

**BYLAWS OF THE
FIRST CONGREGATIONAL CHURCH,
UNITED CHURCH OF CHRIST
OF PRESCOTT, ARIZONA, INC.**

revised January 23, 2022
revised January 31, 2021
revised January 28, 2018
revised January 26, 2014

ARTICLE I: NAME

The name of this church shall be The First Congregational Church, United Church of Christ, of Prescott, Arizona.

This church was organized September 29, 1880, under the name of First Congregational Church of Prescott. It was incorporated July 29, 1881, under the laws of the Territory of Arizona and again on October 21, 1957, under the laws of the State of Arizona. On October 7, 1960, it joined the United Church of Christ.

ARTICLE II: MISSION STATEMENT

To serve God with joy; listening, sharing, acting with compassion and fairness for all.

ARTICLE III: POLITY

First Congregational Church is a local church member of the United Church of Christ and is a member of the Southwest Conference.

This church acknowledges God as its head. In matters of faith and practice we look for guidance to the teachings of Jesus Christ and the Holy Scriptures, the traditions of the church, individual Christian experience, and the leading of the Holy Spirit.

We hold to the autonomy of the local church.

We seek unity within the diversity of all churches which seek to promote the Kingdom of God on Earth.

We share the vision of Christians, "That They May All Be One" in Christ.

ARTICLE IV: FAITH AND COVENANT

FAITH

This church affirms that members in the United Church of Christ are granted the freedom to live and enact behavior consistent with their understanding of the Christian faith. We

acknowledge that God speaks through each individual, and the voice of God is always tested in Community under the guidance of the Holy Spirit.

COVENANT

As a member of the United Church of Christ, we relate to the various representations of the United Church of Christ in a covenantal manner. We will seek God's will and be faithful to God's mission, attending to our responsibilities in relation to individuals and ministries within our church and the United Church of Christ. As members of the Body of Christ, each member is called to honor and respect the work and ministry of each other part. Each member of the church listens, hears, and carefully considers the advice, counsel, and requests of others. In this covenant, we seek to walk together in all God's ways.

ARTICLE V: MEMBERSHIP

This church welcomes into its fellowship any person who subscribes to the teachings of Jesus Christ. Membership is open to all without regard to age, race, gender, sexual orientation, ethnicity, gender identity, faith, marital status, and personal ability. Members may participate in any activity of this church and may serve in an elected or appointed position of leadership. Members have the right to vote at any Annual or Special Meeting.

Membership may be determined as follows:

1. By satisfactory and public profession of the Christian faith as evidenced by the covenant of this church with the United Church of Christ.
2. By the rite of Confirmation in this church.
3. By a letter of transfer from another Christian Church.

Members covenant to participate fully in the life of the congregation by:

1. Attending worship,
2. Celebrating Communion,
3. Seeking to learn about and understand Holy Scripture and its implications for our lives as Christians,
4. Sharing time and talent dedicated to church work,
5. And supporting the financial and spiritual welfare of the membership and community to the best of their ability.

Full rights and privileges of membership are granted to those members wishing to retain membership with other Christian Churches. Members shall be granted, on request, a letter of transfer to another church. Church membership rolls will be updated periodically by members of the Cabinet.

We recognize as friends those who are active in the life of First Congregational Church, but who choose not to join as members. They share fully in the spiritual life of this church and may participate in all its programs and activities. Friends may serve with the Ministries but are ineligible to serve on the Cabinet or be elected an Officer. Friends are also granted the privilege of voice without vote at any Annual or Special Meeting.

ARTICLE VI: GOVERNANCE

The Governing Body of this church shall be its active members assembled in an Annual or Special Meeting. It is the covenantal responsibility of each member to attend congregational meetings. The Congregation shall meet at least once annually, normally in January, to conduct church business. The date and place shall be determined by the Cabinet. Notice of the meeting and its purpose must be mailed or emailed to all church members at least two weeks before the date of the meeting and the meeting must be announced from the pulpit during all services on two successive Sundays prior to the meeting. Special Meetings may be called by either of the Co-Moderators as needed or may be called by the Co-Moderators following the procedures of the Church Relations Committee or as directed by the Church Cabinet.

It shall be the prerogative of the members, in any Annual or Special Meeting, to decide such questions as buying and selling of real property; major building projects; the Call of a Minister; the election of members to the Cabinet, Ministries and Committees; the approval of the Annual Budget and other prerogatives as deemed necessary. The Annual Meeting shall receive and review annual reports from the Minister, Officers, Ministries, Auxiliary Organizations and Foundation. All meetings of the church shall be conducted in an orderly, respectful, and civil manner, optionally using *Robert's Rules of Order Newly Revised*. A quorum shall consist of an assembly of thirty percent (30%) of the membership. The vote of a majority shall be the action of the church, unless otherwise stated in these bylaws.

The administrative authority of the church is vested in the Cabinet. The Cabinet shall act as a Board of Directors of the church, whose general powers are to act for the membership between congregational meetings. The Cabinet shall make all major decisions concerning the overall welfare of the church except those which are the prerogative of the members.

ARTICLE VII: CABINET

The Cabinet shall be composed of the Officers of the church, the Minister, a representative from each Ministry, and Members-at-Large. The Cabinet shall meet monthly unless otherwise scheduled and the meeting dates shall be recorded on the Church Calendar. A quorum of fifty percent (50%) must be present. Regular cabinet meetings are open. All decisions and actions of the Cabinet will be published and made available to the congregation. Discussions conducted during executive session shall be held in confidence. The powers and responsibilities of the Cabinet include, but are not limited to, the following:

1. Decide policies relative to all church activities and use of church property based on recommendations from appropriate Ministries, Committees, or Auxiliary Organizations.

2. Act upon the recommendations presented by Ministries, Committees, and Auxiliary Organizations.
3. Review and act upon all Ministry and Committee appointments made by the Co-Moderators.
4. Have the authority to remove and replace Cabinet, Ministry and Committee members by a majority vote of the Cabinet.
5. Recommend to the membership an Annual Church Budget, including salary recommendations for clergy and non-clergy staff.
6. Monitor all major expenditures made by the Treasurer, Ministries, and Committees and ascertain that such expenditures conform to the limits expressed in the Budget approved by the membership.
7. Review and act upon expense items, including contractual obligations, of \$500 or more not authorized in the Budget and any item of capital improvement or equipment not designated in the Budget that exceeds \$1,000.
8. Hold, manage, negotiate and invest any non-real assets or securities held by the church.
9. Recommend to the membership the purchase or sale of real property. The Cabinet may not make any commitment on the ownership of any church real property without the authority of two-thirds of the members who are present at the Annual Meeting or in a duly authorized Special Meeting.
10. At the Cabinet's discretion, appoint an auditor or audit committee to audit the financial books and records of the church. The auditor's report shall be submitted to the Cabinet.
11. In cooperation with the Southwest Conference, select and employ an Interim Minister when necessary.
12. Authorize any solicitation of gifts on behalf of the church and determine whether or not gifts offered to the church should be accepted.
13. Act as steward of all monies given to the church as memorials and determine the activities and projects on which memorial funds may be expended.
14. Determine the quorum to be required at an Annual or Special Meeting. In no case shall the quorum be less than thirty percent (30%) of the membership. The Cabinet will determine the use of absentee ballots and will establish whether the quorum includes those members represented by absentee ballots; this information shall be included in the mailed notice and the two stipulated announcements.

ARTICLE VIII: OFFICERS AND MEMBERS-AT-LARGE

The Officers of the Church shall consist of the Co-Moderators, Treasurer, and Clerk. The Officers and Members-at-Large shall be elected by the membership at the Annual

Meeting. To qualify for election as an Officer or Member-at-Large an individual shall have been an active member of the church for at least one year. Exception to this may be made by a majority vote of the Cabinet. The Cabinet Members shall perform their duties as volunteers and are encouraged to serve as long as they feel called.

The church shall indemnify any and all current or former leaders of the church against any expense incurred by them, for any actions or omissions committed or alleged to have been committed by them, while acting within the scope of their association with the church, where such indemnification is allowed or required by law.

Such expenses may include, but shall not be limited to, legal fees, judgments, penalties, fines, settlements, and other expenditures arising from court actions. Payment under this Article is contingent upon determination by the Cabinet that the individual involved acted in good faith and without fraudulent or criminal intent with regard to the matter involved.

CO-MODERATORS

The Co-Moderators shall serve staggered terms of two years each. At the Annual Meeting in January 2018, the currently serving Moderator shall continue in office as Co-Moderator for one year and an additional Co-Moderator shall be elected for a two-year term. At each subsequent Annual Meeting, the Church members shall elect a Co-Moderator to replace the Co-Moderator who is completing his/her term of office. The duties and responsibilities of the Co-Moderators include, but are not limited to the following:

1. Preside at all Cabinet Meetings.
2. Recommend the formation of Committees, as needed.
3. Appoint non-elected Ministry members as necessary, with Cabinet approval.
4. Communicate regularly with the Minister.
5. Participate, without vote, as ex officio member of all Ministries.

CLERK

The Clerk shall serve for two years. Exception to this may be made by a majority vote of the Cabinet. The duties and responsibilities of the Clerk include, but are not limited to, the following:

1. Record business of Annual or Special Meetings and meetings of the Church Cabinet. All such minutes shall be distributed to each Cabinet member and the Minister and made available to the congregation.
2. Maintain a register of the membership; maintain a record of baptisms, weddings, memorial services, and funerals.

3. Preserve and file all communications, documents, and written official reports.
4. Issue letters of transfer of membership; and inform the Cabinet of any changes in membership.

TREASURER

The Treasurer shall serve for two years. Exception to this may be made by a majority vote of the Cabinet. The Treasurer shall assist in the creation of the Church Budget and maintain a full and accurate account of all funds received, disbursed, or invested in the name of the church. The Treasurer is responsible for the timely submission of regulatory filings.

MEMBERS-AT-LARGE

A Member-at-Large shall serve for one year. Members-at-Large shall maintain open dialogue with members of the Congregation and report to the Cabinet. Up to three Members-at-Large shall be elected by the members at the Annual Meeting.

ARTICLE IX: MINISTRIES

The policies and operations of the church shall be administered by the Ministries. The Ministry members shall be appointed by the Cabinet at the recommendation of the Nominating Committee. A Ministry representative to the Cabinet shall be selected by the Ministry members. Each Ministry shall be responsible for its own standard operating procedures. Each Ministry shall present to the Cabinet their proposed budgetary needs for each coming year. All those who serve with any Ministry shall perform their duties as volunteers and are encouraged to serve as long as they feel called.

The Ministries of the Church shall consist of Ministry of Called to Care, Ministry of Welcoming, Ministry of Physical Resources, Ministry of Education, and Ministry of Outreach.

MINISTRY OF CALLED TO CARE

The Ministry of Called to Care is called upon by Jesus to provide pastoral care and visitation with Holy Communion. The Ministry will provide for inclusive practical needs, comfort and prayers in the congregation and the world as shown by Jesus' leadership. Members will be trained with the UCC Called to Care Training Manual and commissioned by the minister in a worship service to serve Holy Communion as pastoral caregivers under the minister's guidance.

MINISTRY OF WELCOMING

The purpose of the Ministry of Welcoming is to give all who enter this building Jesus' love. We welcome everyone: visitors, regular attendees, members, and those who grew up in the church family. Greeters, ushers, clergy, staff, and the people of the church are part of the welcoming team. The Ministry is responsible for the appearance of the sanctuary.

MINISTRY OF PHYSICAL RESOURCES

The Ministry of Physical Resources is responsible for maintaining, preserving, and improving the church facilities and grounds. The Ministry shall provide a safe and comfortable environment, taking into account cost and energy use. Those who serve with this Ministry shall be known as Trustees. The Cabinet representative of the Ministry of Physical Resources shall serve as a director on the Foundation board.

MINISTRY OF EDUCATION

The Ministry of Education shall establish, with the participation and input from the Minister, a program of education that will provide a broad range of topics and opportunities for spiritual growth. The Ministry will plan events to learn more about faith in God by emphasizing and supporting the United Church of Christ's theology and doctrine of tolerance and progressive faith.

MINISTRY OF OUTREACH

The Ministry of Outreach embodies the Mission Statement of First Congregational Church, United Church of Christ. Outreach will occur in any area of need, including local, national, international and denominational collections and projects, according to the recommendations of the Ministry group.

ARTICLE X: COMMITTEES

The Committees of the Church shall consist of, but not be limited to, Church Relations Committee, Nominating Committee, Stewardship Committee, and Finance Committee. Committees and their members shall be appointed by the Cabinet as needed. All those who serve with any Committee shall perform their duties as volunteers, and are encouraged to serve as long as they feel called.

CHURCH RELATIONS COMMITTEE

The Church Relations Committee seeks to ensure that communication between the congregation, the Cabinet and the Minister occurs in confidentiality, with congeniality and utilizing conflict resolution practices where necessary. Members of the Church Relations Committee shall report to the Cabinet monthly. All parties are encouraged to seek out members of this Committee to air grievances, to seek counsel and to offer praise regarding work done by the Clergy on behalf of the congregation.

The Grievance Procedure, as outlined in the Standard Operating Procedures for the Ministry of Church Relations, shall be initiated by the Church Relations Committee, reviewed by the Cabinet, and followed by the members. The Standard Operating Procedures for the Church Relations Committee is on file in the church office.

NOMINATING COMMITTEE

The Nominating Committee meets annually and offers recommendations for vacancies among the church leadership. The duties and responsibilities of the Nominating Committee shall be as follows:

1. Prior to the Annual Meeting, this Committee shall submit a slate of nominees for vacancies among leadership of the church and the Foundation, except as otherwise provided in these Bylaws. Nominations shall be made with acquiescence of the person to be nominated. In all instances, an effort shall be made to match the ability of the nominee to the requirements of the elected office.
2. Nominations by the Committee shall not preclude nominations from the floor, providing the individual so nominated has submitted a written or oral acceptance of this nomination.

STEWARDSHIP COMMITTEE

The duties and responsibilities of the Stewardship Committee shall be to publicize and facilitate a stewardship program which will encourage the membership to engage actively to meet the financial and participatory needs of the church.

FINANCE COMMITTEE

The Finance Committee consists of Treasurer, Bookkeeper, Financial Secretary, and money counters. The Financial Secretary will:

1. Receive an accounting of the weekly offering of the church and credit each contributor with the amount paid.
2. Prepare a monthly report to the Cabinet, and an Annual Report.
3. Prepare and distribute quarterly statements of contributions paid by members.
4. Receive an accounting of and record all other donations received in the name of the church.
5. Hold all donations in the strictest confidence.

ARTICLE XI: MINISTER AND STAFF

MINISTER

The Minister may be an Ordained Minister or Licensed Minister authorized for ministry in the Southwest Conference of the United Church of Christ.

The terms of office for the Minister will be defined in the Minister's Call Agreement. The duties and responsibilities of the Minister may include, but are not limited to, the following:

1. Be the preacher and teacher for this congregation. The Minister shall be responsible for all the worship services of this church, and shall provide biblical, theological, historical, and denominational counsel for all phases of this church's life.
2. Administer the sacraments; provide pastoral care and offer guidance and spiritual nurture to church members.
3. Be counselor and consultant to all church officers, the Church Cabinet, all Ministries and Committees, and other groups, in the formulation and implementation of church vision, policy, goals and programs.
4. Promote and encourage maximum participation by the members, and act as the primary spokesperson within this church and the community.
5. Be an ex officio member of church Ministries and Committees.
6. Serve as a director on the Foundation board.
7. Participate, in cooperation with the Cabinet, in hiring, evaluating, and terminating non-clergy church staff.
8. Be the head of the staff, having necessary authority to manage, deploy, supervise, and coordinate the administration of this church.

EMPLOYMENT PROCEDURES

When a Minister vacancy occurs, a Ministerial Search Committee shall be appointed by the Moderator, subject to the approval of the Cabinet. The Moderator shall convene the Committee, shall be an ex officio member (without vote), and shall designate one member of the Committee as its chairperson. The Committee shall develop (or update) a descriptive profile of the church and the community and the candidate qualifications desired by the congregation. The Committee shall seek the counsel of the Conference Minister. The Committee shall explore all reasonable avenues to find and solicit candidates, evaluate their merits, and conduct interviews. Final selection of the nominee shall require an affirmative vote by the majority of the Committee Members. The terms of the Call shall be submitted to the Cabinet for approval. The nominee shall be presented to the membership by the Search Committee for vote. All activities of the search committee require absolute confidentiality.

The church may call a Minister for either a definite or an indefinite period. The church may vote upon the issue of calling a minister at either a Special Meeting, or at the Annual Meeting. In either case, notice of the meeting and its purpose must be mailed to all church members at least two weeks before the date of the meeting and the meeting must be announced from the pulpit during all services on two successive Sundays prior to the meeting. The Church Cabinet shall determine the quorum to be required at such a meeting. In no case shall the quorum be less than thirty-five percent (35%) of the membership. The quorum includes those members present and those represented by absentee ballots.

This information shall be included in the mailed notice and the two stipulated announcements. The affirmative vote of two-thirds of the voting members shall be required to call a minister. Voting shall be by secret ballot, including absentee ballots.

PERFORMANCE REVIEW

Review of the Minister's performance, grievances, and consideration of salary adjustments shall be the responsibility of the Cabinet. Performance review shall be conducted at least annually, or as needed.

TERMINATION

The Minister may terminate employment by giving sixty (60) days notice.

The membership may terminate the employment of the Minister by a vote of the membership, following the same procedure as indicated for calling the Minister. In the event of termination by the membership, the Minister shall vacate the office immediately, and shall receive termination pay consisting of normal salary and benefits, but not expenses, for a period of time as stated in the employment contract. The duration of termination pay shall not exceed 60 days after notification of termination. Should the Minister receive salary and benefits from new employment prior to the end of the 60-day period, the termination pay shall cease at that time.

CLERGY STAFF

Clergy Staff shall include those who are called by the church as Associate or Assistant Ministers. Procedures for Employment, Performance Review, and Termination shall be the same as for the Minister.

OTHER STAFF

All non-clergy staff members shall be subject to the job description and terms of employment as drawn by the appropriate Ministries in conjunction with the Minister and approved by the Cabinet. Non-clergy staff may include, but are not limited to: Christian education teachers, music director, office administrator, organist, custodian, child care provider and any other staff positions which may become necessary to overall church function.

ARTICLE XII: AUXILIARY ORGANIZATIONS

The Cabinet may authorize and support the existence of Auxiliary Organizations in church life. While not represented in the Cabinet, Auxiliary Organizations shall follow the policies and procedures of the Ministries of this church and may be disbanded by the Cabinet through cause or at their own request.

ARTICLE XIII: DELEGATES AND REPRESENTATIVES

To support the work and mission of the Southwest Conference and the wider church, this church may appoint or recruit delegates or representatives as needed for Southwest Conference business.

The expenses of the delegates shall be paid by the church.

ARTICLE XIV: AMENDMENTS OR REVISIONS

These Bylaws may be amended or revised at any Annual or Special Meeting by a two-thirds vote of the members present.