

RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
FIRST CONGREGATIONAL CHURCH OF NILES

I

The Articles of Incorporation of the First Congregational Church of Niles are restated entirely as follows:

II

The name of this corporation shall be NILES DISCOVERY CHURCH.

III

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Non Profit Religious Corporations Law of California for religious purposes.

The specific purposes of this corporation are to provide Christian worship, education, and service opportunities and to receive gifts, donations, bequests, and devises of real and personal property to further its religious purposes.

IV

The name and address in the State of California of this corporation's agent for service of process is:

Name: Jeffrey Spencer

Address: 255 H St., Fremont, CA 94536

V

This corporation is organized exclusively for religious and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3). No part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

VI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall never inure to the benefit of any director,

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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 and liabilities of this corporation shall be distributed to religious and charitable organizations associated with the United Church of Christ and/or the Christian Church (Disciples of Christ) which have established their tax-exempt statuses under section 501(c)(3) of the Internal Revenue Code.

DATED: _____, 2011.

(NAME), Moderator

(NAME), Clerk

**DRAFT By-Laws of Niles Discovery Church
(version 120123)**

ARTICLE I. NAME

The name of this corporation shall be Niles Discovery Church, located in the City of Fremont, County of Alameda, State of California, a California non-profit religious corporation. The members may change the principle office from one location to another.

ARTICLE II. PURPOSE & MISSION

The purpose of the Niles Discovery Church is to be a progressive, open and affirming church that serves the Bay Area Community, uniting in God's love for all people regardless of race, age, nationality, physical ability, marital status, family configuration, mental ability, economic status, sexual orientation, gender identity and/or expression, religion, faith, or creed, encouraging them on the adventure we call the faith journey.

Our mission is to be a community based on Jesus' message of love where all people can worship, learn, grow spiritually, and be welcomed and respected. Our goal is to transform our progressive Christian faith into loving actions that will include our neighbors, near and far. Our lives depend on our abiding faith in the all-inclusive love of God through Christ, and our commitment is to share this faith journey with others.

ARTICLE III. POLITY

A. GENERAL INFORMATION

Niles Discovery Church is a congregation dually-aligned in covenant with the United Church of Christ and the Christian Church (Disciples of Christ) and follows the constitutions of these denominations as they relate to local churches in as much as they do not conflict with the bylaws of this church.

The governance of the affairs of this Church is vested in its members. The Cabinet is the Executive Committee of the congregation and is vested with the authority of the congregation between congregational meetings.

Membership in this Church is mandatory for all Cabinet members. All terms of office for Officers [other than the Pastor(s)] and Ministry Team chairs shall begin at the Annual Meeting and continue until the term expires.

All its affairs are subject to the laws of the State of California relating to non-profit corporations.

B. COVENANT

We commit ourselves to one another and to God in order that we may faithfully express the mission of this congregation in unity with one another as an expression of participation in this church.

Additionally, this congregation commits to covenantal relationships with the Christian Church (Disciples of Christ) congregations, regions, the general ministries of the church, and the General Assembly, and the United Church of Christ congregations, associations, conferences, national settings of the denomination, and the General Synod. Each member of Niles Discovery Church is considered a member of both denominations and may participate in either in any capacity for which one is qualified.

ARTICLE IV. MEMBERSHIP

A. TYPES OF MEMBERSHIP

Any baptized person may seek membership in this church. Uniting with the congregation is an act of reaffirmation of baptism. There are two types of membership: Members and Associate Members, both of which enjoy all the privileges and responsibilities of membership, including the right to vote and to hold office.

1. 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. REMOVAL FROM CHURCH MEMBERSHIP

There are four ways in which a person’s membership may be terminated:

1. Letter of Transfer: Any member wishing to transfer his/her membership to another congregation will, upon request, be granted a letter of transfer.
2. Request: If a member requests in writing to be released from his/her membership obligations, the Church will grant the request and terminate his/her membership.
3. Inactivity: A member whose address has long been unknown; or who in the last twelve months has not attended the Church’s worship and has not contributed to the Church’s support may be removed from the membership roll by recommendation of the Ministry of Spiritual Life and vote of the Cabinet.
4. Suspension of Membership: In rare circumstances, the Cabinet may vote, upon recommendation of the Ministry of Spiritual Life, to suspend a member’s membership (and all the rights and privileges pertaining thereto) for a definite period of time.

ARTICLE V. WORSHIP AND BUSINESS MEETINGS

A. WORSHIP

The Church will gather regularly for the worship of God at times specified by the Cabinet, except when temporarily suspended by a vote of the Church membership. All members of the Church are encouraged to participate in worship whenever possible.

1. The Church will regularly celebrate the sacrament of communion, on a schedule determined by the Ministry of Spiritual Life and the Pastor(s). Liturgies from both traditions (UCC and DOC) may be used from time to time.
2. The sacrament of baptism is offered to adults and children, as is the rite of dedication of children, and will be celebrated at such times as the Pastor(s) determine. The method of baptism may be chosen by the person being baptized or (in the case of a young child being baptized) by his/her family.

B. CONGREGATIONAL (BUSINESS) MEETINGS

1. There shall be two regular congregational meeting of the Church each year:
 - a. Budget Meeting, held in the month of January or early February for adoption of the annual budget.
 - b. Annual Meeting, held during the month of May to receive written reports from officers, ministry teams, and others; elect officers and Standing Ministry Team chairs; form plans and goals for the coming church year; and to transact other business as may come before the Church.
2. Special congregational meetings may be called by the Pastor(s), Moderator, Cabinet, or by 5% of the membership 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 congregational meetings, regular or special, shall be published in the church's newsletter and announced at the regular worship services for the two weeks immediately in advance of the meeting.
4. All members are eligible to vote at all meetings of the Church.
5. A quorum shall consist of one-third of the membership.
6. 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. The Church will follow the adopted Rules of Order for Congregational Meetings.

ARTICLE VI. PASTORS

A. STANDING

All Pastors shall be ordained ministers and have standing in the United Church of Christ and/or the Christian Church (Disciples of Christ). They shall be called by a two-thirds vote of the Church members for an indefinite period and installed according to the faith and

practices of their denomination(s). The Pastor(s) shall be in charge of the spiritual welfare of the Congregation. 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 Ministry Teams of the church. (Ex-officio as used herein shall be defined as having a vote but not subject to Ministry Team responsibilities.)

B. CALLING PASTORS

In calling a new pastor to serve this Church the following procedure shall be in order:

1. As soon as a pastoral vacancy occurs, the Moderator shall report it to the Conference and Region.
2. Assisted by the Conference and/or Region, the Cabinet may call an Interim Pastor to provide transitional leadership as the church seeks a new settled Pastor.
3. A Pastoral Search Committee shall be appointed by the Cabinet and elected by the Membership at a Special Congregational Meeting.
4. The Pastoral Search Committee is responsible for working with the Conference and Region to prepare necessary documents for potential candidates for Pastor, and for reviewing and interviewing potential candidates, and ultimately nominating a candidate for Pastor.
5. The candidate for Pastor shall be presented to the Congregation by the Pastoral Search Committee at a Special Congregational Meeting and the congregation shall vote on calling the candidate, a two-thirds majority of those voting required for the call to be valid.

C. TERMINATION OF CALL

1. A Pastor may terminate the call by providing the membership of the church with at least two months written notice.
2. The Church may terminate the call by a two-thirds majority vote at a duly called Congregational Meeting, giving the Pastor at least two months notice from the date of the vote.

D. DISCIPLINE

Christian discipline of Pastors shall be in conformity with these Bylaws, the Letter of Call, and the provisions of the United Church of Christ and/or the Christian Church (Disciples of Christ). 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 or the Christian Church (Disciples of Christ), and may continue their professional practice only as long as they maintain ministerial standing within their denomination.

ARTICLE VII. OFFICERS

A. MODERATOR

The Moderator shall be elected at the Annual Meeting for a term of one year and may serve for as many terms as the member and the Church choose provided that no more than two of these terms are consecutive. The Moderator shall preside over the Cabinet and all business meetings

of the Church and shall be an ex-officio member of all Ministry Teams except as noted. The Moderator shall be responsible, with the Pastor(s), for the coordination of all activities of the Church.

B. VICE MODERATOR

The Vice Moderator shall be elected at the annual meeting for a term of one year; shall act in place of the Moderator at the Moderator's request; and complete the Moderator's term if the Moderator is unable to do so.

C. CLERK

The Clerk shall be elected at the annual meeting for a term of one year; shall keep an accurate record of all Congregational Meetings of the Church and of the Cabinet; shall provide for the keeping of a register of the members of the Church with the dates and modes of their reception and removal, of baptisms, of marriages, and of funerals/memorial services and report on these at each Annual Congregational Meeting; shall conduct correspondence as requested by the Moderator or Cabinet; and shall attend to other matters as come within the scope of the office.

D. TREASURER

The Treasurer shall be elected at the Annual Meeting for a term of one year; shall act as the Chief Financial Officer of the corporation of the Church, and shall ensure that all corporate financial and administrative reports required by state and federal agencies are prepared and submitted in a timely manner; shall attend to the tasks and responsibilities customarily assigned to the role in keeping with the financial policies adopted by the Cabinet.

E. OTHER OFFICERS

1. **ASSISTANT TREASURER:** The Cabinet may appoint an Assistant Treasurer whose duties are to assist the Treasurer in carrying out his/her duties.
2. **AUDITOR:** The Auditor shall be elected at the Annual Meeting to serve for one year, and shall examine all the accounts of the church, reporting these as required by the Cabinet.

ARTICLE VIII. CABINET

The Cabinet shall function as the policy making, coordinating, advisory, and administrative body for the Church. It shall meet monthly or on call of the Pastor(s), Moderator, or of five members of the Cabinet. More than half the members must be present to constitute a quorum. The Cabinet shall consist of the Officers of the Church (except those listed as Other Officers) and the chairperson of each of the Standing Ministry Teams (see Article IX).

As the administrative body of the church, the Cabinet is responsible for preparing and presenting to the congregation at the Budget Meeting a budget for the following fiscal year; assessing revenues and expenses each month, comparing to budget and initiating corrective actions should an out-of-budget condition arise; directing the investing of excess monies 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; reviewing the findings of the auditor and acting upon them; and receiving quarterly reports of the endowment committee.

Any vacancy occurring in an officer's position of the Church shall be filled by appointment of the Cabinet; said appointee shall serve the remaining term of office. The Cabinet shall appoint the delegates to all denominational and ecumenical meetings in which this Church is a participant.

ARTICLE IX. MINISTRY TEAMS AND COMMITTEES

A. STANDING MINISTRY TEAMS

The Chairperson of each Ministry Team will be elected by the congregation at the Annual Meeting in the spring for a term of one year. All members and friends of the Church are invited to serve on a Ministry Team as their time and talents allow.

1. MINISTRY OF SPIRITUAL LIFE TEAM

The purpose of this Ministry Team is to tend to the spiritual life of the congregation, especially as it relates to the worship life of the church.

2. MINISTRY OF CHRISTIAN EDUCATION TEAM

The purpose of this Ministry Team is to facilitate a relationship between the people of the Church and God through the administration of educational programs and youth fellowship programs, and through participation in Conference and Region outdoor ministry programs.

3. MINISTRY OF PROPERTY TEAM

This Ministry Team is responsible for the maintenance and improvement of the Church buildings and grounds and any other real estate owned by the Church.

4. MINISTRY OF SOCIAL CONCERNS TEAM

The purpose of this Ministry Team is to guide, educate, and stimulate the Church to serve God by serving people in Christ's name.

5. MINISTRY OF EVANGELISM AND OUTREACH MINISTRY TEAM

The purpose of this Ministry Team is to empower the members of the Church to share the good news of Jesus Christ within and beyond the Church.

B. STANDING COMMITTEES

In addition there are these Standing Committees of the Church.

1. THE NOMINATING COMMITTEE

The immediate past Moderator chairs this committee and may invite others to join him/her. This committee, in consultation with the Pastor(s), is responsible for presenting

a slate of Officers and Ministry Team Chairs to the Annual Meeting and for recommending members of the Church to be appointed by the Cabinet to fill vacancies.

2. THE PASTOR PARISH RELATIONS COMMITTEE (PPRC)

The PPRC will consist of four to six members of the Church 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 Cabinet to serve 3-year terms. The primary purpose of the Pastor Parish Relations Committee is to encourage healthy relationships between the Pastor(s) and members of the Church and within the Church, meeting as needed always with at least one Pastor present. The PPRC will take a proactive approach toward potential conflicts before they escalate. The committee also serves as the mechanism for the Pastor(s) to share concerns and strategize ways to deal with issues by empowering clear, honest, and direct communication. Due to the nature of the committee's work, meetings of the PPRC are closed and confidential.

3. THE ENDOWMENT FUND COMMITTEE

The Endowment Fund Committee shall consist of at least five members elected by the Church at the Annual Meeting, all of whom shall be members of Niles Discovery Church. The term of each member shall be three years, terms staggered so that no more than two terms are completed at any Annual Meeting. The Endowment Fund Committee is responsible for carrying out the Endowment Fund Policies of the church as adopted by the Cabinet and for ensuring that the Endowment Funds are managed properly.

4. THE STEWARDSHIP COMMITTEE

A Stewardship Committee shall be appointed annually by the Cabinet. 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, an annual pledge campaign, and continuing enlistment.

5. THE PERSONNEL COMMITTEE

The Personnel Committee is composed of four members: the Vice Moderator (who serves as Chairperson of the Committee), the senior Pastor, the chair of the Ministry of Spiritual Life Team, and the chair of the Ministry of Property Team. The Personnel Committee is responsible for carrying out the Personnel Policies of the church as adopted by the Cabinet and for ensuring that Personnel Files are maintained properly.

6. CARE TEAM

The Care Team is appointed by and works with the Pastor(s) extend the pastoral care of the church and to promote the health of the whole person, integrating spiritual and physical health.

C. SPECIAL MINISTRY TEAMS

Special Ministry Teams may be appointed by the Cabinet and Standing Ministry Teams as needed.

ARTICLE X. AUXILIARY ORGANIZATIONS

All organizations recognized by the Cabinet as being affiliated with the Church and using its facilities and/or equipment are regarded as integral parts of the Church and under its general jurisdiction. Such organizations include (but are not limited to) fellowship groups for women, men, and youth; community organizations with which the Church is involved. Each auxiliary organization must have a church member liaison.

ARTICLE XI. FINANCE

The Church shall establish and maintain three separate funds, each with its own purpose and accounting. These funds shall be: 1. the General Fund, 2. a fund of Designated Funds, and 3. the Endowment Fund. The Cabinet shall adopt policies regarding the management and uses of these funds.

A. GENERAL FUND

Monies received and disbursed within a 12-month period for the purpose of assuring the ongoing operation and ministries of the Church is managed as the General Fund. The budget adopted at the Annual Meeting of the Church covers the planned use of this fund. It is supported primarily through the pledges and giving of participants in the life of the Church.

B. DESIGNATED FUNDS

Designated funds are created when (a) someone contributes monies to be applied for purposes other than for payment of normally budgeted operating expenses or (b) members request and receive permission from the Cabinet to accumulate monies within an account for non-budgeted purposes. These monies shall not be used for purposes other than those for which they were given.

C. ENDOWMENT FUND

Monies typically received through bequests, charitable trusts, gift annuities, assignments of life insurance, and transfers of property, with such monies invested for long term gain and made available to the Congregation without invasion of principal shall be managed as the Endowment Fund.

The purpose of the Endowment Fund is to enhance the mission outreach of the Niles Discovery Church and to extend the ministry of the church beyond what it could otherwise finance without the earnings from the Endowment Fund. Except where authorized otherwise in the terms of the gift, all principal amounts will be retained and only the income expended. The Endowment Fund Committee is the custodian of the Endowment Fund. Decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Endowment 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 Endowment Fund Committee.

The Cabinet may request that funds be distributed for specific purposes from the earnings of the Endowment Fund. The Endowment Fund Committee is responsible for determining if the request enhances the mission outreach of the Niles Discovery Church and extends the ministry of the Church beyond what it could otherwise finance without the disbursement from the Endowment Fund.

D. FISCAL YEAR

The Fiscal Year shall be from January 1 through December 31.

ARTICLE XII. DISSOLUTION

In the event Niles Discovery Church ceases to exist through merger, disposition or transfer of the of all assets, including the Endowment Fund, all distributions shall be at the discretion of the Cabinet in consultation with the Northern California Nevada Conference of the United Church of Christ and the Northern California Nevada Region of the Christian Church (Disciples of Christ).

In the event Niles Discovery Church ceases to exist through dissolution, disposition of all assets, including the Endowment Fund, shall be split as equally as possible and given to Northern California Nevada Conference of the United Church of Christ and the Northern California Nevada Region of the Christian Church (Disciples of Christ).

ARTICLE XIII. RECORDS AND REPORTS

A. INSPECTION RIGHTS

Any member of the Church may inspect and copy the records of member's names and addresses and voting rights during the usual business hours on five (5) days prior written demand to the Church, stating the purpose for which the inspection rights are requested, or obtain from the Church on written request a list of the names and addresses of members who are entitled to vote as of the most recent record date for which the list has been compiled or as of a date specified by the member after the demand is received or the date specified in the request as the date by which the list is to be compiled. Any attorney of the member and the right of inspection includes the right to copy and make extracts.

B. ARTICLES OF INCORPORATION AND BYLAWS

The Church shall keep at the principal office the original or a copy of the Articles of Incorporation and Bylaws amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

C. OTHER CHURCH RECORDS

The accounting books, records, and minutes of congregational meetings, Cabinet meetings, and all Ministry Teams meetings shall be kept at such place or places as designated by the Cabinet, or in the absence of such designation, at the principal office of the Church. The minutes shall be kept in written or printed form, and the accounting books and records shall be kept either in written or printed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the

written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interest as a member. The inspection may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of the documents.

D. INSPECTION BY CABINET MEMBERS

Every Cabinet member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Church. This inspection by a Cabinet member may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

E. ANNUAL FINANCIAL REPORT TO MEMBERS

The Cabinet shall cause the Annual Report to be made available to the members not later than 120 days after the close of the Church's calendar year. Such report shall contain the following information in reasonable detail.

1. The assets and liabilities, including the trust and Endowment Funds, of the Church as of the end of the calendar year and including the principal changes in assets and liabilities, including Endowment Funds during the year.
2. The revenues and receipts of the Church, both general and restricted to particular purposes, for the calendar year.
3. The expenses or disbursements of the Church, for both general and restricted purposes, during the calendar year.
4. Any information required by California Corporation Code Section 6322.

ARTICLE XIV. INDEMNIFICATION

The Niles Discovery Church will hold harmless and indemnify the Cabinet members against any and all claims and actions arising out of their participation as a Cabinet member, including but not limited to expenses, judgments, fines, settlements and other amount actually and reasonably incurred in connection with any liability, suit, action, loss or damage arising or resulting from their participation as a Cabinet Member, subject to the limits on indemnification described in the Church general liability policy.

ARTICLE XV. AMENDMENTS

Amendments to these Bylaws may be made at any duly called congregational 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.

Adopted on: _____