

Payson Park Church Bylaws

Approved January 28, 2024

PAYSON PARK CHURCH BYLAWS

Article I. Name

This church, a member of the United Church of Christ, shall be called Payson Park Church.

Article II. Purpose

The purpose of this church is to promote the worship of God, to spread the good news of God's love and concern for people, and to support and engage in service to humankind in accordance with the teachings and example of Jesus.

Article III. Character

Section 1. Policy

The government of this church is vested in the body of believers who compose it. We strive to follow the will of God as discerned by our congregation in prayer. We vote not to express our will but our discernment of God's will, of how God's Spirit is leading our church. Our pastors, officers, and committees are charged to serve in this spirit. This church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among member churches of the United Church of Christ, and it is in fellowship with all churches which acknowledge Jesus the Christ to be their divine Redeemer and Lord.

Section 2. Faith

This church acknowledges as its sole head Jesus Christ, the Son of God, and the Savior of humankind. It acknowledges as brothers and sisters in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, it recognizes two Sacraments: Baptism and Holy Communion.

Section 3. Mission Statement

We believe God is calling us to walk in the ways of Jesus Christ and to bear witness to the Gospel through worship and service, empowered by the Holy Spirit.

Section 4. Covenant

The covenant by which this church exists as a distinct body, and which every member accepts, is as follows:

Trusting in God for help, I offer myself to Christ, and I promise that I will follow the teachings of Jesus in the service and support of the Church, living a life of love and prayer.

I will strive to know the will of God as revealed in the Holy Scriptures and in the experiences of life.

As members of the Christian Church, we covenant one with another to seek and respond to the Word and the will of God. We will strive to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of the Church to witness to the Gospel of Jesus Christ and to

strive for truth, justice, and peace. As did our forebears, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the realm of God, and we look with faith toward eternal life.

Article IV. Membership

Section 1. Members

A. Admission

This church shall welcome into membership persons who, on confession or reaffirmation of their Christian faith, or on presenting letters of transfer from other churches, are accepted by a vote of the Diaconate and who, having been baptized, subscribe to its bylaws, and enter into Covenant with all its members.

The names of all candidates for admission shall be read from the pulpit at a Sunday worship service prior to their reception. The reception shall be at some Sunday worship service. The reception shall include an oral statement of the Covenant by the candidates and members present. The Diaconate may waive any of the foregoing requirements. All members shall be recorded in the permanent records of the Church.

B. Rights and Responsibilities

To the best of their abilities, members shall attend services of worship, contribute financially to the support of the church and its mission, participate in its life and work, and strive to live a Christian life. Members may vote on matters brought before Congregational Meetings.

C. Behavioral Covenant

In the conduct of church business, and in the ordinary course of church life, the congregation shall use as a guide the behavioral covenant. The provisions of this covenant have particular importance in any situations in which there is conflict. The theme of this covenant is "Speaking the Truth in Love."

Members agree to:

- Use the Conflict Resolution process as described in these bylaws.
- Promise to speak openly sharing, talking directly to each other, participating, speaking lovingly, and listening.
- Be open with each other to clarify their individual and collective understandings of issues on which there may be disagreement.
- Speak up and address each other directly.
- Encourage all to participate in the discussion.
- Speak to the appropriate persons or organizations before airing concerns publicly.
- Consider putting concerns in writing in order to be clear.
- Be honest and open with each other.
- Avoid secrecy and question those who promote it.
- Seek to determine the facts of a situation and not act or make judgments based on rumors.
- Use confidentiality appropriately.

In love, in an environment that is safe, respectful, open to listening and learning, healthy, equal, and with some agreed upon structure/process, Members will:

- Strive to create an environment in which people feel safe to speak honestly.

- Treat all others with respect: refraining from interruptions, respecting each other's time, avoiding repetition.
- Refrain from personal attacks, even if they disagree.
- Be open to various and differing points of view.
- Be willing to listen and learn from each other.
- Raise their concerns through appropriate structures/processes in the church (through the Pastor Relations Committee, for example).
- Not be afraid to admit their mistakes.

D. Termination (Member or Church Council Initiated)

Any member may request and be granted a letter of transfer to another church or may request to be placed on the inactive list. Any member may terminate his/her membership by filing a written declaration with the Clerk.

Members, whose addresses have been unknown for a period of two years, or those who have not communicated with this church in spite of kindly reminders, nor contributed to its support and mission for the same period, may be deleted from the active membership roll of this church upon the action of the Church Council. Such action shall not be taken prior to the expiration of thirty days after mailing notices of the proposed action by certified mail to said member's last known address.

E. Reinstatement

Any former member whose membership has been terminated may request to be restored to the active membership list by recommendation of the Diaconate and action of the Church Council.

Article V. Pastorate

Section 1. Pastor

The Pastor shall be called by this church whenever a vacancy occurs and be subsequently installed. The welfare of the congregation shall be in the charge of the Pastor, who shall preach the Word at services of public worship and administer the sacraments; be a member ex-officio of the Church Council and all committees represented thereon; oversee and administer the activities of this church in cooperation with the Church Council and committees in accordance with these bylaws. Staff persons shall be supervised by their appropriate committees and by the Pastor. Either the Pastor or this church may dissolve the ministerial relationship by giving three months' written notice.

Article VI. Administration

Section 1. Officers

The Officers of this Church shall be the Moderator, Clerk, Treasurer, and Assistant Treasurer. Only members are eligible to serve as Officers.

A. Moderator

The Moderator shall be elected annually and shall preside at all Church Meetings, and shall be the chairperson of the Church Council.

In case of the temporary absence or incapacitation of the Moderator, the Chairperson of the Diaconate shall assume the duties of Moderator for the period of the temporary absence or incapacitation. Should the Chairperson of the Diaconate also be unable to assume the Moderator's duties, the Church Council

shall designate, by action, a member to serve as Moderator for the temporary period. In case of extended absence or incapacitation of the Moderator, the Chairperson of the Diaconate shall assume the duties of Moderator for the remainder of the Moderator's term.

B. Clerk

The Clerk shall be elected annually, is a legal officer of this church, and shall be an ex officio member of the Church Council. In addition to the Clerk's legal responsibilities, the Clerk shall keep the minutes of all meetings of this church and of the Church Council; keep a register of names of members, with dates of admission or withdrawal or death; provide letters of transfer and send letters regarding membership status; keep a record of all baptisms; and ensure members are given proper notice of all meetings of this church. Minutes of all Church Council and Annual Meetings taken by the Church Clerk shall be kept by the administrative coordinator in the Church Office for permanent and historical reference.

C. Treasurer

The Treasurer shall be elected annually and shall be bonded.

The Treasurer shall be directed by the Church Council. The Church Council shall review the Treasurer's performance annually.

Under the direction of the Church Council, the Treasurer shall provide overall planning, organization, and management of this church's personal property assets. In this role, the Treasurer shall collect, hold, invest and disburse all monies belonging to this church except as otherwise provided in these bylaws.

The Treasurer shall keep separate accounts in the name of this church of (a) all monies contributed to the Deacon's Fund, and (b) all monies received for the support of public worship, benevolence, or of any department of church work to be paid out on order of this church or any persons or committees authorized by this church therefor.

The Treasurer shall maintain the accounts of the Payson Park Preschool. The Treasurer shall ensure that all financial obligations of this church are met in a timely manner. The Treasurer shall cooperate in the periodic reviews of this church's financial condition, and shall assist the Finance Committee in preparation of this church's annual budget.

Upon approval of the Church Council, the Treasurer may transfer into the temporary custody of the Endowment Trustees any funds not needed for current operations, keeping adequate account of all funds so transferred.

The Treasurer shall make a monthly report to the Church Council, the Mission and Outreach Committee, Diaconate, the Endowment Trustees, the Property Committee and to any other committees or any church staff which have budgeted items. The Treasurer shall also make a report in detail of receipts and disbursements to the Annual Meeting.

At the close of each fiscal year, all unencumbered funds in this church's current expense accounts shall be transferred under the supervision of the Treasurer to an operating reserve account.

In the event of the Treasurer's extended absence or incapacitation, the Assistant Treasurer shall assume the responsibilities of the Treasurer on a temporary basis until the vacancy is filled.

The functions of the Treasurer, or some thereof, may be carried out through an employee or employees or independent contractor pursuant to a job description promulgated by the Church Council. The Treasurer (or in the absence of the Treasurer, the Assistant Treasurer) shall remain responsible for any and all delegated functions.

When an officer, standing committee, or other entity makes an authorized decision on behalf of the church, the Treasurer shall act on behalf of the church to implement that decision.

D. Assistant Treasurer

The Assistant Treasurer shall be elected annually and shall be bonded.

The Assistant Treasurer shall be supervised by the Treasurer and directed by the Church Council. The Church Council shall review the Assistant Treasurer's performance annually.

The Assistant Treasurer shall recruit, appoint, and be chair of the Collections Committee and, as such, shall ensure the proper and discreet processing of all monies pledged and/or donated to the Church. The Collections Committee shall assist the Assistant Treasurer in the performance of the Assistant Treasurer's duties and be of a size that the Assistant Treasurer finds convenient. The members of the Collections Committee shall be selected for their discretion and probity and shall hold all information from the performance of their duties in confidence, shall be appointed for one-year terms and shall provide to the Treasurer a weekly summary report of the monies deposited by them in church accounts.

The Assistant Treasurer shall acknowledge gifts to the church, and shall hold this information in confidence if the giver so desires.

The Assistant Treasurer shall also generally assist the Treasurer.

In case of the Assistant Treasurer's extended absence or disability, the Church Council shall appoint an interim to assume the responsibilities of the Assistant Treasurer on a temporary basis until the vacancy is filled.

Section 2. Annual Budget Process

Each year, the Mission and Outreach Committee and the Finance Committee shall, after considering the recommendations of the various committees and officers of this church, recommend to the Church Council a proposed Mission and Outreach Budget and a proposed Current Expense Budget; and, after considering these proposals, the Church Council shall recommend to the Annual Meeting, a proposed Mission and Outreach Budget and a proposed Current Expense Budget, including the disposition of income accumulated during the previous fiscal year from funds in the custody of the Endowment Trustees.

The Church Council may authorize the Treasurer to expend funds in accordance with the prior fiscal year's budgets for the new year as required during the period between the end of the current fiscal year and the adoption of the new fiscal year's budgets by the Annual Meeting, except that the Emergency Reserve Fund shall be expended at the discretion of the Mission and Outreach Committee. Any surplus in receipts for the Mission and Outreach Budget shall be credited to the Emergency Reserve Fund to be expended at the discretion of the Mission and Outreach Committee. Any funds designated for the Mission and Outreach Budget but remaining unexpended at the end of a fiscal year shall be carried over to the next fiscal year to be appropriated or re-appropriated in the Mission and Outreach Budget for the next fiscal year.

The Finance Committee will be responsible for recommending changes in the Current Expense Budget line items which do not affect the overall budgeted amount to the Church Council for approval. If during the year the total amount of expenses is projected to exceed the budget approved at the current year's congregational meeting by 10% or more, the Finance Committee shall be responsible for drafting a new proposed Current Expense Budget. This must be approved by the Church Council and then submitted to a Congregational Meeting for a vote.

The Treasurer shall be authorized to disburse funds from each portion of the Current Expense Budget upon order of the chairperson of the committee charged with responsibility for that portion of the budget, or upon order of any other member of that committee appointed by that committee for that purpose, or upon order of the church staff person responsible for a line item. Any such order shall designate which line items in the budget shall be charged for each disbursement.

Section 3. Church Employees

Church employees are employed by the church to serve its needs and members of the church. They should expect to be treated and will be treated as employees. Employee positions may include, but are not limited to, the following functions: administrative coordinator, the director of Christian education, the director(s) of music, and the director of the preschool. Detailed job descriptions are kept with and updated by the Church Council.

Changes to an employee's job description must be approved by the committee(s) that supervise that employee and by the Church Council. Employees will have their job performances and rates of pay reviewed annually by the committee(s) that supervise each employee, the Church Council, and the Pastor.

Section 4. Church Council and Other Standing Committees

A. General Guidelines

(i) Eligibility

All officers, delegates, Church Council members, chairpersons of church standing committees, members of the Diaconate, the Pastor Relations Committee, and the Endowment Trustees shall be members of this church. Membership on the other committees shall not be restricted to members of this church.

(ii) Nominations

Other than the specific committees noted, the Nominating Committee shall have the discretion to determine the appropriate size, with a minimum of two people (not counting ex officio members), for each Standing Committee when making nominations for one-year terms at the Annual Meeting.

With the approval of the Nominating Committee, vacancies that occur on the various church standing committees between Annual Meetings shall be filled by vote of the committees involved, with the exception of the Pastor Relations and Nominating Committees, whose vacancies shall be filled by vote of the Church Council.

(iii) Committee Meetings

After due notice has been given to all members, a quorum to transact business at a meeting of the Church Council or any other standing committee shall be a simple majority of the membership. Although any committee may by consensus conduct its meetings informally, upon objection by any member, all meetings shall be conducted in accordance with Robert's Rules of Order.

(iv) Responsibility and Authority of Chairperson

The chairpersons of standing committees shall act in the name of their committees as authorized by committee vote, shall be responsible for calling meetings of committees, and shall be responsible for ensuring that each committee performs its functions.

Should a committee fail to designate a representative to another committee on which it is entitled to be represented, its chairperson shall serve as its representative to the other committee.

(v) Outside Help

The Church Council and other standing committees shall be free to invite individuals to share in their work as needs and interests indicate. They shall also be free to appoint *ad hoc* committees that will deal with special issues and needs.

(vi) Reporting

All officers and standing committees shall submit annual reports in writing to the administrative coordinator for inclusion in this church's annual reports.

(vii) Transparency and confidentiality

In general, meetings of church standing committees shall be open to all members and records of these meetings shall be kept by the administrative coordinator in the church office and made available to all members for review. However, due to their sensitivity, proceedings of the Pastor Relations Committee and the Church Council related to Personnel matters will be held in confidence. Should a member desire access to such confidential proceedings-they must first seek and receive approval from the Moderator.

When issues of a sensitive nature are discussed (for example, issues bearing on the employment of church officers or staff), the Church Council may, upon a majority vote, decide to meet in executive session. In this event, any non-Council attendees will be excused, and records of any subsequent discussion will be held in confidence as described above.

Should an issue be elevated through the Conflict Resolution Process for resolution in a special church meeting, all records held in confidence regarding this issue shall be made accessible to all church members at least two weeks prior to the meeting.

B. Christian Education Committee

Prior to the Annual Meeting, the Christian Education Committee shall recommend to the Nominating Committee one of its members to be chairperson for the ensuing year. At the same time, it shall recommend to the Nominating Committee one of its members, who is also a church member, to serve as this committee's representative to the Church Council for the ensuing year. The Committee shall annually designate one of its members to serve on the Personnel Committee.

The committee shall be responsible for planning, developing, and conducting a Christian Education program for the entire congregation, including children, youth, and adults. It shall have general supervision for the Christian Education program, including the Director of Christian Education, and shall work cooperatively with them towards its success. The Christian Education Committee, assisted by the Christian Education Director, shall prepare, and implement activities to increase community outreach and to promote growth of the Church.

It shall prepare and recommend to the Finance Committee an annual budget for its work.

C. Church Council

The Church Council shall consist of these members: Moderator, Pastor, Clerk, Treasurer, one representative from each of the following committees: Christian Education, Deacons, Finance, Mission and Outreach, Preschool, Property, and Endowment Trustees. The Moderator shall be chairperson of the Church Council and the Chairperson of the Diaconate shall be vice-chairperson of the Church Council. Other than the Lead Pastor, no church employees may sit on Council.

The Church Council shall meet regularly each month except during July and August. Special meetings of the Church Council may be called by the Pastor or Moderator, and shall be called by the Clerk upon the request of any two members of the Church Council. Any member of the church may attend the non

Personnel matters of meetings and, with permission or invitation of the Church Council, may speak but shall have no vote.

The Church Council shall have general supervision of all committees and shall recommend to the church any changes in policies. It shall review any conditions that bear on the continuation in office of any committee member or officer of this church and shall recommend to the members such action as it deems appropriate. The Church Council shall have responsibility for hiring non-pastoral employees and setting terms for their employment. The Church Council may consider any matter germane to this church and recommend action thereon to the appropriate person, committee, or if there be none, to the members.

The Church Council, in consultation with the Finance Committee, shall appoint or employ an independent qualified person(s) to assess the accounts and practices of the Treasurer, Assistant Treasurer, Endowment Trustees, Preschool, Missions & Outreach Committee, and any other church funds and financial practices every two years; and shall make the findings available to the members. The scope of the assessment shall include but not be limited to assessing the accuracy, integrity, and reliability of the accounts and practices.

The Church Council shall appoint interim delegates to councils and conferences and approve interim officers should vacancies occur between Annual Meetings.

The Church Council may appoint a subcommittee to review social issues and concerns. It shall review the roll of membership annually and take the required action. The Church Council shall decide on objects for special offerings, and shall recommend to the Annual Meeting or any special church meeting called for such purpose, the disposition of income from funds in the custody of the Board of Endowment Trustees. The recommended disposition shall conform to any special use or purpose to which any fund has been designated by action of the church.

The Church Council may, under circumstances described in this paragraph, designate the specific use or uses to which certain memorial gifts shall be put. If, upon the death of any person, others make gifts to the church in memory of the decedent without designating a specific use or uses to which the gifts are to be put, the Church Council may, at the request of the decedent's immediate family, designate a specific use or uses for those gifts. If, pursuant to this provision, the decedent's immediate family requests and the Church Council designates a specific use or uses for any memorial gift or gifts, that gift or those gifts shall be treated as restricted, and held and expended in accordance with that designation without action of the church members. Otherwise, memorial gifts whose purpose has not been specifically designated shall remain unrestricted extraordinary gifts as provided in VI 4 (F).

In the event of a vacancy in the Pastor of this church, the Church Council shall appoint a special Search Committee to seek a new settled Pastor. This Search Committee shall make a recommendation to the Church Council, which, in turn, shall make a recommendation to the church members for action.

The Church Council shall have exclusive authority to adopt a program for the use of the entire transportation fund established by paragraph 9 of the Memorandum of Understanding between the former Payson Park Church and the former Phillips Church (and that fund's earnings), and may adopt a program under which the entire corpus is invested pending use without thereby creating a 'residual'.

To the extent not otherwise arranged, the Church Council shall arrange for: the staffing and operation of the Church's audiovisual equipment, the maintenance of the Church's website, the dissemination of news concerning the church and its organizations in articles and advertising through various media, the fostering of good relations in the community, the making of the activities of the church and its other installations widely known, the publication and dissemination of a newsletter on a schedule agreeable

to the Church Council, the retention and (with proper safeguards) making available of such records, memorabilia and publications relating to this church and its organizations as may be appropriate for their intrinsic or historic value, and the provision of transportation when needed in the interest of the church and to assist church workers in calling on church families. The Nominating Committee shall assist the Church Council in arranging personnel for these functions.

Personnel functions of Council:

The Church Council shall have sole responsibility for filling all vacancies in church employees positions other than the Pastor. In the exercise of this responsibility, the Council may advertise, conduct interviews, and seek references regarding job applicants. As appropriate, the committee may arrange for temporary services until a vacancy is filled. Prior to hiring new church employee, the Council shall consult and cooperate with the Finance Committee for advice regarding appropriate range of salary/benefits to be offered.

The Church Council shall be responsible for establishing and maintaining job descriptions of paid church employees other than the Pastor. The Church Council shall consult with church officers and other committees as appropriate in preparing these job descriptions.

The Church Council shall be also responsible for maintenance of the employee handbook which establishes general policies, requirements, and procedures applicable to all paid church employees. Council shall from time to time review and update this Handbook as it deems appropriate.

The Church Council shall meet at least annually with all paid church employees other than the Pastor for the purpose of reviewing their performance for the previous year and establishing their job descriptions for the coming year. Review of the Pastor's performance shall be the responsibility of the Pastoral Review Committee, as described in these bylaws. Input for annual church employee performance reviews shall be obtained from the Pastor and other church employees, and from other church members as appropriate.

In addition to the above input, in preparing job descriptions for church employees, the Council shall also obtain recommendations from the Finance Committee regarding appropriate salary and benefit levels for the coming year. As part of this review process, the Committee shall be prepared to provide the church employee with specifics on desired improvements and on the sources of its information.

The Church Council shall have the authority, upon majority vote of its members, to impose and carry out appropriate disciplinary or reward actions arising out of church employee performance evaluations, in accordance with the procedures set forth in the church employee handbook. Such disciplinary procedures include verbal and written warnings, reduction of duties, and immediate termination of employment (unless an employee's contract provides otherwise). The Council shall also participate on behalf of the church in any grievances arising out of such actions, as described in the church employee handbook, and in Conflict Resolution section of these bylaws.

D. Delegates

The appropriate number of delegates to councils and conferences shall be elected by the Annual Meeting to serve for the ensuing year. The Church Council may fill any vacancies that occur between Annual Meetings. Delegates shall be members of this church.

Delegates are responsible for attending councils and conferences to which they are elected as representatives of Payson Park Church. They shall make reports of these to the Church Council, to the Annual Meeting, and to other meetings of the church as may be appropriate.

E. Diaconate

The Diaconate shall consist of church members elected each year at the Annual Meeting to serve for one year. Prior to the Annual Meeting, the Diaconate shall recommend to the Nominating Committee one of its members to be chairperson of the Diaconate, who shall also be a member and vice-chairperson of the Church Council for the ensuing year.

The Diaconate shall have overall responsibility for worship and music, and shall oversee pastoral care of members. Working with the Pastor and the church musical directors/ministers, it shall ensure that public worship is regularly offered and the Sacraments duly administered, and assist in serving the Holy Communion. The Diaconate, together with the Pastor, shall oversee the spiritual life of the church, be responsible for the pastoral care and welfare of the congregation, and along with the Church Council supervise the ministers/director(s) of music. In cooperation with the Pastor, the Diaconate shall administer the Deacon's Fund for the relief of need as it shall determine.

The Diaconate shall vote on candidates for admission as members of this church and inform the Clerk of any noted membership changes. The Diaconate shall arrange for pulpit supply in the absence or disability of the Pastor and shall provide for an interim Pastor upon the termination of the Pastor's call. The Diaconate shall control use of the sanctuary and may, in its discretion, cancel a regularly scheduled worship service.

The Diaconate shall arrange for the care and preparation of the sanctuary and the chapel and shall arrange for the provision of altar flowers and for their distribution. The Diaconate shall arrange for the preparation and serving of refreshments at church events.

F. Endowment Trustees

The Endowment Trustees shall consist of the Church Treasurer, chairperson of the Property Committee, and the Pastor as ex-officio members, and at least two at-large members of the church elected for a one-year term at the Annual Meeting. Prior to the Annual Meeting, the Endowment Trustees shall recommend to the Nominating Committee one of its elected members to be chairperson for the ensuing year. At the same time, it shall recommend to the Nominating Committee one of its members to serve as this Board's representative to the Church Council for the ensuing year.

The Committee shall have general custody of all funds of the church that, because of legal restrictions, are held separately and designated for specified uses. It shall also have general custody of all unrestricted legacies, bequests, devises, and extraordinary gifts to the church, unless or until the church by specific vote determines that another disposition of a particular legacy, bequest, devise or extraordinary gift is appropriate. (Memorial gifts designated pursuant to VI 4 (C) for a specific use or uses by the Church Council at the request of the decedent's immediate family shall be treated as restricted to that use or those uses without further action by the church members.)

In addition, it shall have temporary custody of any other funds of the church that are transferred to it for investment by the Treasurer or other church officer or committee having primary custodial responsibility. It shall hold, manage, invest, and reinvest in its discretion all funds in its custody. To the extent permitted by law, it may commingle funds in its custody for convenience of investment, but it shall keep adequate accounts of all commingled funds.

The Committee shall have power to employ and pay reasonable compensation to investment counsel, to enter into custodial or agency agreements with banks, trust companies, or other financial institutions for the safekeeping, supervision and management of funds, securities and investments of the church; to delegate in its discretion to such agents the power to make changes in investments, purchases and sales of securities as it may deem expedient. It shall serve without compensation. It or the Treasurer shall

report to the Church administrative coordinator and the Pastor all gifts, legacies, bequests and devises at the time they are received. It or the Treasurer shall report in writing to the Annual Meeting on gifts, legacies, bequests and devises received, on investment of and income from all funds in its custody, and disbursements from such income.

For purposes of determining the jurisdiction of the Endowment Trustees, the term "extraordinary gifts" shall not include the following: weekly offerings; regular pledges; amounts paid by decedent's estates on account of decedent's last regular pledge; amounts received in response to annual or special appeals or solicitations for Deacons' Fund, holiday funds, missions and relief, current church use or events; amounts received with the intention that the funds be expended within the current year; or amounts received in response to a general appeal for specific church projects.

The Committee shall have custody of the Phillips Legacy Mission Fund, a fund created by paragraph 9 of the Memorandum of Understanding whereby the former Phillips Congregational Church and the former Payson Park Church consolidated. Each year the Committee shall determine and report the earnings thereon, using the same method as is then being used by the Committee to determine the available income on the church's unrestricted endowment.

G. Finance Committee

The Finance Committee shall consist of the Pastor, Treasurer, and Assistant Treasurer, and three at-large members elected each for a one-year term at the Annual Meeting. Prior to the Annual Meeting, the Finance Committee shall recommend to the Nominating Committee one of its members to be chairperson for the ensuing year. At the same time, it shall recommend one of its members to serve as this committee's representative to the Church Council.

It shall establish and maintain a list of the needs of this church that are appropriate for memorial gifts. It shall prepare and recommend to the Annual Meeting a budget for the ensuing year.

It shall hold a regular meeting each month except July and August. Special committee meetings may be called by the chairperson or by two members of this committee.

The Finance Committee will organize an appropriate Stewardship team to provide for the raising of funds for the support of this church and its mission. This team shall be responsible for mounting annual stewardship campaigns and recruiting people to assist in this effort. This team can also propose and lead special capital and other fundraising campaigns as authorized by the Church Council.

As and under the conditions provided elsewhere in these bylaws, the Finance Committee may recommend to the Church Council and the members of the church the employment of a person or persons to perform the functions of the Treasurer and may employ a person to perform the selected functions of the Assistant Treasurer. It may also recommend to the members of the church that contractors or employees or outside providers be engaged to supply services in support of maintaining the church's financial records.

H. Mission and Outreach Committee

Prior to the Annual Meeting, the Mission and Outreach Committee shall recommend to the Nominating Committee one of its members to be chairperson for the ensuing year and one person to serve as this committee's representative to the Church Council for the ensuing year.

It shall be responsible for planning and carrying out, with the participation of the Christian Education program, the mission program and promoting personal involvement in outreach for this church. It shall prepare and recommend a Mission and Outreach Budget to the Church Council and to the Annual Meeting for the ensuing year.

Each year the Mission and Outreach committee shall determine how and to whom the available earnings of the Phillips Legacy Mission Fund shall be distributed. These moneys shall be in addition to any moneys otherwise available to the Mission and Outreach Committee and shall be available to continue the mission projects of the former Phillips Congregational Church. Special consideration shall be given to, but not limited to, music scholarships, Watertown Family Network, Second Step Family Shelter, scholarships for Mission trips, and scholarships for seminary students.

I. Nominating Committee

Prior to the Annual Meeting, the Nominating Committee shall elect one of its members, who is also a church member, as chairperson for the ensuing year.

In accordance with the provisions of these bylaws, it shall prepare a list of nominations of officers, delegates to councils and conferences, and members of all standing committees including chairpersons and Church Council representatives. The nomination list shall be posted in the church building not later than the second Sunday preceding the Annual Meeting. This shall not limit the right of any church member to make nominations at the Annual Meeting. The Nominating Committee shall approve all interim appointments to fill committee vacancies between Annual Meetings except those occurring in the Pastor Relations, or Nominating Committees. As needed it shall recommend interim officers to the Church Council for approval. It shall notify the Church Council of any condition or occurrences that it considers as bearing on the continuation in office of any member of the committees or officers of this church.

J. Pastor Relations

(i) Pastor Relations Committee

The Pastor Relations Committee shall consist of no fewer than three and no more than five members, elected each year. The Nominating Committee shall solicit input regarding new members from committee members and the Pastor, and from church members, and will ensure members are acceptable to both the Pastor and Church Council. The committee shall annually select a chairperson from its membership, meeting quarterly or as necessary. Matters discussed by the committee shall be held in confidence.

The committee shall serve as a vehicle for the promotion of healthy relationships between the Pastor and the congregation. The committee shall uphold the Behavioral Covenant of the church in the conduct of all its business, providing an opportunity for the Pastor to discuss the agreed covenant and/or job description signed at the time of the Pastor's call. Additionally, personal concerns including family matters, continuing education, vacation time and study leave may be discussed, with relevant information shared with the Church Council.

The committee shall also communicate concerns of church members to the Pastor. Areas of potential conflict between the Pastor shall be identified and discussed, with appropriate resolutions and actions identified. At all times, the committee shall ensure that appropriate committee chairpersons and members are involved in conflict resolution as appropriate, as it is never the role of the Pastor Relations Committee to serve as or speak for another governing board or the Church Council.

Minutes of all Pastor Relations Committee meetings shall be kept by the administrative coordinator in the church office; church members shall have access to these minutes, if any, only with the approval of the committee chair.

(ii) Pastoral Review Committee

Once per year, a Pastoral Review Committee consisting of the Chairperson of the Pastor Relations Committee, the Moderator(s), and the Chairperson(s) of the Diaconate, shall review the performance of

the Pastor. Prior to this review, input shall be solicited by the Pastoral Review Committee from church committees and members at large. At the conclusion of this process, performance reviews of the Pastor shall be conducted, with recommendations regarding changes to salary and benefits to be communicated to the Finance Committee and acted on by the members at the Annual Meeting.

K. Preschool Committee

The Preschool Director shall be an ex-officio member of the Preschool Committee. At no time shall more than two of these members have children enrolled in the Preschool. Prior to the Annual Meeting, it shall recommend to the Nominating Committee one of its members to be chairperson for the ensuing year. At the same time, it shall recommend to the Nominating Committee one of its members to serve as this Committee's representative to the Church Council for the ensuing year.

The Committee shall be responsible for providing for and overseeing the operation of the Preschool, its Director and staff. It shall engage the Director/Teacher only through the Council. It may establish, appoint, remove, and replace such other non-paid officers and committees of the Preschool as it may, in its discretion, deem expedient and may, with the approval and consent of the Church Council, adopt and amend, guidelines and regulations for its own conduct and that of the Preschool.

The committee shall prepare and recommend to the Finance Committee an annual budget for its work. This budget shall include a contribution to church maintenance, the amount of which shall be set on an annual basis by the Property Committee. At the end of each fiscal year, unexpended funds provided from the preschool budget shall be transferred to the church's operating reserve fund to be allocated pursuant to the church's budget for the next fiscal year. In a year when surplus operating revenue exists, up to 10% of such surplus shall be maintained in a preschool operating reserve fund to be used to offset any future operating losses, to balance future budgets as necessary, and/or to finance future capital expenditures for the nursery school. The remaining balance shall be returned to the church's Current Expense Budget.

With the approval of the Church Council, the preschool may conduct fund-raising activities on its own behalf and may, with the approval of the Church Council, use the funds so raised for purposes designated by the committee; provided, however, that any such funds shall be funds of the church, shall be in the custody of the Treasurer, and shall be subject to audit to the extent of other church funds; and any property purchased by such funds shall be property of the church. With the consent of the Church Council, such funds may, if unexpended in the year in which they are raised, be carried over from fiscal year to fiscal year to be applied to the purposes designated by the committee.

L. Property Committee

The Pastor shall be an additional ex officio member of the Property Committee. Prior to the Annual Meeting, it shall recommend to the Nominating Committee one of its elected members to be chairperson for the ensuing year. At the same time, it shall recommend to the Nominating Committee one of its elected members, who is also a church member, to serve as this committee's representative to the Church Council for the ensuing year.

It shall provide for the care and maintenance, and supervise employees and contractors providing related services, for all church buildings and their grounds.

It shall act as landlord and as agent representing the church in the lease of church-owned property. The Property Committee shall control the use of the church building except for the sanctuary. The committee shall not have the power to buy, sell, mortgage, or transfer any real estate under its jurisdiction without specific approval by a congregational vote authorizing such action.

It shall strive to anticipate needed repairs insofar as possible and to submit budget items for these, as well as normal ongoing maintenance expenses.

It shall coordinate with the Treasurer to make sure that funds are available for repairs and maintenance and that those providing services are paid in a timely fashion.

Article VII. Conflict Resolution

This article shall provide guidance to the church in the resolution of conflicts which may arise.

Section 1. Regarding the pastor

Church members who have concerns regarding pastoral performance are encouraged to bring them directly to the Pastor, but should feel free to raise them with member(s) of the Pastor Relations Committee (PRC) in confidence. The PRC may also receive written expressions of concern, but they must be signed. The PRC member(s) so contacted will ensure that the issue is discussed with appropriate parties in a timely manner, and will keep the person(s) raising these concerns informed. If a group of over five members present a matter of serious concern, the committee may, at its discretion, meet with this group without the Pastor being present; however, this is the only circumstance in which the PRC shall meet without the Pastor present. At such a meeting, the PRC will endeavor to understand the group's concerns.

Regardless of the manner in which concerns are raised, the PRC shall orally communicate these concerns to the Pastor in a manner befitting their seriousness. As it deems appropriate, the committee shall encourage direct communication between the Pastor and the parties raising concerns, with committee members as mediators. The Pastor involved shall be afforded a reasonable opportunity to respond to the concerns, in a time period mutually agreed upon by him/her and PRC.

If, after this time period has expired and the matter has not been resolved, and the committee feels the Pastor's response has been inadequate to the concerns raised, it shall restate these concerns to him/her in writing. Again, as it deems appropriate, the PRC shall encourage meetings between the parties concerned, with committee members present. Again, the Pastor shall be afforded a reasonable opportunity to respond to the concerns, in a time period established by the committee.

If, after this time period has expired and the matter has not been resolved, the PRC may raise the matter in writing to the Church Council. The Church Council shall then schedule a review of the situation within the next two months, in which the Pastor involved, and members of the PRC shall be provided the opportunity to speak. In such a meeting, those members originally raising the matter shall also be allowed the opportunity to present their views. In its written communication of the issue to the Council, the PRC shall make a recommendation concerning its views on resolution of the matter. The Council shall then take action it deems appropriate, by majority vote, to address the situation and resolve the conflict, including the following:

- recommendation for further discussion between the Pastor and parties raising the concerns, with Pastor Relations Committee mediation, if it believes that such discussion would be likely to result in a resolution;
- decision to resolve the matter, if the Church Council can reach consensus by majority vote of all members.
- call for a special church meeting, in accordance with these bylaws, if the Council feels the matter is of sufficient importance to be elevated to the congregation for resolution. In all cases where the PRC has recommended involuntary termination of the Pastor's employment, the call for such a Special

Church Meeting, the agenda of which is limited only to consideration of this matter, shall be mandatory.

Regardless of the Council's action, should the Pastor so choose, he/she may also take action to call for such a special church meeting as specified in these bylaws, to elevate the matter to the whole membership for resolution. However, such a meeting shall occur only after the Church Council has heard the matter and taken action it deems appropriate.

Involuntary termination of the Pastor's employment shall occur only following a majority vote of the congregation to this effect in a special church meeting.

In all conflicts elevated to the level of a Special Church Meeting, action by members shall be the final resolution of the matter.

Section 2. Regarding performance of church employees other than the pastor

Church members who have concerns regarding performance of church employees other than the Pastor are encouraged to bring them directly to the employee or that employee's supervising committee, but should feel free to raise them with member(s) of the Church Council in confidence. The Church Council may receive also written expressions of concern regarding church employee performance, but they must be signed. Regardless of how the concerns are raised, the Church Council member(s) so contacted will ensure that the issue is discussed with the church employee in a timely manner, and will keep the person(s) raising these concerns informed, so that such person(s) may participate. At a meeting between the employee and the parties raising concerns, the Church Council will endeavor to understand the issues on both sides of the conflict, requesting input from committees involved, and shall strive to encourage open dialogue between the employee and the parties raising concerns in order to work toward a resolution of the matter.

If the matter is not resolved, the employee shall then be afforded a reasonable opportunity to respond to the concerns, a time period mutually agreed upon by the parties involved.

If, after this time period has expired, the Church Council feels the employee's response has been inadequate to the concerns raised, it shall restate these concerns to the employee in writing. Again, as it deems appropriate, the Council shall encourage meetings between the employee and the parties raising concerns, with Council members present as mediating influences.

The Church Council shall then take action(s), by majority vote, as it deems appropriate to resolve the conflict.

Section 3. Regarding members other than the pastor or church employees

Church members who have concerns with other members but not involving the performance of the Pastor or church employees should feel free to raise these concerns to the Pastor.

The Pastor may, depending on the seriousness of the conflict, attempt to bring the affected parties together for a discussion of the matter. If appropriate, the Pastor may also involve other members to mediate the conflict. If this discussion does not produce resolution, the Pastor or the parties involved may raise the matter in writing to the Church Council. The Church Council shall then schedule a review of the situation within the next two months, in which the Pastor and parties involved in the conflict shall be provided the opportunity to speak. The Council shall then take action it deems appropriate to address the situation and resolve the conflict. Any such actions shall require a majority vote of the Council.

Should the parties feel dissatisfied with the Council's action on the matter, they are free to call a special church meeting, to bring the matter before the whole congregation for consideration. In such a meeting, the majority vote of the congregation shall be the final resolution of the matter.

Article VIII. Meetings

Section 1. Worship

Subject to the authority of the Diaconate to cancel worship services, services of worship shall be held at times recommended by the Diaconate and approved by the Church Council.

Section 2. Notice of Meetings

The Clerk shall cause a call of the meeting to be posted in some conspicuous place in the church building at least two weeks prior to the meeting and shall cause such call to be read at the regular services of worship on the two Sundays prior to that meeting. The call shall specify the purpose(s) of the meeting.

Section 3. Church Meetings

A. Annual Meeting

The Annual Meeting of this church shall be held yearly on the fourth Sunday in January, to hear and receive reports from all officers, committees, and delegates for the previous year; to adopt a budget for the fiscal year beginning January 1; to elect officers, committee members, and delegates for the term beginning February 1; and to transact other business as may legally come before the meeting. Officers and committee members shall be elected by ballot, and shall hold office until their successors are duly elected and qualified.

Any business that may be conducted at an Annual Church Meeting may also be conducted at a special church meeting called in lieu of an Annual Meeting.

B. Special Church Meetings

Special church meetings may be called by the Pastor or the Moderator and shall be called by the Clerk upon written request of three members of this church. However, if such meetings involve conflict resolution, they may not be called prior to the accomplishment of preliminary conflict resolution steps described in Article VII on Conflict Resolution. The call shall specify the purpose(s) of the meeting. Matters not specified in the call may not be brought before such a special church meeting.

C. Voting Rights and Other Matters

Only members of this church who are present in person at the meeting may vote on matters brought before any Church Meeting. With permission of the Moderator or Pastor, or a majority vote of those present, members may be admitted remotely online to Church Meetings.

At all Church Meetings twenty (20) members shall constitute a quorum to transact business, but ten (10) shall constitute a quorum to organize and adjourn.

The Clerk shall include in the notice of any Church Meeting any matter which three or more church members may request in writing. All church meetings shall be conducted in accordance with Robert's Rules of Order. Except as specified in Article IX below, whenever in these bylaws action by members, church meetings, congregational meetings or words of similar import are referred to, it means action by

a simple majority of those voting yes or no (ignoring abstentions) so long as a quorum of members is present at a duly called and conducted meeting of members of this church.

D. Secret Ballot

In any Church meeting, voice vote of the members present shall be the usual method of deciding matters put before the church for consideration. A secret ballot may be used, but only after a majority vote authorizing this method of voting.

Article IX. Amendments

These bylaws may be amended by a three-fourths vote of the members present and voting at any membership meeting of this church; provided however, that written notice of the proposed changes are posted on the church office bulletin board-, and communicated by email (or other means if appropriate, including USPS mail to those who request it) to church members at least 30 days in advance of the proposed action.