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BY-LAWS

First Congregational Church Marshalltown, Iowa

We, the members of the First Congregational Church of Marshalltown, Iowa, hereby ordain and adopt the following By-laws for the carrying out and guidance of our business and spiritual affairs and in order that our Restated Articles of Incorporation may be made more effective.

ARTICLE I (Name)

This church shall be known as the First Congregational Church of Marshalltown, Iowa and shall hereinafter be referred to as the "Church".

ARTICLE II (Character)

- A) Freedom:** The government of this Church is vested in its members who exercise the right of full and final control of its affairs. This Church shall always remain autonomous and independent and Congregational in character.
- B) Fellowship:** This Church also acknowledges and accepts the equally important obligations of mutual counsel, courtesy, and cooperation involved in the freed fellowship of the Congregational Christian Churches, and pledges itself to safeguard and to share their common aims and work. It declares its fellowship further with all churches which seek to promote the Kingdom of the Lord Jesus Christ.
- C) Covenant:** The purpose of this Church shall be to bind together followers of Jesus Christ, for the object of sharing in the worship of God and in making His will dominant in the lives of men and women, especially as that will is set forth in the life and teachings of Jesus Christ.
- D) Faith:** The following declaration, while not to be used as a test for membership, is adopted as expressing the faith and covenant of this Church.

We believe in God the Father infinite in wisdom, goodness and love, and in Jesus Christ His Son our Lord and Savior, and in the Holy Spirit who taketh of the things of Christ and reveals them to us. We are united in striving to know the will of God as taught in the Holy Scriptures and in our purpose to walk in the way of the Lord.

We hold it to be the mission of the Church of Christ, to proclaim the Gospel to all mankind, exalting the worship of the one true God and laboring for the progress of knowledge, promotion of justice, the reign of peace and the realization of human brotherhood, depending upon the guidance of the Holy Spirit to lead us into all truth, we work for the transformation of the world into the Kingdom of God.

We believe in the freedom and responsibility of the individual soul, and the right of private judgment. We hold to the autonomy of the local church and its independence of all ecclesiastical

control. We cherish a fellowship of the churches united in district, state, and National Bodies, for counsel and cooperation in matters of common concern, but maintain our own autonomy and independence from any ecclesiastical control.

While affirming the liberty of our Church and the validity of our ministry, we hold to the unity and catholicity of the Church of Christ and will unite with all its branches in hearty cooperation and will earnestly seek, so far as in us lies, the prayer of our Lord for His Disciples may be answered, that they all may be one.

ARTICLE III (Membership)

- A) Qualifications:** This Church will welcome any person who loves the Lord Jesus Christ and chooses to live according to His law of love.
- B) Conditions:** Its membership shall consist of those who have been received by vote of the Board of Deacons and who have accepted the Church Covenant (a) On presentation of letters of transfer from other churches or (b) If letters are not available, on reaffirmation of faith or (c) On confession of faith and baptism (if not previously baptized or exempted because of conviction).
- C) Associate Membership:** Persons who are desirous of being related to a Congregational Christian Church, but who for personal reasons do not desire to transfer their church letter, and who accept the Covenant of this Church, may become Associate Members with full privileges of membership except that they shall have no voting privileges in the calling of a Minister nor in the matters requiring the corporate action of the Church. Associate Membership may be terminated by vote of the Diaconate whenever, in spite of friendly inquiry, such persons have neither attended the services of worship, nor contributed to the financial support of the Church during a full calendar year.
- D) Rights:** Members in good standing may act and vote in the business meetings of the Church.
- E) Termination of membership:** A member in good standing may on request and by vote of the Diaconate Board: (1) be granted a letter of transfer to any Christian church; or (2) be released from membership if, after due conference and deliberation, he/she is clear in his/her desire for such release.

Members whose addresses have long been unknown or who for a period of two years, in spite of kindly reminders, have not communicated with the Church or contributed to its support, may be transferred to the Inactive or Retired List upon the recommendation of the Diaconate Board. From the date of such transfer, such persons shall cease to be reported on the Active Membership Roll.

Upon recommendation of the Diaconate Board, should a member become an offense to the Church and to its good name by reason of immoral or unchristian conduct or by persistent breach of his/her covenant vows, the Church may terminate his/her membership, but only after due notice and hearing, and after faithful efforts have been made to bring such member to repentance. Notice shall be directed to the member by ordinary mail to his/her last known address at least ten days prior to the date fixed for hearing. At such hearing, a vote of a majority of the members present at such meeting shall be decisive as to the action of the Church. The meeting of the Church shall be called as a special meeting of the Church as provided In Article IX of the Articles

of Incorporation.

- F) **Restoration of Membership:** Any person whose membership has been terminated may for good and sufficient reasons be restored to membership by vote of the Diaconate Board.

ARTICLE IV (Officers, Boards & Committees)

The activities of this Church shall be under the care of a Pastor or Co-Pastor, Moderator, Clerk, Treasurer, the Church Cabinet, the Board of Trustees, the Diaconate Board, the Board of Christian Education, the Benevolence and Missions Committee, the Music Committee, the Personnel Committee, the Nominating Committee, and the Financial Review Committee as hereinafter provided for. All officers, boards and committees, except as otherwise provided in Article VII, and Article XVI of the Articles of Incorporation and By-Laws, shall be elected by ballot at each Annual Meeting. The officers, boards and committees shall be responsible to the Church for the work of their several departments.

A) Officers

- 1) **Pastor or Co-Pastors:** This Church shall have a Pastor or Co-Pastors, if the congregation at a duly called and held Church meeting shall by a vote of at least three-quarters of the members attending such meeting so vote to have Co-Pastors. Any action to have Co-Pastors will not bind the Church to continue to have Co-Pastors.
 - a) **Pastor:** A Pastor shall be chosen and called by a vote of at least three-quarters of the members of the congregation present at a duly called and held Church meeting to act upon the recommendation by the Pastoral Committee that the call be made. The Pastor so called shall continue in office for an indefinite period. The pastoral relationship may be dissolved by either the Pastor or the congregation upon three months written notice of such intention, or as the Pastor and congregation may agree. It shall be the duty of the Pastor or Co-Pastors, to preach the word, to care for the stated services of public worship, to administer the sacraments, and to promote in all ways within the power of the Pastor or Co-Pastors, the spiritual welfare of the Church and those served by the Church. If there are Co-Pastors, in consultation with the diaconate and as the Co-Pastors may agree, the work and duties shall be determined. The Pastor or Co-Pastors, shall be advisers and consultants to the boards and standing committees, without vote, and may attend meetings of boards and standing committees as mutually agreed upon by the Co-Pastors and the separate boards and standing committees.
 - b) **Pastor or Co-Pastors:**
 - (i) The Pastor or Co-Pastor shall be authorized to employ such secretarial help as deemed necessary, subject to the approval of the Board of Trustees. The termination of anyone so employed shall be with the joint approval of the Pastor or Co-Pastors and the Board of Trustees.
 - (ii) The Pastor or Co-Pastors may appoint or employ a Lay Assistant, subject to approval by the Church Cabinet and Board of Trustees as to the terms of employment, compensation and what work is to be done, and the work of the assistant shall be reported to the Board or Committee being served and to the Cabinet. Such an assistant

may terminate the work being done by resignation, or may be terminated with the joint approval of the Pastor or Co-Pastors and the Cabinet.

c) **Associate or Assistant Pastor:** If an Associate or Assistant Pastor is to be called, the same procedure shall be followed as set out in Paragraph a) above. An Associate or Assistant Pastor may be terminated in the same manner as a Pastor may be, as set out above.

d) **"Pastor" Term:** For the purposes of the By-Laws of this Church, other than this By-Law Article IV, A, 1, wherever the term or word "Pastor" appears, it shall be considered to mean "Pastor or Co-Pastors" as would be properly applied in context with the matter involved.

2) **Moderator.** The Moderator shall be elected at each Annual Meeting for a term of one year provided that no individual shall hold this office for more than two consecutive terms. The Moderator shall be the lay leader of the Church, moderating Annual and Special Meetings of the Church and the Church Cabinet and performing such other duties applicable to the office.

3) **Assistant Moderator.** The Assistant Moderator shall be elected at each Annual Meeting for a term of one year. The Assistant Moderator shall attend the Annual and Special Meetings of the Church and Church cabinet and shall act as Moderator in the absence of the Moderator, or when designated to do so by the Moderator, and shall have such additional duties as may be assigned by the Church from time to time.

4) **Clerk.** The Clerk shall be elected at each Annual Meeting of the Church, and shall hold office for one year and until a successor is elected and qualified. The Clerk may succeed himself or herself in office. The Clerk shall keep in an electronic record (with backup), a complete record of all the transactions of the business meetings of the Church and of the Church Cabinet, recording also any events in the life of the Church that are likely to prove of historic interest. The Clerk shall keep a register of the members of the Church with the date of their reception and removal, record baptisms, marriages and deaths, and make a full report to the Church at its Annual Meeting. The Clerk shall issue Letters of Transfer of Church Membership voted by the Diaconate Board, notifying the Church to which they are addressed, preserve on file all communications, documents, and written official reports. Give legal notices of all congregational meetings when such notice is necessary, report all communications as may from time to time be required. All reports of Church Cabinet meetings prepared by the Clerk shall be made available upon the request of any Church member.

5) **Treasurer.** The Treasurer is to be appointed by the Board of Trustees annually, and shall hold office during the pleasure of the Trustees. The Treasurer shall keep separate accounts of all monies received by the Treasurer for the support of the Church, for the promotion of its benevolences or for the conduct of any of its organizations or departments, and shall pay out of fund on the written order of the appropriate organizations or departments having authority over the respective accounts. The Treasurer must make available, on request of any member, an accounting of Church income and expenses. The Treasurer shall keep in confidence the identity of any persons or entities that are the source of gifts of money, securities or property unless those persons or entities publicly disclose or have given permission in writing to disclose their identity. The Treasurer shall be responsible to the Board of Trustees and the Treasurer shall be bonded for the faithful performance of all duties in an amount to be determined by the Trustees.

B) Boards.

- 1) The Church Cabinet.** The Church Cabinet shall consist of (1) Moderator, (2) Assistant Moderator, (3) Clerk, (4) Board of Trustee member, (5) Board of Diaconate member, (6) Board of Christian Education member, (7) Benevolence and Missions Committee member, (8)(9)(10) three members-at-large elected by the members at the Annual Meeting for a three-year term in such a manner that the term of one member-at-large shall expire annually, (11) Treasurer (ex-officio without vote), and (12) Pastor (ex-officio without vote). The respective chair of the above Boards and Committees shall be the representative to the Church Cabinet, however, each of these boards and committees shall have the option of selecting another member of their respective group to be the cabinet representative for a one-year term or to act temporarily in the absence of the chair. All Cabinet members (1-10) are voting members.

a) Powers and Duties:

- (i) To represent the Church membership and act as the Executive Committee of the congregation between congregational meetings; and, with the aid of the Pastor, to visualize the entire task of the Church and set the general direction of the Church program.
- (ii) To coordinate the work of the various boards and committees and the staff in carrying out the Church program.
- (iii) To monitor the adequacy of programs and functions, and to envision possible new or expanded programs or projects.
- (iv) To appoint ad hoc committees as the Cabinet may deem needed.
- (v) Financial Responsibilities: The Cabinet shall be limited to the following financial powers/responsibilities except when directed by the Articles of Incorporation in Article XII, paragraph 4, 2 regarding conveyances.
 - (a) If any financial transaction proposed by the Board of Trustees is to be in excess of 20% of the Annual Budget of the Church, the Board of Trustees shall make such proposal to the Cabinet and the Cabinet must accept or reject said proposal without conditions.
 - (b) If any financial transaction proposed by the Board of Trustees is to be in excess of 50% of the Annual Budget of the Church, the Board of Trustees shall make such proposal to the Cabinet and the cabinet must accept or reject said proposal without conditions. Upon acceptance the Moderator shall call a meeting of the congregation at which the proposed transaction must pass by a majority vote.
 - (c) In the event the Board of Trustees cannot gain Cabinet acceptance they may call a congregational meeting for the said purpose of deciding the issue.
- (vi) To develop guidelines for Church property uses that are not related to Church programs. These guidelines shall be for short and long term uses by members or non-

members and shall be used by the Board of Trustees for the authorizing of such uses.

(vii) To consider any changes in Church policy or the Church constitution.

(viii) No less than 7 voting members shall be present to carry out the duties of the Cabinet.

(ix) The Cabinet shall meet at least quarterly. It may meet upon the call of its chairperson or Pastor, or any three members of the Cabinet. Notice of meetings shall be sent to each member at least ten days prior to the meeting.

(x) Except as to the Board of Trustees, the Cabinet shall appoint the nominees selected by the Nominating Committee to fill any vacancies of an elective office until the next Annual Meeting.

(xi) The Cabinet shall assure that the Personnel Committee has performed its annual performance review responsibilities.

(xii) The Cabinet will notify the congregation of personnel changes to the cabinet, boards, committees and subcommittees.

2) **Board of Trustees.** The Board of Trustees shall consist of six members, so elected for four-year terms that the terms of no more than two trustees shall expire each year. It shall, under the direction of the congregation, hold in trust all Church property; it shall propose the annual budget for the support of the Church, and have general charge of its financial and business affairs. It shall identify and consider any needed major improvements in and be responsible for the maintenance of the physical properties of the Church. It shall act according to Article XII in the Articles of Incorporation as to the disposition of the properties of the Church. It shall provide for the prompt payment of salaries and current expenses and shall at the Annual Meeting of the congregation present a written report of income and expenses for the year.

a) **Stewardship Committee:** The Board of Trustees shall annually appoint a Stewardship Committee from the fellowship of the Church. This committee shall promote among the members and friends of the Church the systematic proportionate giving of time, talent and treasure. It shall organize and contact members at such intervals as may be necessary to underwrite the Church Budget.

The Stewardship Committee shall review the stewardship habits and potential of our membership, including contributing friends of the Church, not members, carrying out all such programs as will enable and insure the fullest possible support in time, talent and treasure.

b) **Memorial Funds.** Any gift of money, securities or property left to the Church that (1) provides for the entire gift to be used for the purchase of some special item or the support of a specific program, or (2) designates that the investment income from the gift is to be used for a specific purpose, or (3) is comprised of several or numerous modest gifts given as a personal memorial, or (4) is received without specific designation, shall be considered to be memorial gifts.

- (i) Such memorial gifts shall be deposited in a Memorial Fund and held there until (1) expended for the designated purpose, or (2) allocated to the operating budget as determined by the Board of Trustees.
 - (ii) The Memorial Funds shall be safely invested and the investment shall be reviewed annually by the Board of Trustees to assure the continuing soundness of the investment. Any undesignated investment income may become a part of the Church operating budget.
 - (iii) The Board of Trustees will present a report on the Memorial gifts and the status of the Memorial Funds at each Annual Meeting of the congregation. The Board of Trustees will keep a permanent record of all Memorial gifts.
- c) **Endowment Fund.** Any gift of money or securities left to the Church that provides that the principle is to be conserved while providing that the income may be used by the Church shall be considered to be a gift to the Endowment Fund. The detailed provisions for handling Endowment Funds are to be found in Article V of these By-Laws.
 - d) **Gifts and Funds:** Any gift of funds or property proffered to the Church shall first be reviewed for acceptance by the Board of Trustees. The Board shall consider the conditions attached, if any, and the nature of the property in determining acceptance.
 - e) **Vacancies:** In the event of a vacancy on the Board of Trustees, the remaining Trustees shall fill the vacancy until the next Annual Meeting, as provided in Article VII of the Articles of Incorporation.
 - f) **Custodian:** The Board of Trustees shall be authorized to employ or terminate such custodial help necessary to keep the Church property and physical plant in good condition.
 - g) **Property Use:** The Board of Trustees shall be responsible for authorizing short and long-term usage of the Church property not related to Church programs by members or non-members in accordance with the guidelines set forth by the Cabinet.
 - h) **Personnel Committee Member:** The Board of Trustees shall provide a representative to serve as a member of Personnel Committee.
 - i) **Budget Over-runs:** The Board of Trustees shall consider for approval all financial transactions that will cause the annual budget of any board or committee to be exceeded.
- 3) **Board of Diaconate.** The Board of Diaconate shall consist of twelve Deacons, so elected for three-year terms that the terms of four Deacons shall expire each year. This Board shall:
 - a) Have supervision over the worship services and assist Pastor in the administration of the sacraments.
 - b) Arrange for greeters, ushers and lay readers at worship services.

- c) Work with the Pastor to continue to develop a vital fellowship and to promote the spiritual interests of the congregation.
 - d) Have supervision over parish visitation.
 - e) Review the membership of the Church periodically to carry out the membership provisions as set forth in these By-Laws and work with the Pastor in conserving a faithful membership.
 - f) Secure a pulpit replacement for the Pastor at the time of vacations or temporary absence from the pulpit.
 - g) Name delegates to Association meetings and to other religious gatherings to which the Church should have official delegates.
 - h) Provide a representative to serve as a member of the Personnel Committee.
 - i) Each expense item incurred by this Board shall be submitted to the Board of Trustees for payment and shall carry the written endorsement of the chairperson as confirmation of its approval by a majority of this Board.
 - j) Have supervision over the Music Committee.
- 4) **Board of Christian Education.** There shall be a Board of Christian Education composed of nine members so elected for three-year terms, which the terms of three members shall expire each year. The powers and duties of this Board are as follows:
- a) The Board shall supervise the direction of educational youth programs of the Church.
 - b) The Board shall evolve a system of religious education to include to the extent possible persons of all ages.
 - c) The Board shall correlate courses of instruction, appoint teachers and secure equipment and supplies.
 - d) The Board shall be authorized, with the joint approval of the Pastor and Board of Trustees to appoint, hire or engage a Director of Christian Education as the needs of the education program may require and as the Church budget shall permit. The duties of this position shall be determined and defined by the Board and the Pastor, and termination of the person in this position shall be with the joint approval of the Board and the Pastor, and, failing to agree, the matter shall be determined by the Church Cabinet.
 - e) The Director of Christian Education, if and when appointed, shall be an ex-officio member of the Board without vote.
 - f) The Board may appoint a Youth Director or any person needed to assist in the educational program or, with the approval of the Board of Trustees, employ such additional help that may be needed to assist in the educational program and these persons shall be ex-officio

members of the Board.

- g) The Board shall have control of the Church library and shall recommend a budget for the library as part of the Board's budget.
- h) The Board may select its own secretary.
- i) All funds collected shall be accounted for and turned over to the Church treasurer to be deposited as Church funds and be applied to the Board of Christian Education's budget. The Church treasurer shall pay any bills. Each expense item incurred by this board shall be submitted to the Board of trustees for payment and shall carry the written endorsement of the chairperson as confirmation of its approval by a majority of this Board.
- j) Provide a representative to serve as a member of the Personnel Committee.

C) Committees

- 1) **Benevolence and Missions Committee.** This committee shall consist of five members, so elected for three-year terms that the terms of no more than two members shall expire each year. It shall investigate, coordinate and promote benevolent projects throughout the Church fellowship and direct those of the Church itself. It shall also seek out and encourage means of expanding the Christian service of the Church beyond its own membership. Funds collected or allocated for benevolent purposes shall be disbursed upon the authority of this Committee. Each expense item incurred by this Committee shall be submitted to the Board of Trustees for payment and shall carry the written endorsement of the chairperson as confirmation of its approval by a majority of this Committee.
- 2) **Music Committee.** The Music Committee shall be a sub-committee of the Diaconate. It shall consist of three persons: One member from the Diaconate, one individual from the congregation with some knowledge of music (both appointed by the Diaconate) and the Pastor. With the exception of the Pastor, no salaried employee shall be a member of the committee.
 - a) In cooperation with the Diaconate Board, the Music Committee shall assure that there is a well-rounded program of music for the Church worship services and for other music presentations in the Church. The Music Committee shall consult with the Diaconate, as needed, to co-ordinate all decisions affecting worship.
 - b) The Music Committee shall determine the duties and responsibilities of the Choir Director(s) and the bell choir director.
 - c) The Music Committee shall make recommendations to the Diaconate regarding the employment of church musicians to include the music director, choir director(s), choir accompanist and organists.
 - d) The Music Committee shall, prior to November 1 of each year, submit a budget covering music related expenses including musician's salaries, music supplies, maintenance of bells, piano, organ & chimes.

- e) Each expense item incurred by this Committee shall be submitted to the Diaconate Board for payment and shall carry the written endorsement of the chairperson as confirmation of its approval by a majority of this Committee.

3) **Personnel Committee.**

- a) **Composition:** This committee shall be considered a sub-committee of the Cabinet and its membership shall be composed of representatives of the following boards:
 - Board of Trustees
 - Board of Diaconate
 - Board Christian Education
- b) **Tenure:** At least one member of the Personnel Committee in a given year shall carry over to the committee in the next year. The "carry over" Personnel Committee member will make certain that new Personnel Committee members are oriented to the Job Evaluation Process at the beginning of their term.
- c) **Meetings:** This committee shall select its own chair annually and meet upon the call of the chair, or the Pastor, or any two members of the committee.
- d) **Responsibilities:** The responsibilities of this committee shall be as follows:
 - (i) To annually review the adequacy of the administrative procedures being followed and report findings and recommendations to the cabinet.
 - (ii) To review (using the Job Evaluation Forms for each position), not less than annually, with the aid of the Pastor, the performances of all paid employees and the staff persons for the past year.
 - (iii) To review (using the Job Evaluation Forms for the Pastor), not less than annually, the performance of the Pastor for the past year and to offer such recommendations that might help the Pastor carry out the work of the Church more effectively.
 - (iv) To provide all employees with timely feedback regarding their Job Evaluations at least annually.
 - (v) To revise or add Job Evaluation Forms as appropriate to reflect new employee positions or improvements in distribution of labor.
 - (vi) Job evaluations will be conducted with strict respect for employee confidentiality. After feedback to each employee regarding his/her work performance is given, the Chairman of the Personnel Committee will secure all completed job evaluations forms in a three-ring binder labeled "Job Evaluations" located in a locked file in the Church Secretary's Office.
 - (vii) When it exists, each employee's previous evaluation will serve as a frame of reference for the subsequent year's evaluation. Access to completed evaluations is limited to the following:

- (a) The current Personnel Committee.
- (b) The employee him or herself during the review process.

(viii) If the performance of the Pastor does not appear to satisfy the needs of the Church, this committee may recommend to the Cabinet whatever action they believe appropriate, including termination of the pastoral relationship.

(ix) The committee shall, after each meeting, with discretion, report upon its deliberations and actions to the cabinet.

(x) The Cabinet shall assure that the Personnel Committee has performed its annual review responsibility.

4) **Nominating Committee.**

a) **Composition.** The Nominating Committee shall be a subcommittee of the cabinet and be composed of four persons to serve for a term of one year, three of whom shall be elected at the Church Annual Meeting and one of the at-large Church Cabinet members shall be selected by the Cabinet to serve as a member of the Nominating Committee. At least one of these shall carry over from the membership of the immediately retiring Nominating Committee.

b) **Length of service.** No person may serve on the Nominating Committee for more than two successive years at a time.

c) **Duties.** The Nominating Committee shall nominate one or more persons to fill each office and each board or committee position to be elected at the Annual Meeting. In addition, if a vacancy, except as to the Board of Trustees, occurs in a Church elective office, or board or committee position, the Nominating Committee shall nominate one or more persons to fill such vacancy and so notify the Church Cabinet, who shall appoint a person nominated to fill the vacancy.

5) **Pastoral Search Committee.** In the event there is a vacancy in pastorate or if it has been announced that vacancy will occur in the future, there shall be created a Pastoral Search Committee, which shall be composed of the Personnel Committee of the Church Cabinet, and three members to be selected by the Church at a meeting called for that purpose, or at the Annual Meeting. Nominations for the elected members shall be made on the floor of the meeting and shall not be made by the Nominating Committee. It shall be the purpose of this committee to act for the Church in matters pertaining to seeking, finding, selection and calling of a Pastor as authorized by the Church. During the existence of this committee and for one year immediately following its termination, the Chair of this committee shall serve as an official member of the Church Cabinet, or in the absence of chair, the Secretary shall serve.

Each expense item incurred by this Committee shall be submitted to the Board of Trustees for payment and shall carry the written endorsement of the chairperson as confirmation of its approval by a majority of this Committee.

6) **Financial Review Committee:** The Financial Review Committee shall be composed of three persons with no term limits. No more than one Financial Review Committee member may be

non-members or associate members. The Financial Review Committee shall audit the accounts of the Church and all of its organizations annually. The annual financial review will be completed by June 30th of the subsequent calendar year. Upon completion of the financial review, the Financial Review Committee will submit a report to the Board of Trustees for their approval. The Board of Trustees shall thereafter report the acceptance of the Financial Review Committee report to the congregation and upon the request of any member of the congregation, make available a copy of the financial review report.

- 7) **Special Church Committees:** The Church may from time to time create special committees for such purposes as it may direct.
- 8) **Special Cabinet and Board Committees:** At their discretion, the Cabinet and the several Boards may create and dissolve special committees for the furtherance of their respective duties.
- 9) **Organization of Boards and Committees.** Each Board and Committee shall meet within thirty days after the Annual Meeting to elect a Chair, Vice-Chair and Secretary. Until such new officers are elected, the old Board or Committee shall remain the Board or Committee of the Church.

ARTICLE V (First Congregational Church Endowment Fund)

- A) **Name.** The FIRST CONGREGATIONAL CHURCH ENDOWMENT FUND, MARSHALLTOWN, IOWA, called below the "Endowment Fund".
- B) **Purposes.** The Endowment Fund is organized exclusively for religious, benevolent and capital improvement purposes. Its main purpose will be to: (1) encourage gifts to the endowment fund; (2) accept and manage all gifts designated for the endowment fund by a benefactor. The funds will be maintained to conserve the principal while providing distributions to assist projects and programs of the Church. An Endowment committee of the First Congregational Church will supervise the fund.
- C) **By-Laws.**
 - 1) **Committee Members, Meetings**
 - a) **Committee members.** There will be five (5) committee members for staggered three-year terms. The Board of Trustees shall appoint the committee members. Committee members may serve successive terms. Vacancies shall be filled by a majority vote of the Board of Trustees, with the replacement member serving out the unexpired term of the replaced member. At least one committee member shall be a member of the Board of Trustees. No more than two committee members may be non-members or associate members. The committee shall be authorized to seek qualified financial advice and/or financial management service in carrying out their duties.
 - b) **Committee members' meetings.** The committee members shall meet at least two times each year at a time and place to be chosen by them. A majority of the committee members may call special meetings, giving notice of at least 48 hours by phone or mail. The attendance of at least three of the committee members shall be a quorum. Decisions shall

be made by a consensus vote of not less than three members.

- c) **Officers.** Officers shall be (1) chair, (2) vice-chair, and (3) secretary, though the same person may hold more than one office. Officers will be elected among and by the committee members annually.
- d) **Reports.** The committee will present a report of its activity at each Annual Meeting of the congregation.
- e) **Principal:** The principal (corpus) of the Endowment Fund will be kept intact and will not be disturbed or invaded except upon a vote of 2/3 of those present at a meeting of the congregation.
- f) **Expenditure of funds.** Distributions from the Endowment Fund may be withdrawn only at the joint discretion of the Endowment Fund Committee and the Board of Trustees subject to the restrictions of article IV, B), 1), a), (v). The funds available for distribution from the Endowment Fund in a given year will be limited to 4% of market value. This calculation will be based on a trailing 12 month rolling average of the previous year. Such funds not distributed will remain available in succeeding years.
- g) **Receipt of gifts.** All gifts designated for the Endowment Fund shall be placed in the Endowment Fund.

ARTICLE VI (Organizations)

The Church regards as an integral part of itself, all organizations formed for the development of any part of its life or work, and sponsored by the Church or its organizations. All such organizations shall be under the general oversight of the Church and will submit a report at each Annual Meeting.

Any member of a board or committee, who fails to attend three consecutive meetings, or acknowledge the absence there from, may be considered for termination by the board or committee. Reinstatement of that membership may only be by the unanimous consent of the remaining members of the board or committee.

ARTICLE VII (Budget)

The Church's fiscal year shall be the calendar year.

The Church shall operate on an annual budget prepared and presented to the Church for approval in the following manner:

- A) Boards shall present to the Board of Trustees requests for financial support of their aspect of the Church's work for the next calendar year.
- B) No later than January 15 the Board of Trustees shall hold a meeting open to the membership at which Board representatives and Church members may comment on or ask questions regarding the budget.

- C) No later than January 22 the Board of Trustees shall prepare a Church budget for the ensuing year to be published with the Annual Report and to be acted upon by the Church at its Annual Meeting.
- D) Each board and committee will review their budget at least quarterly and submit to the Trustees for review if their expenditures are expected to exceed budget.

ARTICLE VIII(Meetings)

A) Worship

- 1) **Public Services:** Public services shall be held each week, on the Lord's Day, for prayer and worship, and at such times as the Minister and/or the Diaconate Board shall decide.
- 2) **Lord's Supper:** The Lord's Supper shall be observed at such times as the Pastor may select, but in no event less than four times during each calendar year.

B) Business

- 1) **Annual Meeting.** The Annual Meeting shall be held in first week in February each year. At such meeting, annual reports shall be made by all officers, committees, boards, organizations and departments, election of officers shall be held, and other proper business shall be transacted. At the Annual Meeting in each year, the Annual Budget for that year shall be proposed by the Board of Trustees and shall, if approved by a majority of the members present at the meeting, be adopted.
- 2) **Other business meetings:** Other business meetings of the Church shall be held as provided in Articles IX of the Articles of Incorporation, which shall be applicable as to manner of calling, notice and in all other aspects, except that in addition to the provisions of the Articles of Incorporation in Articles IX, the Church Cabinet may call special meetings.
- 3) **Notice of Meetings:** Notice of any meeting, annual or special, shall be given by written notice which shall be:
 - a) Read from the pulpit on two successive Sundays prior to such meeting.
 - b) Printed in the Church bulletin on two such Sundays or, alternatively, inserted in a newspaper published in Marshalltown, Iowa, in two issues published on the same day of the week for two consecutive weeks.
 - c) No meeting shall be held the same day that notice is given. The notice shall specify the purposes of the meeting.
- 4) **Weather-related Emergency Postponements of Meetings:** When inclement weather creates unreasonable risk traveling to church on the scheduled day of an Annual Meeting, the moderator in conjunction with the Pastor and the Cabinet may postpone the Annual Meeting by one week. This decision must be before 6 a.m. on the morning of the originally planned meeting day. In such case, the second notification of the new Annual Meeting time may occur within a single week and may be given the same day of the rescheduled meeting.

Postponements will be communicated via the following routes:

- a) "All Church" email bulletin, when email is an option. (Church Secretary will assist in accomplishing this.)
 - b) All local radio stations will be provided a Public Service Announcement explaining the postponement. (The moderator in conjunction with Pastor, Board of Trustee Chair and Diaconate Chair will accomplish this.)
 - c) Television stations at the discretion of the moderator or his/her surrogate assigned to officiate the Annual Meeting.
 - d) When deemed appropriate and with the assistance of the Pastor and the full Cabinet, phone calls to individual members with limited access to radio, TV, email or other methods as enabled by electronic means will also be done.
- 5) **Quorum:** A quorum at any meeting of the Church or corporation shall consist of not less than thirty-five members. Prior to any action being taken at any meeting, the Moderator or Presiding officer shall first ascertain that there is a quorum and this shall be noted in the Clerk's minutes of the meeting.
- 6) **Majority:** Except when provided by the Articles of Incorporation to the contrary in Article XII and XVI regarding Conveyances and By-Law amendment, or when otherwise provided by these By-Laws, a simple majority of the members present, if a quorum is present, shall be sufficient to determine any question.
- 7) **Nominating and Election Procedures.**
- a) Nominations of the Nominating Committee for positions to be filled at the Annual Meeting shall be published to the members of the Church at the Annual Meeting.
 - b) Additional nominations for any position may be submitted at the Annual Meeting but, for the thoughtful consideration of the congregation, it is urged that additional nominations be published to the members of the Church at least one week prior to the Annual Meeting.
 - c) Voting shall be by secret ballot in event of multiple nominees.
 - d) No nomination may be presented unless the nominee shall have consented to serve if elected.
 - e) The terms of all nominees shall commence immediately upon their election.
- 8) **Publicity:** All publicity given to the meetings and work of the Church shall be under the direction of such departments as may be proper, or as the Church Cabinet shall recommend.

ARTICLE IX (Regulation of Use of Church Building and Grounds)

The Church Cabinet shall establish and maintain rules and regulations for the use by members and non-members of the Church, of the building, grounds and property of the Church and corporation contained in the Church and on said grounds. It shall cause such rules and regulations to be available in written form, to the Pastor and the various officers, committees and boards of the Church. The cabinet shall have the power to fix reasonable rental charges and fees for the use of the Church property, or portions thereof, including the services of the custodian, and the circumstances under which such fees shall be collected. Any fees so collected shall be paid to the Church Treasurer for the use of the general expenses of the Church. The Cabinet or the Board of Trustees shall have the power to waive the collection of rental charges, when in its opinion, this is proper.

ARTICLE X (Removal from Office)

Upon recommendation by the Church Cabinet, any elective officer of the Church may be removed from office for malfeasance, misfeasance or non-feasance, after a special meeting of the Church and after notice. The provisions of Article III, E) as to notice and hearing necessary shall be applicable in proceedings brought under this Article.

Any appointive officer of the Church shall serve at the pleasure of the Board or Committee appointing such officer, and may be removed by such Board or Committee.

ARTICLE XI (Publication of Article of Incorporation and By-Laws)

The Board of Trustees of the Church and corporation shall cause the Articles of Incorporation and these By-Laws to be published in either printed or electronic form, and to be made available to any member upon request. In the event of amendment of the By-Laws, such amendments shall be published in the same form as the original ones and shall be likewise distributed.

ARTICLE XII (Expression of Policy Regarding Merger)

In the event that any attempt is made by a National or State body, Council, board or committee to perfect a merger of the Congregational Christian Churches with any other denomination, this Church and corporation shall not be merged without affirmative action on its part consistent with the Articles of Incorporation in Article XII, XVI and Article XVII regarding Conveyances and By-Law amendment and these By-Laws and the laws of the State of Iowa, permitting merger.

In the event that merger or other change in the character of the Church or corporation is proposed, the matter shall be presented fairly by both those in favor and those against such proposition. To insure fairness in presentation, the Church Cabinet shall direct the manner of presentation, giving to each side equal time and facilities. In the event that either side is permitted to present its views from the pulpit, the other side shall on the next Sunday be afforded an equal opportunity.

In the event that such a controversy should arise, until the matter has been legally settled as to this Church and corporation, it shall take no action that could be considered as favoring merger which might cause it to be merged without the will of the members, and should any such action be taken, it will be of no force and effect.

ARTICLE XIII (Amendment)

These by-laws shall be amended consistent with the Articles of Incorporation in Article XII and XVI regarding Conveyances and By-Law amendment. Proposed amendments shall be developed in the following manner:

- A)** The Cabinet may propose amendments approved by a majority of the Cabinet members.
- B)** A written consensus of 15 members may propose an amendment.