

Amended Church Bylaws, January 24, 2021

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United Church Of Christ – Congregational Grinnell, Iowa

ARTICLE I - Name

The name of this Church is United Church of Christ – Congregational, Grinnell, Iowa.

ARTICLE II – Covenant

We covenant together and bind ourselves in the presence of God to walk together in God's ways made known or to be made known to us. Together we seek to discover the Word and Will of God. We subscribe to the Statement of Faith of the United Church of Christ. We will devote ourselves to the study, the practice, and the extension of the Christian faith. We will be loyal to this fellowship and help one another, support the work and attend the meetings of this Church, and in every way strive to make it a power in the service of God and all persons. (Adapted from the Salem Church Covenant, 1629)

ARTICLE III – Polity

This Church is a Local Church of the United Church of Christ, with privileges and responsibilities as described in the Constitution and Bylaws of the United Church of Christ.

ARTICLE IV - Membership

Sec I. Church membership is open to any person who acknowledges Jesus Christ as Lord and Savior, who is growing and maturing in the Christian faith, and who indicates a genuine desire to exercise the privilege and responsibility of membership. Full members may join this church by one of the following methods: Letter of transfer from another church, reaffirmation of faith, confession of faith and baptism, and confirmation of Christian faith.

Sec 2. Persons who have cause to retain membership in churches in other communities may be accepted as associate members for the duration of their residence in Grinnell. Associate members may vote at meetings of the Congregation, serve on the Governing Board, and exercise all other rights and responsibilities of membership, but are not counted in our annual report to the denomination,

Sec 3. Both full and associate members will normally make a public commitment to the Church through the Reception of New Members liturgy.

ARTICLE V - Organization

A. The Congregation

Members of this Church, desiring divine guidance and working to reconcile differences, together make up the Church in its witness and its mission. The government of the Church is vested in its members, gathered as the Congregation. To make the life of the Church effective and visible, the Congregation delegates governance authority to the elected Governing Board and management authority to the Pastor. To ensure wide participation in congregational decision-making and ministry work, the Governing Board appoints committees and task forces and the Pastor appoints staff members, volunteer leaders, and ministry teams.

B. Pastor

Sec 1. The Pastor serves as the spiritual leader of the Church, as its executive director, and as the primary leader of its spiritual, programmatic, and administrative work. The Pastor is a nonvoting member of the Governing Board and all committees and task forces, and the supervisor of all paid staff. In partnership with the Governing Board, the Pastor formulates goals for the Church and ensures compliance with Governing Board policies.

Sec 2. Call of the Pastor.

(a) When a pastoral vacancy occurs, the Governing Board must call a congregational meeting to elect a Pastoral Search Committee of 7 to 9 members. Nominations for the Pastoral Search Committee may be made by the Governing Board or, with the nominee's consent, from the floor.

(b) The Pastor is chosen and called according to the principles set forth in the *Manual on the Ministry—United Church of Christ* in its latest edition. When the Pastoral Search Committee has selected a candidate and reviewed its decision with the Governing Board, the selected candidate will be invited to preach in the Church and meet its members. There will be a Special Meeting of the Congregation to act upon a call to the Pastorate. The Governing Board must approve financial aspects prior to the call.

Sec 3. Termination of Pastorate. (a) Resignation. When a Pastor resigns, the Congregation will act upon such resignation at an Annual or Special Meeting. (b) Dismissal. A Pastor may only be dismissed by a majority vote at a Special Meeting of the Congregation. Prior

to calling such a meeting, the Governing Board must seek counsel from appropriate agencies of the United Church of Christ.

Sec 4. When the Church establishes a new Associate or Assistant Pastor position, or a vacancy occurs in an established position, the Governing Board and Pastor will jointly appoint a search committee to consider applicants and recommend a candidate. Upon nomination by the Pastor and endorsement by the Governing Board, the candidate may be called by the Congregation.

Sec 5. In the event of a temporary vacancy in the role of Pastor, the Governing Board may arrange for interim ministry, pulpit supply, or pastoral ministry as needed.

C. The Governing Board

Sec 1. The Governing Board has responsibility for facilitating congregational discernment about mission and vision, establishing strategic plans and goals, and working in partnership with the Pastor to ensure that Church resources are properly and effectively used for the fulfillment of its mission.

Sec 2. Members of the Governing Board are the Moderator as chairperson, Moderator-elect, Past Moderator, Treasurer, Clerk, and two Members at Large. The Pastor serves as a nonvoting, ex-officio member.

Sec 3. The Governing Board adopts policies to delegate authority, establish guidance and limitations, and provide for oversight of the work of the Church.

Sec 4. The Governing Board must annually present an operating budget for approval by the Congregation. Any deviation of more than 10% above the overall budgeted spending level for the year must be submitted to the Congregation for approval.

Sec 5. The Governing Board must meet at least nine times a year. Meetings may be called by the Moderator, the Pastor, or any three Governing Board members.

Sec 6. The Governing Board may appoint committees or task forces to advise and assist it in goal-setting, policy-making, and oversight, but not to manage or supervise Church staff or ministry teams.

Sec 7. The Governing Board may not buy, sell, mortgage, or transfer real property without prior approval by a two-thirds vote of the Congregation.

Sec 8. The fiscal year of the Church is the calendar year.

Sec 9. The Governing Board may remove an Officer or Governing Board member for misconduct by a vote of at least four Governing Board members after giving an opportunity for a fair hearing.

D. Officers

Sec 1. Officers of the Church are the Moderator-elect, Moderator, Past Moderator, Clerk, and Treasurer. The Moderator, Clerk, and Treasurer each must present a written report at every Annual Meeting.

Sec 2. The Moderator presides at meetings of the Congregation and Governing Board and serves as a delegate to the Iowa Conference of the United Church of Christ.

Sec 3. The Moderator-elect serves as Moderator when the Moderator is unable to do so, and performs such other duties as the Moderator or Governing Board may assign.

Sec 4. The Past Moderator helps to assure historic continuity and support to the Moderator and Moderator-elect, and performs such other duties as the Moderator or Governing Board may assign.

Sec 5. The Clerk gives notice of all business meetings of the Congregation, keeps an official record of all business conducted at meetings of the Congregation and Governing Board, records the names of all Church members with the times of admission and removal, the names of the baptized of the Church with dates of baptism, presents to the Annual Meeting a full report including a statistical record of the past year, and performs such other duties as the Moderator or Governing Board may assign.

Sec 6. The Treasurer supports fulfillment of the Governing Board's financial oversight responsibilities by working with the staff to ensure that appropriate financial reports are made available to Governing Board members on a timely basis, and performs such other duties as the Moderator or Governing Board may assign. The Treasurer is responsible for directing the annual financial audit or review, and therefore plays no direct role in financial management.

Sec 7. The Governing Board may require officers, staff, and others who act in behalf of the Church to give such bond as it deems necessary for the faithful discharge of their duties.

E. Outreach Ministries Committee

Sec 1. The Outreach Ministries Committee of Grinnell UCC-C will serve dual roles: Both as a standing committee under the supervision of the Governing Board with regard to financial stewardship of outreach funds, and also as a ministry team under the supervision of the Pastoral Staff with regard to mobilization of human resources.

Sec 2. The Outreach Ministries Committee, in collaboration with the Governing Board and Pastoral Staff, will consist of five to seven members, including a Moderator, Secretary and Treasurer, and two to four at-large positions, each serving two-year terms which can be renewed up to three times in accordance with Elections Bylaws as stated in Article IX, Sec. 4. The Moderator and/or other designated Board Member will be an ex officio member of the Committee and will attend meetings on an as needed basis. The Nominating Committee will assist in the recruitment and continued staffing of the Outreach Ministries Committee.

Sec 3. The Outreach Ministries Committee will submit a quarterly financial report to the Governing Board reflecting how funds were distributed during the quarter. The Committee will be guided by the mission based aspirational distribution guidelines as outlined in our “Governing Board Policy Book,” Section 4.7.

Sec 4. The Outreach Ministries Committee will as needed regularly submit a reflection/report to the Church Administrator for the church newsletter, typically monthly, and will submit and share an annual report with the congregation at the Annual Meeting. This will include reflections on how our activities are in line with our mission and specifically how we have been responsive to our continued commitment to racial, gender, sexual, environmental and economic justice and are proactive and creatively responsive to the needs within our local, denominational and global context.

Sec 5. The Outreach Ministries Committee will typically meet six times a year, with meetings scheduled on a recurring basis and as necessary in collaboration with the Governing Board Moderator and Senior Pastor.

Sec 6. The Outreach Ministry Committee members must comply with the same Conflict of Interest standards as Governing Board Members, as defined in section 1.4.2 of the “Governing Board Policy Book.”

ARTICLE VI – Endowment Fund

In order to provide members and friends of the Church with opportunities to extend indefinitely their lifetime stewardship; and in order to offer annual reminders to the Church family that they may support Christian ministries through planned giving; and in order to enlarge the ability of the Church to underwrite the extension of its stated goals, objectives, and purposes, the Church has established the Endowment Fund of United Church of Christ – Congregational, Grinnell, Iowa.

Sec 1. Purpose. The Endowment Fund consists of all funds held by the Church to produce long-term investment income, including all gifts restricted by the donor to the use of income only and funds designated as endowment by the Governing Board.

Sec 2. Gift acceptance. When the Church receives a major gift, the Pastor will bring it to the attention of the Governing Board, which will decide whether to place it into the Endowment. Both donor-restricted and unrestricted gifts may be accepted into the Endowment Fund.

Sec 3. The Endowment is managed by an Endowment Fund Committee of five members of the Congregation, elected by the Congregation to two-year terms. In addition, the Pastor and Moderator serve as non-voting, ex-officio members. At its first meeting after each Annual Meeting, the Endowment Fund Committee elects a chair from among its members. The Endowment Fund Committee must meet at least quarterly.

Sec 4. The Endowment Fund Committee works under the oversight and direction of the Governing Board, and must present a complete report of the Fund's status and activity to the Congregation at each Annual Meeting.

Sec 5. It is the sense of the Congregation, but not a limitation, that the principal amount of the Fund should be allowed to grow so it will not be diminished by inflation or consumption.

Sec 6. Notwithstanding any other provision of these Bylaws, or of instruments of transfer adding to the Fund, a three-quarters vote of, in order, the Endowment Fund Committee, the Governing Board, and the Congregation are required in order to modify any restriction or condition placed by a donor on the distribution of Funds; said vote of the above entities must find that such restriction or condition has become unnecessary, results in uses contrary to the expressed intent of the transferor, is incapable of fulfillment, is inconsistent with good stewardship, or is contrary to the mission of the Church.

Sec 7. The Governing Board, upon the recommendation of the Endowment Committee, shall determine a prudent percentage of endowment funds to be spent or transferred to operating funds in any year. It is recognized that a prudent spending policy will take into account the historical and expected total return of Endowment funds including both income and capital gains. Extraordinary spending requests in excess of the spending policy require a two-thirds vote of, in order, the Endowment Fund Committee, the Governing Board, and the Congregation.

ARTICLE VII – Affiliated Entities

A. UCC Community Preschool

The Grinnell UCC Community Preschool is a wholly-owned subsidiary ministry of the Church. Its purpose is to provide a warm, welcoming, nondenominational environment for young children to learn.

Sec 1. The Preschool is managed by a Preschool Board of seven to nine members, with two members elected by the Congregation.

Sec 2. The Preschool Board works under the oversight and direction of the Governing Board, and must present a complete report to the Congregation at each Annual Meeting.

B. Grinnell Children's Choir

The Grinnell Children's Choir is a wholly-owned subsidiary ministry of the Church. Its purpose is to provide a warm, welcoming, nondenominational environment for young children to participate in music education.

Sec 1. The Grinnell Children's Choir is managed by a Grinnell Children's Choir Board of seven to nine members, with two members elected by the Congregation.

Sec 2. The Grinnell Children’s Choir Board works under the oversight and direction of the Governing Board, and must present a complete report to the Congregation at each Annual Meeting.

ARTICLE VIII - Meetings

Sec 1. Annual Meeting. The Annual Meeting of the Congregation must take place within the first six weeks of each year. At this meeting, while reports on past activities will be received and recorded, the emphasis will be on planning for the future.

Sec 2. Special Meetings. A Special Meeting of the Congregation may be called by the Pastor, by the Governing Board, or by written request of ten members of the Congregation. The call to a Special Meeting must state the nature of the business to be considered, and no other business may be acted upon at the meeting.

Sec 3. Notice of Meetings. Notice of Annual and Special Meetings must be published by the Clerk at least two weeks in advance.

Sec 4. Quorum. At meetings of the Congregation, twenty percent of the members of the Congregation constitute a quorum. At meetings of the Governing Board and its committees, a majority of the voting membership constitutes a quorum. All meetings are open to participation by interested persons except when the body declares itself to be in executive session to consider confidential matters.

Sec 5. Voting. A majority vote is defined as approval by more than half of the members present and voting at a duly called meeting. A two-thirds vote is defined as approval by two-thirds or more of the members present and voting at a duly called meeting.

Sec 6. Parliamentary Procedure. All meetings will be conducted according to *Robert's Rules of Order* in its latest revised edition. An appropriate Parliamentarian, appointed by the Moderator, must be present at all meetings of the Congregation.

ARTICLE IX – Elections

Sec 1. Each year, a Nominating Committee of three to five members appointed by the Governing Board prepares a slate of nominees that reflects the Church’s commitment to intergenerational representation and participation.

Sec 2. The following positions are elected by majority vote at the Annual Meeting:

- The Moderator is elected for a three-year progression: one year as Moderator-elect, one year as Moderator, and one year as Past Moderator.
- The Treasurer is elected to a two-year term.
- The Clerk is elected to a two-year term.
- Governing Board members at large are elected to two-year terms on a schedule to be determined by the Governing Board.

- Members of the Endowment Fund Committee are elected to two-year terms on a schedule to be determined by the Governing Board.
- Church members on the Preschool Board and the Grinnell Children's Choir Board are elected to three-year terms on a schedule to be determined by the Governing Board.
- Church members on the Outreach Ministries Committee are elected to two-year terms on a schedule to be determined by the Governing Board.

Sec 3. The Governing Board may fill vacant positions in any congregationally-elected position until the next Annual Meeting when an election can be held to fill the position for the unexpired portion of the term.

Sec 4. Any person who has held three successive terms in any office becomes ineligible to be re-elected to the same office for one year.

ARTICLE X - Amendments

These Bylaws may be amended on the recommendation of the Governing Board by publishing the text of the proposed amendment(s) with a call to the Annual or a Special Meeting of the Congregation. Passage of such amendment(s) requires a two-thirds vote of the members present and voting.

At a duly called meeting of the Congregation on January 21, 2018, the following motion was adopted by a two-thirds vote of the members present and voting:

MOTION: To amend the Bylaws of the United Church of Christ – Congregational, Grinnell, Iowa, by replacing the last approved and published edition dated June 27, 2014 with the language set forth above.

The Endowment Fund was established in 1989 by a Resolution of the congregation, which provides special rules for its own amendment. Those rules were followed prior to this Meeting by the approval of a two-thirds vote, in order, of the Endowment Fund Committee, the Church Council (acting in its own capacity and as the Board of Trustees), and now a meeting of the Congregation. Once approved, Article VI of the Bylaws supersedes the Resolution and may be amended by the process set forth in Article X.

At a duly called meeting of the Congregation on January 24, 2021, the following amendments to the Bylaws were adopted by a two-thirds vote of the members present and voting:

Amendment #1 - Proposed Grinnell UCC Bylaws Amendment to Article VII:

- Purpose - To change Article VII from the heading “ARTICLE VII - PRESCHOOL” to the heading “ARTICLE VII – AFFILIATED ENTITIES” and for this ARTICLE VII to now include both of our Affiliated Entities - the UCC Community Preschool & the Children’s Choir.
- Proposed new wording for ARTICLE VII in the Bylaws:

ARTICLE VII – AFFILIATED ENTITIES

A. UCC Community Preschool

The Grinnell UCC Community Preschool is a wholly-owned subsidiary ministry of the Church. Its purpose is to provide a warm, welcoming, nondenominational environment for young children to learn.

Sec 1. *The Preschool is managed by a Preschool Board of seven to nine members, with two members elected by the Congregation.*

Sec 2. *The Preschool Board works under the oversight and direction of the Governing Board, and must present a complete report to the Congregation at each Annual Meeting.*

B. Grinnell Children’s Choir

The Grinnell Children’s Choir is a wholly-owned subsidiary ministry of the Church. Its purpose is to provide a warm, welcoming, nondenominational environment for young children to participate in music education.

Sec 1. *The Grinnell Children’s Choir is managed by a Grinnell Children’s Choir Board of seven to nine members, with two members elected by the Congregation.*

Sec 2. *The Grinnell Children’s Choir Board works under the oversight and direction of the Governing Board, and must present a complete report to the Congregation at each Annual Meeting.*

Amendment #2 - Proposed Grinnell UCC Bylaws Amendment to ARTICLE – IX ELECTIONS regarding election of Grinnell UCC members to the Grinnell Children’s Choir Board:

- Purpose - To add the words “and Grinnell’s Children Choir” to the last dot under Section 2 of Article IX Elections to clarify that the Grinnell UCC members of the Children’s Choir Board are elected in the same manner and with the same terms as are the members of the UCC Preschool Board.
- Proposed new wording for ARTICLE IX, Section 2. Final paragraph (final Dot) under Section 2 in the Bylaws, the words in **RED** are the new additions to this section:

ARTICLE IX - ELECTIONS

Sec 2.

- Church members on the Preschool Board *and the Grinnell Children's Choir Board* are elected to three-year terms on a schedule to be determined by the Governing Board.

Amendment #3 - Proposed Grinnell UCC Bylaws Amendment to ARTICLE – IX ELECTIONS regarding election of members of the Outreach Ministries Committee:

- Purpose - To add a paragraph (a new Dot) under Section 2 of Article IX to clarify the terms of the members of the Outreach Ministries Committee.
- Proposed new wording for ARTICLE IX, Section 2. Final paragraph (final Dot) added under the amended paragraph of Amendment #2:

Article IX – Elections – Final Paragraph to be Added

- Church members on the Outreach Ministries Committee are elected to two-year terms on a schedule to be determined by the Governing Board.

Amendment #4 - Proposed Grinnell UCC Bylaws Amendment to ARTICLE V regarding organizing principles of the Outreach Ministries Committee:

- Purpose - To add a new section “E.” under Article V to establish the organizing principles of the Outreach Ministries Committee.
- Proposed new wording for ARTICLE V, Section “E”. All to be added as Section E after Section D in ARTICLE V.

ARTICLE V - ORGANIZATION

E. Outreach Ministries Committee

Sec 1. The Outreach Ministries Committee of Grinnell UCC-C will serve dual roles: Both as a standing committee under the supervision of the Governing Board with regard to financial stewardship of outreach funds, and also as a ministry team under the supervision of the Pastoral Staff with regard to mobilization of human resources.

Sec 2. The Outreach Ministries Committee, in collaboration with the Governing Board and Pastoral Staff, will consist of five to seven members, including a Moderator, Secretary and Treasurer, and two to four at-large positions, each serving two-year terms which can be renewed up to three times in accordance with Elections Bylaws as stated in Article IX, Sec. 4. The Moderator and/or other designated Board Member will be an ex officio member of the Committee and will attend meetings on an as needed basis. The Nominating Committee will assist in the recruitment and continued staffing of the Outreach Ministries Committee.

Sec 3. The Outreach Ministries Committee will submit a quarterly financial report to the Governing Board reflecting how funds were distributed during the quarter. The Committee will be guided by the mission based aspirational distribution guidelines as outlined in our “Governing Board Policy Book,” Section 4.7.

Sec 4. The Outreach Ministries Committee will as needed regularly submit a reflection/report to the Church Administrator for the church newsletter, typically monthly, and will submit and share an annual report with the congregation at the Annual Meeting. This will include reflections on how our activities are in line with our mission and specifically how we have been responsive to our continued commitment to racial, gender, sexual, environmental and economic justice and are proactive and creatively responsive to the needs within our local, denominational and global context.

Sec 5. The Outreach Ministries Committee will typically meet six times a year, with meetings scheduled on a recurring basis and as necessary in collaboration with the Governing Board Moderator and Senior Pastor.

Sec 6. The Outreach Ministry Committee members must comply with the same Conflict of Interest standards as Governing Board Members, as defined in section 1.4.2 of the "Governing Board Policy Book."

Amendment #5 - Proposed Grinnell UCC Bylaws Amendment to ARTICLE VI – ENDOWMENT FUND, Section 7, regarding updating practices of the Endowment Committee:

- Purpose - To update section "7," under Article VI to current day endowment fund best practices. The below sentence with the strikethrough lines is the current version. The version in red is both current best practices for Endowment funds and is also congruent with the way our Endowment fund is currently functioning. This new wording will allow the Endowment Committee to continue using best practices and be in compliance with the bylaws.
- Proposed new wording for Section "7," ARTICLE VI. The struck-out version is the current wording that would be replaced by the red section below which is the proposed amendment to the Bylaws:

ARTICLE VI- ENDOWMENT FUND

~~Sec 7. Principal from the Fund may not be distributed unless extraordinary circumstances exist as determined by a two-thirds vote of, in order, the Endowment Fund Committee, the Governing Board, and the Congregation.~~

Sec 7. The Governing Board, upon the recommendation of the Endowment Committee, shall determine a prudent percentage of endowment funds to be spent or transferred to operating funds in any year. It is recognized that a prudent spending policy will take into account the historical and expected total return of Endowment funds including both income and capital gains. Extraordinary spending requests in excess of the spending policy require a two-thirds vote of, in order, the Endowment Fund Committee, the Governing Board, and the Congregation.