



**BYLAWS OF
THE CONGREGATIONAL CHURCH OF SAN MATEO, CALIFORNIA
UNITED CHURCH OF CHRIST**
A California Nonprofit Religious Corporation

**Article I
OFFICES**

Section 1. Principal Office. The principal office of the Congregational Church of San Mateo, California, United Church of Christ ("**CCSM**") for its transaction of business is located at 225 Tilton Avenue, San Mateo, California, 94401. The Board of Directors (the "**Board**") is granted full power and authority to change the principal office from one location to another.

**Article II
PURPOSE**

Section 1. Religious Corporation. CCSM is a California nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes.

Section 2. Affiliation, Designations and Governance. CCSM freely joins in covenant with the United Church of Christ ("**UCC**"), banding together for mutually supportive ministry and mission with other local churches in the Golden Gate Association, the Northern California Nevada Conference, and the wider UCC.

**Article III
MEMBERSHIP**

Section 1. General. The membership of CCSM will consist of persons who accept the membership commitment in Article III, Section 3 of these Bylaws and are received as members by confirmation, affirmation of faith, or letter of transfer from another church. Baptism is encouraged but not required.

Section 2. Requirements for Membership. CCSM invites people of every race, nationality, age, gender, gender identity, sexual orientation, marital status, disability, financial means, immigration status, and ethnic and spiritual background into the full life and ministries of the congregation. In keeping with its UCC heritage, CCSM does not have set beliefs or a confession of faith that serve as a requirement for membership.

Section 3. Membership Commitment. Members of CCSM commit to follow Jesus' example and seek to live life rooted in love; to remain open-minded and open-hearted on their faith journey knowing that transformation will happen along the way; to participate in CCSM by offering others an extravagant welcome, by listening to others

who are different from them, and by becoming God's hands and feet in the world as we work for peace and justice; and to contribute their best hopes, time, gifts and resources to this community of faith.

Section 4. Receiving Members. Members will ordinarily be received during a regular worship service. In unusual or time-critical circumstances, the Senior Minister, together with one or more members of CCSM, may receive candidates into membership.

Section 5. Membership Rights. Members will have the right to vote at all Congregational Meetings (as defined in Article IV, Section 1 of these Bylaws) and will have such additional rights as are specified in these bylaws. Only members will be eligible for election to the Board of CCSM and to Ministry Lead positions (as defined in Article IX, Section 2 of these Bylaws). The Board must approve any exceptions to this stipulation. Membership at CCSM will not vest in any member any distributions from CCSM during the existence of CCSM.

Section 6. Associate Members. A person who desires to retain an existing membership in another congregation may join CCSM as an associate member. Associate members will be entitled to all rights and the privileges of membership, except that an Associate Member may not receive a letter of transfer under Article III, Section 7 of these Bylaws.

Section 7. Membership Release. Any member may, upon request, be released from membership and receive a letter of transfer and recommendation to another church.

Section 8. Membership Removal. The clergy and staff will review the membership rolls at a minimum of every three years and may remove from the membership roll any members who have not been in communication with CCSM nor have contributed to the life of the CCSM community for 24 months or more, provided that a reasonable effort has been made to communicate with any such members prior to their removal.

Section 9. Membership Termination. Upon the good faith unanimous determination by the Board that the member has engaged in conduct materially or seriously prejudicial to CCSM's purposes and interests, the membership of this individual will be terminated.

Article IV CONGREGATIONAL MEETINGS

Section 1. Congregational Meeting. A Congregational Meeting is an Annual Meeting or Special Meeting as described below for conducting any matter of business that is reserved to the congregation in these Bylaws.

Section 2. Place of Meetings. Any Congregational Meeting may be held at any place within California, which has been designated for the meeting by the Board. In the absence of any designation, Congregational Meetings will be held at CCSM's principal office.

Section 3. Annual Meeting. The congregation will meet by the end of January of each year to approve the annual report, the new budget, elect Board members and Ministry Leads, and transact any other business properly brought before the meeting. The January meeting will hereinafter be referred to as the “**Annual Meeting**”.

Section 4. Special Meetings. The Senior Minister or the Board may call additional Congregational Meetings as needed. The Board will be required to call a meeting upon the written request, delivered to the Board, by at least 25 members of CCSM. The Board will establish the date and time of the meeting which must be held within four weeks of the date that the special meeting was called.

Section 5. Notice of Meetings. Notice of all Congregational Meetings, specifying the nature of the business to be transacted, will be given from the pulpit, included in the worship bulletin, and emailed to all members who have given an email address to CCSM for this purpose, all of which must be given at least 14 days before the date and time established for the meeting. A member may request from the church office to receive meeting notifications via the United States Postal Service.

Section 6. Quorum. At all Congregational Meetings, whether regular or special, the presence in person or by absentee ballot of 75 members will constitute a quorum for the transaction of business.

Section 7. Absentee Ballots. Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special Congregational Meeting in a manner prescribed by the Board, including electronic ballots. If the Board specifically decides absentee ballots are to be allowed for a given meeting, such decision must be included in the meeting notice. Voting members who are unable to attend a meeting where absentee ballots are allowed may request an absentee ballot from the church office. Completed absentee ballots must be returned to the church office at least two days before the date of the meeting for which they are being cast.

Section 8. Decisions and Voting Procedures. A decision made by a majority of the members present at a meeting at which a quorum is present will be considered a decision of the congregation, except as otherwise provided in these Bylaws. Voting will be by a show of hands. A written ballot will be used on a matter if requested by the Board in advance or by a majority of members attending the meeting. Decisions regarding the purchase, sale, mortgage, lease of portions of church premises for a period of three years or more, or transfer of real property or any conversion of the unrestricted portions of the corpus of the Endowment Funds for a purpose other than reinvestment or except as specifically stated otherwise in these Bylaws will require a two-thirds majority vote of the members present at a meeting at which a quorum is present.

Section 9. Meeting Style. The Moderator (or the Vice Moderator, if the Moderator is absent) will preside over Congregational Meetings, utilizing an informal but orderly style that encourages participation. The Moderator (or Vice Moderator) may use Robert's Rules of Order for this purpose.

Article V BOARD

Section 1. Responsibilities. The Board will be CCSM's primary governing body, acting as a fiduciary on behalf of, and accountable directly to, the membership. The Board will set governance policies and provide oversight of CCSM. The Board's duties will include, but will not be limited to:

- Serving as stewards of CCSM's mission and vision, setting short-term and long-term goals in keeping with the mission and vision, and periodically evaluating programs and policies;
- Fostering intra-church communication and coordination;
- Ensuring that CCSM's property, assets, and resources are used lawfully, ethically, and safely, in furtherance of the mission and vision, and in compliance with applicable governing documents and policies;
- Setting policies to guide the work of the Board, staff, volunteers, ministries, and the congregation as a whole, but leaving day-to-day decision making to the appropriate individuals, committees, and teams;
- Overseeing CCSM's finances, setting policies that include the development of a proposed annual budget and raising funds to support the annual budget and any special campaigns;
- Establishing personnel policies and ensuring that an effective staff evaluation process is implemented;
- Providing direction to, and oversight of, the Senior Minister on behalf of the congregation;
- Appointing CCSM delegates to the Northern California Conference, UCC and Golden Gate Association, UCC.
- When deemed appropriate referring policies and programs to the congregation for review and approval.

Section 2. Qualifications and Nomination of Candidates. Any member of CCSM will be eligible to serve on the Board. The Governance Committee will nominate candidates for the Board as set forth in Article VII, Section 1 of these Bylaws.

Section 3. Composition. The Board will have nine voting members. The Board consists of four officers (Moderator, Vice Moderator, Secretary and Treasurer) and five At-Large-Members, all elected by the members of CCSM. The Senior Minister and the Director of Operations (or equivalent position) have the right to attend and participate at all meetings of the Board, but have no voting rights.

Section 4. Elections and Terms of Office. Members of the Board will be elected at each Annual Meeting. Officers will be elected directly to two-year terms by the members of CCSM and will not be appointed by the Board. At-Large-Members will be elected to three-year terms that will be staggered so that two or one new At-Large-Members will be elected at any given Annual Meeting. After serving for six consecutive years, no member of the Board will be eligible for reelection until having been off the Board for at least one full year. The Board must approve any exception to this stipulation.

Section 5. Quorum. A simple majority of the Board will be considered a quorum for the purposes of transacting business. Any action of a majority of Board members present at a meeting, in which a quorum is present, will be the action of the Board, except as otherwise provided in these Bylaws.

Section 6. Meetings. The Board will determine when it meets and will establish the date and time of these meetings after each Annual Meeting. Board meetings will be open to the congregation, except that the Board may meet in closed session when the matters under consideration require confidentiality. Minutes of Board meetings (except for closed-session meetings) will be made available for review in the church office.

Section 7. Place of Meetings. All meetings of the Board will be held at the principal office of the Church as specified in Article I, Section 1 of these Bylaws or changed from time to time as provided in that same section. Any one or more Board members may participate in a Board meeting by means of a conference telephone or other communication device that allows all persons participating in the meeting to communicate with each other. Such participation will be deemed present in person at the meeting.

Section 8. Action Without Meeting. Action taken by a majority of Board members without a meeting will be deemed action if (a) all Board members have been notified of the proposed action and have been given the opportunity to express their opinions in a conference call, Board email thread, or other method of group communication that all Board members have been notified of and invited to participate in; (b) a majority of all Board members approve of such action in writing or by email; and (c) a copy of such approval is filed with the Board minutes, whether done before or after the action is taken.

Section 9. No Compensation. Members of the Board will serve without compensation, except that members of the Board may be reimbursed for expenses incurred in the performance of their duties to the Church, in reasonable amounts approved by the Board.

Section 10. Board Vacancies. Vacancies on the Board will be filled by the approval of a majority of the remaining members of the Board then in office at a meeting held pursuant to notice duly given. A vacancy of the Board will occur in the event of death,

resignation, removal, or the increase in the authorized number of members on the Board.

Section 11. Resignation of a Member of the Board. Any member of the Board may resign by giving written notice to the Moderator, the Vice-Moderator, the Secretary, the Treasurer, or the Board as a whole. The notice may specify a later time for the effectiveness of the resignation. A member of the Board may not resign if CCSM would then be left without a duly elected member of the Board in charge of its affairs.

Section 12. Removal of a Member of the Board. The Board may remove a member from the Board by a three-fourth vote of the Board if (a) the member of the Board has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Religious Corporations law; (b) the member of the Board has engaged in activities that are directly contrary to the interests of CCSM; or (c) the member has failed to attend more than three meetings in a row of the Board, provided that those absences have not been approved by the Board and the Board declares by resolution that this failure to attend justifies removal from the Board.

Article VI OFFICERS

Section 1. General. The Board will have the authority to create additional officer positions than those stipulated in Article V, Section 3 of these Bylaws and have those positions filled by a vote of the members at the next Congregational Meeting.

Section 2. Moderator. The Moderator will preside over all Congregational Meetings and Board meetings and will perform such other duties as the Board or congregation may from time to time determine. For purposes of legal authority, the Moderator is deemed to be the Chief Executive Officer of CCSM.

Section 3. Vice Moderator. The Vice Moderator will assume the functions and responsibilities of the Moderator when the Moderator is absent or incapacitated and will perform such other duties as the Board or congregation may from time to time determine.

Section 4. Secretary. The Secretary will keep or cause to be kept at the principal office of CCSM minutes of the meetings of the Board, and will also be responsible for giving any notice of any meetings of the Board. The Secretary will perform any other duties as may be required by law or as may be prescribed or required from time to time by the Board.

Section 5. Treasurer. The Treasurer will keep and maintain or cause to keep and maintain in written form, or any other form capable of being converted into written form, adequate and correct books and records of account of the properties and

business transactions of CCSM, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books and records of account will at all times be open to inspection by any member of the Board and the congregation. The Treasurer will deposit or cause to be deposited all moneys and other valuables in the name of and to the credit of CCSM with depositaries as designated by the Board. The Treasurer will disburse or cause to be disbursed the funds of CCSM as ordered by the Board. The Treasurer will prepare or cause to be prepared monthly financial statements for review by the Board, and will also prepare or cause to be prepared an annual financial report, which will include a balance sheet and income statement, and in a format to be included in CCSM's annual report. The Treasurer will ensure that all expenditures are in conformance with the Board and congregation-approved budget. The Treasurer will perform any other duties as may be required by law or as may be directed from time to time by the Board or these Bylaws.

Article VII

COMMITTEES AND AD HOC COMMITTEES

Section 1. The committees appointed by the Board will be the Governance Committee, the Personnel Committee, the Finance Committee, the Endowment Committee, the Pastoral Relations Committee, and such additional committees as the Board may establish pursuant to Article VII, Section 2 of these Bylaws. Committee members must be CCSM members, unless an exception is granted by a resolution of the Board.

- (a) **Governance Committee.** The Governance Committee will be responsible for the health and functioning of the Board. It will recruit candidates for election to Board membership, conduct orientation, provide Board educational materials, and evaluate the performance of the Board itself. It will also recruit candidates for election to Ministry Leads (as defined in Article IX, Section 2 of these Bylaws) and will perform specific or additional duties as the Board may from time to time determine. The Vice Moderator will be the chair of the Governance Committee. Additional members will include at least one other Board member. The Board will appoint additional members for terms and in numbers designated by the Board.
- (b) **Personnel Committee.** The Personnel Committee will recommend personnel policies, ensure the implementation of all personnel policies approved by the Board, and ensure that an effective staff evaluation process is implemented for all employees. It will conduct the annual review of the Senior Minister on behalf of the Board and will perform such specific or additional duties as the Board may from time to time determine. The Personnel Committee will consist of one Board member and additional members. The Board will appoint a chair and additional members for terms and in numbers designated by the Board.

- (c) **Finance Committee.** The Finance Committee will provide education, support, advice, and oversight to the Board and church staff on matters related to CCSM's budget and finances, and will perform such specific or additional duties as the Board may from time to time determine. The Treasurer will be the chair of the Finance Committee. The Board will appoint additional members for terms and in numbers designated by the Board.
- (d) **Endowment Committee.** The Endowment Committee will report into the Finance Committee and will be responsible for the sound investment and management of all assets of the endowment funds in accordance with CCSM's endowment policy. The Board will appoint a chair and members for terms and in numbers designated by the Board.
- (e) **Pastoral Relations Committee.** The Pastoral Relations Committee will support and maintain an open and healthy relationship between the Senior Minister and other clergy and members of CCSM. It serves as 1) an advisory group to the Senior Minister and other clergy, 2) support of the leadership of the clergy, and 3) a confidential forum where CCSM members and staff members may report and resolve any issue regarding a member of the clergy. The Board will appoint a chair and members for terms and in numbers designated by the Board.

Section 2. The Board may appoint such additional committees and ad hoc committees, as it deems necessary to assist in the work of the Board and CCSM. The Board will determine the membership and duties of each such committee and the terms of committee members at the time the committee is established.

Article VIII MINISTERS

Section 1. Senior Minister. Subject to the specific terms of the Senior Minister's offer letter, the Senior Minister will be responsible for guiding the spiritual welfare of the congregation. The Senior Minister will: drive the spiritual and numerical growth of the congregation; lead the development of CCSM's vision, mission, and strategies; design and deliver all general worship services; ensure good organizational functioning of CCSM; secure and manage the resources needed for effective operation of CCSM; and facilitate communication within CCSM and the wider community.

Section 2. Other Ministers. Other Ministers will share the duties of the Senior Minister in ways that are mutually agreeable, but final responsibility and designation of duties, including general supervision of all staff members, will rest with the Senior Minister.

Section 3. Ministerial Calls. Candidates for Senior Minister or other clergy must be ministers in good standing of the UCC or agree as a condition of their call to enter in the

process of gaining such standing. The Board will recommend a search committee and will hold a Congregational Meeting to approve the Board's selection. A Senior Minister or other clergy will be called by a two-thirds vote of the members present or by absentee ballot at a Congregational Meeting. The call will be for an indefinite time unless otherwise specified.

Section 4. Termination of a Ministerial Relationship. The term of a minister will be indefinite, but a minister's resignation may be requested by a two-thirds vote of the members present at a duly called Congregational Meeting, with such resignation to be effective within 90 days of such vote. A minister may resign of his or her own volition by giving no less than 60 days written notice to the Board, provided that the Board, taking into account the circumstances of the resignation, may accept a notice period of less than 60 days.

Article IX MINISTRIES

Section 1. Ministry Creation. The Board will create or approve ministries in response to the interests and needs of the congregation and in accordance with applicable Board policies. Ministries will be encouraged to operate collaboratively and creatively, seeking to engage the passions and interests of individual members.

Section 2. Ministry Leads. Ministry Leads will provide support for CCSM's volunteers and work closely with clergy and staff to ensure clear communication and alignment around priorities, resources, and execution in a particular ministry area. Ministry Leads will be nominated by the Governance Committee pursuant to Article VII, Section 1(a) of these Bylaws and elected to one-year terms by the members at the Annual Meeting. The Board will fill Ministry Lead vacancies between Annual Meetings. After serving for six consecutive years, a Ministry Lead will be ineligible for reelection in the same Ministry for at least one full year.

Section 3. Council of Ministries. The Council of Ministries will be the forum through which Ministry Leads, volunteers, a Board member liaison, clergy and staff as well as anyone who wishes to participate in the ministry of CCSM come together to engage in visioning and planning in support CCSM's mission and vision, in accordance with applicable Board policies and priorities. The Council of Ministries will meet together on a schedule determined by Board policy. The Senior Minister is responsible for facilitating Council of Ministries meetings.

Article X
AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds vote of the members present at any duly called Congregational Meeting, provided that the text of the proposed amendment has been provided to the congregation along with the notice of the meeting in accordance with Article IV, Section 5 of these Bylaws.

Article XI
EFFECTIVE DATE

These Bylaws supersede and replace all preceding bylaws, and will take effect upon the affirmative vote of two-thirds of the members present at a Congregational Meeting duly called and with notice duly given for the purpose and at which a quorum is present.

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These Bylaws were duly revised and adopted at a Congregational Meeting on September 23, 2018.