

# **BYLAWS**

## **THE ORINDA COMMUNITY CHURCH, INC.**

### **ARTICLE 1 NAME**

This church is incorporated as a California nonprofit religious corporation under the name THE ORINDA COMMUNITY CHURCH, INC. For other than corporate legal purposes this church's name shall ordinarily show denomination affiliation as THE ORINDA COMMUNITY CHURCH (UNITED CHURCH OF CHRIST).

### **ARTICLE 2 POLITY, DOCTRINE AND COVENANT**

**SECTION 1: POLITY.** The government of the Church is vested in its members, who exercise the right of control in all its affairs subject in legal matters to the Articles of Incorporation, as amended, and these bylaws. While the Church is not subject to any ecclesiastical body, it accepts the obligation of mutual counsel, comity and cooperation involved in the free fellowship of The United Church of Christ, and pledges itself to share its common aims and work.

**SECTION 2: DOCTRINE.** The Church acknowledges all people as brothers and sisters and affirms the right and obligation of all such to follow the dictates of their own conscience as they are guided by the scriptures of the Old and New Testaments and by the Holy Spirit. While setting up no infallible doctrinal standards of exclusion, this church affirms the The Statement of Faith adopted by The United Church of Christ as containing those truths most generally held amongst us.

**SECTION 3: OPEN AND AFFIRMING.** The Church was established as a community church, inviting all who seek to know the God of Jesus Christ to join our faith journey. Trusting in the power of God's reconciling love, we renew our founding mission, affirming each individual as a child of God. We open our family of faith to persons of every ability, age, ethnicity, family or economic status, gender, sexual orientation, spiritual or cultural origin, or any other visible or invisible difference. In the spirit of Jesus, we joyfully welcome all to full participation in the life of our church.

**SECTION 4: COVENANT.** The Covenant is a solemn agreement undertaken by each member with other members of the Church:

*I take The Orinda Community Church to be my church, seeking together with all other members its peace, integrity and growth. Following the example of Jesus, I pledge to seek and help others to seek a deeper understanding of God and what God calls each of us to be. I promise as I*

*am able to share in the Church's worship; accept my proportion of its mission, leadership and support; and honor it by the faithfulness, sincerity and unselfishness of my living.*

### **ARTICLE 3 MEMBERSHIP**

Membership in the Church shall be open to all persons who agree to its Covenant and are admitted to membership according to its rules.

**SECTION 1: MEMBERS.** Persons who desire to become members, have agreed to the Covenant and have been recommended by the Senior Pastor shall be received into membership at a regular public service.

**SECTION 2: ASSOCIATE MEMBERS.** Any person desiring to affiliate with this church without withdrawing membership from another church may, upon written application and approval of the Senior Pastor, be received as an associate member at a regular public service. Associate members shall have the same rights and responsibilities as members, but their number shall not be reported to denominational offices.

**SECTION 3: NONRESIDENT MEMBERS.** Any member, who for reasons of business, education or similar purpose may be away from the community for a prolonged period, may be moved to a nonresident member list retaining the same rights and responsibilities as a member, but the number of nonresident members shall not be reported to denominational offices.

**SECTION 4: TRANSFER.** The Clerk shall be vested with the authority to issue, upon recommendation of the Senior Pastor, a letter of transfer for any member in good standing who requests it.

**SECTION 5: REVISION OF ROLL.** A member or associate member who for two years has had no part in the life or support of the Church may, upon recommendation of the Senior Pastor, be transferred to the Inactive Roll after having been notified in writing with one month to respond. The number of those on the Inactive Roll shall not be reported to denominational offices and such persons shall not be entitled to vote on congregational matters.

**SECTION 6: REINSTATEMENT.** Any person who having been transferred to the Inactive Roll resumes church activity may be reinstated as a member or associate member on recommendation of the Senior Pastor and vote of the Council.

**SECTION 7: TERMINATION OF MEMBERSHIP.** Membership may be terminated upon request of the member.

**SECTION 8: REPORT TO MEMBERS.** All actions of the Senior Pastor, Clerk and Council relating to the status of members and membership shall be reported to the membership at the next annual meeting.

#### **ARTICLE 4 MEETINGS OF THE CHURCH MEMBERSHIP**

Meetings of the Church members shall be as follows:

**SECTION 1: ANNUAL MEETING.** An Annual Meeting of the members shall be held at the Church no later than the first Sunday in February unless a different time and place shall have been decided by the Council and noticed at least one month in advance. This meeting shall receive and act upon written reports of officers, Ministries and Committees, elect the Council, officers and Ministry members, adopt the annual budget, set plans for the year and transact such other business as may be considered for the Church's welfare.

**SECTION 2: REGULAR SERVICE AS MEETING.** Following the regular Sunday service of the Church shall be a competent time for a meeting. On Sunday mornings with more than one full service, the meeting shall follow the last full service, and notice of the business to be transacted shall be given at the earlier service.

**SECTION 3: SPECIAL MEETINGS.** Special meetings may be called by the Council and shall also be called by the Clerk on written request of five members of the Church.

**SECTION 4: NOTICE OF MEETINGS.** Notice of all meetings and their purpose(s) shall be given at the regular Church service or services at least seven days in advance and in "The Neighbor", the Church's informational bulletin, sent, electronically or in hard copy, to all voting members at least seven days in advance. If the meeting is to act on the call or dismissal of a pastor, the election of a Pastoral Search Committee, the acquisition, sale or mortgage of real property related to Church purposes, amendment of these bylaws or a major change in the doctrinal basis of the Church, such notices shall so state and the notice in "The Neighbor" shall contain a statement of the issue or proposed action. If amendment of these bylaws is proposed, copies of the amendment shall be available in the Church office. Failure of a member to receive such notice shall not void the business transacted.

**SECTION 5: VOTING.** Votes at meetings shall be by show of hands unless voting by ballot is requested by a majority of members present and voting. Only members, associate members, and nonresident members may vote, but any member entitled to vote may do so either in person or by another person so authorized by a written proxy, signed by the member and filed with the Clerk prior to the vote. Balloting is required and may not be waived if the Council has authorized absentee balloting. Ballots shall be folded so the vote is not associated with the name of the member voting and shall be placed in an

envelope on which the member has signed his or her name. All votes shall require a simple majority of those voting except that a 2/3<sup>rd</sup> majority shall be required for an amendment of these bylaws, the call or dismissal of a pastor, or the sale, purchase or mortgage of real property related to Church purposes.

**SECTION 6: ABSENTEE VOTING.** If the Council determines that any matter to be voted upon is of particular importance to the Church, it shall prepare a ballot on the issue, and notices of the meeting shall state that ballots are available in the Church office for those members unable to attend the meeting. Completed absentee ballots must be received in the Church office prior to the noticed meeting.

**SECTION 7: QUORUM.** Fifty members shall constitute a quorum; except when absentee voting is authorized, when the quorum shall be seventy-five members.

## **ARTICLE 5 ELECTED OFFICERS**

**SECTION 1: ELECTED OFFICERS.** The elected officers of the Church are as follows:

**MODERATOR.** The Moderator is the lay leader of the Church, shall preside at all business meetings of the members, be chairperson of the Council and an ex-officio member of all Committees and Ministries. The Moderator shall have had one year's experience on the Council prior to election unless this requirement is waived by vote of the congregation.

**VICE MODERATOR.** The Vice Moderator shall fill any temporary vacancy in the Moderatorship, preside when the Moderator is absent, and assist the Moderator as directed.

**CLERK.** The Clerk shall keep minutes of meetings of the members and the Council; record in the records of the Church admissions and removals from membership, baptisms, marriages and deaths; notify persons elected or appointed to Church offices, Committees, and/or Ministries; give or arrange for notice of meetings as required; and perform such other duties as normally pertain to the office of clerk of an assembly.

**FINANCIAL SECRETARY.** The Financial Secretary shall be responsible for receiving all payments on pledges, offerings and special collections; forwarding all monies received to the Treasurer; and keeping an account for each pledger and furnish periodic statements of account. The Financial Secretary shall be a member of the Finance and Stewardship Committee ex- officio.

**TREASURER.** The Treasurer shall be responsible for depositing all monies of the Church in such depositories and accounts as the Finance and Stewardship Committee

shall direct; paying the obligations of the Church on order of the Finance and Stewardship Committee or its designee; and keeping account of all receipts and disbursements. The Treasurer shall be a member of the Finance and Stewardship Committee ex-officio.

**SECTION 2: TERM OF OFFICE.** The foregoing officers shall be elected for terms of two years at the Annual Meeting. All members shall be eligible for election to any office, but, after serving two full terms, the foregoing officers shall not be eligible for election to the same office until the lapse of at least one full term. If an officer is unable or unwilling to complete their term of office, the Council shall select a replacement to serve until the next Annual Meeting whereupon a new office shall be elected by vote of the congregation.

## **ARTICLE 6 COUNCIL**

**SECTION 1: DUTIES.** The Council is the principal governing and policy making board of the Church responsible to the members. Its primary duties are exercise oversight and control of the finances and assets of the Church, policy formation, long range planning, budget approval, the development of lay leadership, ongoing evaluation of programs and policies and coordination of the work of the Committees and Ministries, whose plans and programs are subject to approval of the Council. Contracts of the Church shall be approved and executed by the Council, subject to such approval of the membership as provided in these bylaws. With the advice of the Finance and Stewardship Committee, the pastors, the Pastoral Relations Committee, or Staffing and Personnel Committee, as appropriate, the Council will take action required to maintain the professional and other staff of the Church including their terms of employment.

**SECTION 2: COMPOSITION.** The Council shall be composed of seven (7) members as follows: Moderator, Vice Moderator, Clerk, Treasurer, and three at large members. At large members shall liaison and interface with all Committees and Ministries of the Church as appropriate. One at large member shall concentrate on matters involved in managing the resources of the church; one at large member shall concentrate on matters dealing with the internal affairs of the church; and one at large member shall concentrate on matters involved in the external/outreach affairs of the church. At large members shall report to the Council each month on the matters within their purview. At large members shall be elected at the Annual Meeting for staggered three year terms. If an at large member is unable or unwilling to complete their term of office, the remaining members of the Council shall select a replacement to serve until the next Annual Meeting whereupon a new at large member shall be elected by vote of the congregation.

**SECTION 3: MEETINGS.** The Council shall meet monthly at a time and date established by it, unless Council members unanimously agree not to meet at least two (2) weeks prior to the regularly scheduled meeting. Special meetings may be called by the

Moderator, a pastor, or any two members of the Council. All meetings of the Council shall be open to members, except when a meeting is closed for consideration of personnel matters, any matter that would violate the privacy of any individual if discussed in an open meeting or that an individual has requested in writing to be kept confidential, discussion of contract negotiations where confidentiality of bargaining positions is required, or any matter as advised by legal counsel. A meeting may be closed only upon stating the reason for closure on the record and upon majority vote of the Council.

An action required or permitted to be taken by the Council may be taken without a meeting if all members individually or collectively consent in writing to that action and if, subject to Corporations Code §9224(a), the number of members then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Council. The action by written consent shall have the same force and effect as a unanimous vote of the Council.

## **ARTICLE 7 STANDING COMMITTEES**

The following Standing Committees are established with each Committee responsible for reporting its activities in writing or through one or more of the at large members to the Council every month in which the Council meets:

**ENGAGEMENT COMMITTEE.** The Engagement Committee shall consist of a chairperson and up to six additional members, each serving for terms of three years. The chairperson and members shall be appointed by the Moderator, with the advice and consent of Council. This committee shall nominate one Church member to serve in each elected office as Moderator, Vice Moderator, Clerk, Financial Secretary, Treasurer and chairs and members of Ministries. A list of such nominees shall be available no later than one Sunday before the Annual Meeting at which elections shall take place. Any member may make nominations for any position from the floor at such meeting and such nominations shall be added to the ballot, but only with the consent of the nominee. The Engagement Committee is also responsible for planning and administering a program to help each member find a useful place in the life of the Church and in this regard maintain information on opportunities for service and records of members' capabilities, interests, gifts, and past service.

**PASTORAL RELATIONS COMMITTEE.** This committee is to facilitate, build and maintain relationship and communication between the clergy and the lay leadership and members of the Church; evaluate the performance of the pastors; and communicate its evaluations to the Council. The committee shall consist of five members, each of whom shall serve for a term of five years, one member being appointed each year by the Moderator with the advice and consent of the Council. Each year the Moderator shall name one member to be chairperson.

**STAFFING COMMITTEE.** This committee shall, with Council approval, maintain a personnel policy manual covering the benefits of Church employees and shall make recommendations to the Finance and Stewardship Committee for the employment and compensation of non-pastoral employees. The committee shall make recommendations for continued employment of non-pastoral employees based on performance evaluations by the Senior Pastor. The committee shall consist of a chairperson and at least two additional members all appointed by the Moderator, with the advice and consent of Council, for two-year terms with at least one appointed each year. The chairperson shall be a member ex-officio of the Finance and Stewardship Committee.

**GOVERNANCE COMMITTEE.** This committee shall consist of the Vice Moderator as chairperson and at least two additional members appointed by the Moderator, with the advice and consent of Council, each serving for two years. Members shall be appointed by the Moderator as necessary to fill vacancies. This committee shall be responsible for reviewing and maintaining the governing documents of the Church, including but not limited to these Bylaws and any written policies of the Church and providing leadership training and mentoring for those assuming leadership roles. All written policies must be submitted to the Council for final approval unless a vote of the members is required by these Bylaws or by request of the Council.

**FINANCE AND STEWARDSHIP COMMITTEE.** This committee shall consist of a chairperson and at least two additional members appointed by the Moderator, with the advice and consent of Council, each serving for two years, provided however that the chairperson shall not serve more than two consecutive terms and shall take at least one year off before being eligible for re-appointment. This committee shall be responsible for the Church's financial management, budget preparation, negotiation of licensing or leasing agreements for the use of Church property, and schedules of charges for such use, oversight of the Staffing and Personnel Committee, and, when appropriate, arranging for review or informal audit of the records and accounts of the Church.

**BUILDINGS AND GROUNDS COMMITTEE.** This committee shall consist of a chairperson and at least two additional members all appointed by the Moderator, with the advice and consent of Council, to serve indefinitely. Upon the election of any member to withdraw from this committee, the Moderator may appoint a replacement member. This committee shall be responsible for maintenance, improvement and additions to the buildings, grounds and facilities of the Church, including kitchen equipment.

**OTHER COMMITTEES.** The Council may create such other committees, either permanent or temporary, as it deems appropriate to carry out its business. The members of such committees shall be appointed by the Moderator with the advice and consent of Council.

## **ARTICLE 8 MINISTRIES**

**SECTION 1: DUTIES.** The following Ministries are established to foster, develop, promote and oversee the work, worship and mission of the Church in the areas of primary responsibility indicated for each. Each Ministry shall report its activities either in writing or through one or more of the at large members to the Council every month in which the Council meets.

**CHILDREN, YOUTH AND FAMILIES MINISTRY.** Educational, fellowship, service and confirmation programming for children and youth.

**LIFELONG LEARNING AND SPIRITUAL FORMATION MINISTRY.** Adult Christian education and spiritual development, including the Church Library.

**MERCY AND JUSTICE MINISTRY.** Community involvement, ecumenical opportunities, world mission, social and political awareness and United Church of Christ relations.

**WORSHIP AND MUSIC MINISTRY.** Worship services, ushering, music, altar and the sacraments.

**CARE AND FELLOWSHIP MINISTRY.** Community, fellowship and friendship between new, potential, active and inactive members through programs, groups and activities.

**SECTION 2: COMPOSITION.** Each Ministry shall consist of a minimum of three members, including its chairperson, elected at the Annual Meeting for staggered two year terms. Should a vacancy occur, the Council may name a successor to serve until the end of the term. The Council may also add additional members to a Ministry to serve until the next Annual Meeting. The Chair of each Ministry shall be elected at the Annual meeting, or if not, by the members of the Ministry.

**SECTION 3: IMPLEMENTATION.** Each Ministry may organize itself and conduct its own planning. To implement its work, a Ministry may operate through the appointment of Ministry Teams, either temporary or permanent. The Ministry must retain its responsibilities, however, and must supervise and control any tasks and duties delegated to the Ministry Teams. In addition, any church member may propose a Ministry Team or Ministry Project, the latter being focused on a single event or project. The member must be willing to lead, organize and plan the Ministry Team or Ministry Project; find at least two additional members interested in participating in the Ministry Team or Ministry Project; the Ministry Team or Ministry Project must be consistent with the Vision Statement of the Church; and an appropriate Ministry must accept responsibility for overseeing the Ministry Team or Ministry Project. Church Council approval is not

required unless and until financial or other resources of the Church are required for its implementation beyond those available from the responsible Ministry.

## **ARTICLE 9 PASTORAL STAFF**

**SECTION 1: SENIOR PASTOR.** The Senior Pastor shall be called by the members by vote as provided in Article 4. The Senior Pastor may terminate the relationship on three month's written notice as may the members by vote also as provided in the same Article. The Senior Pastor shall have charge of the spiritual welfare of the Church and shall seek to enlist people into the Church, preach the gospel, administer the Sacraments, be responsible for all services of public worship and administer the activities of the Church in cooperation with the other pastors, officers, Council, Committees, Ministries and other staff members. Evaluation and supervision of non-pastoral employees shall be the responsibility of the Senior Pastor.

**SECTION 2: ASSOCIATE AND ADJUNCT PASTORS.** The members may call one or more Associate Pastors in the same manner as the Senior Pastor and with the same provisions for termination. The members may also covenant with an Adjunct (Retired) Pastor to provide occasional ministerial services. The duties to which an Associate or Adjunct Pastor is assigned shall be agreed upon with the Senior Pastor and in consultation with the Council. The Senior Pastor, Associate Pastor(s) and Adjunct Pastor(s) shall work together in a collegial and collaborative manner.

**SECTIONS 3: MEETINGS.** The Senior Pastor and Associate and Adjunct Pastors shall be ex officio members of the Council without vote and will attend Council meetings where possible except when issues concerning the pastors are considered. A pastor or appropriate staff member shall attend Ministry and Committee meetings when possible and one or more pastors shall, when possible, attend meetings of the Northern California Nevada Conference and the Bay Association of The United Church of Christ.

**SECTION 4: QUALIFICATIONS.** Pastors serving this church may remain as such only so long as they maintain Authorized Ministerial Standing in the Northern California Nevada Conference of the United Church of Christ. Authorized Pastors are expected to follow the codes of ethics appearing in the United Church of Christ *Manual on Ministry* and the Northern California Nevada Conference *Supplements and Appendices*.

**SECTION 5: VACANCIES.** When a vacancy occurs, either in the position of Senior Pastor or Associate Pastor, a Pastoral Search Committee of nine members shall be formed of members who shall be elected at a meeting noticed as provided in Article 4. The Council shall recommend members for the Pastoral Search Committee and additional nominations may be made from the floor, but only with the consent to serve of the nominee. The purpose of the Committee is to nominate a single candidate for the position whose election and call is the prerogative of the members.

## **ARTICLE 10 ENDOWMENT BOARD**

The Endowment Fund of the Church and memorials given to the Church shall be administered by the Endowment Board under its Revised Policy Statement and Bylaws adopted by the Congregation, or as amended. The Endowment Board may acquire, sell, mortgage or lease real property entrusted to it pursuant to its own Revised Policy Statement and Bylaws without the approval of the congregation.

## **ARTICLE 11 ORINDA SENIOR VILLAGE**

The Church has and accepts responsibility as the sponsor of Orinda Senior Village (OSV) to promote its continued viability and to assist as possible in strengthening its programs. To that end the Church Council will select and appoint the Directors of OSV as required by OSV bylaws. Such selections and appointment shall occur at a meeting of the Church Council held in advance of the OSV Annual Board Meeting. Persons nominated by OSV to be non-church Directors shall be so appointed by the Church Council unless the Church Council finds such a nominee to be unacceptable. In such event the Church Council shall ask OSV for another nominee. OSV Directors who are members of the Church shall report on activities of OSV and its Board and, in general, act as liaison between the Church and OSV. Should the Church amend this Article, written notice of such amendment shall be given the OSV Board before such an amendment becomes effective.

## **ARTICLE 12 DELEGATES**

The members shall elect at the Annual Meeting delegates and alternates to represent the Church to the Bay Association of the United Church of Christ, to the Northern California Nevada Conference of the United Church of Christ and to the Interfaith Council of Contra Costa County. Delegates so elected shall represent the Church at meetings of these associations, taking part in their activities and casting votes in elections of such associations following the dictates of their individual conscience. The number of delegates elected shall be governed by the bylaws of the associations. Additional delegates may be appointed by the Council.

## **ARTICLE 13 GENERAL PROCEDURES**

In all matters of government and procedure not provided in these bylaws, the Church shall be guided by the Constitution and Bylaws of the United Church of Christ, provided, however, there shall be a Policy Manual, the purpose of which shall be to set forth, in detail, the functions of and the procedures employed by the various Church groups (including, in particular, the Ministries) in directing the life of the Church. It shall attempt to reflect the ways in which each group governs itself, shall address (to the extent possible) the interrelationship among the Council, the Ministries, and the Church staff, and shall otherwise detail the procedures followed by each group in fulfilling its responsibilities. Each Ministry shall review the current Policy Manual annually, or whenever called upon to do so by the Council. The Manual, as reviewed annually, shall be approved or approved with modifications by the Council. Any suggested revisions to the Manual appearing to any four (4) members of the Council or to any four (4) members of the Ministry involved to affect significantly overall Church policies (as opposed to matters of procedure) shall be presented to the congregation for approval, modification, or rejection.

Parliamentary procedure as set forth in the current edition of Robert's Rules of Order shall govern all meetings of the Council and any special and annual meetings of the congregation.

## **ARTICLE 14: INDEMNIFICATION**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this Church is successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Church acting in good faith, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 15 AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the members as provided in Article 4.

Adopted: \_\_\_\_\_

Revised: January 28, 2007

Revised: November 2, 2014