

Restated By-Laws

of

The Good Shepherd United Church of Christ

an Arizona non-profit corporation

17750 S. La Cañada Drive, Sahuarita, AZ 85629

As amended, November 15, 2015

Article I. Purpose of By-Laws

Section 1. In General

The purpose of these By-Laws is to provide The Good Shepherd United Church of Christ (hereinafter referred to as “the Church”) with an orderly plan for government and administration. The By-Laws shall be administered in the manner set forth herein subject to the reasonable discretion of those responsible for the administration of their particular area of the Church’s activities.

Section 2. Articles of Incorporation

An additional purpose of these By-Laws is to implement, interpret and apply the Church's Articles of Incorporation, as on file with the State of Arizona, and in the event of any conflict between the Articles and these By-Laws, the Articles shall govern.

Article II. Membership

Section 1. Qualification for Membership

Those who sense the possibility of new life and transformation at the Church; those who are willing to participate in the Church's life and seek the Spirit in their life and mission; or those who desire to mature in faith and witness to God's transforming way of Justice in the world.

Section 2. Reception of Members

Members may be received by Admission of New Members, Confirmation, Letter of Transfer, by Reaffirmation of Faith, or by Confession of Faith. Members are encouraged to attend session(s) concerning our faith, denomination and Church history and programs. Youth of the Church shall be received as members with full membership privileges upon completion of instruction/confirmation determined by the Senior Pastor.

Section 3. Responsibilities of Membership

- A. Following the Way of Jesus, and mentoring and receiving encouragement from others.
- B. Attending worship services on a regular basis, when in the area.
- C. Celebrating the sacraments:
 - 1. Parents are encouraged to teach their children by engaging in the church and to the best of their ability following the Way of Jesus.
 - 2. Members may partake of communion. Private communion will be given upon request.
- D. Contributing time, talent, and treasure to the support and benevolence of the Congregation and the wider church.
- E. Seeking (and praying for) the spiritual welfare of this Congregation, the wider church, the community, and the world.
- F. Accepting our role as stewards of creation and acting responsibly to protect the planet called Earth.

Section 4. Privileges of Membership

- A. Sharing the Christian fellowship, support, and sympathy of the members.
- B. Receiving pastoral services.
- C. Exercising a vote at Congregational meetings.
- D. Serving on the Church Administrative Team, teams, boards, committees and organizations of the Church and the wider church.
- E. Using the Church facilities for baptisms, weddings, funerals and other appropriate activities
- F. Attending all meetings of all Church organizations (except the Pastoral Relations Committee and closed sessions of the Executive Committee and of the Administrative Team) but without voting rights unless a member of the organization that is voting.

Section 5. Letter of Transfer

A member, upon request, may be granted a Letter of Transfer to any Christian church. The church must be named in the letter – no open-ended letter will be given.

Section 6. Membership Review

Each year prior to the Annual Meeting the Senior Pastor in conjunction with the appropriate Church leadership (the Moderator, the Extravagant Welcome and Inclusion Team, office administrator and the like) shall review the current Church Roll and provide a copy to the Administrative Team indicating:

- A. active members,
- B. inactive members, and
- C. members suggested for removal from the roll.

Those members on the active list who have not participated in the life and/or support of the Church during the year or who have otherwise left

the Church shall be moved to the inactive roll or removed from the Church Roll, as appropriate in each case. Efforts to revitalize inactive members shall be made by the Pastor and members of the Extravagant Welcome and Inclusion Team. If such efforts are unsuccessful and the member is not active for a second year, the person shall be removed from the Church Roll. An inactive or removed member may be restored to active membership by approval of the Church Administrative Team and Pastor.

Section 7. Associate Membership

The status of Associate Member shall be granted in circumstances when a person wishes to associate with the Church but, for good and valid reasons, wishes to maintain a previous membership in another church. Associate Members shall have the same privileges and responsibilities as Members. A person desiring to become an Associate Member must:

- A. make the request to the Senior Pastor,
- B. be a member in good standing in his/her current church, and
- C. be accepted into Church membership by the Senior Pastor.

Article III Governing Body

Section 1. Quorum

The governing body of the Church shall be a quorum of the active membership. A quorum shall consist of at least 25% of the current active membership assembled in a duly called Congregational Meeting.

Section 2. Conference Relationship

While the Church is not subject to any outside ecclesiastical body, it accepts the obligations of membership and mutual cooperation involved in its covenantal relationship with the churches of the Southwest Conference of the United Church of Christ and pledges itself to share in their common aims and work.

Article IV. Congregational Meetings

Section 1. Types

A. The Annual Congregational Meeting shall be held as set forth in the Articles of Incorporation. Annual reports shall be published and made available in hard copy or electronic form to all members at least one week before the Annual Meeting. The purposes of the meeting shall be:

1. to elect Church Officers, Program Team members, Pastoral Relations Committee members, and Nominating Committee members and such other Team and Committee members as these By-Laws or the Articles of Incorporation state shall be elected by the Congregation
2. to adopt the Annual Budget,

3. to review and vote on the annual reports,
 4. to review and vote on the Treasurer's report, pending audit, and
 5. to transact such other business as may come before it.
- B. Special Congregational Meetings: A Special Congregational Meeting may be called by one of the following:
1. the Moderator,
 2. the Church Administrative Team,
 3. the Pastor, or
 4. in response to a petition signed by 25% of the members. The petition must be presented to the Church Administrative Team, which must call the meeting within four weeks of the receipt of the petition. The meeting shall deal only with the issue(s) called for in the petition.

Section 2. Voting

- A. The vote of a majority of the active members at a duly assembled meeting shall be the action of the Church except for the following matters, each of which requires a two-thirds majority for passage:
1. calling or dismissing the Pastor or Associate Pastor.
 2. encumbering, purchasing, or conveying real property,
 3. approving all building projects, extensive additions to or (except in emergencies) major repairs to Church property, real or personal, that are both in excess of \$25,000 and not within the Annual Budget as adopted, and
 4. amending the Church's By-Laws.
- B. There shall be no proxy voting.
- C. Absentee ballots shall be permitted under procedures determined by the Administrative Team, which must provide ample opportunity for members to become informed and return ballots. The Administrative Team must also provide for security of these ballots.
- D. Voting at a Congregational Meeting shall be by voice or show of hands, unless a written ballot is requested and approved by a simple majority.

Section 3. Notice of Meetings

Notice of the time, date, and place of all Congregational meetings and, if a Special meeting of the business to be considered thereat and limited thereto, shall be published in any print or electronic medium (such as email) customarily available to Church members for two successive weeks prior to such meeting. Notice shall also be publicly read at regular Church worship services on the two successive Sundays immediately preceding such meetings.

Section 4. Nominations from the Floor

In any election, opportunity shall be given for nominations from the floor provided that such nominee(s) shall consent to the nomination.

Article V. Church Officers

Section 1. General

The officers of the Church shall be those required by the Church's Articles of Incorporation, namely a Moderator, Moderator-Elect, Treasurer, Recording Secretary (sometimes referred to as Secretary), and any others which may from time to time be set forth in these By-Laws (collectively "Officers").

Section 2. Moderator

The Moderator shall preside over all Administrative Team and Congregational meetings and shall assume such other leadership duties as agreed to by the Administrative Team. Each year, on approval of the Congregation, the Moderator-Elect from the previous year shall become the Moderator.

Section 3. Moderator-Elect

The Moderator-Elect shall assist the Moderator and in the absence of the Moderator shall preside over meetings of the Congregation and the Administrative Team. The Moderator-Elect shall be elected each year at the Annual Meeting for a one-year term as Moderator-Elect.

Section 4. Secretary

The Secretary shall send notices of and take minutes on Congregational and Administrative Team meetings, file minutes in the Church office with all official letters and records, and see that the records of the Church are appropriately organized and maintained. The Secretary shall be elected at the Annual Meeting for a two-year term and shall not serve for more than three successive terms.

Section 5. Treasurer

The Treasurer shall be responsible for Church monies, accounting for same to the Administrative Team, opening and managing bank and investment accounts, arranging for deposit of monies, and paying the Church bills. The Treasurer shall be elected at the Annual Meeting for a two-year term and shall not serve for more than three successive terms.

Article VI. Church Administrative Team

Section 1. General

The Administrative Team, sometimes known as the Church Council, receives its authority from and is responsible to the Church membership.

Section 2. Composition

- A. The Administrative Team shall be composed of
 - 1. The officers (see Article V, Section 1),

2. The chair of the Finance Team (see Article VIII, Section 1),
3. The chair of the Facilities Team (see Article VIII, Section 2),
4. A chair or representative selected by the Nominating Committee for a two-year term from one of the four Program Teams (see Article VII). The chair/representative is expected to rotate among the Program Teams.

Section 3. Duties

The administration of the Church shall be vested in the Administrative Team. Its duties shall include but not be restricted to those set forth herein and in the Articles of Incorporation:

- A. in consultation with the Pastor, formulating policies and long-term plans as well as reviewing day-to-day activities;
- B. based on budget proposals provided by the Finance Team in December recommending a budget for use by the Stewardship Team, and recommending an annual budget for consideration by the congregation at the Annual Meeting, based on the December budget and on results from the annual Stewardship campaign;
- C. assuming responsibility for a program of auditing the Church's financial records;
- D. developing personnel policies and salary schedules;
- E. reviewing, overseeing and advising all boards, committees, teams and church organizations;
- F. conducting Church business between meetings of the Congregation;
- G. when a Search Committee is needed to identify a candidate for Pastor or other full-time Pastoral position,
 1. inviting members of the Church who are willing to serve on such a committee to signify the same;
 2. nominating members for such a committee;
 3. calling a special meeting of the Congregation to elect such a committee;
 4. calling a special meeting of the Congregation, when the Search Committee has a candidate to recommend, so that the Congregation may vote on this recommendation;
- H. appointing search committees to interview and recommend to the Administrative Team candidates for other positions (such as Director of Music, Director of Faith Formation and the like) as the need arises;
- I. appointing persons to fill vacancies in the Officers of the Church or other positions filled by Congregational election, until the next Annual Meeting, taking into consideration any recommendations from the Nominating Committee; and appointing persons to fill vacancies on all other teams and committees;
- J. annually nominating new members for the Nominating Committee.

Section 4. Boards and Committees

Boards, teams, committees and other recognized church organizations shall be responsible to the Administrative Team.

Section 5. Meetings

- A. The quorum for Administrative Team meetings shall be a majority of the Administrative Team members.
- B. Provided the quorum requirements are met, a majority of the members present shall be sufficient to reach a decision.
- C. Regular meetings will be held monthly and special meetings shall be as called by the Moderator. Meetings may be held in person, by telephone, by conference call or by a combination of the preceding so long as all members may hear one another.
- D. Any member of the Congregation may speak at any regularly scheduled Administrative Team meeting, subject to such time limits and other restrictions needed for an orderly meeting.
- E. Meetings of the Administrative Team shall be open to members of the Congregation as observers, but the Administrative Team may hold closed meetings regarding personnel, legal and financial matters. The Administrative Team, however, must report the results of actions taken at such meetings to the Congregation at the first available opportunity.

Section 6. Budget

In the administration of Church affairs, the Administrative Team shall live within the budget total as approved at the Annual Congregational Meeting. Except for items such as emergency repairs, if the Administrative Team wishes to exceed the total of approved expenditures by more than \$25,000, a Special Congregational Meeting must be called wherein the reason(s) for the need for extra funds will be explained. Approval of same will be determined by the rules outlined in Article IV Section 2.

Section 7. Minutes

The Minutes of Administrative Team meetings shall be published in the monthly newsletter of the Church.

Article VII. **Program Teams** - - There are four Program Teams, as follows:

Section 1. Spiritual Growth Team

A. The Good Shepherd UCC is a Christian church, where spirituality may grow by following different pathways. These pathways include community and individual worship, classes that encourage study of Christianity and other faiths, opportunities for retreats, small groups where faith journeys may be shared and deepened, and participation in church activities and outreach ministries.

B. The Spiritual Growth Team shall foster spiritual growth by assisting congregation members and groups to identify the spirituality present in their lives with activities such as the following:

- 1) The team shall assist in developing and resourcing small groups as a need is identified.
- 2) The team shall identify and implement a broad range of learning opportunities to deepen spiritual growth.
- 3) The team shall create opportunities for meditation, solitude and prayer.

C. The Spiritual Growth Team shall be self-selected, not elected by the Congregation. However, the Team shall designate a chair or representative and notify the Church of same. This person shall represent the Team as needed, such as participating on behalf of the Team in Program Team meetings with the Administrative Team and in other matters as needed on behalf of the Team.

D. Subgroups of the Spiritual Growth Team shall include:

- 1) A Faith Formation Group, which shall provide for and oversee a continuous religious education program for children, youth, and adults.
- 2) A Library Group to provide resources for congregational activities.

Section 2. Intentional Care Team

A. Our Church shall become and an intentional, caring community. A part of our mission will be caring for one another within our church community. These plans will provide structure to that caring, but will be successful only as each one of us expresses our needs for support while providing support to others.

B. The Intentional Care Team shall guide and assist congregation members and groups with activities such as the following:

- 1) Training leaders and caregivers to implement and support the Stephen Ministry program.
- 2) Helping members deal with life challenges and age with dignity.
- 3) Expanding opportunities for fellowship and mutual support.

C. The team shall be self-selected, not elected by the Congregation. However, the Team shall elect or designate a chair or representative and notify the Church of same. This person shall represent the Team as needed, such as

participating on behalf of the Team in Program Team meetings with the Administrative Team and in other matters as needed on behalf of Team.

D. Subteams of the Intentional Care Team include the Care Team and Stephen Ministry.

Section 3. Extravagant Welcome and Inclusion Team

A. Extravagant welcome and inclusion shall become an integral part of our Church's culture, built on clear and intentional processes and person-to-person interaction. We want to become a place of transformation where people feel encouraged and inspired to get involved. New people will come into our community and transform us as we integrate them and their gifts into the congregation.

B. The Extravagant Welcome and Inclusion Team shall guide and assist congregation members and groups with activities such as the following:

- 1) Attracting new friends and members through marketing.
- 2) Coordinating the welcome process for visitors.
- 3) Coordinating the new member process to give an introduction to our progressive theology and opportunities for integration into congregational activities.
- 4) Integrating new and current members and friends by matching gifts and talents with activities, programs, and missions of the church.

C. The Extravagant Welcome and Inclusion Team shall generally have at least six members, elected by the Congregation. Membership shall generally be for three year terms, with terms staggered such that two out of six terms expire each year.

Section 4. Mission, Service and Justice Team

A. Ours is a mission-focused church with many compassionate, dedicated members and friends. We will expand our mission and justice impact in Sahuarita and Green Valley. We will continue our commitment to leadership and advocacy on key social issues.

B. The Mission, Service and Justice Team shall guide, coordinate, and assist congregation members and groups with activities such as the following:

- 1) Evaluating and strengthening our existing mission endeavors.

- 2) Developing mission programs to enhance our impact and visibility in the community.
- 3) Educating our congregation, friends and visitors about our current and new mission, service and justice programs.
- 4) Connecting closely with UCC mission opportunities.

C. The Mission, Service and Justice Team shall generally have at least six members, elected by the Congregation. Membership shall generally be for three year terms, with terms staggered such that two out of six terms expire each year.

Section 5. Program Teams Generally

A. Program Teams and their Subteams and Groups will meet as needed to accomplish objectives. Minutes of meetings will be taken and submitted to the Moderator.

B. The Chairs (or other representative) of each of the Program Teams shall attend four Administrative Team meetings per year, to inform, exchange, update, review, coordinate and plan for ongoing and future church wide programming and for such other purposes as are appropriate. The meetings shall be the regular meetings of the Administrative Team in October, December, February and April unless otherwise determined by the Moderator. The Chairs (or other representative) shall also meet from time to time as needed with minutes to be taken and submitted to the Moderator.

Article VIII. Other Teams and Committees

Section 1. Finance

A. The Finance Team shall have at least six members, three of whom shall be the Moderator, Moderator-Elect and Treasurer. The other members shall be members at large, with one elected by the Congregation annually to serve staggered three-year terms.

B. The Finance Team shall oversee the development and monitoring of budgets, bank accounts, major contracts, investment activities, accounting practices, audit programs, insurance, fiscal policies, memorial gifts and other matters bearing on the financial security of the Church. The Team shall send a preliminary budget to the Administrative Team in November of each year, followed by a final draft for consideration by the Administrative Team in December.

Section 2. Facilities

A. The Facilities Team shall have at least six members, with two elected by the Congregation annually to serve staggered three-year terms.

B. The Facilities Team shall be responsible for the maintenance, care and repair of the lands, buildings, contents and personal property of the Church, in particular those at or adjacent to 17750 South La Cañada Drive, Sahuarita, Arizona.

Section 3. Stewardship

A. The Stewardship Team shall have at least three members, with one elected by the Congregation annually to serve staggered three-year terms.

B. The Stewardship Team shall oversee the Church's annual stewardship campaign to obtain pledges and funds for the next fiscal year. The Team shall oversee a year round stewardship program which shall include a commitment of time, talent and treasure.

Section 4. Pastoral Relations Committee

A. The Pastoral Relations Committee shall consist of three members of the Congregation elected at the annual meeting to serve three-year staggered terms, with one member rotating off each year. The member serving the 3rd year will act as chair of the committee and the person serving the 2nd year of his/her term will act as recorder.

B. The Pastoral Relations Committee shall seek to support and maintain an open and healthy relationship among and between the Senior Pastor, Associate Pastor(s), Assistant Pastor(s) and the members of the Congregation and provide consultation and advice to aid the Pastors in the performance of their duties.

Section 5. Nominating Committee

A. The Nominating Committee shall be composed of six members, nominated by the Administrative Team, with two elected by the Congregation annually to serve staggered three-year terms

B. The Nominating Committee shall, in consultation with the Senior Pastor and Administrative Team, annually put forth a slate of Officers and Team and Committee members (other than nominees for its committee) for election at the Annual Meeting. The Nominating Committee shall also assist the Administrative Team as requested in filling positions and vacancies on teams, committees and other entities.

Section 6. Open and Affirming

A. The Open and Affirming Team which shall provide for and oversee the inclusion of LGBT and other groups in church membership and otherwise assist them and help combat discrimination against them.

Section 7. Other Committees

The Administrative Team may create other committees as is deemed necessary for the proper operation of the Church. The duties and responsibilities

of each such committee shall be clearly stated in writing at the time it is created. The term for each such committee shall be one year, or less if the objective has been reached. The renewal of such committees shall be handled in the same manner as it was created.

Section 8. Teams and Committees in Articles VII and VIII Generally

A. Teams and committees of the Church (collectively "committees") may be called by various names such as fellowships, forums, subcommittees, task forces, or appointees.

B. Each committee shall elect a chairperson (denominated by such name as the committee may elect) to assist and direct it in carrying out its duties, and may have co-chairpersons.

C. Each committee shall provide a report to the Administrative Team at least quarterly and upon request; shall provide periodic reports as requested by the Administrative Team for the information of church members; and shall provide a report to be included in the Annual Report for the Annual Meeting of the Congregation.

D. Additional members of a committee may be added by recommendation of the committee as then constituted and with the approval of such additional members by the Administrative Team.

Article IX. Executive Committee

Section 1. Composition

The Executive Committee shall be composed of the Officers of the Church.

Section 2. Responsibilities

A. The Executive Committee may act on matters which would ordinarily come before the Administrative Team if the Administrative Team is not able to meet or lacks a quorum.

B. The Executive Committee together with the Senior Pastor may serve as the personnel committee of the Church to oversee and delegate the hiring, performance, review, direction and severance of all employees.

C. The Executive Committee may undertake other responsibilities upon direction from the Congregation or the Administrative Team.

D. The Executive Committee shall report the results of its activities at the next meeting of Administrative Team.

E. The Executive Committee may declare a meeting to be a closed Executive Session for the discussion of personnel, legal, and limited financial matters.

Section 2. Quorum and Plurality

The quorum for a meeting shall be three persons, and three favorable votes are required to approve any action.

Section 3. Overtake

It shall not be permissible for the Executive Committee to overrule a decision on a subject already voted on by the Church Administrative Team or Congregation.

Article X Senior Pastor

Section 1. Definition

The term "Pastor" as used herein shall mean the Senior Pastor of the Church, unless the context indicates to the contrary.

Section 2. Duties Generally

The Pastor shall preach from the Holy Scriptures and other Sacred Texts and oversee the administration of the sacraments to members and others. He/she shall be available to Church members and others for visitation at times of sickness, sorrow, crisis, joy, and celebration.

Section 3. Membership, Supervision

The Senior Pastor shall be an ex-officio member of, and act as an advisor to, the Church Administrative Team, and all teams, boards, committees, and auxiliary groups. The Senior Pastor shall be the immediate supervisor of all staff members.

Section 4. Replacements

The Senior Pastor or the Administrative Team shall secure a temporary replacement Pastor if both the Senior Pastor and Associate Pastor are temporarily absent. The Administrative Team shall secure such a replacement if the absence is or is likely to be permanent or long term.

Section 5. Departure

If a Pastor (which for purposes of this Section means both the Senior Pastor and an Associate Pastor) resigns, his or her written resignation must be given to the Administrative Team three months prior to the termination of his or her services, unless otherwise mutually agreed. Dismissal of a Pastor by the Church shall be by Congregational vote as set forth in Article IV Section 2 at an Annual or Special Congregational Meeting held at least three months in advance of the proposed date of termination. The three month time period may be shortened by mutual agreement or the Administrative Team may suspend a Pastor from all duties pending a Congregational vote. The terms and conditions of a Pastor's departure (for example, which benefits shall be continued, and for how long) shall be determined by the Administrative Team.

Article XI. Associate and Assistant Pastors

Section 1. Associate Pastors

Associate Pastors are called and depart in the manner as the Senior Pastor (see Article IV, Section 2 and Article X above). They shall assist the Senior Pastor and lay leadership in carrying out the ministry of the Church, including its educational programs, pastoral care, evangelism and worship services. He/she shall carry out those specific duties and responsibilities mutually agreed upon at the time of his/her Call, as assigned by the Senior Pastor over time as the church's needs and opportunities evolve, and generally shall function in the absence of the Senior Pastor.

Section 2. Assistant Pastors

Assistant Pastors have much the same duties as Associate Pastors but are hired by the Administrative Team upon the recommendation of the Senior Pastor. They may be dismissed by the Administrative Team generally on thirty days' notice, and shall give at least thirty days' notice of any resignation, unless otherwise agreed. The terms and conditions of their employment and departure shall be as determined by the Administrative Team in consultation with the Senior Pastor.

Article XII. Organizations

Section 1. Recognition

A. Organizations may become and be recognized as an official part of the Church either by (a) the Congregation's acceptance at an Annual Meeting of the annual report of an organization, or (b) approval of the Administrative Team as being consistent with the purpose and goals of the Church.

B. The refusal of a simple majority at an Annual, or properly called Special Meeting, of the Congregation to accept an annual, or interim, report of a recognized church organization as consistent with the purpose and goals of the Church shall constitute a removal of that organization as being part of the Church, as shall removal on the same grounds by the Administrative Team.

Section 2. Rights

A. Recognized church organizations shall have use of the church facilities as assigned by the Administrative Team, may make frequent reports in the Church's periodic newsletters to inform the Congregation of their activities and are subject to the supervision and oversight of the Administrative Team on behalf of the Church.

B. A recognized church organization may, upon its own request, and shall, upon request of the Church Administrative Team, designate a spokesperson to represent it and, if requested provide a report of its activities, at an appropriate meeting of the Administrative Team with voice but not vote.

Section 3. Chairperson and Reporting

A. Each recognized church organization shall elect a chairperson (denominated by such name as the organization may select) to assist and direct it in carrying out its activities.

B. Each recognized church organization shall provide a report of its activities to be included in the Annual Report for the Annual Meeting of the Congregation which shall include a summary of income and expenses, if any, for the year ending and a balance sheet as of December 31.

C. Each recognized church organization shall also make a monthly financial report to the Church Treasurer, which requirement the Treasurer may waive for small organizations.

D. The chairperson (or other representative) of each recognized church organization is encouraged to attend four Administrative Team meetings per year, to report on their activities and for such other purposes as are appropriate. The meetings shall be the regular meetings of the Administrative Team in September, November, January and March unless otherwise determined by the Moderator.

Article XIII. Amendments

Section 1. Meetings

Amendments to these By-Laws must be made at a Congregational Meeting.

Section 2. Notice

Notice of a Congregational Meeting at which amendments to the By-Laws are to be considered must be made at least two weeks prior to the meeting date. Included in the notice shall be the text of the proposed amendment(s).

Article XIV. Parliamentary Procedure

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.