

**BYLAWS OF
THE FIRST CONGREGATIONAL CHURCH OF WAUWATOSA**

Revised January 2011

**ARTICLE I.
MEMBERSHIP**

A. MEMBERSHIP CATEGORIES, QUALIFICATIONS, REMOVAL, ROLLS

1. MEMBERSHIP CATEGORIES AND QUALIFICATIONS: Membership in this Church shall consist of two categories: Active and Inactive.

a. An Active Member is one who has been approved for Membership in this Church by the Board of Deacons, and not designated an Inactive Member. Such approval shall be based upon affirmation of the Purpose and ownership of the Covenant. There are four levels of active membership:

i) Active Member, one who has met all the requirements for membership and is actively engaged in the life and support of this Church through honoring the Covenant obligation of worship, spiritual growth, service and stewardship of time, talent and treasure;

ii) Active Member (student/military), one who has joined this Church and is engaged in a program of full-time study at the secondary or post-secondary level; or who is enlisted and engaged in active duty service in the Armed Services of the United States – those considered in this class, while retaining all rights and privileges of membership, will not be numbered in the ‘Active’ category;

iii) Senior Active Member, one who has joined this Church and now, due to physical location or reasons of health, can no longer meet the requirements of Active Membership. One who holds this status is considered a Member for Pastoral Care purposes, but is not numbered among the Active Membership.

iv) Associate Membership, a fourth level of Membership, may be granted by the Board of Deacons to one who holds Membership in another Church, but wishes to be identified as being in covenant relationship with this Church and its work. Those in this category of membership are not numbered among the Active Membership, but may share in all the privileges of Active Membership as determined by action of the Deacons.

b. An Inactive Member is a former Active Member:

i) Whose address has been unknown for two years; or

- ii) Who, in spite of kindly reminders, has not, for a two-year period, participated in the services of worship or the organized work of this Church, or contributed to its support or otherwise shown an interest in this Church; and
- iii) Who has been designated an Inactive Member by the Board of Deacons.

An Inactive Member may be restored to the roll of Active Members by the Board of Deacons.

- c. Active Members are expected to do what is in their power to further the spiritual well being of themselves, the congregation, the community, the state, the nation, and the world. As a result, the following list identifies expectations of Active Members :
 - i) Attend the services of this Church on a regular basis;
 - ii) Provide financial support to this Church and its mission activities;
 - iii) Participate in the organized activities of this Church, especially those related to faith formation and fellowship;
 - iv) Assist in caring for the spiritual well being of the congregation and the community;
 - v) Show care to the poor, sick and sorrowing people whose plight comes to the attention of this Church;
 - vi) Invite new individuals and families to participate in the life and fellowship of this Church; and
 - vii) Volunteer to serve on the Church Council, Boards, and Committees of this Church or to participate in short term project ministries.

2. REMOVAL FROM MEMBERSHIP: Membership in this Church shall cease:

- a. Upon transfer or voluntary termination;
- b. At death;
- c. After three consecutive years as an Inactive Member; or
- d. Upon the affirmative vote of two-thirds (2/3) of the Active Members present at a Membership Meeting to which a recommendation of the Board of Deacons for such termination has been presented.

3. ROLLS: The Board of Deacons shall be responsible for the maintenance of membership rolls, to be revised annually.

B. MEMBERS' POWERS AND AUTHORITY

The Active Members shall have sole authority to approve the annual budget, to elect the Church Council, members of five Boards; the Officers (except those filling unexpired terms); three members of the Nominating Committee; five members of the Personnel Committee; to call or authorize Ministers; to amend these Bylaws; and to vote at Regular or Special Membership Meetings (collectively referred to as "Membership Meetings").

C. MEETINGS

1. REGULAR MEETINGS OF THE MEMBERSHIP:
 - a. The Church shall have an Annual Meeting, to be held on a Sunday in January of each year. At such Meeting, the Active Members shall elect nominated Board and Committee Members and approve a budget for the ensuing fiscal year. They may also take such other action as they deem appropriate and proper.
 - b. The Church shall have a Program Meeting to be held on a Sunday in September of each year. At such Meeting, the Active Members shall review the program of the Church, including benevolences and stewardship, for the ensuing year and take such other action as they deem appropriate and proper.
2. SPECIAL MEETINGS OF THE MEMBERSHIP: The Church may have a Special Meeting for any purpose relevant to the Church, upon the call of the Church Council or written petition to the Clerk signed by 50 Active Members.
3. NOTICE: Notice of a Regular Meeting of the Membership shall be published in the Church Newsletter and the Church website. It shall also be announced from the pulpit at least two times, the first in all cases being at least four weeks prior to the Meeting. A notice of at least two weeks shall be published and announced for any "Special Meeting". "Special Meetings" include the calling of a Senior Minister, changing the Bylaws, other topics as needed. In the event of a proposed change in Bylaws, proposed amendments must be made available for review by Active Members a minimum of two weeks in advance.
4. QUORUM: Five percent (5%) of the Active Members shall constitute a quorum for the transaction of business at a Membership Meeting.
5. MEETING PROCEDURE:
 - a. Membership Meetings shall be called to order by the Moderator or, in the Moderator's absence, the Vice Moderator acting as Moderator pro-tem. If neither is present, any Active Member of the Church may call the Meeting to order for the election of a Moderator pro-tem by majority vote.
 - b. Order of Business:
 - i) Regular Meetings
 - (a) Invocation
 - (b) Reports and action by the Membership
 - (c) Unfinished Business
 - (d) New Business

- (e) Benediction
 - ii) Special Meetings
 - (a) Invocation
 - (b) Reading of call for Special Meeting
 - (c) Action on Business of Special Meeting
 - (d) Benediction
 - c. Appropriate Rules of Order, as determined by the Presiding Officer, shall govern the conduct of all Membership Meetings.
- 6. ELECTION PROCEDURES:
 - a. All Officer, Church Council, Committee, Board, and Ministerial positions shall be held by Active Members.
 - b. All Officers, directly elected Church Council members, Board members, and directly elected Nominating Committee members, five at-large Personnel Committee members shall be elected at the Annual Meeting.
 - c. Names of candidates nominated by the Nominating Committee for positions to be filled at the Annual Meeting shall appear in the notices of the Meeting published to the Membership.
 - d. Additional nominations for any such positions may be made only by petition, signed by ten (10) Active Members and filed with the Clerk at least two (2) weeks in advance of the Election Meeting; and they shall be published to the Membership at least one (1) week prior to the Meeting.
 - e. Voting shall be by ballot in event of contest.
 - f. No nomination may be presented at an Annual Meeting unless the nominee shall have consented to serve if elected.
 - g. Terms of Officers, Church Council members, Board members, directly elected Nominating Committee and Personnel Committee members shall commence at noon on the first Sunday in March and shall terminate on proper installation of their successors, resignation, or cessation of Membership.
 - h. If any Officer position, except the Vice Moderator and Moderator, or any Board or Church Council or directly elected Nominating Committee or Personnel Committee position becomes vacant between Election Meetings, the Church Council, after consulting the Nominating Committee, shall fill the vacancy by an interim appointment until the next Election Meeting.
- 7. RECALL PROCEDURES: Any Officer, member of the Church Council, Board member, or directly elected Nominating Committee or Personnel Committee member may be recalled at a Special Meeting by a vote of two-thirds (2/3) of the Active Members present.
- 8. VOTING BY PROXY: Voting by proxy shall not be allowed in any Church election.

**ARTICLE II.
GOVERNANCE**

A. CHURCH COUNCIL

Except as reserved to the Boards, the Church Council shall be responsible for all matters of the Church when a Membership Meeting is not in session.

1. COMPOSITION: The Church Council shall consist of the following members, each of whom shall have one (1) vote:
 - a. The Moderator, Vice Moderator, and immediate Past Moderator;
 - b. The Chairperson or, in the Chairperson's absence, the Vice Chairperson from each Board;
 - c. Four (4) members-at-large elected at an Election Meeting.
2. TENURE: At-large Members shall be elected for a two (2) year term, said term being renewable for one additional year. The member at large shall not serve for more than three consecutive years, unless permission to do so is granted by the Nominating Committee.
3. DUTIES AND RESPONSIBILITIES: The Church Council shall have the following duties and responsibilities:
 - a. Coordinate the overall Church program and policy, and resolve matters of overlap or conflict between two or more Boards, Committees, or Officers;
 - b. Present at each Program Meeting a comprehensive program for the coming year and an updated Long Range Plan;
 - c. Approve and present a budget for approval at each Annual Meeting;
 - d. Report at each Program Meeting on work accomplished in all aspects of the Church program;
 - e. With the advice of the Board of Trustees, approve the purchase, sale, or mortgage of real property, the annual audit, and investments of the Church;
 - f. Keep minutes in writing of its deliberations and determinations.
4. MEETINGS: The Church Council will meet upon the call of the Moderator or twenty-five percent (25%) of its members. A quorum for all business shall be a majority of the members of the Church Council. The Moderator or, if absent, the Vice Moderator, shall preside at all meetings. The Church Council shall meet at least nine (9) times per year.

B. BOARDS

There shall be five (5) Boards, officially known as the Board of Trustees, the Board of Stewardship and Benevolence, the Board of Deacons, the Board of Christian Education, and the Board of Fellowship and Membership.

Boards are accountable for the conduct and completion of all specifically assigned responsibilities. However, all functions and tasks should not be performed exclusively by

current Board members. Boards are encouraged to enlist the support of members for projects and events on an as-needed basis. The purpose of this is to increase the number of members of the church who serve.

The Church Council may recommend changes, in number or makeup of members, of any Board or Committee. Such recommendations must be approved by Active Members at the Annual Meeting.

1. BOARD DESIGNATION AND RESPONSIBILITIES:

- a. The **Board of Fellowship and Membership** shall consist of seven (7) members. It shall be responsible for the fellowship programs of the Church. These include reaching out to new and prospective members and planning fellowship activities. Additionally, this Board, along with the Staff, will be responsible for identifying and tracking members' specific areas of interest in donating their time/talents.
- b. The **Board of Stewardship and Benevolence** shall consist of six (6) members. The duties of this Board shall be to promote among the Members the systematic and proportionate giving of time, talent, and possessions. It shall be responsible for the raising of funds to maintain the annual operating budget, including organizing and soliciting annual pledge support and engaging in the maintenance of the individual Member pledge commitments. It shall direct benevolent projects of the Church itself, and seek out and encourage means of expanding the Christian service of the Church beyond its own membership. Funds collected or allocated for benevolent purposes (special offerings) shall be disbursed only upon the authority of this Board, and a list of current benevolent projects and their respective funding shall be presented annually.
- c. The **Board of Deacons** shall consist of a total of six members (6). It shall have particular responsibility for all matters relating to the spiritual interests of the Church. These include all matters relating to the service of worship including music, pulpit supplies, ushers, greeters, assisting in the sacraments, and the Church rolls. This Board administers the congregational caring ministry programs of the Church through program development and coordination. This includes providing the appropriate emotional, spiritual, and physical support and nurture of members and inter-personal relationships.
- d. The **Board of Christian Education** shall consist of six (6) members. It shall be responsible for all matters relating to the educational programs of the church. These include formulating and administering Sunday School, Youth, and Adult Education. This Board shall have the authority to appoint and dismiss teachers.

- e. The **Board of Trustees** shall consist of nine (9) members. It shall exercise all statutory powers and duties with respect to Church property and secular business matters. It shall have no power to buy, sell, or mortgage real estate without specific authority being granted by vote of the Membership. It shall manage and safeguard the funds of the Church, designate depositories, authorize routines for approval and the Treasurer, auditor, and present the annual review to the Church Council prior to the Annual Meeting. It may, upon receiving Church Council approval, invest reserve funds and establish separate foundations or trusts for specific purposes and name the trustees therefore.

2. BOARD ELECTIONS, OFFICES, AND PROCEDURES:

- a. Each Board shall be composed of Active Members elected for two (2) year terms, said term being renewable for one additional year. A Board member may be elected to a maximum of three (3) successive years on the same Board. The Nominating Committee may waive the three year limit. The decision to waive the three year limit should consider the need for new members to serve on that board.
- b. Each Board shall include, in an ex-officio capacity without vote, the member or members of the Ministers or staff who are most closely associated with the function of the Board. The ex-officio members are expected to attend all regular meetings of those Boards to which they belong. Additionally, each Board shall include, in an ex-officio capacity without vote, the immediate past Chairperson of that Board who will avail him/herself to the Board as an as-needed advisor and will not be required to attend regular meetings of the Board they are advising.
- c. Each Board shall hold at least six (6) meetings during the year to accomplish its stated purposes. In addition to regularly scheduled meetings, special meetings may be called at any time by the Chairperson or any three members, upon notice.
- d. Each Board shall elect from among its membership a Vice-Chairperson and, if need be, a Chairperson. It is presumed that the Chairperson will be the individual that served as the Board Vice-Chairperson in the previous year.
- e. A Board quorum shall consist of 50 percent or more of the voting members of the Board.
- f. The Chairpersons and Vice Chairpersons of the Boards shall serve as representatives and alternates to the Church Council.
- g. Each Board shall keep minutes in writing. Copies of the minutes shall be furnished to each member of the Board and to the Church Council via the Church Office.

- h. Upon request of the Moderator or the Church Council, each Board shall submit, in writing, a statement of its goals, programs, and activities for the ensuing year.
- i. Annually, at a date determined by the Church Council, each Board shall submit to the Budget and Finance Committee an itemized budget of proposed expenditures for the next year.
- j. As a guide for carrying out their duties and preserving their experience, all Boards shall maintain an official Manual of Procedure. The Manual shall be subject to Church Council approval. A master copy of the Manual of Procedure shall be kept in the custody of the Clerk.
- k. Boards may recommend to the Church Council removal of any member who consistently fails to meet the responsibilities of commitment to duties, attendance at meetings, or participation in activities. Upon approval of removal by the Church Council, the vacancy created shall be filled by the Nominating Committee.

C. COMMITTEES

All Committees and their members, except the Executive Committee, shall be advisory to, supervised by, and serve at the pleasure of the Church Council, except as otherwise set forth in these Bylaws.

1. STANDING COMMITTEES OF THE CHURCH COUNCIL: The following Committees of the Church Council, and their Chairpersons, shall, unless otherwise indicated, be appointed by the Moderator within 30 days after taking office subject to ratification by the Church Council.

All members of standing Committees shall be Active Members and shall serve annual terms up to a maximum of three (3) successive years except as otherwise provided by these Bylaws.

- a. The **Executive Committee** shall consist of the following five (5) members: Moderator as Chairperson, the Vice Moderator as Vice Chairperson, the Past Moderator, and the Chairpersons of the Board of Deacons and the Board of Trustees.

It shall be the function of this Committee to advise the Moderator and take emergency action with respect to urgent matters arising before a Church Council meeting can be called. It shall have all powers of the Church Council between meetings, except as limited by the Church Council or these Bylaws.

- b. The **Budget and Finance Committee** shall consist of seven (7) members, two (2) of whom shall be the Vice Moderator as Chairperson, and the Treasurer. Other members of this Committee include the chairpersons from the Board of Stewardship and Benevolence, the Board of Trustees, , the Personnel Committee, and two at-large Church Council appointed by the Moderator.

The Committee shall be responsible for the preparation of the proposed annual Church budget, and for long-range financial planning relative to both operating and capital funds. Specifically, the Committee will do

two (2) year forecasting and will convene in the fourth quarter of each fiscal year to prepare the proposed budget for the following year.

- c. The **Personnel Committee** shall consist of seven (7) members which include the Moderator, the Vice Moderator and five elected members, two of whom must have served as a Moderator or chair of Trustees or Deacons. The Chairperson shall be appointed by the Moderator.

The purpose of this committee is to maintain a supportive working relationship with the ministers, and other staff members, assist them to evaluate the fulfillment of their calling, and nurture the relationships between them and the congregation. It shall advise the Church Council on all matters pertaining to personnel, whether volunteer or paid, and on the terms and conditions of their service; and shall furnish personnel information to all Officers and Board Chairpersons, and to the Nominating Committee. It shall make recommendations to the Church Council on all matters of administrative personnel procedure and policy. All Personnel Committee members shall serve for a term of two (2) years and, after serving three (3) full terms they shall not be eligible to be re-elected for one (1) year.

- d. The **Nominating Committee** shall consist of five (5) members, three (3) of whom shall be nominated and elected by the Membership at the Annual Meeting. The other two members shall be at-large Church Council members appointed by the Moderator. All Nominating Committee members shall serve for a term of one (1) year and, after serving one (1) full term they shall not be eligible to be re-elected for one (1) year.

The Committee shall function throughout the year to nominate Church Council, Board and Committee members and Officers for all positions to be filled by interim appointment or election at an Election Meeting.

- e. The Investment Committee for the FCC Investment Program shall consist of four (4) members. These will include the Treasurer, the Assistant Treasurer, and two (2) Active Members of the Church, annually appointed by the Treasurer, preferably with some investment experience. The structure of FCC Investment Program is outlined in the FCC Investment Policy Statement. The specific duties and responsibilities of the Investment Committee shall be to:
 - 1) Maintain an Investment Policy Statement, and send any changes to the Board of Trustees for approval.
 - 2) Monitor overall asset allocation for the FCC Investment Program as well as the funding levels for each individual investment manager (or mutual funds).
 - 3) Appoint and evaluate the investment managers (or mutual funds) for the FCC Investment Program.
 - 4) Monitor the investment performance of the FCC Investment Program and its components on a quarterly basis. This should include reviewing the total

returns of each investment and comparing that to the most appropriate benchmark.

- 5) Review our investment policies and ensure our investment manager(s) are in compliance with these policies.
- 6) Establish operational guidelines for the day-to-day issues in the management of the FCC Investment Program.

The Investment Committee shall also review memorials and special gifts, including planned giving, and shall administer all funds received there from. It shall discuss, consider, and determine with donors whereby Church projects are proposed, the availability of projects, and the appropriateness of the use of these gifts for the Church. It may also establish and administer a memorial fund.

- f. **Special Committees** shall consist of Active Members appointed for terms of not more than one (1) year, and may consist in part of persons not members of the body creating the particular committee.

At their discretion, the Church Council and the Boards may create and dissolve special committees in furtherance of their respective duties.

D. OFFICERS

All Officers shall be elected at the Election Meeting by the Active Members, and shall serve without compensation.

1. **MODERATORS:** The principal Officer of the Church shall be elected annually for a three (3) year term to serve in successive one (1) year positions, first as Vice Moderator, then as Moderator, and finally as immediate Past Moderator. All nominees will preferably have served at least two (2) prior years on the Church Council. In the event the Vice Moderator or Moderator resigns or is otherwise unable to continue in the position, a Special Meeting shall be promptly called to fill the position. The responsibilities of this Officer in each position are as follows:
 - a. As Moderator, this Officer shall preside at Membership Meetings and shall be Chairperson of the Church Council. The Moderator may not serve successive terms.
 - b. As Vice Moderator, this Officer shall serve as Chairperson of the Budget and Finance Committee and shall assume the responsibilities of the Moderator if the Moderator is unable to perform those duties.
 - c. As immediate Past Moderator, this Officer shall be a member of the Church Council. The Past Moderator will also be in charge of any long-term planning projects for the church.
2. **TREASURER:** The Treasurer shall be responsible for custody of all Church funds and valuable papers, and for the deposit thereof as the Board of Trustees directs. The Treasurer shall give such bond as the Board of Trustees prescribes, at Church expense; shall make such payments from general Church funds and such investments as the Board of Trustees shall have authorized; and shall account for all receipts and disbursements.

3. ASSISTANT TREASURER: The Assistant Treasurer shall assist the Treasurer and act when the Treasurer is absent or otherwise unable to act.
4. CLERK: The Clerk shall be elected as an Officer of the Church at the Election Meeting, and shall act as Secretary for the Church, keep official records, issue letters of transfer as directed by the Board of Deacons, and give legal notice of Membership Meetings.

E. MINISTERS

All Ministers shall have been ordained and, before being recognized, each shall have become an Active Member of the Church. They shall have responsibility for the spiritual welfare of the Church, shall seek to enlist followers of Christ, preach the Gospel, administer the Sacraments, and have under their care all services of worship. As appropriate to their individual responsibilities, they shall be non-voting members of the Church Council and of the Board of Deacons, and advisory members of all other Boards and Committees.

1. SENIOR MINISTER:
 - a. The Senior Minister shall be called by a vote of at least two-thirds (2/3) of Active Members present at a Meeting to which, upon due notice, the election of a Senior Minister is proposed by the Church Council.
 - b. The Senior Minister shall continue in office for an indefinite term. The Senior Minister's tenure may be terminated at any time upon at least sixty (60) days notice given to the Church Council by the Senior Minister or given to the Senior Minister by a majority vote of Active Members present at a Special Meeting called for the purpose. In the event of such a vote, the Church Council may suspend the Senior Minister pending termination of tenure.
2. ASSOCIATE OR ASSISTANT MINISTERS: The Active Members may authorize any number of Associate or Assistant Minister positions. Approval by the Active Members of a budget containing compensation for any such positions shall constitute authorization by the Active Members of such positions. Upon authorization of such positions by the Active Members, the Church Council may select and call Associate or Assistant Ministers upon terms fixed by written agreement, subject to all other provisions of these Bylaws.

F. STAFF

Personnel Committee employment decisions shall be made after consultation with the Senior Minister and approval from the Church Council.

The staff shall be paid by the Church, and may include:

1. ADMINISTRATOR: The Administrator will oversee the necessary administrative and financial functions of the Church.
2. DIRECTOR OF MUSIC: The Director of Music shall supervise and direct all musical activities of the Church, acting in coordination with the Board of Deacons.
3. DIRECTOR(S) OF CHILDREN’S AND YOUTH MINISTRY: The Director(s) of Children’s and Youth Ministry shall supervise and direct all children’s ministry programs of the Church involving the nursery through eighth grade, acting in coordination with the Board of Deacons.
4. OTHER STAFF: In addition to the above, the Church Council, at the recommendation of the Personnel Committee, may establish positions and hire staff to perform the necessary administrative and financial functions of the Church, including accounting and payroll, maintenance, scheduling, clerical, and custodial.

ARTICLE III.
RECORDS AND EXECUTION OF DOCUMENTS

All contracts and other documents pertaining to Church property shall be executed in the name of the Church by the Chairperson of the Board of Trustees or, if absent, the Vice Chairperson or such other person as is duly authorized by that Board. Such instrument shall be attested by the Clerk or other Officer of the Church, who shall affix the official seal of the Church.

The Church shall maintain records of its business and affairs, including Membership, financial affairs, and property.

All checks, drafts, or other draws on its funds shall be executed by the Treasurer or, if absent, the Assistant Treasurer or as authorized by the Board of Trustees with approval of the Church Council.

ARTICLE IV.
FISCAL YEAR

The fiscal year of the Church shall be from January 1 – December 31.

ARTICLE V.
AMENDMENT

These Bylaws may be amended at any Membership Meeting upon the vote of two-thirds (2/3) of the Active Members present.