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CORINTH REFORMED CHURCH

CONSTITUTION

AND

BYLAWS

As Amended March 28, 2021

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Table of Contents

CONSTITUTION

Article 1	Name -----	3
Article 2	Purpose -----	3
Article 3	Polity -----	3
Article 4	Faith and Covenant -----	3
Article 5	Membership -----	4
Article 6	Government-----	4
Article 7	Rules of Order-----	4
Article 8	Amendments-----	4
Article 9	Constitution Adoption-----	5

BYLAWS

Article 1	Congregational Meetings -----	6
Article 2	Members -----	6
Article 3	Consistory -----	7
Article 4	Executive Committee -----	8
Article 5	Nominating Committee -----	10
Article 6	Board of Elders-----	10
Article 7	Board of Deacons -----	11
Article 8	Ministry Boards -----	12
Article 9	Pastor and Staff -----	13
Article 10	Property -----	14
Article 11	Rules of Order-----	15
Article 12	Amendments-----	15
Article 13	Bylaws Adoption -----	15
Article 14	Electronic Participation, Virtual Meetings, & Action by Written Consent-----	16

52 **CORINTH REFORMED CHURCH**
53 **CONSTITUTION**

54
55
56 **ARTICLE I --- NAME**
57

58 The name of this church shall be Corinth Reformed Church, Inc., of Hickory, North Carolina.
59

60
61 **ARTICLE 2 --- PURPOSE**
62

63 The avowed purpose of this church shall be to

- 64 • worship God
 - 65 • preach the gospel of Jesus Christ
 - 66 • celebrate the Sacraments
 - 67 • realize Christian fellowship and unity within this church and the Church Universal
 - 68 • render loving service toward all people
 - 69 • strive for righteousness, justice and peace
- 70
71

72 **ARTICLE 3 --- POLITY**
73

74 This church shall be a part of the United Church of Christ and it shall sustain that relationship to
75 the United Church of Christ described in those portions of the Constitution and Bylaws of the
76 United Church of Christ relating to local churches.
77

78
79 **ARTICLE 4 --- FAITH AND COVENANT**
80

81 Faith

82 This church acknowledges as its sole Head, Jesus Christ, the Son of God and the Savior of all
83 persons. It acknowledges as one family in Christ all who share in this confession. It looks to the
84 Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its
85 creative and redemptive work in the world. It claims as its own the faith of the historic Church
86 expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It
87 affirms the responsibility of the Church in each generation to make this faith its own. In
88 accordance with the teaching of our Lord and the practice prevailing among evangelical Christians,
89 it recognizes two Sacraments: Baptism and the Lord's Supper or Holy Communion.
90

91 Covenant

92 We covenant one with another to seek and respond to the Word and the will of God. We purpose
93 to walk together in the ways of the Lord, made known and to be made known to us. Our mission
94 is to help people become disciples of Jesus Christ by sharing the good news, worshiping God,
95 loving others, learning from the Bible, and serving in God's world. We depend on the Holy Spirit
96 to lead and empower us. We pray for the coming of the kingdom of God, and we look with faith
97 toward the triumph of righteousness and eternal life.

98 **ARTICLE 5 --- MEMBERSHIP**

99
100 Membership in this church shall be open to any person who has made public confession of faith in
101 Jesus Christ as Lord and Savior and has been baptized by a church that shares the essential
102 elements of our Christian faith. In accordance with the gospel covenant which binds into a unity
103 faithful people of all ages, tongues and races, membership is open to all.
104

105 Members shall pledge themselves to

- 106 • attend the regular worship of the church and the celebration of the Lord’s Supper
- 107 • live the Christian life
- 108 • share in the life and work of the church
- 109 • contribute to its support and benevolences
- 110 • seek diligently the spiritual welfare of the membership and the community

111
112 **ARTICLE 6 --- GOVERNMENT**

113
114
115 The governing body of the church shall be the active membership assembled in congregational
116 meeting who exercise the right of control of all of its affairs. The vote of a majority of active
117 members present at any meeting shall be the action of the church, except when calling a pastor and
118 when adopting or amending the constitution and bylaws, at which time a two-thirds (2/3)
119 affirmative vote of the active members present is necessary. A quorum shall consist of one-tenth
120 (1/10) of the active members.
121

122 The active membership assembled in congregational meeting shall adopt and can amend bylaws
123 of this constitution which establish the organizational structure of the church and delegate specific
124 authority to its officers, Consistory, Ministry Boards, committees and pastor.
125

126 Only the active membership assembled in congregational meeting has the authority to

- 127 • adopt or amend a constitution and bylaws
- 128 • elect the Consistory
- 129 • call a pastor
- 130 • adopt a church budget
- 131 • sell or buy church real property on which the church facilities are located

132
133 **ARTICLE 7 --- RULES OF ORDER**

134
135 Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters of
136 procedure not specifically covered by this Constitution unless otherwise ordered by the active
137 membership assembled in a congregational meeting.
138

139 **ARTICLE 8 --- AMENDMENTS**

140
141 Amendments to this Constitution may be made at any duly called congregational meeting by a
142 two-thirds affirmative vote of the active members present, public announcement of the text of the
143 proposed amendment having been made three weeks prior to the meeting.

ARTICLE 9 --- CONSTITUTION ADOPTION

144
145
146
147
148
149

This Constitution shall become effective upon approval of the same by a two-thirds (2/3) affirmative vote of the members present at an annual meeting or at a special meeting called for the purpose of the consideration of the adoption of this Constitution.

150 **CORINTH REFORMED CHURCH**
151 **BYLAWS**
152

153 **ARTICLE 1 --- CONGREGATIONAL MEETINGS**
154

155 **Annual Church Meeting**

156 The annual meeting of the congregation shall be held in the first quarter of the calendar year with
157 the following agenda:

- 158 • election of elders-elect, deacons-elect and, when needed, ministry board chairs-elect,
159 all of whom shall begin active service the following January 1 and shall be ordained
160 prior to active service
- 161 • election of the trustee(s) of the Corinth Reformed church charitable foundation
162 according to the foundation bylaws, who shall begin active service the following
163 January 1
- 164 • approval of the budget for the fiscal year that begins April 1
- 165 • any other such business as shall be determined by the Consistory.
166

167 **Special Congregational Meetings**

168 Special meetings may be called by the Consistory or upon receipt by the Consistory of a written
169 petition signed by not less than five percent (5%) of active church members. The Consistory
170 shall hold such special meetings within six weeks from receipt of the petition.
171

172 **All Congregational Meetings**

- 173 • the chair of the Board of Elders shall chair all Congregational Meetings.
- 174 • all meetings shall be of a quorum which shall consist of one-tenth (1/10) of the active
175 members on dates set by the Consistory with a minimum of three weeks written
176 notice for the date of the meeting and ten days' notice for agenda details.
- 177 • five percent (5%) of the active members may request an addition to the agenda if the
178 request to the Consistory is received two weeks prior to the scheduled meeting.
- 179 • no other business shall be added to the agenda except by unanimous vote of active
180 members present at the meeting.
181

182 **ARTICLE 2 --- MEMBERS**
183

184 **Active Members**

185 Active members are persons who have chosen this church for their primary membership and
186 have been approved by a vote of the Board of Elders. Active members are recognized as
187 ministers and shall use their gifts and abilities to carry on the work and ministry of the
188 congregation. All members are called to reveal a high degree of concern for the other members
189 of the congregation, doing their part to develop a meaningful Christian community. All active
190 members enjoy the privilege of both voting and holding office in the church. Only active
191 members may serve on the Consistory and Nominating Committee.
192

193 **Associate Members**

194 Persons may choose to become associate members of this church and thus maintain their primary
195 membership in a church in another location. They may become Associate Members by meeting

196 all of the criteria required for church membership and by a vote of the Board of Elders.
197 Associate members shall enjoy all the rights and privileges of the church and shall assume
198 obligations of church members, except that they shall not enjoy the privilege of voting in
199 congregational meetings or serving on the Consistory. They are encouraged to participate in all
200 other facets of church life.

201

202 **Inactive Members**

203 Inactive members are former active members who have been moved from the active roll either
204 by request or by Consistory action on the recommendation of the Board of Elders. In order to be
205 returned to active status, individuals should demonstrate a readiness to resume the duties of
206 active church members in full standing and then may petition the Board of Elders for a return to
207 active membership status.

208

209 The Board of Elders shall from time to time review the active membership roll to determine if
210 any members are not meeting the requirements of membership as stated in the Constitution and
211 should therefore be moved from the active roll to the inactive roll. The Board of Elders may
212 recommend to the Consistory that the following, except in cases of sickness, infirmities, and
213 other cases of extremity, be moved to inactive status:

- 214 • those who have not attended worship services, participated in the celebration of the
215 Lord's Supper or made financial contribution during the past two years
- 216 • those who have not kept the church office informed of their addresses.

217

218 **Removal or Discipline of Members**

219 Any member may, on his/her own request, be removed from the active membership of the
220 church.

221

222

223 If a member persistently breaches member covenant vows, the Board of Elders must give to the
224 member due notice of the allegation(s) and consequent discipline and must offer a hearing. The
225 Board of Elders may by unanimous vote of at least five members present at a meeting
226 recommend to the Consistory that the member be dismissed from the membership roll. After the
227 issue is placed on its agenda and the agenda is distributed at least five days before the meeting,
228 the Consistory, with a quorum of three-fourths (3/4) of its members, may dismiss the member
229 from the membership roll.

230

231

232 **ARTICLE 3 --- CONSISTORY**

233
234 The Consistory shall be responsible for all business of the congregation except that which is
235 specifically delegated to other bodies or individuals in these bylaws. The Consistory may assign
236 to any board or the Executive Committee responsibilities not specifically listed in the bylaws.
237 All boards, the Consistory, and the Executive Committee may excuse any staff, any non-voting
238 member, or both, at their discretion.

239
240 **Members of the Consistory**

- 241 • the voting members of the Board of Elders
- 242 • the voting members of the Board of Deacons
- 243 • the chairs of the Ministry Boards

244
245 All boards and the Executive Committee shall report at the next meeting of the Consistory all
246 actions and decisions, whether made in meeting or by electronic vote. The Consistory shall
247 review and approve such decisions.

248
249 **Ministry Teams**

250 All boards, the Executive Committee and the Consistory may form and disband ministry teams
251 as needed to serve under their oversight to perform delegated tasks.

252
253 **Meetings of the Consistory**

254 Except when otherwise determined by its members, the Consistory shall meet at least once every
255 month for the transaction of such business as may properly come before it. Special meetings
256 may be called by the Pastor, the Executive Committee, the Board of Elders, or the Board of
257 Deacons. One-half of the members of the Consistory shall constitute a quorum. If prior notice
258 of an issue to be voted on at a Consistory meeting has not been given, a two-thirds (2/3) vote of
259 those present is required for the question to come to a vote. The chair of the Board of Elders
260 shall preside over all meetings of the Consistory.

261
262 **Nomination and Election of Consistory Members**

263 Each January, the Nominating Committee shall submit for the Consistory's approval a list of
264 nominees for election at the Annual Church Meeting. Additional nominations may be made
265 from the floor at the Annual Church Meeting. Prior to nomination, all nominees must give
266 permission for their names to be submitted for nomination. No person shall be eligible for
267 election to Consistory who at the time of an election is then serving a full term on the Consistory.

268
269 **Duties of Consistory Members**

270 Members of the Consistory are expected to embrace and live out the Faith and Covenant of this
271 congregation (Constitution, Article V), to prioritize worship and community life, to support the
272 church financially, and to fulfill the duties of their particular office.

273
274 **Election of Officers and Appointments**

275 Each year at its December meeting the Consistory shall elect or appoint the following officers to
276 assume office the following January, including but not limited to:

- 277 • chair-elect of the Board of Elders (nominated by the Board of Elders), who shall become
- 278 chair after serving as chair-elect for one year
- 279 • chair-elect of the Board of Deacons (nominated by the Board of Deacons), who shall
- 280 become chair after serving as chair-elect for one year
- 281 • secretary of the Consistory (nominated by the Board of Elders from among the members
- 282 of the Consistory) who shall record minutes of Consistory and Church Meetings, and
- 283 shall serve as Secretary of Corinth Reformed Church, Inc.
- 284 • treasurer of the Church (nominated by the Board of Deacons for a two-year term
- 285 renewable for an additional two years), who shall oversee all financial records and bill
- 286 payment and attend meetings of the Board of Deacons to make reports
- 287 • assistant treasurer (nominated annually by the Board of Deacons, not to exceed four
- 288 consecutive years), who may assist the treasurer as requested and may succeed the
- 289 treasurer, and
- 290 • Nominating Committee members and chair-elect (nominated by the Executive
- 291 Committee) who shall become chair after serving as chair-elect for one year

292
 293 If a member of the Consistory persistently breaches member covenant vows, the Board of Elders,
 294 after due notice has been given to the member and a hearing before the Board of Elders has been
 295 offered and held, if requested by the member, may remove the member from office by
 296 unanimous vote excluding the member under review. This action is subject to review and
 297 approval by the Consistory.

298
 299

300 **ARTICLE 4 --- EXECUTIVE COMMITTEE**

301

302 **Members of the Executive Committee**

- 303 • the chair of the Board of Elders, who shall chair the meetings, and shall serve as
- 304 President of Corinth Reformed Church, Inc.
- 305 • the chair-elect of the Board of Elders,
- 306 • the chair of the Board of Deacons,
- 307 • the chair-elect of the Board of Deacons,
- 308 • the immediate past chairs of the Board of Elders and Board of Deacons, and
- 309 • the Pastor.

310

311 **Duties of the Executive Committee**

- 312 • to serve as the Directors of Corinth Reformed Church, Inc., under the laws of the State
- 313 of North Carolina
- 314 • to plan Consistory meetings and Church Meetings
- 315 • to nominate the members of the Nominating Committee and its chair-elect who shall
- 316 upon election by the Consistory become chair after serving as chair-elect for one year
- 317 • to remove Consistory members who within twelve months miss more than half of their
- 318 scheduled meetings without an acceptable excuse,
- 319 • to work with the pastor as requested by the pastor in the employment and supervision of
- 320 paid employees
- 321 • to act as the liaison between the church and the denomination

322
323 **ARTICLE 5 --- NOMINATING COMMITTEE**
324

325 The Nominating Committee shall be composed of six persons appointed by the Consistory, on
326 the recommendation of the Executive Committee, to serve three-year staggered terms beginning
327 April 1. The chair-elect shall be nominated by the Executive Committee and appointed by the
328 Consistory. No member may serve more than three consecutive years on the Nominating
329 Committee. The following shall have voice without vote on the Nominating Committee: the
330 Pastor, the chair-elect of the Board of Elders, and chair-elect of the Board of Deacons.
331

332 **Duties of Nominating Committee**

333 The Nominating Committee shall nominate for election at the annual Church Meeting all Elders-
334 elect, Deacons-elect, and Ministry Board chairs-elect and one person each year to serve on the
335 Corinth Reformed Church Charitable Foundation Board for a seven-year term.
336
337

338 **ARTICLE 6 --- BOARD OF ELDERS**
339

340 In accordance with Scripture and Reformed tradition, elders are charged with humble oversight
341 of the congregation's spiritual life. Their priority shall be prayer and the ministry of the Word,
342 including discernment concerning significant issues affecting the life of the congregation.
343

344 An Elder should be a person of significant experience in the Christian faith and in service and
345 leadership at Corinth. In keeping with 1 Timothy 3 and Titus 1, the Nominating Committee
346 should consider the candidate's attentiveness to family and knowledge of the Bible and of the
347 Reformed faith, as well as humility, self-discipline, prayer, integrity, and reputation in the
348 community.
349

350 **Members**

- 351 • Six active elders
 - 352 • The Pastor, with voice and vote
 - 353 • Other ordained pastors on the church staff, with voice but not vote
- 354

355 During the Annual Church Meeting elders-elect shall be elected for staggered three-year terms
356 prior to their active service to begin the following January 1. A training program for elders-elect
357 shall be established by the Active Elders for nine months of preparation,
358

359 Each December, the Board of Elders shall nominate from among its active and incoming
360 members a chair-elect, who shall upon election by the Consistory become chair after serving as
361 chair-elect for one year. The chair-elect shall chair meetings of the congregation, Consistory,
362 Board of Elders, and Executive Committee in the absence of the Elder chair, and shall assume
363 the duties of Chair and President if the Elder chair resigns or is unable to complete his or her
364 term of office.
365

366 The Board of Elders shall oversee the following areas of church life: worship, music, pastoral
367 care, sacraments, membership (including Confirmation), sanctuary, interpretation of bylaws,

368 strategic planning, search process and annual reviews for the pastor, church discipline, and other
369 areas assigned by the Consistory.

370
371 At the completion of their term as active elders, elders shall be designated non-voting elders as
372 long as they remain actively involved in the life of the congregation. At their discretion, the
373 Board of Elders may include non-voting elders in their discernment process, including an annual
374 conversation about the state and priorities of the congregation.

375
376 Active elders are expected to attend all meetings of the Board of Elders and the Consistory
377 unless hindered by circumstances beyond their control.

378
379 In the event of a vacancy among active elders, the Nominating Committee shall nominate to the
380 Consistory a replacement for the balance of the term from among previously serving elders who
381 did not serve during the prior year.

382

383

384 **ARTICLE 7 --- BOARD OF DEACONS**

385

386 In accordance with Scripture and Reformed tradition, the role of deacons is to free the elders and
387 pastors to focus on spiritual oversight and instruction. The priority of the Board of Deacons shall
388 be oversight of the church's financial affairs.

389

390 A deacon should be a person respected in the congregation and community, and experienced in
391 Christian service. In keeping with 1 Timothy 3 and Titus 1, the Nominating Committee should
392 consider the candidate's understanding and practice of the Christian faith. Those nominated to
393 the Board of Deacons should have financial aptitude and/or experience.

394

395 **Members**

396

- Six active deacons
- The pastor, with voice but not vote
- The treasurer, with voice but not vote

397

398

399

400 During the Annual Church Meeting deacons-elect shall be elected for staggered three--year terms
401 prior to their active service to begin the following January 1. A training program for members-
402 elect of the Board of Deacons shall be established by the Board of Deacons for nine months of
403 preparation.

404

405 The treasurer and assistant treasurer of the church, if needed, shall be nominated by the Board of
406 Deacons and elected by the Consistory. The Board of Deacons may exclude non-voting members
407 from any meeting or portion of a meeting at their discretion.

408

409 Each December, the Board of Deacons shall nominate from among its active members a chair-
410 elect, who shall upon election by the Consistory become chair after serving as chair-elect for one
411 year.

412

413 The Board of Deacons shall oversee all aspects of the congregation’s finances, including budget
414 preparation and monitoring, signing of checks, stewardship programs, offerings and deposits,
415 financial help to members and non-members, invested funds, memorial gifts, insurance, risk
416 management, and financial reporting to the Consistory and congregation. The Board of Deacons
417 shall receive reports from the Treasurer.

418
419 Members of the Board of Deacons are expected to attend all meetings of the Board of Deacons
420 and the Consistory unless hindered by circumstances beyond their control.

421
422 In the event of a vacancy among active deacons, the Nominating Committee shall nominate to
423 the Consistory a replacement from among previously serving deacons to serve for the balance of
424 the term.

425 426 427 **ARTICLE 8 --- MINISTRY BOARDS**

428
429 Ministry Boards shall oversee the areas of church life indicated below, and should meet at least
430 quarterly. The names and areas of oversight for the Ministry Boards shall be as follows:

- 431 • Board of Adult Ministries - teaching ministries, small groups, and support groups for
432 adults
- 433 • Board of Children Ministries – ministries to children through grade 5
- 434 • Board of Community Life – Christian community through shared experiences and use of
435 gifts and talents
- 436 • Board of Evangelism – attracting unbelievers to Christ and the unchurched to Corinth
- 437 • Board of Missions – extending the gifts and resources of the congregation to the
438 community and the world
- 439 • Board of Property Management – church property, buildings, equipment, and vehicles
- 440 • Board of Student Ministries – ministries to and with youth from grade 6 through college

441 Ministry Board chairs shall be ordained as deacons, but shall not serve as members of the Board
442 of Deacons. A deacon should be a person respected in the congregation and community, and
443 experienced in Christian service. In keeping with 1 Timothy 3 and Titus 1, the Nominating
444 Committee should consider the candidate’s understanding and practice of the Christian faith.

445
446 During the Annual Meeting, the congregation shall elect Ministry Board chairs-elect, when
447 needed, to serve for approximately 21 months as chairs-elect prior to becoming Ministry Board
448 chairs for two years. Ministry Board chairs shall be voting members of the Consistory and shall
449 be expected to attend all board meetings and Consistory meetings unless hindered by
450 circumstances beyond their control. Chairs-elect shall attend all board meetings unless hindered
451 by circumstances beyond their control. A chair-elect may attend a Consistory meeting in place
452 of the chair and have voice and vote on behalf of the board.

453
454 In the event a Ministry Board chair is unable to complete his/her term, the chair-elect shall
455 become chair. If a chair-elect has not been elected by the congregation, the Consistory shall
456 designate an interim chair until the next meeting of the congregation.

457
458 Each Ministry Board shall be made up of the chair, the chair-elect, a secretary and at least two
459 other members appointed by the chair. Ministry Boards shall be responsible to establish and
460 staff ministry teams, and to keep such records as will assist future Ministry Boards in their area
461 of oversight.

462 **ARTICLE 9 --- PASTOR AND STAFF**

463 **Call**

464
465 Upon recommendation by the Board of Elders and the Consistory, the congregation may call as
466 its Pastor an ordained minister qualified by education and experience and with standing or
467 eligibility for standing in the United Church of Christ. A two-thirds (2/3) vote of the active
468 membership assembled in congregational meeting in favor of the nominee shall constitute a call,
469 which shall be for an indefinite period. The Consistory on the recommendation of the Pastor and
470 the Board of Elders may call an Associate or Assistant Pastor. (In these bylaws, "Pastor"
471 designates the lead pastor called by vote of the congregation.)
472

473
474 In a call, the terms of the relationship shall be stated, including the agreement of the church to
475 participate in a retirement plan, health insurance program, and other terms agreed between the
476 candidate and the Committee. The pastor, the church, the Association, and the Conference
477 Executive shall each receive a copy of the call.
478

479 **Installation**

480 Acceptance of a call shall constitute a covenant between the Church and the Pastor. The Church
481 shall arrange for a service of installation and recognition of the Pastor in accordance with the
482 bylaws of the United Church of Christ and the Manual on Ministry of the United Church of
483 Christ.
484

485 **Discipline**

486 Discipline of a pastor having standing in the United Church of Christ shall be in conformity with
487 the Constitution and Bylaws of the United Church of Christ.
488

489 **Termination**

490 In order to terminate the relationship between the church and a pastor, either party shall give
491 three months' notice, except by mutual consent of the Pastor and the Consistory. The procedure
492 shall be in accordance with the Constitution and Bylaws of the United Church of Christ.

493 When either party decides to terminate the relationship, the termination shall be by two-thirds
494 (2/3) vote of Consistory membership and notice of such termination with reasons for it shall be
495 sent to the congregation, the Conference Executive and to the Association.
496

497 **Duties of the Pastor**

498 The Pastor is the chief administrative officer of the church and has day to day management
499 responsibility for the staff.

500 The Pastor shall have spiritual oversight of the congregation and shall

- 501 • Teach and model the Christian life

- 502 • Have primary responsibility for planning, leading, and overseeing Sunday worship
- 503 services and special services, including administration of the Sacraments and preaching
- 504 of the Gospel and the Holy Scriptures
- 505 • Serve as the primary administrative officer for the day to day business of the church,
- 506 including the hiring, supervision, discipline, and termination of all paid employees
- 507 • Provide and oversee pastoral care for those in need
- 508 • Represent the church in the community and the wider church
- 509 • Perform other duties as delegated by the Consistory or Board of Elders

510 In the event of a vacancy in the office of pastor, the Board of Elders shall recommend an interim
 511 pastor and shall define the duties and privileges of the interim pastor.

512
 513 **Staff**

514 The staff serves at the pleasure of the Pastor, with the exception that the change of job status for
 515 any ordained staff member shall require approval from the Board of Elders.

516
 517 On the recommendation of the Executive Committee the Consistory may create new positions.
 518 The Pastor will submit a job description that includes qualifications, accountabilities, and
 519 compensation.

520
 521 Staff members shall be in agreement with this church’s faith expressed in Articles IV and V of
 522 the Constitution. A staff member need not unite with this congregation as a member.

523
 524 Performance evaluations for all staff other than the Pastor shall be conducted annually by the
 525 Pastor under the direction of the Executive Committee and in cooperation with the staff member
 526 and any closely related board.

527
 528 **ARTICLE 10 --- PROPERTY**

529
 530 The Executive Committee in the church's name may

- 531 • sue or be sued
- 532 • acquire real and personal property by purchase, gift, devise, or bequest
- 533 • otherwise own, hold, invest, reinvest or dispose of property both real and personal for
- 534 such work as the church may undertake
- 535 • purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or
- 536 otherwise encumber, sell, assign, transfer and convey such property for the general
- 537 purposes of the church
- 538 • receive and hold in trust both real and personal property and invest and reinvest the
- 539 same
- 540 • make any contracts for promoting the objects and purposes of the church.

541
 542 Under dissolution of the church, after paying or adequately providing for its debts or obligation,
 543 the Executive Committee, or persons in charge of liquidation, shall grant, convey, assign and
 544 transfer the remaining assets of this church unto

- 545 1. a state, a territory, a possession of the United States or any political
- 546 subdivision of any of the foregoing; or to the United States or the District
- 547 of Columbia, to be used exclusively for public purposes

- 548 2. a corporation, trust or United Way, fund or foundation
549 a. created or organized in the United States or in any possession thereof,
550 or under the laws of the United States, any state, or territory, the
551 District of Columbia or any possession of the United States
552 b. organized and operated exclusively for religious, charitable, scientific,
553 literary, or educational purposes, or for the prevention of cruelty to
554 children or animals
555 c. no part of the net earnings of which inures to the benefit of any private
556 shareholder or individual
557 d. no substantial part of the activities of which is carrying on propaganda
558 or otherwise attempting to influence legislation.
559 (The requirements of items 2. a, b, c, and d must all be met. The assets
560 transferred to any organization listed above shall be used within the United States,
561 or any of its possessions, exclusively for the purpose specified in subparagraph
562 (b) of paragraph (2) or paragraph (3).)
563 3. any person, firm or corporation qualifying as a proper recipient under the then
564 existing Internal Revenue Code.
565

566 No such organization listed above shall qualify for distribution unless such organization shall be
567 an organization, association, fund or foundation organized and operated exclusively for
568 charitable, religious, scientific, educational, or other purposes which is then a tax-exempt,
569 nonprofit corporation under the United States Internal Revenue Code, and which is then
570 recognized as such by the United States Bureau of Internal Revenue.
571

572 **ARTICLE 11 --- RULES OF ORDER**

573
574 Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of
575 procedure not specifically covered by these bylaws unless otherwise ordered by the Consistory.
576

577 **ARTICLE 12 --- AMENDMENTS**

578
579 Amendments to these Bylaws may be made at any duly called congregational meeting by a two-
580 thirds (2/3) affirmative vote of the active members present, public announcement of the text of
581 the proposed amendment having been made three weeks prior to the meeting.
582

583 **ARTICLE 13 --- BYLAWS ADOPTION**

584
585 These Bylaws shall become effective upon approval by two-thirds (2/3) of the voting members
586 present at an annual meeting or at a special meeting called for this purpose of the consideration
587 of the adoption of these Bylaws. The Consistory shall have discretion to adjust the timing of
588 terms, training, and eligibility requirements of Consistory members for two years in order to
589 transition to these bylaws, if adopted.
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593

594 **ARTICLE 14 - ELECTRONIC PARTICIPATION,**
595 **VIRTUAL MEETINGS & ACTION BY WRITTEN CONSENT**

596
597 **Participation in Meetings by Electronic Means**

598 Any person entitled to attend a meeting of the congregation, Consistory, a Ministry Board or any
599 other body meeting pursuant to these Bylaws may participate in the meeting by video, telephone,
600 or other electronic communication method that permits all participants to hear or otherwise
601 communicate adequately with each other during the meeting, if the individual authorized to
602 conduct such meeting makes available such a communication method. A person participating in
603 a meeting by such means is deemed to be present at the meeting.

604
605 **Virtual Meetings**

606 Congregational meetings shall be held in person rather than by teleconference or video
607 conference unless the Consistory determines that holding an in person meeting would be unsafe.
608 Notwithstanding anything in these Bylaws to the contrary, any meeting to be held by the
609 congregation, Consistory, a Ministry Board or any other body pursuant to these Bylaws may be
610 held by virtual and electronic means under the following conditions:

- 611 1. All participants are able to hear or otherwise communicate adequately with each other
612 during the meeting;
- 613 2. A quorum of voting members (in accordance with the quorum requirements for in-person
614 meetings of such type as otherwise provided in these Bylaws) is confirmed as being
615 virtually present by the individual authorized to conduct the meeting;
- 616 3. Each voting member present has the opportunity to give input to any matters brought for
617 discussion;
- 618 4. A legal vote can be taken and verified during the virtual meeting;
- 619 5. Those not authorized to vote are not allowed to participate in the meeting unless properly
620 invited to participate in the discussion by the individual authorized to conduct the
621 meeting; and
- 622 6. Invited non-members are offered voice (if invited to do so) but not vote.

623
624 **Action Without Meeting**

625 Any matter may be voted on or action approved by members (whether as the congregation,
626 Consistory, a Ministry Board or any other body with voting capacity pursuant to these Bylaws)
627 without a meeting if the requisite number of members (as detailed below) cast their vote or
628 consent to the proposed action in writing and such documented votes and/or written consents are
629 made part of the minutes of the next meeting of such body. Such voting and/or consents, if
630 procured on the conditions below, shall be treated for all purposes as a vote taken at a meeting of
631 such body.

632
633 If the vote or requested consent is for the congregation as a whole, then the following procedures
634 must be complied with:

- 635 1. All members must be provided with written notification (either by mail or e-mail
636 delivery) of the matter to be voted on or the action proposed for consent at least seven (7)
637 days prior to any deadline provided for responding;

- 638 2. Voting members without access to electronic means are given the opportunity to submit
639 their vote or response in person or by telephone;
- 640 3. If more than five (5) voting members notify, in writing, the individual authorized to
641 conduct a congregational meeting of their objection to the matter at hand being addressed
642 without a meeting, then the matter shall not be voted on or consented to by action without
643 meeting and such matter shall instead be addressed at a congregational meeting; and
- 644 4. For action to be taken without meeting, a vote shall pass or action shall be approved by a
645 majority of those members voting, provided that a quorum for such vote or action shall
646 only exist if at least one-fifteenth (1/15th) of the active members (as identified by the
647 Consistory on the date notice is provided to the members for such matter) submit a vote
648 or response.

649
650 If the proposed action is for Consistory, a Ministry Board or any other body with voting capacity
651 pursuant to these Bylaws, then the following procedures must be complied with:

- 652 1. All voting members must be provided with written notification (either by mail or e-mail
653 delivery) of the matter to be voted on or the action proposed for consent;
- 654 2. If any voting member notifies, in writing, the individual authorized to conduct a meeting
655 of such voting body of their objection to the vote or consent being obtained by written
656 consent within twenty-four (24) hours of such notification being sent, then the matter
657 shall not be voted on or consented to by action without meeting and such matter shall
658 instead be addressed at a meeting held for such voting body; and
- 659 3. For action to be taken without meeting, a vote must pass or action must be approved by a
660 two-thirds (2/3rd) majority of the voting members of such body.
661