



**Constitution and By-Laws  
of  
First Congregational Church  
of  
Rochester, Wisconsin**

**Adopted June 11, 2006**

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## CONSTITUTION

### **First Congregational Church of Rochester, Wisconsin**

#### **ARTICLE I – INTRODUCTION**

The Articles of Incorporation for the FIRST CONGREGATIONAL CHURCH OF ROCHESTER, WISCONSIN as filed with the Secretary of State constitute the legal basis of the establishment and operation of the organization. The purpose of this Constitution and By-Laws is to provide further guidance of the normal functioning of the organization. Should any conflict exist between this Constitution and By-Laws and the Articles of Incorporation, the Articles of Incorporation take precedence over the Constitution and By-Laws.

The FIRST CONGREGATIONAL CHURCH OF ROCHESTER, WISCONSIN is organized as a non-profit corporation under the laws of the State of Wisconsin.

The place of business of this corporation shall be at 103 South State Street – Box 8 – Rochester, Wisconsin, 53167.

The duration of this corporation shall be for an indefinite period of time unless dissolved and terminated as provided by law.

#### **ARTICLE II – PURPOSE**

The purpose of this corporation shall be to promote the Christian religion according to the usages and tenets of the Congregational Christian churches.

The government of this church is vested solely in its members, who exercise the right of control in all its affairs.

#### **ARTICLE III – MEMBERS**

The members of this corporation shall consist of the members of the FIRST CONGREGATIONAL CHURCH OF ROCHESTER, WISCONSIN who have met the qualification for active membership as established in the By-Laws and are shown in the membership records thereof.

## **ARTICLE IV – OFFICERS OF THE CORPORATION**

The officers of the corporation shall consist of the Moderator, Vice Moderator, Pastor, Clerk, Treasurer, and a Council, and such other officers as the corporation in its By-Laws may from time to time determine.

The Clerk shall act as secretary of the corporation and in addition thereto all duties that usually pertain to such office and which may be fixed by these articles or the By-Laws of this corporation.

The duties of the officers of the Church Council shall be those duties specifically given by this Constitution and the By-Laws of the corporation.

## **ARTICLE V – THE CHURCH COUNCIL**

All members of the Council shall be members in good standing of the First Congregational Church of Rochester. The terms of the council members shall be as established in the By-Laws.

The Nominating Committee shall fill vacancies in the Council. The member filling the vacancy shall serve until the end of the term of the individual being replaced.

New members elected to the Council shall be elected so as their terms shall commence as established in the By-Laws.

The Council shall manage and control all of the corporation's property, subject to the will of the corporation as expressed by a majority of the members present at any meeting of the corporation or at a special meeting thereof properly called.

## **ARTICLE VI – CHURCH MEETINGS**

There shall be held an annual meeting of the corporation at such time and place as established in the By-Laws of this corporation. The annual meeting shall be held for the purpose of conducting the business of the corporation. Special meetings and other regular meetings of the corporation may be called as established in the By-Laws of the corporation.

## **ARTICLE VII – PROPERTY**

This corporation shall have the right to own both real and personal property and to hold the same, sell, mortgage, or otherwise deal in both real and personal property, all in accordance with the laws of the State of Wisconsin.

The property of the corporation shall be controlled by the Church Council, subject to the will of the members of the corporation as provided in Article V. All property of the corporation shall be for the sole use and benefit of the corporation.

The council shall annually at the annual meeting, make a report to the corporation of the property owned by the corporation, its condition and value.

### **ARTICLE VIII – CONVEYANCES**

All conveyances to the corporation of real or personal property shall be to the corporation in the corporation name. Property so conveyed shall be managed by the Council and shall be kept, used, and disposed of for the benefit of the members of the corporation.

The Church Moderator on behalf of the corporation shall execute any and all transfers or conveyances or other instruments affecting either real estate or personal property. No transfer, sale, conveyance or other disposition of either real or personal property may be made unless authorized and directed by a two-thirds majority of the members of the corporation assembled at the meeting held at which the subject of such sale, transfer or disposition is considered. Provided further, that not less than one third of the active members of the corporation shall be present at any such meeting. Such action may be taken at any annual meeting or at any special meeting properly called for that purpose as herein provided.

The council in the name of the congregation, and with the knowledge and sanction of the congregation, may acquire by purchase, gift, devise, bequest or otherwise, and may own, hold, invest, reinvest, or dispose of property, both real and personal, for such work as the church may undertake and may purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer, and convey such property for the general purpose of the Church; they may receive and hold in trust both real and personal property and invest and reinvest the same and make ay contracts for promoting the objects and purposes of the church. The Moderator and the Clerk upon resolution of the Council, with the knowledge and sanction of the congregation, may execute articles of conveyance on behalf of the church.

### **ARTICLE IX – RIGHTS AND POWERS**

The corporation assumes to itself, all the rights, powers, privileges and immunities, which are now in existence or which may be hereinafter conferred upon corporations of similar nature.

### **ARTICLE X – EXEMPTIONS**

The private property of the members of this corporation shall not be liable for the debts of the corporation.

### **ARTICLE XI – BY-LAWS**

The corporation shall adopt a set of By-Laws such as it may deem necessary for the conduct of the business of this corporation, consistent with these articles. The By-Laws may be amended provided conditions as established in the By-Laws for such purpose are followed.

## ARTICLE XII - AMENDMENTS

This Constitution may be amended at any annual or special meeting by a two-thirds majority vote of the members present at such meeting, provided that notice of such proposed amendment or amendments have been given as established by the By-Laws of this corporation. Such amendments shall be effective only when the laws of the First Congregational Church of Rochester, Wisconsin have been fully complied with.

## ARTICLE XIII – DISSOLUTION OF THE CORPORATION

This corporation may be dissolved at any regular meeting of the members of this corporation, or at any special meeting called for that purpose, by a three-fourths majority vote of the members of the corporation, and, upon such dissolution, the assets of the corporation shall be distributed exclusively to charitable, educational, literary, or scientific organization which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exists or as they may hereinafter by amended.

The revised Constitution was adopted on an interim basis at a Special Congregational Meeting on October 10, 2004.

The revised Constitution received final approval and was adopted at the Spring Congregational Meeting on June 11, 2006

## BY-LAWS

### **The First Congregational Church of Rochester, Wisconsin**

#### ARTICLE I - NAME

The name of this Church is the **FIRST CONGREGATIONAL CHURCH OF ROCHESTER, WISCONSIN.**

#### **ARTICLE II - GOVERNMENT AND FELLOWSHIP**

The government of this church is vested solely in its members, who exercise the right of control in all its affairs, in conformity with the Constitution of the Congregational Christian Churches National Association. This Church is independent of all other ecclesiastical bodies, and is responsible to no other authority than that of Jesus Christ.

It voluntarily accepts, however, the desirability of co-operation within the denomination and the ecumenical movement. It is, therefore, in fellowship with the Congregational Christian Churches National Association in all its levels of organization, with the State, National, and World Councils of Churches, and with all Churches and religious bodies which work on behalf of our Lord's Kingdom.

#### **ARTICLE III - MEMBERSHIP**

##### **Section 1. Definition**

Persons who have qualified for membership and have followed the procedures established by the Council for joining are listed in the Church roll as active members.

##### **Section 2. Qualification for Active Membership**

A. A new member shall make the following public affirmation:

“Of faith in God as my Father, in Christ as my Lord, in the Holy Spirit as my strength, and I do promise to participate in the life and mission of the family of God's people, sharing regularly in the worship of God, and enlisting in the work of this congregation as it serves the community and the world.”

B. Any adult age 18 and over or youth from 9<sup>th</sup> grade through 17 who has completed Confirmation Class or its equivalent may join the Congregation by one of three methods:



- 1) By Confession of Faith (for those becoming confessing Christians for the first time). Baptism is a prerequisite.
- 2) By Re-Affirmation of Faith (for those, whose previous membership in a Christian Congregation has lapsed or who hold membership in a Church which does not issue a Certificate of Transfer).
- 3) By Certificate of Transfer (from another congregation to ours).

**Section 3. Rights and Privileges**

Active members may speak, act and vote in all business matters, sharing in the government of the Church; and holding office when elected or appointed. These rights are available only to active members.

**Section 4. Duties**

Members are expected:

- A. to be faithful to the essentials of the Christian life;
- B. to attend regularly the services of the church;
- C. to participate faithfully in its program and to provide leadership;
- D. to give systematically and proportionately out of both their time and income;
- E. to win other people for Christ and in fellowship of the church; and
- F. to work to enrich the total welfare of the church.

**Section 5. Inactive Membership**

Any active member who has been absent from the life of this church for a period of two (2) years or more and has not communicated with it shall be placed on the Inactive Roll. Upon resumption of active sharing in the life of the church, the Pastor or Clerk, with the consent of the Council, shall restore these names to the Active Membership Roll.

**Section 6. Associate Membership**

An Associate Member shall be one who may maintain membership in another church and because of residence, position, educational situation or other reasons desires affiliation with this church. An Associate Member will be accorded the fellowship and services of our church, but will not be entitled to vote or hold office. An Associate Member will not be counted in the official statistics reported to the Congregational Christian Churches National Association. A person desiring Associate Membership shall petition the Pastor for said membership. The Clerk, with the approval of the Council, shall update the Associate Membership list each year.

**Section 7. Termination of Membership**

An Active Member shall cease to be a member of this church upon:

- A. Approval by the Council of a request of such member for transfer or termination of his or her membership; or
- B. His or her death.

**Section 8. Participation by Non-Members**

Non-members who regularly attend worship services and who share the concerns and work of the community are warmly welcomed to the fellowship of the church and urged to participate in its ministries. However, such non-members shall not have the privilege of office holding or voting.

**Section 9. Designation of Membership**

The latest list of designated voting members, certified by the Council, shall be made available to members at least ten (10) days prior to each Annual Congregational Meeting. Any member omitted from such a list may request designation as a voting member provided they have met the qualifications established in ARTICLE III, Section 2 of these By-Laws.

**ARTICLE IV – ORGANIZATION AUTHORITY**

**Section 1. Authority**

- A. **Congregational Authority**  
The ultimate authority for all matters pertaining to the operation of the Church shall rest with the Congregation, which shall consist of the voting membership of the Church, and shall function as a legally constituted body at its annual, regular, and special meetings. The Congregation shall elect the Council, the officers, the Pastor, the commission members-at-large, the standing committee members-at-large, and special committees as needed.
- B. **Council Authority**  
The Council acts on behalf of the congregation, sets policies, and monitors performance of ministries.
- C. **Pastor's Authority**  
The Pastor shall be the administrative officer of the Church, shall be responsible to the Council for implementing the policies determined by the Council and shall operate under the general supervision of the Council. The Pastor shall also supervise the staff of the Church, as the Congregation may constitute it from time to time.

**Section 2. Comprehensive Church Powers**

The Church also shall have such other powers as may be necessary for the conduct of its affairs and as may be provided for under these By-Laws, by the Council, and the non-profit corporation laws and statutes of the State of Wisconsin.

**ARTICLE V - CHURCH MEETINGS**

**Section 1. Church Year**

The Church fiscal year shall be a calendar year.

**Section 2. Public Worship**

The Council, in consultation with the Pastor, shall determine the frequency and manner of public worship services as well as the frequency and manner of the celebration of the The Lord's Supper. Celebration of The Lord's Supper shall be conducted no less than four times during each calendar year.

**Section 3. Annual Business Meeting**

The Annual Business Meeting of the Congregation shall be held each January on a date to be determined by the Council, at which time a budget for the ensuing year shall be presented for approval by the Congregation; and officers, the Council, the Commissions, appropriate committees, and organizations shall submit reports to the Congregation; and necessary old and new business shall be transacted as appropriate. The Council shall designate the time, place, and agenda of the Annual Meeting, and written notice thereof shall be given to all voting members in a manner determined by the Council at least ten (10) days in advance of the meeting. Notice of the meeting shall also be given by public announcement from the pulpit on each of two Sundays next preceding the date of the meeting.

**Section 4. Spring Congregational Meeting**

A meeting of the Congregation shall be held each spring (May) on a date to be determined by the Council, for the transaction of such business as shall be stated on the agenda. The Council shall designate the time, place, and agenda of the Spring Congregational Meeting, and written notice thereof shall be given to all voting members in a manner determined by the Council at least ten (10) days in advance of the meeting. Notice of the meeting shall also be given by public announcement from the pulpit on each of two Sundays next preceding the date of the meeting.

**Section 5. Fall Congregational Meeting**

A meeting of the Congregation shall be held each fall (October) on a date to be determined by the Council, for the transaction of such business as shall be stated on the agenda. At the fall Congregational Meeting, the report of the Nominating Committee shall be acted on and the election of officers, council members, members-at-large of the commissions, and members-at-large of standing committees shall take place. Persons elected at the October Congregational Meeting shall assume their duties the next coming January 1. The Council shall designate the time, place, and agenda of Regular meetings, and written notice thereof shall be given to all voting members in a manner determined by the Council at least ten (10) days in advance of the meeting. Notice of the meeting shall also be given by public announcement from the pulpit on each of two Sundays next preceding the date of the meeting.

**Section 6. Special Meetings**

Special Meetings of the Congregation may be called at any time to transact specific matters of business that require immediate and special attention. Special Meetings may be called by either of the following actions:

- A. A majority vote of the Council.
- B. The Council receiving a petition signed by ten percent (10%) of the membership entitled to vote. Such Special Meeting shall be held within twenty (20) days after the Council receives the petition.

Written notice stating the purpose of a special meeting shall be mailed to all voting members at least ten (10) days in advance of the meeting. Notice of the meeting shall also be given by public announcement from the pulpit on each of two Sundays next preceding the date of the meeting. No other business except that stated in the notice may be transacted at any special meeting.

**Section 7. Rules for Meetings of the Congregation**

Unless otherwise elsewhere specifically provided in these By-Laws, the following rules shall apply to all meetings of the congregation for any purpose.

- A. One third of the active members shall constitute a quorum.
- B. The privilege and responsibility of voting belong only to active members officially recorded on the Membership Roll.
- C. All matters shall be passed by a majority vote of members present, unless otherwise stated.
- D. The rules of procedure in the conduct of the meeting shall be Robert's Rules of Order.

**ARTICLE VI - OFFICERS**

**Section 1. Officers of Congregation**

Officers of this congregation shall be active members of the church and shall include:

- A. The Pastor, who shall serve without limitation, except as may be specified in the Official Call.
- B. The Moderator, who shall serve for two years, and is eligible for re-election
- C. The Vice-Moderator, who shall serve for two years, and is eligible for re-election
- D. The Clerk, who shall serve for one year, and is eligible for re-election
- E. The Treasurer, who shall serve for one year, and is eligible for re-election.
- F. Six Council members, one- third of whom shall be elected each year for a term of three years. These members of the Council may serve for no more than two successive terms exclusive of any partial term for which they have been appointed to fill a vacancy.

## Section 2. Pastor

### A. The Call of a Pastor

Whenever the congregation shall desire to call a Pastor, a Search Committee shall be elected for this purpose consisting of five church members, including two members-at-large and three members of the Council. The two members-at-large shall be elected by the Congregation, and may be nominated by the Nominating Committee. The Council shall elect the three members from the Council. After electing one of its members as chairperson, the Search Committee shall identify eligible candidates and ascertain their qualifications. When the Search Committee is substantially in agreement concerning each respective candidate's qualifications, the Committee shall present one candidate at a time for consideration by the Congregation.

The Pastor shall be Called by written ballot at a specially called meeting of the congregation. The Call shall include the length of term (if not indefinite), terms of compensation, and any additional benefits or payments. If use of the Church Parsonage is a part of the compensation, a separate Parsonage Use Agreement shall be made a part of the Call Agreement. Upon authorization by Church members attending the Special Congregational Meeting an agreement that contains a statement of all terms of the Call shall be executed by the Pastor Called, and the Clerk or Moderator. Thereafter, matters relating to compensation shall be fixed by the Council and ratified by the congregation.

### B. Duties

The Pastor shall direct the spiritual life of the church and is the administrative officer of the church, and shall have the principle responsibility for conduct of the services of the church, celebration of sacraments, and general pastoral care. The duties of the Pastor shall include membership on the Church Council. At Council meetings the Pastor shall be without vote.

In the event that the Pastor is in any way incapacitated from performing his normal duties, his responsibilities shall be assumed by the Moderator until proper delegation may be made to an Interim Pastor or Supply.

### C. Termination of Pastoral Relationship

The pastoral relationship may be terminated by one of the following events or actions:

1. Expiration of the period for which Pastor was Called, or
2. Sixty days notice by Pastor (Resignation by the Pastor with less than sixty days notice may cause forfeiture of compensation.)

3. Sixty days notice by Congregation, authorized by written ballot, of the membership of the church present and voting at a specially called meeting. The Pastoral Relations Committee shall have the authority, by a majority vote, to call special meeting for the purpose of considering the termination of such relationship.

D. Voting

All actions of the church, either in calling or dismissing a Pastor, shall be by two-thirds majority vote of the eligible members present and voting.

**Section 3. Moderator**

The duties of the Moderator shall include presiding at all meetings of the congregation and the Council and other duties as contained herein elsewhere. In the absence of the Moderator, the Vice-Moderator will preside at meetings of the congregation or the Council. Or, in the absence of both Moderator and Vice-Moderator, the congregation or the Council may elect a Moderator for a given meeting. At meetings of the Council, the Moderator votes only to break a tie.

**Section 4. Vice-Moderator**

The duties of the Vice-Moderator shall include membership in the Council and presiding in the absence of the Moderator at all meetings of the congregation and the Council, and any other duties assigned the Moderator, Council, or Congregation. The Vice-Moderator shall be a member ex-officio of the Council and shall be eligible to vote.

**Section 5. Clerk**

The duties of the Clerk shall include membership in the Council, being responsible for the official membership roll of the church, receiving certificates of admission and issuing certificates of transfer, being responsible for records of all marriages, baptisms, and deaths, serving as clerk of the Council, keeping the minutes of pertinent church meetings, and such other duties as may be assigned. The Clerk shall be a member ex-officio of the Council and be eligible to vote.

**Section 6. Treasurer**

The Treasurer shall be responsible for the accounts of the church and shall receive funds, and disburse its funds, which are considered repetitive and ordinary, and all other disbursements shall be made under the direction of the Council or upon resolution of the Council for such amounts. The Treasurer's report, certified by the Auditing Committee, shall be presented at the annual meeting. The Treasurer shall be a member ex-officio of the Council and Finance Commission. At Council meetings the Treasurer shall be without vote.

## ARTICLE VII - GOVERNING BODIES

### Section 1. Council

The Council shall consist of six (6) members, plus the Moderator, the Vice-Moderator, the Pastor, the Clerk, who shall serve as secretary, and the Treasurer.

The members of the Council shall be elected for three-year terms with two members to be elected each year at the Fall Regular Congregational Meeting.

The Council shall oversee the work of the Pastor, and the total interest of the church. The Council will serve between Annual Meetings as the policy implementing and administrative body of the congregation. It will concern itself with every aspect of the congregation's life and action - internal spiritual life, worship and education, and the external expression of faith in witness and outreach. The Council will encourage the faithful stewardship of the member's time and material resources and will receive reports and make decisions concerning finances and property care. Further, the Council will propose goals to be considered with and by the congregation and propose new programs in which the congregation may engage.

In moving toward major changes and commitments, the Council will make every effort to share with other members of the congregation, the reasoning and intention of such proposals. Such efforts may require information consultations, involving the congregation as a whole, in advance of calling a decision-making meeting. Matters involving Constitutional revisions, major financial decisions, and real property expansion or disposal, always require action by the congregation.

### Section 2. Commissions

Commissions shall be established to provide oversight and to ensure fulfillment of primary areas of church life. Commissions are subject to the Council and to which the Council may delegate responsibilities. Each Commission shall consist of a council member and members-at-large to be elected from the Congregation. The Moderator and Pastor are ex-officio of all Commissions, without vote. Commissions have the primary responsibility for oversight and ensuring the fulfillment of responsibilities established for each respective Commission. Each Commission shall appoint one of its members as a recording secretary to take minutes at commission meetings and to provide such minutes and other reports to the Council or Congregation each month. In case of emergency, Council members may designate an alternate from their respective Commission to attend on their behalf. The designated alternate shall act on all matters brought before the Council at that meeting and shall be eligible to vote. The primary commissions shall be as follows:

#### A. Worship (Liturgy) Commission

The Worship Commission shall consist of five (5) members, one being appointed from the Council by the Council and four (4) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of

each year, the Worship Commission shall elect one of its members as chairperson for that year.

Worship and Celebration are at the very heart of the "Congregational Way". Worship is an active response to God whereby we declare God's worth. Worship is also the "work of the people" of God. It is foremost the celebration of God in Jesus Christ. We celebrate God, we extol God, we give God praises, and we boast in God. Worship is also a service, whether rendered by clergy or by laymen. Liturgy in our Reformed tradition is to be understood as a particular procedure in the serving of God in the supreme Christian symbol of sacrifice and fellowship, Baptism and Holy Communion.

The primary responsibility of the Worship Commission shall be to manage, direct and give guidance for a dynamic and inspirational worship service. It shall have the oversight of the ministry of music. The Commission shall be in charge of all special services such as Thanksgiving, Christmas Eve, additional Lenten services, which would also include Pentecost (Confirmation service), providing assistance with communion services, and other additional services deemed necessary for the life of the congregation. The Worship Commissions shall also be responsible for other activities, including the recruitment, training and scheduling of ushers, greeters, and providing the oversight for any decorations pertaining to the liturgical year such as Christmas and Easter.

B. Pastoral Care Commission

The Pastoral Care Commission shall consist of three (3) members, one (1) being appointed from the Council by the Council and two (2) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Pastoral Care Commission shall elect one of its members as chairperson for that year.

This Commission shall be responsible for the oversight and care of Church members and constituents. It shall be responsible for contacting and visiting new people that attend worship. It shall provide, in consult with the pastor, adequate visitation to persons who are hospitalized or homebound. It may develop a system of 'calling', involving lay and pastor. It should develop a strategy for contacting new people who move into the community. It shall provide materials that can be given to new people who visit or move to the community.

C. Fellowship Commission

The Fellowship Commission shall consist of three (3) members, one (1) being appointed from the Council by the Council and two (2) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Fellowship Commission shall elect one of its members as chairperson for that year.



The Fellowship Commission shall have the oversight of creating "fellowship" both inside the walls of the church and out. It shall be responsible for developing and coordinating major programs (events) in accordance with the principles of the Mission Statement and Covenant. Where ever the Congregation is gathered it is fellowship. Where the people of God gather and make relationships, general interaction and conversation creates "fellowship" in the Body of Christ. These events could be dinners, funerals, receptions, recreation activities, special fund raisings, and activities that may involve the community (Memorial Day) etc.

D. Mission and Social Action Commission

The Mission and Social Action Commission shall consist of three (3) members, one (1) being appointed from the Council by the Council and two (2) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Mission and Social Action Commission shall elect one of its members as chairperson for that year.

The responsibilities of this commission shall be to:

1. Select and recommend for approval, at the Fall (October) Congregational Meeting, a Mission and Social Action Plan for the coming year. This Plan shall address the following items:
  - a. A listing of the project(s), charity(s), or national and/or international social issues to be supported.  
Examples: Local – Love, Inc.; Women’s Resource Center; Food Pantry  
Local/National – St. Vincent; Salvation Army  
National/International – One Great Hour of Sharing; Habitat for Humanity; NACCC missions
  - b. A recommended time-line of support for each activity, i.e. one Sunday offering, special Holiday offering, for one year only, on-going, etc.
  - c. Recommended manner of support for each activity, i.e. time, talent and/or money.
  - d. Recommend source of resources for each activity.
3. Be responsible for organizing and leading church-member participation in the chosen activities.
4. Contacting the receiving agency or organization to coordinate the church’s support.

5. Report quarterly (or as appropriate) to the Council and the church membership.

E. Finance Commission

The Finance Commission shall consist of five (5) members, one being appointed from the Council by the Council, the Treasurer as a member ex-officio, and three (3) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Finance Commission shall elect one of its members as chairperson for that year.

The primary responsibilities of this Commission are the oversight of matters pertaining to stewardship, budget development and control, accounts and disbursements, building and grounds care and control, and the Endowment and Memorials Fund.

The Finance Commission shall elect one of its members each year to be the Financial Secretary. *(The Treasurer is not eligible to be Financial Secretary)* The Financial Secretary shall be responsible for recording all pledges and depositing same together with other receipts, and for reporting these transactions to the Treasurer. The Financial Secretary will send out the statements of pledge accounts.

F. Education Commission

The Education Commission shall consist of three (4) members, one being appointed from the Council by the Council, the Sunday School Coordinator as an ex-officio member and two (2) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Education Commission shall elect one of its members as chairperson for that year.

The special concerns of this Commission are matters pertaining to the education program of the Church. This Commission is challenged to provide quality and quantity Christian education to the whole people of God. To be adaptable to local needs and a variety of teaching skill levels. The three levels are Children's Ministry, Youth Ministry and Adult Ministry. In all of the above a sound theological background and reflection are to be used in the Reform and Congregational Way. All emphasis will be on experiential learning and developing good relationships. There will be an intentional connection or reinforcement between worship and learning of "Bible" background with current interpretation and honest reflections at all the three levels mentioned above.

### **Section 3. Standing Committees**

Specific Standing Committees shall be established to ensure appropriate focus and fulfillment of specific important responsibilities.

Standing Committees shall include the following:

#### **A. Nominating Committee**

The Nominating Committee shall consist of four (4) members, one being appointed from the Council by the Council and three (3) members-at-large elected for two (2) year terms from the Congregation. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Nominating Committee shall elect one of its members as chairperson for that year.

The responsibilities of this commission shall be two fold:

1. The preparation of a list of nominations for officers, council members, commission members-at-large, and standing committee members-at-large to be elected at the next Fall (October) Congregational Meeting. This list of nominees shall be presented to the Clerk 15 days prior to the scheduled Fall Congregational Meeting. Persons elected to the respective positions at the Fall Congregational Meeting shall begin their terms January 1 of the next year.
2. The appointment of persons to fill vacancies on the council, commissions, and/or standing committees occurring during the church year to complete the term of the person being replaced

#### **B. Pastoral and Personnel Relations Committee**

The Pastoral and Personnel Relations Committee shall consist of three (3) members, with all three being members-at-large elected for three (3) year terms from the Congregation. One member shall be elected each year at the October Congregational Meeting to replace the retiring member of the Committee. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Pastoral and Personnel Committee shall elect one of its members as chairperson for that year.

The responsibilities of this Committee shall be to consult with or advise the Pastor, the Council, and members of the congregation, or others in any manner, which the Committee shall deem appropriate to promote effective relationships involving the work of the Pastor and other personnel. The Committee shall establish position descriptions for the Pastor and other personnel, and annually review and update as necessary to ensure a clear understanding of position responsibilities. The Committee will conduct an annual review of the work of the Pastor and other personnel, reporting the results of these reviews to the Council at

its October meeting. The Committee will also review annually, the compensation of the Pastor and other personnel and recommend changes to the Finance Commission for budget consideration and presentation to the Council and the Congregation.

D. Auditing Committee

The Auditing Committee shall consist of three (3) members, with all three being members-at-large elected for three (3) year terms from the Congregation. One member shall be elected each year at the October Congregational Meeting to replace the retiring member of the Committee. *(It is recommended that Auditing Committee members have some familiarity with standard accounting practices.)* Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Auditing Committee shall elect one of its members as chairperson for that year.

The responsibilities of the Auditing Committee shall be to audit the books of the Church Treasurer at the conclusion of the calendar year and attest in the Annual Report that the books present a fair and accurate picture of the Church's receipts, disbursements, and financial situation, and are in keeping with standard accounting practices. At least once every five (5) years the Audit Committee shall engage an outside Accounting firm to conduct a non-certified audit of the Church's financial books.

E. Stewardship Committee

The Stewardship Committee shall consist of three (3) members, one (1) being appointed from the Finance Commission by members of the Finance Commission and two (2) members-at-large elected from the Congregation for two (2) year terms. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Stewardship Committee shall elect one of its members as chairperson for that year.

The responsibilities of the Stewardship Committee shall be to:

1. Promote stewardship education, focusing on the giving of time, talent and money.
2. Conduct the Church stewardship campaign, the object being to finance the Church-operating budget.
3. To meet no less than four (4) times per year.

F. Buildings and Grounds Committee

The Buildings and Grounds Committee shall consist of three (3) members, one (1) being appointed from the Finance Commission by members of the Finance Commission and two (2) members-at-large elected from the Congregation for two

(2) year terms. Members may serve two (2) consecutive terms, after which they will not be eligible for re-election for one year. January of each year, the Buildings and Grounds Committee shall elect one of its members as chairperson for that year.

The responsibilities of this Committee include the on-going maintenance and repair of the church building and the parsonage, and oversight of the care and maintenance of the grounds. The Committee shall also be responsible for estimating the costs for maintenance and repair of the Church's facilities and property for the coming year and the submission of those cost estimates to the Finance Committee for budgeting purposes. This Committee shall review and obtain estimates of cost for future major (capital) replacements and improvements of Church's facilities and property. These estimates are to be provided with any recommendations annually to the Finance Commission for presentation to the Council and Congregation.

#### **Section 4 Other Boards, Commissions and Committees**

The Council may appoint any additional boards, commissions or committees; and any board, commission, or committee may appoint subcommittees for any purpose not inconsistent with these articles.

#### **Section 5 Rules of Procedure for Council, Commissions, and Committees**

##### **A. Voting**

All action shall be taken by majority vote of members present. A quorum of the Council and each Commission and Committee shall consist of one-third of its voting members.

##### **B. Meetings**

The Council may meet monthly, but no less than ten times annually. The Council at its organizational meeting shall determine the day and time of its meeting. Each Commission shall establish regular meetings at which any authorized action may be taken.

Special meetings may be called by the Moderator, the Chairperson, or any three members, but only upon at least 48 hours notice, and only action specifically defined in the notice may be taken.

##### **C. The rules of procedure in the conduct of the meeting shall be Robert's Rules of Order.**

## ARTICLE VIII - CHURCH ENDOWMENTS AND MEMORIAL GIFTS FUND

### Section 1. Endowment and Memorial Gifts Fund Established and Defined

The Church Council with the approval of the Congregation shall establish or maintain an Endowment and Memorial Gifts Fund ("the Fund") to collect and administer gifts, bequests, and conveyances for memorial or other purposes when the intent of the donor is to make a lasting financial contribution to the Church. All such monies and all real and personal property given to the Church shall be considered part of the Fund and forwarded to the Finance Commission or its designees promptly upon receipt for consolidation, management, and investment.

### Section 2. Qualification of Gifts

Some gifts received are restricted as to their use, while other gifts have no specific restrictions and their use is to be in accordance with policies approved by the Congregation. In the event that any gifts of monies, or property, are proffered to the Church with restrictions, they shall only be accepted after recommendations by the Finance Commission. In the event that conditions attached are deemed to be not in the best interest of the Church and the Corporation, such restricted gifts, shall be rejected. The Fund shall include (but is not limited to) components for a) restricted funds and b) unrestricted funds. The component funds and their respective gifts will be recorded and tracked separately; however, all monies may be consolidated for investment purposes.

### Section 3. Endowment and Memorial Gifts Fund Purpose

The purpose of the Fund is for the receipt, management and disbursement of gifts when the intent of the donor is to make a lasting financial contribution to the Church. Therefore, no monies of the Fund shall be transferred to the Church-operating budget, except in accordance with emergency loan policy guidelines (Reference Section 6 below).

The Fund and its income (if not otherwise designated) may be used for:

- A. Supporting special Church projects requiring a capital expenditure, i.e. major maintenance, major restorations and replacements, and enhancements, etc., of Church property and equipment.
- B. Supporting our Church Mission and the communities in which we live and operate as well as the cause of Congregationalism in general,
- C. Providing a financial reserve for the Church in times of emergency.

No more than fifty percent (50%) of the allowable expenditures from the unrestricted fund in any given year may be spent in any one of the three categories above. There will be no such restriction on disbursements from the restricted funds.

**Section 4. Management of the Fund**

The Church Council will establish appropriate policies for promotion of the Fund, acceptance of gifts, management of the Fund, and disbursements from the Fund, and will provide for the performance of these functions through the Finance Commission or its designees.

**Section 5. Reporting to the Church**

The Council will make status information regarding the Fund available to any Church member requesting such at any time, and will report formally on the Fund to the Church at its Annual Meeting.

**Section 6. Emergency Loans to the Church from the Fund**

The Council is hereby delegated the authority to make emergency loans of the principal to the Church at any time, with the restriction that the total outstanding amount of such loans may not exceed 10% of the principal amount of the Fund.

**Section 7. Fund Termination**

The Fund may be terminated by a three-fourths majority vote of those Church members eligible to vote and present at a regular or special meeting of the Congregation, provided that at least thirty (30) days notice has been given to the Congregation that such a vote is to be taken. In the event of such termination, all restricted funds shall be used for the purpose for which they were donated, if possible. After such distribution, all remaining assets of the Fund shall be turned over to the Council and expended according to the directives of the Congregation in conformity with Church purposes, in its By-Laws.

**ARTICLE IX - AFFILIATED GROUPS AND ACTIVITIES**

All organizations related to this Church are regarded as integral parts of the Church and under its general supervision, and shall make reports to the congregation at its Annual Meeting.

**ARTICLE X - AMENDMENTS**

These By-Laws may be amended at any meeting of the congregation by a two-thirds vote of members present, provided that notice of the proposed changes shall be given as required in Article V.

Amendments to the By-Laws may be proposed only in the following manner:

- 1) The Council may propose revisions to the By-Laws at any time.
- 2) The Council shall be required to appoint a special committee for the purpose of revising the By-Laws upon written petition of ten or more active members; said petition to be directed to the Council.

## ARTICLE XI - GUIDELINES

Accompanying these By-Laws is a statement of Guidelines for use in understanding and applying the By-Laws. (See Guidelines – Purpose and Status)

The revised By-Laws were adopted on an interim basis at a Special Congregational Meeting on October 10, 2004.

The revised By-Laws received final approval and were adopted at the Spring Congregational Meeting on June 11, 2006



## GUIDELINES

Supplementing the

BY-LAWS

of

The First Congregational Church Of Rochester, Wisconsin

### **PURPOSE AND STATUS**

These GUIDELINES are designed to assist in administering the BY-LAWS of this Church and to set forth specific procedures not included in the BY-LAWS or CONSTITUTION.

The provisions of the GUIDELINES constitute recommendations, not requirements. They are not rules, as by-laws are, and they are, therefore, not binding in the same way. They incorporate, however, the lessons of experience and thorough study, and they represent the judgment of the By-Laws Revision Committee and the Council.

The GUIDELINES and the accompanying comments stand, therefore, as an approved aid to the interpretation and application of the general principles and policies of the BY-LAWS.

The GUIDELINES may be altered or amended by the Council. Any changes in the GUIDELINES shall be published to the Congregation within 30 days.

## GUIDELINES FOR EXPENDITURES

Expenditure guidelines established herein are in support of and consistent with financial provisions stated in the Constitution and By-Laws of the First Congregational Church of Rochester. The purpose of these guidelines is to provide specific procedures, responsibilities, and dollar limits to assist the Council, Commissions, Committees, and Church staff as they conduct church affairs in their respective areas of responsibility. The three primary areas covered are Operating Expenditures, Capital Expenditures, and disbursements from the Endowment and Memorial Gifts Fund.

### Section 1. Operating Expenditures

Operating expenditures are defined as those funds necessary for the day-to-day operation of the Church affairs and activities, and the maintenance of Church property and equipment, i.e. pastor's compensation, utilities, maintenance, supplies, insurance, worship activities, advertising, education, etc. These expenditures are usually recurring and annual in nature.

Each year the Finance Commission shall develop an Annual Operating Budget for the coming year based on input from Commissions, Committees, and the church staff. Following

approval by the Council, the proposed Annual Operating Budget shall be presented to the Congregation for approval at the January Annual Meeting.

An Annual Operating Budget approved by the Congregation provides to the Council, Commissions, Committees and church staff the authority to expend the funds established in the Annual Operating Budget.

It is the primary responsibility of the Finance Commission to conduct oversight and control of operating expenditures and to ensure that total operating expenditures are in line with the total Annual Operating Budget and available income. In addition, the Finance Commission shall routinely report to the Council and Congregation the status of operating expenditures versus budget and income. The Finance Commission shall make recommendations for actions necessary to keep expenditures and income in balance. With the recommendation of the Finance Commission and the approval of the Council, budgeted funds may be re-allocated between budgeted expense categories.

Each Commission, Committee, and the church staff are responsible to keep informed of available budgeted funds for their respective area prior to making expenditures. When submitting bills to the Treasure for payment, a document is to be attached indicating the purpose of the expenditure and the budgeted account to which it is to be charged. If proposed expenditures exceed available budgeted funds, the proposed expenditure shall be presented to the Council with justification and a recommendation. Expenditures exceeding \$1000 over budget must be presented the Congregation for approval with a recommendation for the source of funds.

## **Section 2.     Capital Expenditures**

Capital expenditures are defined as non-recurring expenditures made for assets with useful lives of more than one year. A capital expenditure is usually made to purchase property, equipment, or improve or fix existing property and equipment. *(Routine maintenance and repairs costing less than \$500 per activity are to be considered operating expenditures.)*

Due to the significant dollar amounts associated with capital projects, it is recommended that a three (3) to five (5) year long range Capital Improvement Plan be developed and reviewed annually. It shall be the responsibility of the Buildings and Grounds Committee to develop the Capital Improvement Plan and to review for additions and revisions each year. The Capital Improvement Plan shall include projects, which will maintain, improve and provide for the growth of our Church, its property and equipment, and the fulfillment of our Church Mission. Each project shall include the following elements: a title, brief statement of purpose, description, estimated cost, and an indication of priority, i.e. urgent, necessary, or desirable.

The Building and Grounds Committee shall work with the Finance Commission to finalize the Capital Improvement Plan for presentation to the Council.

Following approval by the Council, 'year-one' of the Capital Improvement Plan shall be submitted to the Congregation at the January Annual Meeting as the Annual Capital Improvement Budget for the coming year. In addition to the project elements indicated above, the Capital Improvement Budget shall include a "best" estimate of the cost of each proposed

project and a recommendation for the source of funds. (Possible sources of funds – undesignated Memorial Gifts, designated Memorial Gifts, fund raising campaigns, bequests, Endowment Fund)

After approval by the Congregation of the Annual Capital Improvement Budget, the Council and Commissions are authorized to proceed with the proposed projects, provided funds are available as approved. While it is desirable to obtain three bids for each project, the Council is authorized to proceed without multiple bids if it feels the best value is being received due to donated labor and/or material.

Occasionally there may be situations where capital projects arise that were not included in the approved Annual Capital Budget due to an emergency or a necessity to support important church programs. In those instances, where the total cost of the project is \$1000 or less, the Council is authorized to proceed with the project if funds are available or by re-allocating funds from lower priority approved projects. Projects exceeding \$1000 must be presented to the Congregation for approval.

### **Section 3. Disbursements from Endowment and Memorial Gifts Funds**

The purpose of the Endowment and Memorial Gifts Fund is for the receipt, management, and disbursement of gifts when the intent of the donor is to make a lasting financial contribution to the Church. Therefore, no monies of the Fund shall be transferred to the Church-Operating Budget, except in accordance with emergency loan policy guidelines (Reference Article VIII, Section 6 of the Church By-Laws).

With a few exceptions, gifts to the Church are intended for the purchase and/or improvement of Church assets, which provide a long lasting contribution to the mission of the Church. The Council through the Finance Commission has the responsibility and authority to ensure that 'designated' gifts are disbursed for the intended purposes within three years of the date of the gift. Balances of less than \$100 remaining from 'designated' gifts after disbursement for the intended purpose, shall be re-classified as 'undesignated' funds. 'Designated' gifts of \$100 or less, which has not been disbursed for the intended purpose within three years, shall also be re-classified as undesignated funds.

