

Restated Articles of Incorporation and Bylaws

The church's Articles of Incorporation and Bylaws have been restated to bring them up to date (the Articles had not been changed since 1991) with the church's current practices and procedures. The main changes to the Articles were to remove a provision that the church's corporate existence would expire in 2016 and add a requirement of a membership vote to change the Articles. The main changes to the Bylaws were to reflect the change to program teams which the Congregation approved several years ago. In addition, conflicts and duplications were removed, definitions were standardized and grammatical changes were made. The restated documents were developed by the Bylaws Committee (Glen Harrison, Nancy Linthicum, Judy Bischoff, John Pestle) and reviewed and approved by Randy Mayer and the Administrative Team.

RESTATED ARTICLES OF INCORPORATION
OF
THE GOOD SHEPHERD UNITED CHURCH OF CHRIST

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of becoming a non-profit corporation under and by virtue of the laws of the State of Arizona, and to that end do hereby certify to the adoption of the following Articles, to-wit:

ARTICLE I.

The name of this corporation will be THE GOOD SHEPHERD UNITED CHURCH OF CHRIST.

ARTICLE II.

The names, residences and post office addresses of the Incorporators are as follows:

| | | |
|----------------------|-------------------------|---------------------------|
| Nancy K. Moore | 251 Circulo Napa, | Green Valley, Ariz. 85614 |
| Franklin J. Thompson | 1131 Paseo Maravilloso, | Green Valley, Ariz. 85614 |
| Shirley Klos | 1241 Paseo Maravilloso, | Green Valley, Ariz. 85614 |
| Richard D. Redman | 1040 W. Calle Santiago, | Sahuarita, Ariz. 85629 |

ARTICLE III.

The principal place business of this corporation shall be in the Town of Sahuarita, Pima County, Arizona but this corporation may do and transact business in Green Valley, Arizona and all other places permitted by law. Its' Church Council and its members may meet at such place

or places as may be designated or determined by the Church Council or membership as convenient or necessary for the conduct of the business of this corporation.

ARTICLE IV

The general nature of the business of this corporation and the objects and purposes to be promoted and carried on by it are to do, but not for profit, any and all the things hereinafter enumerated as fully and to the same extent as a natural person might do or cause to be done at any place or at any time, for the operation of a church and related religious purposes, as may be from time to time set forth with more specificity in the By-Laws, all to the fullest extent allowed by the Internal Revenue Code (or successor statute) as from time to time in effect.

This corporation shall further be authorized to receive, accept and hold memorials, legacies, contributions, estates, trusts and may manage own and rent real and personal property and carry on other educational and charitable works pursuant to these Articles and the By-Laws adopted by the congregation of this church. The By-Laws shall be in harmony with these Articles of Incorporation and the laws of the State of Arizona.

In addition to the foregoing, and not by way of limitation, this corporation shall have all the powers conferred on non-profit corporations by the laws of the State of Arizona as well as to assist in achieving the objects and purposes herein set forth. In addition, it is expressly provided that this corporation shall have the following authority:

- a) To buy, sell or otherwise deal in securities of any description; to buy, sell and generally deal in bonds, stocks or other documents of corporations;
- b) To transact business in the State of Arizona or such other place or places as may be deemed appropriate for the furtherance of the business of this church;

- c) To borrow or lend money; to issue obligations of this corporation as may be necessary to carry out the objects or purposes of this corporation; provided that the same is not for pecuniary profit, and to secure the same by mortgage, pledge, deed or trust, security agreement or to in its discretion issue said obligations unsecured;
- d) To do any and all other acts and things necessary and proper under the laws of Arizona, in furtherance of this corporation's objects and purposes.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporation's purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VI.

Upon the dissolution of the corporation, the Church Council shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal Revenue Laws) as the Church Council shall determine, such as to the Southwest Conference of the United Church of Christ or its successor(s). Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII.

The time of commencement of this corporation shall be the date of issuance by the Arizona Corporation Commission of a Certificate of Incorporation, and period of its duration shall be perpetual.

ARTICLE VIII.

The affairs of this corporation shall be conducted by the Church Council as set forth below.

The Church Council shall be responsible for all of the property whether real or personal owned or otherwise acquired by this corporation; and the Moderator of the Church Council, or such other person as he or she may designate, shall be empowered to execute on behalf of this corporation all deeds and documents which require execution by a corporation officer.

Any mortgage, deed of trust, purchase, lease (whether as lessor or lessee), exchange or sale of real property however shall be subject to the prior approval of a majority of the members of this church present and qualified to vote at a duly called and constituted annual or special meeting of the members called in the manner provided for by the By-Laws of this corporation at which a quorum is present,

The officers of this corporation shall be a Moderator, Moderator Elect, Treasurer, Recording Secretary and any others as may hereafter be designated and they shall be elected, shall serve such terms, and shall have such powers and duties as prescribed in the Articles and the By-Laws of this corporation.

ARTICLE IX.

All officers shall be selected at the annual meeting of the membership of this corporation to be held in March of each year, or annually in such other month as the Church Council shall specify. Each officer shall serve until his or her successor shall have been elected in accordance with these Articles and the By-Laws.

ARTICLE X.

Except as limited by these Articles of Incorporation or the By-Laws, the Church Council shall have such powers and duties as are necessary and proper to promote the welfare of this corporation in the lawful furtherance of its business.

ARTICLE XI.

The private property of each and every member of this corporation as Officers, Church Council members or other church officials, of whatever kind or description is and shall be forever exempt from all debts of this corporation, and no property of any such person shall ever be subject to the debts of this corporation.

ARTICLE XII.

The statutory agent of the corporation shall be that person as from time to time appointed by the Church Council. The Church Council of this corporation is hereby authorized and empowered to revoke any appointment at any time at its pleasure and to cause such vacancy to be filled by appointment of another statutory agent.

ARTICLE XIII.

These Articles of Incorporation may only be amended by a vote of the members of the Church, following the same notice, quorum, voting and other procedures and requirements as are applicable to changes in the By-Laws of the Church or (if stricter) the requirements of Arizona non-profit corporation law.

ARTICLE XIV.

CHURCH COUNCIL: The names and addresses of the persons who are to serve as Church Council members until their successors are elected and qualified are the Incorporators listed in Article II. Thereafter, there shall be at least five (5) but no more than nine (9) Council members, and the number of such members shall always be an odd number, not an even number.

Signed:

_____/s/
Nancy K. Moore

_____/s/
Franklin J. Thompson

_____/s/
Shirley Klos

_____/s/
Richard D. Redman

Restated Bylaws
of
The Good Shepherd United Church of Christ
an Arizona non-profit corporation
17750 S. La Cañada Drive, Sahuarita, AZ 85629
March 15, 2015

Article I. Purpose of Bylaws

Section 1. In General

The purpose of these Bylaws 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 Bylaws 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 Bylaws 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 Bylaws, 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. To follow the Way of Jesus, and mentor and receive 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.

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 except the right to vote at Congregational meetings. 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 in March of each year. 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 Bylaws 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 Bylaws.
- 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, Vice Moderator (sometimes referred to as Moderator-Elect), Treasurer, Recording Secretary (sometimes referred to as Secretary), and any others which may from time to time be set forth in these Bylaws (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 2. 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 Committee, and recommending an annual budget for consideration by the congregation at the Annual Meeting in March, based on the December budget and on results from the annual Stewardship drive;
- 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 Christian Education 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 3. Boards and Committees

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

Section 4. 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 5. 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 6. 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. Ours is a Christian church, where our spirituality will grow by following different pathways, and by examining our beliefs, values, patterns of life and practices of faith. The myriad pathways include community and individual worship, classes that encourage study of the Christian faith from the past and present, opportunities for retreats where spiritual practices are taught and encouraged, small groups where faith journeys and values may be shared, or by simply participating with others in church projects and activities.

B. The Spiritual Growth Team shall foster spiritual growth by guiding, coordinating, and assisting congregation members and groups in carrying out the plans below:

- 1) Assist in developing and resourcing small groups, such as
 - a) Using the catalogue of all small groups at The Good Shepherd, developed by the Welcome and Inclusion Team, identify those focus areas where the formation of additional small groups could aid the congregation in our spiritual growth
 - b) Assist in the small groups' development
- 2) Identify a broad range of learning opportunities to deepen spiritual growth, such as
 - a) Implement progressive theology seminars, Biblical studies, and retreats of one day or more, some of which could include men and women or be silent retreats
 - b) Offer seasonal classes and other study programs (restructuring Sunday schedules to provide adequate time both for worship and study sessions)
- 3) Continue to deepen the worship experience at church and at home, such as
 - a) Offer a worship service and communion to those who are homebound
 - b) Consider having podcasts, e-mails and copies of sermons available for the homebound and those at their northern homes
- 4) Create opportunities for meditation, solitude and prayer, such as
 - a) Designate a quiet space with an atmosphere conducive to quiet contemplation to be available before worship and at other times
 - b) Encourage members to develop ways of integrating mind, body and spirit (i.e., Taize, meditation, silent retreats)
 - c) Explore alternative ways of meeting congregation prayer needs, such as prayer chains or prayer request cards.

C. The Spiritual Growth 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 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 Spiritual Growth Team shall include:

- 1) The Christian Education Team, which shall provide for and oversee a continuous religious education program for children, youth, and adults.

- 2) The Mission Outreach Team, which shall provide leadership and guidance for the Church to express its concerns for local, border, national, and world missions.
- 3) The Worship Team, which shall work with the Pastor(s), Director of Music, and Congregation in providing an esthetic, meaningful, and worshipful atmosphere in all worship services.
- 4) The Book Studies Team
- 5) The Lecture Series Team

Section 2. Community 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 Community Care Team shall aid intentional caring by guiding, coordinating, and assisting congregation members and groups in carrying out the following:

- 1) Train leaders and caregivers to implement a structured one-to-one caregiving ministry to provide support to hurting people in and around the church, such as
 - a) Investigate Stephen Ministry and decide on a caring ministry model
 - b) Learn about and communicate availability of community resources
- 2) Intentionally help members deal with life challenges and age with dignity, such as
 - a) Provide a structured one-on-one caring ministry
 - b) Explore providing short-term transportation and food delivery
 - c) Explore and implement handyman/handyperson program
- 3) Expand opportunities for fellowship and mutual support, such as
 - a) Organize several Sign and Dines a year
 - b) Implement small support groups for different ages, concerns and interests
- 4) Explore a health ministry for The Good Shepherd, such as
 - a) Present a seminar on long-term care options
 - b) Use adult forums and other venues for health education
 - c) Investigate and if appropriate, implement a parish nurse program.

C. The Community Care 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 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 Caring Community Team include the Caring Ministry, Stephen Ministry and Health Ministry teams

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, coordinate, and assist congregation members and groups in carrying out the following:

- 1) Attracting new friends and members through marketing, such as
 - a) Find innovative ways to use advertising and social media to attract visitors
 - b) Communicate our values through programs like Javarita Coffeehouse, Jesus seminar, Border Issues Fair, etc.
- 2) Redesigning the welcome process for visitors, such as
 - a) Determine how to identify visitors
 - b) Provide for informed greeters and ushers
 - c) Identify contents of visitor packet
- 3) Redesigning the new member process to give more thorough introduction to our progressive theology and opportunities for integration into congregational activities, such as
 - a) Organize dinners and social gatherings
 - b) Provide for one-on-one or small group gatherings
- 4) Integrating new and current members and friends by matching gifts and talents with activities, programs and missions of the church, such as
 - a) Develop a more detailed, but interesting, listing of missions, programs and activities
 - b) Redesign the gifts and skills list that we provide to friends and new members

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.

D. Subteams of the Extravagant Welcome and Inclusion Team shall include:

- 1) The Membership Team, which shall provide for and oversee a continuous membership program that seeks to reach out to prospective members, shepherd prospective members into membership, and provide spiritual care and nurture for all members and friends of the Church.
- 2) 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 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 in carrying out the following:

- 1) Evaluate and strengthen our existing mission endeavors: such as Samaritans, Border Issues Fair, Alternative Gift Fair, and microloans
- 2) Develop mission programs to enhance our impact and visibility in Sahuarita, such as
 - a) Offer English-as-a-second-Language classes
 - b) Expand the Sahuarita Food Bank,
 - c) Nurture the Community Garden
 - d) Deepen our understanding of the theological and spiritual bases for environmental stewardship
 - e) Implement appropriate environmental programs
- 3) Educate our congregation, friends and visitors about our current and new mission, service and justice programs
- 4) Connect more closely with UCC mission opportunities, such as
 - a) Learn about and participate in the Global Ministries of the United Church of Christ
 - b) Educate our congregation about the UCC five offerings
 - c) Explore and integrate relevant information from UCC website into our church life.

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.

D. Subteams of the Mission, Service and Justice Team shall include;

- 1) The Mission Outreach Team, which shall provide leadership and guidance for the Church to express its concerns for local, border, national, and world missions.

Section 5. Program Teams Generally

A. Program Teams and their Subteams 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 churchwide 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 six members, with two 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. 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 7. 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 Team 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. Override

It shall not be permissible for the Executive Committee to override 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. He/she shall be available to Church members for visitation at times of sickness, sorrow, crisis, joy, and celebration.

Section 3. Membership, Supervision

The Pastor shall be an ex-officio member of, and act as an advisor to, the Church Administrative Team, and all boards, committees, and auxiliary groups. The 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 an interim report of its activities, at an appropriate meeting of the Administrative Team with voice but not vote.

Section 3. Chairperson and Reports.

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. Each recognized church organization shall provide a report to the Administrative Team upon request.

Article XIII. Amendments

Section 1. Meetings

Amendments to these bylaws must be made at a Congregational Meeting.

Section 2. Notice

Notice of a Congregational Meeting at which amendments to the Bylaws 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 Bylaws.