

Constitution and Bylaws
The Congregational Church of San Mateo, California
United Church of Christ

Version as of January 25, 2015

ARTICLE 1 - NAME

The name of the church is The Congregational Church of San Mateo, California, United Church of Christ.

ARTICLE 2 - INCORPORATION

This church has been incorporated as a religious organization under the laws of the State of California, December 12, 1892. On January 16, 1950, these Articles of Incorporation were amended to provide for perpetual existence.

ARTICLE 3 - OWNERSHIP AND GOVERNING BODY

- A. The ownership of this church is vested in its members, who are also the governing body when assembled in Church Meeting.
- B. The vote of a majority of members present at a properly called and constituted meeting shall be the action of the church, except that for the purchase, sale, mortgage, lease of portions of church premises for a period of greater than three (3) years, (or) transfer of real property, or any conversions of the unrestricted portions of the corpus of the Endowment Funds for purposes other than reinvestment or except as specifically stated otherwise in subsequent articles, a two-thirds majority will be required.
- C. A quorum when assembled in Church Meeting shall consist of seventy-five (75) members.
- D. The provisions herein define and regulate the Congregational Church of San Mateo, United Church of Christ, The Board of Ministries, and ministers. The pattern of relationships and procedures enables them to more effectively accomplish their tasks and the work of the Church.

ARTICLE 4 - FELLOWSHIP

- A. This church is a member of the Golden Gate Association of the Northern California Conference of the United Church of Christ and as such is a part of the United Church of Christ, and it shall sustain that relationship described in those portions of the Constitution and Bylaws of the United Church of Christ adopted July 4, 1961, relating to local churches.
- B. It is amenable to no other ecclesiastical body, but it accepts the obligations of mutual counsel, comity, and cooperation involved in the free fellowship of the United Church of Christ churches, and pledges itself to share their common aims and work.

ARTICLE 5 - FAITH, IDENTITY, AND COVENANTS

A. Statement of Faith

We are not alone, we live in God's world.

We believe in God:

who has created and is creating, who has come in Jesus, the Word made flesh, to reconcile and make new,

who works in us and others by the Spirit.

We trust in God.

We are called to be the Church:

to celebrate God's presence, to love and serve others, to seek justice and resist evil,

to proclaim Jesus, crucified and risen, our judge and our hope.

In life, in death, in life beyond death, God is with us.

We are not alone. Thanks be to God.

(“A New Creed” United Church of Canada, 1980)

B. United Church of Christ Identity

The United Church of Christ acknowledges as its sole Head, Jesus Christ, Son of God and Savior. It acknowledges as kindred in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, it recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.

(From the preamble of the United Church of Christ Constitution.)

C. Covenantal Relationships

Within the United Church of Christ, the various expressions of the church relate to each other in a covenantal manner. Each expression of the church has responsibilities and rights in relation to the others, to the end that the whole church will seek God's will and be faithful to God's mission. Decisions are made in consultation and collaboration among the various parts of the covenant. Each expression of the church is called to honor and respect the work and ministry of each other part. Each expression of the church listens, hears, and carefully considers the advice, counsel, and requests of others. In this covenant, the various expressions of the San Mateo Congregational Church, United Church of Christ seek to walk together in all God's ways.

(Adapted from the preamble of the United Church of Christ Constitution.)

D. Open and Affirming Statement

1. We the members of the Congregational Church of San Mateo, United Church of Christ, declare ourselves to be an Open and Affirming (ONA) congregation of the United Church of Christ.

By this declaration we welcome all people without regard to sexual orientation; race; nationality; ethnicity; age; marital status; gender; economic status; immigration status; or mental, emotional, or physical challenges. We invite all who seek God's guidance to join our open and affirming faith community and to share fully in our church's life and opportunities for ministry.

This declaration is a covenant we make with one another in response to Jesus' call to love God with all our hearts, souls and minds and to love our neighbors as ourselves.

2. With this covenant:
 - a. We intend to grow in faith, hope and love as we journey together;
 - b. We appreciate and affirm all people as loved children of God;
 - c. We recognize the diversity of human nature as part of God's universal plan;
 - d. We affirm relationships, unions and families founded on mutual love and commitment;
 - e. We commit to work for human rights, justice and equality in our church and community.

(By congregational vote May 2002)

ARTICLE 6 - MEMBERSHIP

A. Qualifications

This church welcomes into membership all who love or seek to love the Lord Jesus Christ and to live according to his law of love.

B. Conditions

Members will be received (a) by Letter of Transfer, or (b) by Reaffirmation of Faith, or (c) by Affirmation of Faith and baptism, except that the requirement of baptism may be waived by action of the Ministry of Care, Fellowship, and Extravagant Welcome if an applicant for membership, because of personal conviction, requests such a waiver.

C. Duties

Members shall be faithful in Christian life, are encouraged to be regular in attendance at public worship, and shall faithfully support the work of the church and its benevolences.

D. Rights

1. Only members are eligible to hold office or be members of the Ministries of the church. The Board of Ministries must approve an exception to stipulation.
2. Only members may vote at Ministry and Congregational meetings.

E. Termination of Membership

1. Upon written request to the Ministry of Care, Fellowship, and Extravagant Welcome, a member may be granted a Letter of Transfer to another church, or be released from membership.
2. A member may be dismissed by a two-thirds (2/3) vote of the congregation attending a duly constituted meeting called for this purpose. Such dismissal shall be upon recommendation of the Ministry of Care, Fellowship, and Extravagant Welcome but only after the Ministry of Care, Fellowship, and Extravagant Welcome has made faithful effort to bring the member to amendment in accordance with the law of Christ. The Board of Ministries shall give the member due notice and hearing.

F. Restoration

Persons whose membership has been terminated under the provisions of Section E, 2, upon application, may be readmitted to membership by vote at a duly constituted meeting of the congregation, at the recommendation of the Ministry of Care, Fellowship, and Extravagant Welcome.

G. Associate Membership

1. Persons residing in the community and qualifying for membership, but who for valid reason desire to maintain their membership in another church, may be received as Associate Members, upon application, by vote of the Ministry of Care, Fellowship, and Extravagant Welcome and by public acceptance of the Covenant.
2. Associate Members have all the rights of full membership, and are designated on the rolls as Associate Members.
3. The membership of Associate Members terminates when they move from the community or are no longer deemed active in the church, by the Ministry of Care, Fellowship, and Extravagant Welcome.

H. Church Membership Roll

1. At the request of the Board of Ministries, the Ministry of Care, Fellowship, and Extravagant Welcome will undertake a thorough confirmation of the church roll and member status.
2. Members may request to be placed on an Inactive list. Persons on the Inactive List shall not be reported as on the roll of the church.

ARTICLE 7- MEETINGS

A. Meetings:

1. Two regular meetings of the church members will be held: one at the end of January or early February (Winter Meeting) and the other in the last week of May or early June, (Spring Annual Meeting) or at such other times as may be designated by the Board of Ministries in a resolution duly adopted at least fourteen days prior to the meeting.
2. An annual report of, but not restricted to, the Treasurer will be made at the Winter Meeting. The Budget for the ensuing year proposed for adoption at the Winter Meeting shall be sent to all members not later than one week preceding this meeting.
3. An annual report consisting of, but not restricted to, reports of Ministries, the Ministers, the Secretary, minutes of any congregational meetings, will be made at the Spring Annual Meeting.
4. Ministries and Committees shall be elected at the Spring Annual Meeting to replace those whose terms have expired and to fill vacancies. Prior to the vote, nominations to fill vacancies in the slate may be made from the floor. Upon seconding, such nominees shall be added to the slate of nominations recommended by the Board of Ministries.

B. Special Congregational Meetings:

1. Special meetings may be called by the Moderator, the Board of Ministries, or by written request of twenty-five or more members to the Secretary.
2. Notice of any Special Meeting shall be both by written notification sent to members at least one week prior to the meeting, and announced from the pulpit at least two weeks prior to the date set for the Special Meeting. Notice of the meeting shall include a statement of the purpose or purposes for which the special meeting has been called. Any

resolutions adopted or action taken by the members shall be restricted to matters set forth in the notice.

ARTICLE 8 - BOARD OF MINISTRIES

A. Board of Ministries Composition

1. The Board of Ministries is synonymous with the term “Directors” as used in the Articles of Incorporation. This is the governing body of the church between congregational meetings. It is a decision making body charged with policy adoption, program coordination, and other action issues and challenges. It is composed of thirteen members: four officers (Moderator, Vice-Moderator, Secretary, and Treasurer); three At-large Members; and the six Chairpersons of the program Ministries described below. All must be members of the Church or nominated by procedures stated above in Membership. In addition, the Clergy and the Church Administrator are ex-officio members without vote.
2. The Board of Ministries shall determine how often it will meet. The Moderator or a Minister of the church may call special meetings of the Board of Ministries. A quorum shall consist of eight of the thirteen voting members of the Board of Ministries. Each of the six program ministries has one vote; two co-chairs may each cast $\frac{1}{2}$ a vote or may agree on which of them will cast one vote.

B. The Board of Ministries Responsibilities

1. The Board of Ministries shall be the executive body of this church. It is to visualize the entire task of the church and advise the Ministers and Officers on the general direction of the church’s activities. The Board shall set policies, review and recommend the annual budget for approval by the membership, review and approve all major programs, and generally act on behalf of the church membership except for those matters specifically reserved or delegated to Ministries, other official organizations of the church, or to the congregation as a whole.
2. The Board of Ministries shall develop and recommend the vision of the church; the nature and makeup of the six ministry programs; and the nature and makeup of the staff who support the ministries, the programs, and the administration of the church. These recommendations will be presented to the congregation for review and approval.
3. When deemed needed the Board will refer policies and programs to the congregation for review and approval.
4. The Board of Ministries shall also have authority to establish, recognize, or deny access to all groups and clubs which seek to become a part of the fellowship and total program of the church.
5. The Board of Ministries shall fill vacancies on the Board for unexpired terms.

C. Executive Committee

The Executive Committee will be composed of seven members (the four elected officers and the three at-large members of the Board of Ministries.) The Senior Minister of the church shall be an ex-officio member. It will meet as necessary, including phone meetings, with a quorum of four members needed for action. The Executive Committee’s functions will include: formulation of Board and Congregational meeting agendas; review of proposals for action as to readiness for presentation; emergency actions subject to review by

the entire Board at its earliest convenience; consultation with staff on implementation of established policy; and oversight of lay staff personnel and grievance procedure.

ARTICLE 9 - OFFICERS

A. Moderator and Vice-Moderator

1. A Moderator and Vice-Moderator shall be elected by the congregation at the Spring Annual Meeting to serve for one year.
2. The Moderator shall preside over all Congregational Meetings, Board of Ministries meetings and its Executive Committee meetings. In the absence of the Moderator, the Vice-Moderator shall assume the duties of the Moderator.
3. The Moderator and Vice-Moderator are ex-officio members, without vote, of each program ministry.

B. Secretary

1. A Secretary shall be elected at the Spring Annual Meeting of the church for a term of two years.
2. The Secretary shall oversee that all necessary records and files are maintained and that all important communications, documents, and written official reports of the church are preserved.
3. The Secretary shall give proper notice of all official meetings of the church membership.
4. The Secretary shall keep the minutes of the Executive Committee and ensure the publication of the Annual Report of the Ministries.

C. Treasurer

1. A Treasurer shall be elected at the Spring Annual Meeting of the church for a term of two years. He/she shall be an ex-officio member of the Ministry of Stewardship, Finance, and Operations and its Investment Sub-Committee.
2. The Treasurer shall be responsible for ensuring that the financial affairs of the church are conducted according to generally accepted accounting principles and that all receipts, securities, and funds of the church are maintained in appropriate custody.
3. The Treasurer will ensure that monthly financial statements are prepared for review by the Board of Ministries and the Ministry of Stewardship, Finance, and Operations and that all expenditures are in conformance with the approved annual budget. The Treasurer will also be responsible for the preparation of a report on the financial affairs of the church for inclusion in the Annual Report, which will include a balance sheet and statement of receipts and disbursements for the year.
4. The Treasurer shall have the usual powers and responsibilities that pertain to this office as may be required by law or by the Board of Ministries.

ARTICLE 10 - MINISTERS

A. Duties

1. The Senior Minister shall be responsible for guiding the spiritual welfare of the congregation and shall be the senior executive officer of the church. He/she shall seek to aid the spiritual and numerical growth of the congregation, evoking Christ within them and empowering their ministries in the Church and the world; facilitate the development

of the Church's vision, mission, and strategies; have under general direction all services of public worship; ensure good organizational functioning; help to secure and manage resources; and facilitate communication within the Church and with the wider Church and community.

2. Other Ministers shall share the duties of the Senior Minister in ways that are mutually agreeable, but final responsibility in the designation of duties shall rest with the Senior Minister, including general supervision of all church staff members.
 3. All Ministers shall be ex-officio members, without vote, on all Ministries.
- B. Call
1. Candidates must be a minister in good standing of the U.C.C. or in the process of gaining such standing.
 2. The Board of Ministries will recommend a Search Committee, to be approved by a majority vote of the congregation at a duly constituted meeting.
 3. Ministers shall be called by a two-thirds vote of the members present at a properly constituted meeting of the congregation. The call shall be for an indefinite term unless otherwise specified.
- C. Termination of Ministerial Relationship
1. A ministerial relationship may be terminated by either the congregation or the Minister upon sixty days written notice.
 2. When the congregation desires to terminate a ministerial relationship, it shall do so by a majority vote at a properly constituted meeting.
 3. A ministerial relationship shall be automatically terminated at any time a Minister loses his or her ministerial standing with the Northern California Nevada Conference, U.C.C.

ARTICLE 11 - OTHER OFFICES

A. Other Offices

The Board of Ministries shall have the authority to create such other offices as are deemed necessary to be filled for the next full year(s) by vote at the Spring Annual Meeting.

ARTICLE 12 - GENERAL STIPULATIONS FOR ALL MINISTRIES, COMMITTEES, AND OFFICERS

A. Terms of office, elections, and general operations committees

1. Unless stated otherwise, or specifically approved by the Nominating Committee, the terms of office for all members of all Ministries and Committees shall be three years, (except for members of the Pastoral Relations Committee and the Personnel Committee) with one-third of the members being elected each year at the Spring Annual Meeting of the church. The total number of members of each Ministry and Committee shall be as specified in subsequent Articles.
2. After having served two continuous, duly elected three-year terms, no member of a Ministry or Committee (except for members of the Pastoral Relations Committee) shall be eligible for reelection until having been off the Ministry for at least one full year. The Board of Ministries must approve any exception to this stipulation.

3. Recommendations to fill vacancies, to increase or reduce the membership of Ministries shall be made annually to the Board of Ministries by the Nominating Committee, after consultation with the particular Ministry involved.
4. Each Ministry and Committee shall have the authority to elect a Chair and such other leaders as it deems pertinent; to appoint such task teams and subcommittees as needed; to determine its own mode of procedure; to establish its own meeting schedule; and generally to organize its own activities.
5. Each Ministry and Committee shall prepare and recommend an annual program for review by the Board; and shall prepare a related budget for review by the Ministry of Stewardship, Finance, and Operation. Each Ministry and Committee shall assume an appropriate responsibility and support for the total program and budget of the church.
6. All Ministries and Committees are responsible to the Board of Ministries; and the Chair of each Ministry shall be a member of the Board of Ministries during his or her term as Chair.
7. No employee of the church shall be an officer or a member of any Ministry or Committee.

ARTICLE 13 – PROGRAM MINISTRIES, TASK TEAMS, & STANDING COMMITTEES

A. SIX PROGRAM MINISTRIES

Each Program Ministry is composed of nine members, meeting bimonthly alternating with the Board of Ministries (or as needed). The Program Ministries are responsible for developing and recommending to the Board of Ministries their vision of that Program Ministry's programs, activities and responsibilities. Each Ministry will develop and oversee appropriate Task Teams to carry out elements of that Ministry's particular program and responsibilities.

Task Teams

Some Task Teams will perform ongoing activities of a Ministry while others will operate on a seasonal, temporary, or project basis. These Task Teams are seen as "entry points" into the life of the church's mission and therefore will not be elected positions nor will church membership be required to participate or provide leadership. Teams will serve as long as there is interest, passion, and need to fulfill their purpose. Task Teams will keep their Program Ministry apprised of their activities and request support as needed.

1. Ministry of Worship and Spiritual Life: This Ministry will work with clergy and staff in planning, supporting, and evaluating the worship life of the church and the administration of sacraments. It will also be charged with providing for the environment and decor of the church for regular and special seasons and services. The Ministry will also be responsible to preserve the church archives of historic materials in the life of the church.
2. Ministry of Music: This Ministry will work with clergy and staff in planning, supporting, the music life of the church, including worship music and special concerts and performances. It shall also specifically support the music staff, providing a forum for their ideas and concerns.

3. Ministry of Service and Justice: This Ministry will plan and support the various involvements of the church beyond its own doors and will seek to educate and involve the congregation in efforts to relate our faith to the needs and issues of the world around us. It will also be responsible for nurturing interfaith, ecumenical, and denominational relationships.
4. Ministry to Children, Youth, and Families: This Ministry will plan, implement, and support the work of the Church School, youth ministry, and ministry to families and young adults.
5. Ministry of Care, Fellowship, and Extravagant Welcome: This Ministry will establish and support small group ministries, classes, forums, and other opportunities for spiritual growth; set strategies for attraction, orientation, and involvement of new members; oversee the maintenance of membership roles; develop and support a lay pastoral care program.
6. Ministry of Stewardship, Finance, and Operations: This Ministry will plan and implement the necessary programs and strategies for the financial support of the church's total ministry, including stewardship, fund-raising, budget development, Memorial Funds, and endowments. It shall provide oversight and review of building maintenance concerns, outside users, insurance, and legal matters. Through its oversight of the Personnel Committee, it has responsibility for lay personnel policy and for the process of lay and clergy performance reviews. The funding and expenditures of major alterations, additions, and improvements outside the annual operating budget shall require the prior authorization of the Board of Ministries and of the congregation. In addition, this Ministry will oversee an external audit function as deemed needed by the Board of Ministries.
 - a. Endowment Managers: The Stewardship, Finance and Operations Ministry shall appoint three Endowment Managers for three-year terms, with one-third of the managers be appointed each year. These managers may, but need not, be members of the Stewardship, Finance and Operations Ministry. The Stewardship, Finance and Operations Ministry shall designate the annual chairman.
 - i) The Endowment Managers shall be responsible to the Stewardship, Finance and Operations Ministry for the sound investment and management of all assets of the Endowment Funds, and may employ the services of investment counsel, subject to approval of the Stewardship, Finance and Operations Ministry.
 - ii) Unrestricted grants and special gifts, and unrestricted income of the Endowment Funds shall be used for such purposes of this church as the Stewardship, Finance and Operations Ministry may from time to time decide, subject to limitations in Article 3, B, & Article 13, A, 6.
 - iii) Contributions and grants to the Endowment Funds, which are restricted by the donors to particular purposes, either as to principal or income, shall be used as the donor directed and not otherwise.
 - b. Personnel Committee: The CCSM Personnel Committee will be a standing committee reporting to the Ministry of Stewardship, Finance and Operations. Its functions: oversee the execution of the CCSM Personnel Policy, to specifically include (a) implementing that Policy's process for annual performance reviews

of all employees (clergy and administrative), (b) monitoring Board-adopted benchmarks and related research for employee compensation and benefits, and (c) recommending annual changes in employee compensation, benefits and merit awards. The Personnel Committee's proposals for any changes in its functions or CCSM's personnel policies would be considered by the SFO ministry.

The Committee would be comprised of three members, one of whom would serve as Chair. Each member would serve a three-year term; each year's Nominating Committee process would annually retire and replace one of the three members.

B. COMMITTEES ACCOUNTABLE TO THE BOARD OF MINISTRIES

1. Nominating Committee

- a. The purpose of the Nominating Committee is to identify and nominate candidates to fill vacancies for the elected positions of the church: the four church officers, Board of Ministry members-at-large, members of the six program Ministries, Pastoral Relations Committee members, and authorized church delegates to the Northern California Nevada Conference, UCC and Golden Gate Association, UCC.
- b. The Nominating Committee, appointed by the Board, will be chaired by the Vice-Moderator and composed of six additional members—one from each of the six program Ministries and one to be a retiring member of the Board of Ministries. The committee will seek to nominate active church members who are meaningfully involved in the faith, worship, fellowship, and support of the church. The slate will be presented to the Board of Ministries for its approval and recommendation to the congregation for ratification at the Spring Annual Meeting.

2. Pastoral Relations Committee

This Committee of five members nominated by the Board of Ministries, approved by Clergy, and elected by the Congregation will nurture relationships among the clergy and between clergy and congregation. One member will be elected each year for a five (5) year term. The Committee will work to support the clergy in their personal and professional development, provide a framework within which conflict can be dealt with creatively, and regularly interact with the clergy, church leaders, and other church members to assure alignment between ministers' goals and the church vision. It will annually participate in performance reviews of the clergy.

C. Other Church Groups

All other church groups will operate under the umbrella of and be accountable to one of the six program Ministries or be appointed and accountable to the Board of Ministries.

ARTICLE 14 - AMENDMENT

The Constitution and Bylaws may be amended by a two-thirds vote of the members present and voting at any properly constituted (ref. Article 7, A,1.) meeting of the church, or at a meeting specially called for that purpose, the proposed amendment being inserted in the call.

ARTICLE 15 - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall be a guide for the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any statutes applicable to this organization.