directors of other choirs as required.
13. Assisting the Director of Music in developing a complete choir program.
14. Supervising the proper care and maintenance of music equipment and choir robes.

15. Being responsible, with the Pastor(s), for supervision of musical staff.

C. **BOARD OF CHRISTIAN EDUCATION:** This Board shall consist of eight members, four being elected annually to serve a term of two years. The purpose of this Board shall be to facilitate a relationship between the people of the Church and God through the administration of the educational process. The goal should be to so stimulate this growth that it should permeate the total life of the congregation and the greater community.

Duties of this Board shall include:

1. Selecting curriculum and teaching resources; purchasing and distributing same shall be administered by the Board in conjunction with staff, upon approval of funds by the Board of Trustees.
2. Recruiting, replacing, and training of Christian Education Staff.
3. Initiating and carrying out all programs and policies of Christian Education.
4. Working directly with the Pastor(s) or other staff person who will serve in an advisory capacity to the Board of Christian Education.
5. Appointing advisors and giving general supervision to youth fellowships.

D. **BOARD OF TRUSTEES:** This Board shall consist of eight members, four being elected annually to serve a term of two years. This Board shall have care and custody of the property of the Church and supervision of its financial affairs as authorized by the Church Council, and in addition to the powers necessarily implied or expressly given them by law.

Its duties shall include:

1. Appointing a budget committee whose duties shall be the preparation of the annual budget for presentation through the Council to the membership. All Council recommendations for change shall be referred back to the committee.
2. Being responsible, with the assistance of the Pastor(s), for hiring of an adequate staff to carry on the necessary work of the Church and the administration of personnel policy as adopted by the Church Council, which shall include yearly review of salaries and personal performance and dismissal when necessary.
3. Assessing revenues and expenses each month, comparing to budget and implementing corrective actions should an out-of-budget condition arise.
4. Reviewing and approving all expenditures each month, as submitted by the Treasurer.
5. Investing and reinvesting as approved by the Council excess moneys of the General Fund and Designated Funds in certificates of deposit, common stock, corporate bonds, and other securities whether they are of individual companies or mutual funds.
6. Being responsible for the maintenance and improvement of the Church buildings and grounds and any other real estate owned by the Church. A House and Grounds Committee may be appointed to carry out this responsibility.
7. Providing for and caring for necessary equipment for the total Church program.
8. Maintaining an adequate insurance program and inventory of property.
9. Preparing and updating a job description for all administrative staff and paid personnel, with the exception of the officers whose duties are outlined in the Bylaws.
10. Informing the Congregation at least quarterly of the current financial condition of the General Fund and Designated Funds.
11. Buying, selling, mortgaging, leasing, or transferring real property only upon the authorization of the membership at a meeting in accord with the provisions of the Bylaws (Article VI).

12. Determining the scale of fees to be charged for use of Church facilities to outside individuals and groups and shall submit to the Church Council these recommendations for final decision.

E. **BOARD OF CHRISTIAN SOCIAL CONCERNS:** This Board shall consist of seven members, three or four being elected annually to serve a term of two years. The purpose of this Board is to guide, educate, and stimulate this Church to serve God by serving men and women in Christ's name.

Its duties shall include:

1. Providing information to the local Church on missions of the United Church of Christ.
2. Informing the Congregation of programs and activities of Councils of Churches and other Church-related agencies.
3. Providing information on local activities and concerns which the Board feels should be brought to the attention of the Congregation.
4. Being a resource for information as well as an action initiating body on national and world concerns.
5. Requesting and collecting goods and/or money from the Congregation to be given to causes or groups as determined by the Board, with approval of the Church Council.
6. Allocating funds from the budget of the Board to groups furthering the mission projects of the United Church of Christ and the Congregation, with approval of the Church Council.

F. **BOARD OF EVANGELISM AND OUTREACH:** This Board will consist of seven members, three or four being elected annually to serve a term of two years. The purpose of the Board is to facilitate evangelism within and beyond the Church. It is responsible for planning for the recruitment, reception, introduction, and integration of new members into the Church.

The Board's duties shall include:

1. Intentional planning for the sharing of our faith and the recruitment of new members.
2. Arranging for personal contacts with visitors attending Sunday worship services.
3. Inviting visitors to consider church membership.
4. Planning and leading membership exploration meetings and setting times for reception of new members.
5. Assisting new members to become involved in the life of the Church.

ARTICLE IX. COMMITTEES

A. Committees may be appointed by the Church Council and individual Boards as needed.

B. **The Nominating Committee:** A standing Nominating Committee shall consist of the elected Vice-Chairpersons of official Boards. The Past Moderator shall be chairperson of the Nominating Committee. The standing committee shall begin to meet at least three months prior to the Annual Meeting to prepare nominations for all Officers and Boards; said nominees must be Church members. This ballot, nominating one person for each office, shall be printed and available to the Church not later than two Sundays preceding the Annual Meeting. Write-ins and nominations from the floor shall always be recognized.

C. **The Pastor Parish Relations Committee (PPRC):** The primary purpose of the Pastor Parish Relations Committee is to monitor the quality of the relationship between the Pastor(s) and members

of the congregation. The PPRC will endeavor to nurture healthy relationships within the congregation and take a proactive approach toward potential conflicts before they escalate. The following guidelines are provided to help PPRC members facilitate healthy communication between and among the pastor and congregation:

1. The PPRC will consist of four to six members of the Congregation and the Pastor(s). The Moderator will not be a member. The committee members shall be nominated jointly by the Pastor(s) and the Moderator and shall be approved by the Church Council.
2. When a new Pastor is installed, members of the Search Committee may be asked to become PPRC members.
3. PPRC members will each serve a 3-year term.
4. The committee will meet every other month, and as needed. The committee will not meet without the Pastor(s) present.
5. The committee will serve as the mechanism for the Pastor(s) to share concerns and strategize ways to deal with issues by empowering clear, honest, and direct communication.
6. The PPRC will encourage the Pastor(s) to maintain a healthy balance between the many demands of the Pastors' time and the personal and spiritual needs of themselves and their families.
7. Due to the nature of the committee's work, meetings of the PPRC are closed and confidential.
8. One PPRC member will attend the Church Council meeting that follows each PPRC meeting.
9. The PPRC will, if asked to do so by a Pastor, seek feedback from a wider segment of the congregation (or the congregation as a whole).
10. The PPRC is NOT:
 - a. A personnel or salary review committee and will not evaluate the work of the Pastor(s).
 - b. A decision making body. However, the PPRC will operate in an advisory capacity only to facilitate healthy and effective communication.
 - c. A channel for anonymous complaints about the Pastor(s).
 - d. Responsible to ensure Pastor(s) abide by Clergy Ethical Guidelines.

D. The Endowment Fund Committee: An Endowment Fund Committee, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established.

E. The Stewardship Committee: A Stewardship Committee shall be appointed by the Church Council. The Committee shall provide a continuing program of stewardship, enlisting financial support and personal participation in creative and constructive use of the talents of every member. Its duties shall include stewardship education, annual pledge campaign and continuing enlistment.

F. The Personnel Committee: The Personnel Committee is composed of four members: the Vice Moderator (who serves as Chairperson of the Committee), one Deacon, one Trustee, and the Senior Pastor. The Deacon and the Trustee are nominated by their respective Boards and are elected by the NCC Council each June, to serve for a term of one year. No member of the Committee (except for the Pastor) may serve for more than four consecutive years. The Personnel Committee is responsible for carrying out the Personnel Policies of the church as adopted by the Council and for ensuring that Personnel Files are being maintained properly.

ARTICLE X. DELEGATES

- A. After each Annual Meeting, the Church Council shall appoint for a term of one year the Church's quota of delegates, according to the bylaws of each Conference or Association, to:
1. The Northern California Nevada Conference of the United Church of Christ.
 2. The Bay Association of the United Church of Christ. .
- B. The Church Council shall appoint delegates to other ecumenical meetings.

ARTICLE XI. AUXILIARY ORGANIZATIONS

All organizations connected with the Church and using its equipment are regarded as integral parts of the Church and under its general jurisdiction. Such organizations include the Women's Fellowships, Sanford Guild, and Men's Fellowship Breakfast Group.

ARTICLE XII. FINANCE

- A. FUNDS: The Church shall establish and maintain three separate funds, each with its own purpose and accounting. These funds shall be:
1. General Fund – Moneys received and disbursed within a 12 – month period for the purpose of assuring the ongoing operation of the Church shall be managed as the General Fund.
 2. Designated Funds – Moneys which are either donated or accumulated for a specific purpose other than for the routine operation of the Church shall be managed as the Designated Funds. Disbursement in total is typically in one year and not greater than in two years.
 3. Endowment Fund – Moneys typically received through bequests, charitable trusts, gift annuities, assignments of life insurance, and transfers of property, with such moneys invested for long term gain and made available to the Congregation without invasion of principal for specific purposes as defined by the By-Laws of the Church shall be managed as the Endowment Fund.
- B. GENERAL FUND:
1. The General Fund shall receive all receipts for the ongoing operation of the Church. Likewise, all disbursements required to support ongoing operations will be from the General Fund.
 2. The Church shall seek support by contributions of individuals and organizations.
 3. An opportunity shall be offered to all members of the Church congregation to make written pledges, ordinarily under the Stewardship Program.
 4. The moneys collected shall be designated to the General Fund in accord with the current budget.
 5. Rearrangements or increases of budgeted expense items in amounts greater than \$1,000 shall be approved by the Church membership, except that in emergency conditions, amounts up to \$2,500 may be approved by the Moderator and Chair of the Board of Trustees with notification to the Church Membership within thirty days.
 6. Auxiliary organizations are invited to contribute under plans of their own choosing.

7. The Church shall include in the budget of the expenses of the Church a contribution to Our Church's Wider Mission (OCWM).
8. Likewise, the Church Council shall include in the budget of the expenses of the Church membership dues for the expenses of the Association, the Conference, and the General Synod.

C. DESIGNATED FUNDS

1. Designated Funds are created when a) members and/or non-members contribute moneys to be applied for purposes other than for payment of normally budgeted operating expenses and b) members request and receive permission from the Trustees to accumulate moneys within an account for non-budget purposes.
 - a. Memorial funds are a special category of Designated Funds made available to the Church, typically at the time of death of a member. Memorial funds may or may not be contributed for a special purpose (General Memorial) and may or may not be prefixed with the name of the person in whose memory donations were made.
 - b. The General Memorial fund is to be used to supplement rather than supplant pledges and other member-provided revenue. The Church Council shall determine the use of these funds. Priority purposes shall include improvement of property, special music, religious lectureships and literature, benevolent objectives, and special projects that are not routinely defined as expense items of the operating budget of the Church. Depending on the extent of cash reserves and condition of the operating budget, the Council May also allocate some or all of these funds to the General Fund.
2. Once designated by the Trustees, each designated fund shall become the responsibility of the Council or a specific Board as mandated by the By-Laws, or in absence of such definition, as defined by the Council. Assignment to a Board carries with it responsibilities of determining use of the fund, obtaining approval of the Council for all expenditures, and assuring the intended purpose is met.
3. Since the nature of each designated fund is short term, typically less than one year and no greater than two years, interest earned on all moneys or other gain that might be realized through investment is to be made available to the General Fund.
4. In the event moneys of an individual fund are not spent within two years, the Council shall, after receiving recommendations of the Board responsible for the fund, if applicable, have the option of continuing to maintain the fund, providing specific instructions for the expensing of the fund, combining it with some other designated fund, transferring the moneys to the General Fund or combining the fund with the Endowment Fund.

D. **ENDOWMENT FUND:** An Endowment Fund, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by the congregation, shall be established.

E. The Church may in its corporate name sue or be sued, acquire by purchase, gift, devise, bequest, or otherwise and own, hold, invest, or dispose of property both real and personal for such work as the Church may undertake and may purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage, or otherwise encumber, sell, assign, transfer, and convey such property for the general purpose of the Church; it may receive and hold in trust both real and personal property and invest and re-invest the same and make any contracts for promoting the objects and purposes of the Church.

F. The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any

director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts or liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious and charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE XIII. AMENDMENTS

Amendments to this Constitution and/or Bylaws may be made at any duly called Church meeting by a two-thirds affirmative vote of the members present, public announcement of the text of the proposed amendment(s) having been made at least two weeks prior to the meeting.

ARTICLE XIV. RULES OF ORDER

Robert's Rules of Order, revised edition, shall be the authority governing proceedings in business meetings of the Council and Congregation, insofar as such Rules do not conflict with the Bylaws and Rules and Regulations of the Corporation.

Revised May, 1984
 Revised May, 1988
 Revised May, 1990
 Revised February, 1991
 Revised February, 1995
 Revised February, 2000

Revised May, 2003
 Revised October, 2005
 Revised February, 2006
 Revised January, 2007
 Revised May, 2007
 Revised November 2008

ADDENDUM: ENDOWMENT FUND

RESOLUTION TO ESTABLISH ENDOWMENT FUND AND ENDOWMENT COMMITTEE

May 1, 1988

I. Resolution to Implement the Endowment Fund

WHEREAS, Christian stewardship involves the faithful management of all the gifts God has given to humankind --time, talents, the created world and money, including accumulated, inherited and appreciated resources;
and

WHEREAS, Christians can give to the work of the church through bequests in wills, charitable remainder and other trusts, charitable gift annuities, assignment of life insurance, and transfers of property (cash, stocks, bonds, real estate);
and

WHEREAS, it is the desire of the congregation to encourage, receive and administer these gifts in a manner consistent with the loyalty and devotion to their Lord expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, assembled on March 20, 1988, approve and establish on the records of the church a new and separate fund to be known as THE ENDOWMENT FUND (hereinafter called the "FUND") of the Niles Congregational Church, United Church of Christ, 255 H Street, Fremont, California 94536.

BE IT FURTHER RESOLVED, that the purpose of this FUND is to enhance the mission outreach of Niles Congregational Church apart from the general operation of the congregation; that no portion of the income generated by the FUND shall be used for the annual operating budget of the congregation (Option: that only in particular, temporary, difficult circumstances, and where integrity of gift restrictions permit, may this congregation, by action in meeting assembled, use a portion of the FUND income for its own support services); that, except where authorized otherwise in the terms of the gift, all principal amounts will be retained and only the income expended;

BE IT FURTHER RESOLVED, that the Endowment Fund Committee (hereinafter called the "COMMITTEE") shall be the custodian of the FUND;

BE IT FURTHER RESOLVED, that the following Plan of Operation set forth the administration and management of the FUND.

II. Plan of Operation

A. THE COMMITTEE

1. The committee shall consist of five members, all of whom shall be voting members of Niles Congregational Church. Except as herein limited, the term of each member shall be three (3) years. Upon adoption of this resolution by the congregation, it shall elect five (5) members to the

COMMITTEE: two (2) for a term of three (3) years; two (2) for a term of two (2) years; and one (1) for a term of one (1) year.

2. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years. No member shall serve more than two consecutive three (3) year terms. After a lapse of one (1) year, former COMMITTEE members may be re-elected. The senior pastor and the Moderator/Vice Moderator of the Church Council shall be advisory members of the COMMITTEE. The Church Council of the congregation shall nominate the COMMITTEE and report at the annual congregational meeting in the same manner as for other offices and committees. In the event of a vacancy on the COMMITTEE, the Church Council shall appoint a member to fill the vacancy until the next annual meeting of the congregation, at which time the congregation shall elect a member to fulfill the term of the vacancy.

B. OPERATION OF THE COMMITTEE

1. The COMMITTEE shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of three (3) elected members. A majority of the elected members present and voting shall carry any motion or resolution.

2. The COMMITTEE shall elect from its membership a chairperson, financial secretary and recording secretary. The chairperson, or member designated by the chairperson, shall preside at all COMMITTEE meetings.

3. The recording secretary shall maintain complete and accurate minutes of all meetings of the COMMITTEE and supply a copy thereof to each member of the COMMITTEE. Each member shall keep a complete copy of minutes to be delivered to his or her successor. The secretary shall also supply a copy of the minutes to the Church Council.

4. The financial secretary shall assist the congregation's treasurer in maintaining complete and accurate books of accounts for the FUND and shall sign checks and all other necessary documents on behalf of the congregation in furtherance of the purposes of the FUND. The books shall be audited annually by a certified public accountant or other appropriate person who is not a member of the COMMITTEE.

5. The COMMITTEE shall report on a quarterly basis to the Church Council and, at each annual or special meeting of the congregation, shall render a full and complete audited account of the administration of the FUND during the preceding year.

6. The COMMITTEE shall request other members of the congregation to serve as advisory members and, at the expense of Endowment Fund income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the FUND.

7. Members of the COMMITTEE shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as he/she acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the FUND in which the member has

direct or indirect financial interest and shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the FUND.

8. All assets are to be held in the name of the Niles Congregational Church Endowment Fund.
9. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the COMMITTEE for approval by the Church Council, with subsequent execution by the delegated member of the COMMITTEE.

C. DISTRIBUTION OF INCOME

1. The COMMITTEE shall determine what is principal and income according to accepted accounting procedures.
 - a. Gifts and bequests to the FUND and income generated from such gifts and bequests is added to principal and shall accumulate until the principal amount of \$25,000 is achieved, after which the income generated from the investment of the principal shall be expended.
2. Income from the FUND shall be distributed annually and such other times as deemed necessary and/or feasible to accomplish the following purposes:
 - a. 0-50% for the wider mission of the United Church of Christ at home and overseas, including, but not limited to, grants to the UCC for new church development, professional leadership, educational ministries, world mission, and capital financing.
 - b. 0-50% for outreach into the community including, but not limited to, grants to UCC colleges, seminaries, social service agencies, institutions and agencies to which this congregation relates, and to special programs designed for those persons in our parish area who are in spiritual and/or economic need.
 - c. 0-50% for scholarships or grants to members of Niles Congregational Church for the purpose of attending college, seminary, nursing or medical school; for church-related camping or leadership conferences; or such other training which enables members of this congregation to grow in Christian faith and service to God's people.
 - d. 0-50% for capital improvements, debt reduction, or building program of Niles Congregational Church.
3. Programs for support shall be recommended by the COMMITTEE and approved by the Church Council for funding.

III. AMENDING THE RESOLUTION

A. BE IT FURTHER RESOLVED, that any amendment to this resolution, which will change, alter or amend the purpose for which the FUND is established shall be adopted by a two-thirds (2/3) vote of the members present at an annual meeting called specifically for the purpose of amending this resolution.

IV. DISPOSITION OR TRANSFER OF FUND

A. BE IT FURTHER RESOLVED, that in the event Niles Congregational Church ceases to exist either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the Church Council in conformity with the approved congregational constitution and in consultation with the Conference Minister in the Conference to which this congregation belongs at such time. Consultation with the United Church of Christ may be desirable for continuation of Endowment Fund obligations.

RULES OF ORDER FOR CONGREGATIONAL MEETINGS

Niles Congregational Church, United Church of Christ

Adopted by the congregation on Sunday, November 08, 2009.

Introduction: The purpose of all congregational meetings is to discern the will of God and to build consensus in our decision making. While we have a history of running our congregational meetings by Roberts' Rules of Order and while these rules of order are influenced by the general principles of Roberts' Rules, we establish these rules to allow for greater flexibility of process and greater participation. Our desire is that all voices and opinions be heard as we seek to discern God's will and build consensus in our church.

1. The Moderator or Vice Moderator will chair congregational meetings in accord with these rules and the bylaws of NCCUCC.
2. Only members (as defined by the bylaws) can vote.
3. Only members can initiate business proposals at a meeting.
4. Votes on all business will be reported in the minutes and other accounts of the meeting by numerical or majority results. Discussions related to the business will be reported in the minutes.
5. Voice without vote is granted to friends (active non-members) of NCCUCC.
6. There are seven types of business defined below. Each type of business needs a different majority to be adopted by the congregation. The Moderator is responsible for determining what type of business a proposed item of business is. The six types of business are:
 - a. Bylaw amendments – rules are prescribed in the bylaws
 - b. Calling or dismissing a pastor – rules are prescribed in the bylaws.
 - c. Business proposals to sell or purchase real estate – require a 2/3 majority to pass.
 - d. Administrative Actions are internal policies, elections, or budget actions. They require a simple majority (50% plus one vote) to pass.
 - e. Position Statements are public positions of witness. They require a 70% majority to pass. When Position Statements are communicated to the general public, they will always be presented as being adopted “by a majority of the members of Niles Congregational Church, United Church of Christ” – unless the vote is unanimous (not counting abstentions), in which case the Position Statement may be presented as being adopted by “the members of Niles Congregational Church, United Church of Christ.”
 - f. Issues of Concern are items raised for study and discussion, but not a vote. These can be referred to the Council or a Board of the church for further consideration.
 - g. Issues that substantially affect the structure of the church organization, such as a merger – require a 2/3 majority to pass.
7. Process for presenting items of business at the Annual Meeting of the Congregation:
 - a. While unannounced business can be presented (much like a motion is made under Robert's Rules) from the floor at the Annual Meeting of the Congregation, it is requested that the Moderator be notified of business ahead of time, whenever possible.

- b. Prior to the Annual Meeting, the Moderator will consult with the person/persons planning to present business to determine how the congregation can best be informed about the planned business. Some issues are self explanatory; others require the setting of the context and background so that they can be fully understood by the meeting attendees. Options the Moderator may consider include:
 - i. Town Hall Meetings, when discussion can take place about an item of business without the pressure of making a decision, held prior to the Annual Meeting.
 - ii. Special mailings to the congregation.
 - iii. Assuring there is sufficient time for discussion on the item of business at the Annual Meeting to allow for all voices to be heard.
 - iv. Recommending that the business be postponed to a Special Congregational Meeting so some or all of these options may be utilized.
 - c. The Moderator introduces the meeting presenter who presents the item of business.
 - d. The Moderator invites questions for clarification from the attendees.
 - e. The Moderator invites discussion about the item of business. Only in rare cases and at the Moderator's discretion, will motions to end discussion be entertained.
 - f. Once everyone has had their say on the motion, the Moderator will call for a vote. This may be done by voice, a show of hands, or (if requested by a member present at the meeting) written vote.
8. Process for presenting items of business at a Special Congregational Meeting:
- a. The bylaws detail who and how Special Congregational Meetings can be called. Special Congregational Meetings must be called for a specific purpose and this purpose must be communicated to the congregation in a timely manner (requirements are, again, in the bylaws).
 - b. It is recommended that, prior to calling a Special Congregational Meeting, the person/persons calling for the Special Congregational Meeting and presenting the business to be conducted at the Special Congregational meeting consult with the Moderator so the Moderator can determine how the congregation can best be informed about the planned business. Some issues are self explanatory; others require the setting of the context and background so that they can be fully understood by the meeting attendees. Options the Moderator may ask those calling a Special Congregational Meeting to consider include:
 - i. Town Hall Meetings, when discussion can take place about an item of business without the pressure of making a decision, held prior to the Special Congregational Meeting.
 - ii. Special mailings to the congregation.
 - iii. Assuring there is sufficient time for debate on the motion at the Special Congregational Meeting to allow for all voices to be heard.
 - c. The Moderator introduces the meeting presenter who presents the business.
 - d. The Moderator invites questions for clarification from the attendees.

- e. The Moderator invites discussion about the business. Only in rare cases and at the Moderator's discretion, will motions to end discussion be entertained.
 - f. Once everyone has had their say on the motion, the Moderator will call for a vote. This may be done by voice, a show of hands, or (if requested by a member present at the meeting) written vote.
9. At his/her discretion, the Moderator may invoke strict Roberts' Rules of Order as the Rules of Order to be used for a business meeting of the congregation at any time.
 10. Regarding Proxies: The bylaws make provision for members to empower another member of the church to vote for them at a particular business meeting by written proxy.
 - a. Written proxies must be made using standardized language created by the Clerk of the church that will be available from the office (via USMail or email) and on the church's website.
 - b. The person who wishes to grant his/her proxy to another member must request a copy of the form, complete it, sign it, and give it to the person who will be exercising that proxy.
 - c. The person exercising the proxy must present the written proxy to the Clerk at the business meeting before being exercised.
 - d. Members who have granted their proxy to another member are not considered to be "present" for the purposes of establishing a quorum.
 - e. These rules regarding proxies will be loosely interpreted at the meeting at which these rules are established.
 11. The Moderator will make an effort to assure that childcare is provided during all business meetings of the congregation to increase participation.

- END OF RULES -

Note: As noted in Rule 2, the Bylaws define who a member is and what a member promises. In summary, there are two types of members, "Full" and "Associate." Associate members have their primary membership with another congregation, but have the same rights and responsibilities of "full" members. To quote the Bylaws, "Members (Full Members and Associate Members) shall pledge themselves to participate in the worship life of the church; to love the Christian life; to share in the life and work of the church; to contribute to its support through sharing time, talent, and/or treasure; to seek diligently the spiritual welfare of the membership and the community; and to participate in the decision-making of the church at congregational meetings." The bylaws also detail processes through which one's membership may be ended, including for inactivity.

Required Proxy Language:

I, _____, a member of Niles Congregational Church, United Church of Christ, recognize that it is the duty of all members of the church to inform themselves as to matters on which they will be voting and to be present for all business meetings of the church if at all possible. However, since I will not be at the business meeting of Niles Congregational Church, United Church

of Christ, on _____, I hereby empower _____, a member of
Niles Congregational Church, United Church of Christ, to exercise my vote(s) at that business
meeting.

Signed: _____ Date: _____

(Approved by Clerk Norma Cutter on Sunday, November 08, 2009.)