

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

ARTICLE 1. NAME AND CHARACTER

- 1.1 NAME: This gathered community of Christians shall be called FIRST CONGREGATIONAL CHURCH OF PALO ALTO, UNITED CHURCH OF CHRIST.
- 1.2 PURPOSE: The purpose of this Congregation is to become more aware of the love of God in our lives, and to make real that love in the world through worshiping God and serving humanity, in seeking to be disciples of Jesus. As individuals, we support each other during the struggle with life's changes; and we pursue the truth in a world of conflict and need. We delight in our variety of ages, races, sexual orientation, gender identities, abilities, backgrounds, ideas, and styles of life; yet we claim a common history and are moved to acts of creative service by a common spirit. Our Church acts and is ordered by the people in its Congregation, serving and ministering to each other as well as to the community and world at large.
- 1.3 MINISTRY: The ministry of this Congregation shall be the responsibility of every Member and of all the Members. We seek to be an embodiment of the love of God within the world, as is proclaimed at the entrance to our worship sanctuary:
- “That the purpose of God may be more plain  
That the presence of God may be deeply felt  
That the power of God may enter many hearts”
- 1.4 WELCOME: The Congregation welcomes all people seeking a faith community and a covenant with God, as exemplified by our public statement that "No matter who you are or where you are on life's journey, you are welcome here."

The Congregation has adopted an Open and Affirming Statement, as follows:

“As we, the members of the First Congregational Church of Palo Alto, seek to embody God's extravagant welcome to all, we declare ourselves to be an open and affirming congregation of the United Church of Christ, welcoming into the full life and ministry of our church all who are LGBTQ+”

ARTICLE II. GOVERNMENT; RELIGIOUS AFFILIATIONS

- 2.1 GOVERNMENT: The government of this Church is vested in its Congregation, which exercises the right of full and final control in all its affairs, subject to the provisions of the Articles of Incorporation and these Bylaws.
- 2.2 RELIGIOUS AFFILIATIONS: This Congregation is in a covenant relationship with national, regional and local organizations of the United Church of Christ, and accepts the responsibilities of that relationship. The Congregation may also approve relationships with other organizations.

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

ARTICLE III. MEMBERSHIP

- 3.1 MEMBERS: Any person who has united with this Congregation by affirmation of faith and by declaration of support for our Christian Community shall be considered a Member.
- 3.2 TERMINATION OF MEMBERSHIP: The Membership List shall be reviewed periodically by the Membership Officer. Any Member who has not participated in some way in the ongoing life of the Church for a period of two years or more shall be contacted personally, if possible, or in writing to the last known address, and if that member does not intend to participate or cannot be contacted, the Member may be removed from the list of Members. Any Member may by written request to a Minister terminate membership.

ARTICLE IV. VOTING AND QUORUMS

- 4.1 VOTING AT CONGREGATIONAL MEETINGS: A Member shall have the right to vote either in person or by one or more agents authorized by a written proxy signed by the Member and filed with the Clerk prior to the meeting or as otherwise instructed by the Moderator. Minors may not vote on matters which under State law require legal age.
- 4.2 MANNER OF VOTING AT CONGREGATIONAL MEETINGS: Voting at any Congregational meeting may be by ballot or as otherwise determined at each meeting. A count of the vote shall be made on request of five or more members.
- 4.3 MAJORITY VOTE: At all duly noticed and called meetings of the Congregation, Council and Boards, where a quorum is present, votes shall be carried by a majority of the Members present and voting, except in those cases where a two-thirds vote is required by these Bylaws.
- 4.4 TWO-THIRDS VOTE: In order to assure a strong and clear resolve for Congregation action on matters of vital importance to our Church life, a two-thirds vote may be called for. A motion may be made at any Church Congregational Meeting to have an issue pass with two-thirds majority of the Members present. If such a motion is seconded and passed by a simple majority, then the issue may be discussed and voted upon, with two-thirds majority required to pass.

A two-thirds majority vote of the Members present at a Congregational Meeting shall be required for employment of Ministers and Ministerial Program Staff, adoption of an annual budget, and amendments of the Bylaws.

- 4.5 QUORUMS: At any meeting of the Congregation, fifty persons or fifteen percent of the Members, whichever is smaller, shall constitute a quorum for the transaction of business. Eight members (Councilors) of the Church Council shall constitute a quorum. A quorum for any Board shall be half or more of the members of the Board then serving.

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

ARTICLE V. CALENDAR

- 5.1 PROGRAM AND FISCAL CALENDAR: The annual Program and Fiscal calendar for the Congregation shall be from July 1 through the following June 30.

ARTICLE VI. MEETINGS AND NOTICE

- 6.1 ALL MEETINGS TO BE OPEN; EXCEPTION: All meetings shall be open meetings, except when sensitive issues are being discussed (e.g., contract negotiations, personnel matters, or conference with legal counsel).
- 6.2 PRESIDING OFFICER: Unless otherwise voted at any meeting, the meetings of the Congregation and Council shall be presided over by the Moderator, or in the Moderator's absence, by the Vice Moderator. Unless otherwise voted at any meeting, Boards and Committees shall be presided over by their respective Chairpersons.
- 6.3 ANNUAL CONGREGATIONAL MEETING: An annual Congregational meeting shall be held in June of each year, as called by the Church Council. At this meeting the Congregation shall:
- (a) Accept a written annual report presented by the Church Council which shall include a summary of program and financial activities of the Church. This may include but not be limited to reports from all Boards, the Ministers, Program Staff, officers, committees, and affiliates of the Church, such as the Tuesday Fellowship and First Congregational Church Nursery School;
  - (b) Accept the annual report of the Treasurer and act upon the Church budget for the forthcoming fiscal year as approved by the Church Council;
  - (c) Accept nominations, elect Church Officers, and fill Board and Committee vacancies as presented. Nominations are permitted from the floor to fill any vacancy; and
  - (d) Conduct such other business as may be brought before it.
- 6.4 SPECIAL CONGREGATIONAL MEETINGS: Special meetings of the Congregation may be called by the Senior Minister, the Moderator, the Church Council, or on written request to the Clerk by any twenty Members of the Congregation.
- 6.5 NOTICE OF CONGREGATIONAL MEETINGS: Notice of all Congregational meetings stating the place, day and hour, and the purpose for which the meeting is called, shall be given at least fourteen days prior to the meeting. In an extreme emergency, a Congregational meeting may be called with 24 hour notice with the consent of at least two of the following: Moderator, Senior Minister, and/or Chair of the Board of Trustees. Meeting notice may be given by publication in the newsletter, announcement from the pulpit, or by written or electronic notice distributed to the Congregation.

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- 6.6 MEETINGS OF COUNCIL, BOARDS, AND COMMITTEES: The Church Council and the five Boards shall meet on a regularly scheduled basis during the year, normally once a month. Committees shall schedule their own meetings to meet their needs to accomplish the tasks required.
- 6.7 PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE OR ELECTRONICALLY: Congregational, board, and committee meetings may occur through use of conference telephone, electronic video screen communications, or other communications equipment so long as all members participating in the meeting can communicate with all of the other members concurrently and each member is provided the means of participating in all matters being considered, including the capacity to propose or to interpose an objection to a specific action to be taken.

ARTICLE VII. OFFICERS

- 7.1 OFFICERS. The officers of the Congregation shall be a Moderator, Vice Moderator, Clerk, Treasurer and a Membership Officer. The Congregation may also have an Assistant Treasurer, Historian and such other officers as may be elected in accordance with this Article VII and Article XV. The duties of the officers shall be as set forth in this Article VII or elsewhere in these Bylaws and such additional duties as determined by the Church Council.
- 7.2 TERM OF OFFICE OF OFFICERS: All officers shall serve for one year commencing July 1 and ending June 30. Any vacancy in any office resulting from an officer's resignation, death, removal or any other cause shall be filled by the Church Council for no more than the unexpired term of office. Time served filling a vacancy shall be excluded from calculation of term limits applicable to the office.
- 7.3 RESIGNATION AND REMOVAL OF OFFICERS: Any officer may resign at any time by giving written notice to the Church Council. Resignations shall take effect on the date of receipt of the notice unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any officer elected by the Congregation may be removed at any time, with or without cause or notice, by the Congregation.
- 7.4 MODERATOR: The Moderator shall be the lay-leader and executive officer of the Congregation. The Moderator shall:
- (a) Preside over Congregational meetings;
  - (b) Preside over and be Chairperson of the Church Council meetings;
  - (c) Serve on the Budget Policy Committee;
  - (d) Preside over the Ministerial Evaluation Committee;
  - (e) Prepare and submit the written Church Council report at the annual meeting of the Congregation;
  - (f) Serve not more than two consecutive terms; and

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (g) Be deemed to be the president and chief executive officer for the purposes of giving any reports or signing any certificates or other documents.

7.5 VICE MODERATOR: The Vice Moderator shall:

- (a) Assist the Moderator; and
- (b) Perform all duties of the Moderator if the Moderator is absent or as delegated by the Moderator.

7.6 CLERK: The Clerk shall:

- (a) Be the corporate secretary;
- (b) Maintain complete records of the minutes of meetings of the Congregation and the Church Council as filed in the Church office;
- (c) Maintain the current Bylaws of the Church; and
- (d) Be deemed to be the secretary for the purposes of giving any reports or signing any certificates or other documents.

7.7 TREASURER: The Treasurer shall:

- (a) Be responsible to the Board of Trustees;
- (b) Insure the finances are handled according to generally accepted accounting practices;
- (c) Oversee the financial operation of the office staff and the Church;
- (d) Serve on the Budget Policy Committee;
- (e) Review all transfers of funds;
- (f) Manage the bank accounts and cash investments and be responsible for the safekeeping of Church corporate and financial documents;
- (g) Review with the Business Manager and Assistant Treasurer and present the monthly financial statements to the Board of Trustees;
- (h) Be responsible for all financial and tax reports to governmental agencies;
- (i) Not be elected to any other Church office while serving as Treasurer;
- (j) Serve as a non-voting member of the Investment Committee and monitor the status of the Designated Funds referred to in Section 13.1; and
- (k) Be deemed to be the chief financial officer for the purposes of giving any reports or signing any certificates or other documents.

7.8 MEMBERSHIP OFFICER: The Membership Officer shall:

- (a) Report membership status to the United Church of Christ National Office and to the FCCPA Church Council; and
- (b) Keep the Membership rolls of the Congregation and submit a status report to the Church Council to be included in the Annual Report. Membership rolls shall include, but not be limited to baptism, confirmation, marriage, and death.

7.9 ASSISTANT TREASURER: The Congregation may elect an Assistant Treasurer. The Assistant Treasurer shall:

- (a) Assist the Treasurer;
- (b) Be responsible to the Board of Trustees;

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (c) Review with the Treasurer and Business Manager the monthly financial statement to be presented to the Board of Trustees;
- (d) Perform the duties of the Treasurer in the Treasurer's absence;
- (e) Serve as a member of the Stewardship Committee; and
- (f) Not be elected to any other Church office while serving as Assistant Treasurer.

7.10 HISTORIAN: The Congregation may elect a Historian. The Historian shall:

- (a) Keep the history of the Congregation; and
- (b) Be responsible to the Church Council.

7.11 ADDITIONAL POSITIONS. The Church Council may elect Members of the Congregation to fill the positions of Librarian, and such other positions as the work of the Church may require. The duties of each such position shall be as provided in this Section 7.11 or as otherwise determined by the Church Council. The term of any such position shall be the term specified by the Church Council at the time of election.

7.11.1 LIBRARIAN: The Librarian shall:

- (a) Oversee the Church Library Services; and
- (b) Be responsible to the Church Council.

ARTICLE VIII. COMMITTEES; FELLOWSHIPS; OTHER AFFILIATIONS

8.1 STANDING COMMITTEES: SELECTION, COMPOSITION: Standing Committees shall include, but not necessarily be limited to, those listed below in Sections 8.3 through 8.7. The number of members, and their selection, terms of office and responsibilities, shall be as set forth for the respective committees in Sections 8.3 through 8.12 below.

8.2 COMMITTEE MEMBER TERMS: Committee Members proposed to be elected by the Congregation shall be nominated by the Nominating Committee. Upon election, they shall serve for staggered terms of three years, with the Congregation electing one member at each Annual Meeting. If any member ceases to be a member of the committee prior to the expiration of that member's term, then the Church Council shall fill the vacancy if it occurs between annual meetings. Time served filling a vacancy shall be excluded from calculation of term limits applicable to the office.

No Committee Member shall serve more than two consecutive terms on a particular committee, but may serve again on that Committee after a lapse of one year.

8.3 NOMINATING COMMITTEE: The Nominating Committee shall consist of four Members. The Moderator and a Minister shall serve as ex officio members. The duties and responsibilities of this committee shall be to present to the Congregation, at its annual meeting, nominees from the Membership list for election as officers and to the standing and special committees, the Boards, the Church Council and all other positions required by these Bylaws to be filled by the Congregation. The number of positions to be filled as of any given annual meeting, the terms of office, and any applicable qualifications or

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

restrictions, shall be as provided in Article VII (Officers), Article VIII (Committees; Fellowships; Other Affiliations), Article IX (the Boards) and Article X (the Church Council), or as otherwise provided in these Bylaws. In addition, the Nominating Committee shall present to the Congregation, at its annual meeting, nominees from the Membership list for the appointment of five lay delegates to the Northern California Nevada Conference of the United Church of Christ and five lay delegates to the Santa Clara Association of the Northern California Nevada Conference.

- 8.4 **MINISTERIAL EVALUATION COMMITTEE:** The Ministerial Evaluation Committee shall consist of five Members, including the Moderator. The responsibilities of the Committee shall be to:
- (a) Conduct a regular evaluation of each Minister, no less frequently than once every three years and no more frequently than once annually, covering all aspects of their respective achievements, needs, priorities, and goals. (These evaluations may also include discussion of the direction of the Church and its ministries.) Evaluations should be staggered such that multiple evaluations are not in process at the same time;
  - (b) Prepare a written summary of each evaluation to be submitted to the Congregation at its annual meeting;
  - (c) Revise, in cooperation with the Church Council, a Minister's job description as appropriate to keep such job description current and in conformance with current job requirements and expectations; and
  - (d) Report to the Church Council.
- 8.5 **PASTOR-PARISH RELATIONS COMMITTEES:** A Pastor-Parish Relations Committee will be constituted for each ordained minister, with the Minister being solely responsible for selection of its members. Ministers shall select three to five Members of the Congregation to serve on their respective committees for one or more three-year terms. The responsibilities of each committee shall be to:
- (a) Meet with the Minister a minimum of once per year as requested by the Minister or by Committee Members;
  - (b) Provide feedback and counsel to the Minister regarding their work in the Church and their relationship with the Congregation; and
  - (c) Perform other, similar advisory functions as requested by the Minister.
- 8.6 **BUDGET POLICY COMMITTEE:** This committee shall consist of six Members, four of whom shall be elected by the Congregation at the annual meeting. The Moderator and Treasurer shall serve as the other two members. The responsibilities of this committee are to:
- (a) Propose to the Council, following input from the Boards, a preliminary budget for the next fiscal year for presentation to the Congregation for approval;

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (b) Develop and propose a final budget at the conclusion of the Stewardship campaign, results to be approved by the Church Council and submitted to the Congregation for approval by a two-thirds vote; and
- (c) Produce, in cooperation with the Boards and Council, a consolidated line item budget consistent with the final Congregation approved budget for approval by the Church Council to be completed by the beginning of the fiscal year (July 1).

**8.7 INVESTMENT COMMITTEE:** The Investment Committee shall consist of five members.

Three voting members shall be elected by the Congregation and two voting members shall be appointed by the Board of Trustees (at least one of whom shall be a member of the Board of Trustees). The Treasurer shall be a non-voting member of the Committee.

The responsibilities of the Investment Committee are to:

- (a) Work with the Trustees to develop, update, and revise the Church Accounts Investment Policy, which provides guidance and requirements for the management and use of the monies in the various church accounts, including both designated and operating accounts. The Church Accounts Administration Policy will be approved by the Board of Trustees and submitted to the Church Council for review and approval;
- (b) Manage and invest the assets of the church accounts in a manner consistent with the Church Accounts Administration Policy;
- (c) Work with Trustees to facilitate giving by developing and updating a Legacy Giving Policy statement which creates a structure that creates confidence for donors and policies for the church in managing of different asset types, confidentiality issues, and legal matters regarding investment funds. The Legacy Giving Policy statement will be approved by the Board of Trustees and submitted to the Church Council for review and approval;
- (d) Submit a financial statement of all funds under its control to the Board of Trustees on a regular basis as established by the Board of Trustees; and
- (e) Submit annually a written report to be included in the Church Council annual report to the Congregation at its annual meeting.

The Committee shall be responsible to the Board of Trustees and shall meet regularly to manage the funds, but not less than quarterly. A quorum shall be three members and a vote shall be carried by a vote of three. The Committee shall elect its chairperson and recording secretary who shall be responsible for the minutes of every meeting. Copies of all minutes shall be given to the Chair of the Board of Trustees and to the Church Office for filing.

Any agreement, document or instrument required by any bank or other financial institution in connection with the management of assets of the Designated Funds shall be signed on the Church's behalf by the Moderator or the Treasurer.

**8.8 MUSIC COMMITTEE:** This committee shall be established by the Music Staff in collaboration with the Nominating Committee to support the music ministry of the Church.



BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

It shall consist of a minimum of five Members whose service shall not be regulated by the term limits set forth in Section 8.2.

- 8.9 SPECIAL COMMITTEES: SELECTION, COMPOSITION: The Congregation, at its discretion, may from time to time create special committees to carry out its work for specific purposes for specified lengths of time. The Congregation shall elect special committees from time to time for handling extraordinary events. Such committees might include search committees to recommend Ministers or Ministerial Program Staff, committees for major building projects and the like. Upon creating a committee, the Congregation shall establish its size, structure and the length of time it shall exist. The Church Council may act on behalf of the Congregation when creation of a special committee is needed between Congregational meetings.
- 8.10 TUESDAY FELLOWSHIP: Tuesday Fellowship shall maintain its own budget and steering committee (one of whom shall serve as a voting member of the Church Council), and shall submit an annual summary of its program and finances for presentation at the annual meeting of the Congregation. The Tuesday Fellowship welcomes all members of the Congregation.
- 8.11 FIRST CONGREGATIONAL CHURCH NURSERY SCHOOL: The First Congregational Church Nursery School, a separate, non-profit organization, operates on the Church property during the school year (September-June) in accordance with Articles of Mutual Agreement executed between the Nursery School and the Church. The Congregation at its annual meeting shall elect one Councilor-at-Large to serve on the Board of Directors of the Nursery School as a non-voting member. The Nursery School Board of Directors shall select one member to serve on the Church Council as a non-voting member.
- 8.12 COMMUNITY GRANTS COMMITTEE: The Community Grants Committee shall consist of between five and seven members. The Treasurer and one of the Ministers shall be entitled to participate as non-voting members.

The mission of the Community Grants Committee shall be to provide funding and support to a wide range of religious, charitable, and educational organizations with a significant connection to the San Francisco Bay Area, or to the Church or its members, with an emphasis on seed-funding and support of capital needs.

The responsibilities of the Committee are to:

- (a) Authorize grants and other disbursements from the Community Grants Fund in support of its mission and in accordance with Church Accounts Administration Policy;
- (b) Meet on a regular basis;
- (c) Elect its chairperson and a recording secretary, who shall be responsible for preparing minutes of every meeting and for delivery of such minutes to each of the following: the Church Office for filing, and such other person or Church body as may be designated in the Church Accounts Administration Policy; and
- (d) Prepare an annual report to the Church Council detailing its activities and operations.

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

The Investment Committee shall be responsible for investing the Community Grants Fund. Reporting on investment results shall be as provided in these Bylaws and the Church Accounts Administration Policy. Any income earned from investments attributable to the Community Grants Fund and any funds donated specifically for administration as part of the Community Grants Fund shall constitute a part of the Community Grants Fund and be deemed to be a part of that Designated Fund.

ARTICLE IX. BOARDS

9.1 BOARDS; ORGANIZATION; RESPONSIBILITY: Each Board shall consist of from nine to twelve Members of the Congregation, the specific number to be determined annually by each Board, and shall have the power and responsibility to carry out its goals and purposes as set forth in these Bylaws or as modified by a vote of the Congregation. Each Board shall:

- (a) Select a Chairperson (or Co-Chairpersons) from its members who shall be responsible for arranging meetings and directing the activities of the Board;
- (b) Select a Vice-Chairperson from its members to act on behalf of an absent Chairperson;
- (c) Propose to the Nominating Committee, for election by the Congregation at its annual meeting, three or four Members, as the case may be, from the Membership List to serve on its Board for three-year terms;
- (d) The terms of the Board Members shall be staggered such that one-third (or as close to one-third as is reasonably possible given the number of members on the Board) of the Board Members are elected by the Congregation at any given annual meeting. No Board Member shall serve more than two consecutive terms on a particular Board, but may serve again on that Board after a lapse of one year;
- (e) Confine Board membership to only one Board;
- (f) Advise the Church Council of vacancies occurring between annual meetings. Persons to fill the vacancies shall be nominated by each Board and presented to the Church Council for election to the unexpired term. Time served filling a vacancy shall be excluded from calculation of term limits applicable to the office;
- (g) Prepare an annual report of Board activities and committees under its control in the Church Council's annual report to the Congregation;
- (h) Work with the Budget Policy Committee in producing a consolidated line item budget;
- (i) Administer its approved budget (unbudgeted expenses must have the approval of the Church Council) and utilize the funds allocated to it within the annual budget, while ensuring that distributions of income or principal from Designated Funds shall be used only in accordance with the Church Accounts Administration Policy;
- (j) Designate two current members of the Board to serve on the Church Council;
- (k) Maintain written minutes of meetings to be filed in the Church office by the Church Secretary;
- (l) Establish such committees of the Board ("Board Committees") as are necessary to accomplish its goals, each member of which shall be a member of the Board in

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

question. The responsibilities and authority of each Board Committee shall be as provided in these Bylaws or as specified by the Church Council;

- (m) Establish advisory committees or task forces ("ad hoc committee(s)") as necessary or appropriate consisting of Members of the Congregation; provided, however, that (i) no such ad hoc committee shall have authority to act for the Board that established it, and (ii) at least one member of the ad hoc committee be a member of the Board that established the ad hoc committee. All ad hoc committees shall be subject to annual review and evaluation, and shall be retained, disbanded, changed or reconstituted upon determination of need by the Board that established it;
- (n) Solicit interest of the Membership in Board service, and involvement of the Congregation as a whole in its activities; and
- (o) Encourage Members who are interested in being affiliated with the Board to participate in the work of the Board, designating these Members as "affiliates of the Board"; and communicate regularly with these affiliates and solicit their involvement in Board functions.

9.2 **BOARD OF WORSHIP:** The purpose of this Board shall be to enhance and support the religious and spiritual ministry of the Church, particularly with regard to worship services. This Board serves to assist the Members of the Congregation to participate meaningfully in worship, to express worship through the arts and music, and to communicate with the Ministers regarding our common worship life. In addition to responsibilities outlined in Section 9.1 of these Bylaws this Board shall:

- (a) Work collaboratively with the Ministers and Ministerial Program Staff in the conduct of Church services and worship;
- (b) Oversee the conduct of Church services and worship in the absence of Ministers;
- (c) Coordinate the services of communion and provide for the material and physical needs of the worship service.

9.3 **BOARD OF EDUCATION:** The purpose of this Board shall be to enhance and support the educational ministry of the Church. This ministry serves to educate our community in our Christian faith and discover and develop our community's gifts and possibilities. In addition to the responsibilities outlined in Section 9.1 of these Bylaws this Board shall:

- (a) Work closely with the Ministers and all appropriate staff members, when needed, in the design and implementation of educational goals;
- (b) Support the work of the ministerial staff and all appropriate staff members, when needed, and assist in the recruitment of Church School teachers; and
- (c) Be responsible for planning and coordination of family activities and events (e.g., Homecoming Sunday, Advent Wreath Sunday, Vacation Bible School).

9.4 **BOARD OF DEACONS:** The members of this Board shall be known as Deacons. The purpose of this Board shall be to help the Members of the Congregation demonstrate the Christian spirit in serving one another within our Church family. The goals of the Board are to enable the Church to develop and maintain supportive communities within our local

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

Congregation. In addition to the responsibilities outlined in Section 9.1 of these Bylaws this Board shall:

- (a) Promote connection and reconnection to prospective, new and absent Members; and
- (b) Provide pastoral assistance (such as transportation organization, distribution of Easter and Christmas flowers, etc.) to Church Members with special needs.

9.5 BOARD OF OUTREACH: The purpose of this Board shall be to engage in and encourage service to our local and global community. The goals of this Board are to enable the Church to support with our resources carefully chosen projects and/or agencies that address matters of human need, justice and peace. In addition to the responsibilities outlined in 9.1 of these Bylaws this Board shall:

- (a) Educate the Congregation regarding outreach issues and lead the Congregation in responding to such issues;
- (b) Administer special offerings, approved by the Church Council;
- (c) Keep the Congregation informed about our national and global service efforts sponsored by our denomination, the United Church of Christ; and
- (d) Stay informed about the work of the Community Grants Committee (CGC).

9.6 BOARD OF TRUSTEES: The purpose of the Board of Trustees shall be to enable the Church to generate and utilize the resources of this Congregation. In addition to the responsibilities outlined in Section 9.1 the Board of Trustees shall:

Finance

- (a) Be responsible for the work of the Treasurer and the Assistant Treasurer, if any;
- (b) Oversee the administrative details of Church financial operations;
- (c) Receive and review the monthly financial reports of the Treasurer and the reports of the Investment Committee;
- (d) Monitor the work of those responsible for keeping accurate records of the assets of the Church;
- (e) Be responsible for the receipt, distribution, and holding of all funds;
- (f) Develop and from time-to-time update or otherwise revise, for review and approval by the Church Council, the "Church Accounts Administration Policy" to define and specify how the Church administers the church accounts;
- (g) Oversee the activities of the Investment Committee, including but not limited to the review and approval of the Church Accounts Investment Policy and (with the Church Council) the Statement of Policy of Planned Giving;
- (h) Limit single expenditures, except for emergency repairs, salaries and expenditures authorized in a budget previously approved by the Church Council, to one and one-half percent of the total Church budget without Church Council approval. Any new indebtedness in excess of one and one-half percent requires Church Council approval or in its discretion, Congregation approval;

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (i) Appoint two voting members to serve a three-year term on the Investment Committee, one of whom shall be a member of the Board of Trustees. Neither member shall serve more than two consecutive terms;
- (j) Prepare the annual Church Finance Review and present it to the Church Council for approval and referral to the Congregation;

Building and Grounds

- (l) Ensure that the physical facilities are provided and maintained to creatively meet the needs of the Congregation and Community;
- (m) Work with the Administrative Staff to propose and implement fees and regulations for the use of Church facilities;
- (n) Obtain prior approval of the Congregation for disposition or encumbrance of real property;

Stewardship

- (o) Appoint a Stewardship Committee whose membership shall include the Assistant Treasurer, if any, and Members of the Congregation whose responsibility shall be to raise annually the resources necessary to carry out the ministry of the Church;

Personnel

- (p)
  - (1) Create a Personnel Policy Manual for all employees to be reviewed and approved by the Church Council;
  - (2) Work with all search committees and advise them on salary and benefits payable for the position being filled;
  - (3) Provide and revise, as necessary, job descriptions, offer letters and consulting agreements for all staff for review and approval by supervising Boards and the Church Council;
  - (4) Be responsible for salary determinations for all Ministerial Staff, with input from the Ministerial Review Committee; salary adjustments shall be subject to approval by the Church Council.
- (q) Be responsible for annual performance reviews of Administrative Staff and Ministerial Program Staff; and

Other

- (r) Appoint one of its members to serve ex-officio on the Community Grants Committee.

ARTICLE X. CHURCH COUNCIL

10.1 COMPOSITION AND ELECTION: The Church Council shall be composed of seventeen voting members called "Councilors" gathered from the Membership List of the Congregation as follows:

- (a) The Moderator shall be chairperson;
- (b) The Vice Moderator shall preside in the absence of the Moderator;

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (c) Two members from each Board (total of ten) who shall be designated by each Board from its current members, one of whom will normally be the Board chairperson;
- (d) One additional Councilor-at-Large elected annually to serve a one-year term and the Membership Officer, Clerk and Treasurer; and
- (e) One member of the Tuesday Fellowship Board, who shall serve a one-year term.

Non-Voting (exofficio) Members shall be the Ministers, Ministerial Program staff , Assistant Treasurer, if any, representative from the First Congregational Nursery School Board of Directors, Chair of the Community Grants Committee, other elected officers, and members elected to represent the Church at the Santa Clara Association of Northern California United Church of Christ and delegates to the annual meeting of the California Nevada Conference of the United Church of Christ.

10.2 RESPONSIBILITIES: The Church Council shall be responsible for the overall direction of Church life, review and coordinate the work of the Boards; and have the power to act in the name of the Congregation between Congregational meetings. The Church Council is the "board of directors" as that term is used in applicable California corporate law. It is at all times subordinate to the Congregation, and its actions are subject to review and change at any meeting of the Congregation. Additional responsibilities are to:

- (a) Recognize matters of major importance, such as those which deal with Church policy requiring Congregation approval and those matters of lesser importance not requiring Congregation approval;
- (b) Call meetings of the Congregation;
- (c) Prepare a summary of Church Council and Congregational meeting minutes for communication to the Congregation on matters of key importance;

Personnel

- (d) Be responsible for the ordained Ministers and review their performances and the mutual relationship between the Ministers and the Congregation;
- (e) Nominate a Search Committee when the Congregation seeks a Minister or Ministerial Program Staff member and present such nominations for election at a Congregational meeting;
- (f) Fill vacancies for unexpired terms of Officers, Boards, and Congregation-elected Committees occurring between annual meetings;
- (g) Be responsible for the Historian, Librarian, and Membership Officer;
- (h) Review and approve the personnel policy and job descriptions for all staff;

Reports/Review

- (i) At its discretion, receive and review annual reports before presentation to the Congregation at its annual meeting;

Finance

- (j) Approve annually the preliminary budget prepared by the Budget Policy Committee for presentation to the Congregation for approval;

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (k) Approve annually the final budget, as proposed by the Budget Policy Committee for approval by the Congregation at the conclusion of the stewardship campaign;
- (l) Approve the detailed line item budget consistent with the Congregation approved final budget;
- (m) Approve expenditures/indebtedness in excess of limits required of the Board of Trustees;
- (n) Oversee budget items involving payments to the United Church of Christ, including contributions to the Conference; and

Other

- (o) Receive and approve suggested changes to the Bylaws for presentation to the Congregation.

ARTICLE XI. MINISTERS AND MINISTERIAL PROGRAM STAFF

- 11.1 CALL: The Congregation shall call to specific roles such Ministers and Ministerial Program Staff as it deems necessary. Ministers and Ministerial Program Staff shall be called by a two-thirds vote of the Members of the Congregation present and voting at a meeting called for that purpose.
- 11.2 TERMS OF EMPLOYMENT: The specific terms of employment and benefits shall be arranged by a search committee in consultation with the Board of Trustees and with the approval of the Church Council. In the case of Ministers, the search committee shall be nominated by the Church Council and elected by the Congregation. In the case of Ministerial Program Staff, the search committee will be elected by the Church Council. All such staff shall adhere to personnel policies promulgated by the Board of Trustees and approved by the Church Council.
- 11.3 TERMINATION, MINISTERS: The relationship between any Minister and the Congregation may be terminated by either party by giving ninety days notice in writing; except the Church Council shall not give such notice without prior approval by a two-thirds vote of the Congregation present and voting at a regular or called meeting.
- 11.4 TERMINATION, MINISTERIAL PROGRAM STAFF MEMBERS: The relationship between any Ministerial Program Staff Member and the Congregation may be terminated by either party by giving thirty days notice in writing; except the Church Council shall not give notice without prior approval by a two-thirds vote of the Congregation present and voting at a regular or called meeting.
- 11.5 MINISTERS' RESPONSIBILITIES: The Ministers shall be responsible for the spiritual nurturance of the Congregation. Additional responsibilities are, without limitation:
  - (a) To conduct worship services in consultation with the Board of Worship;
  - (b) To have general responsibility for the pastoral care and religious guidance of the Church;

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

- (c) To oversee the Ministerial Program Staff;
- (d) To be a non-voting member of all Church Boards;
- (e) To meet regularly with the appropriate Boards;
- (f) To meet regularly with the Church Council as a non-voting member;
- (g) Service by one Minister on the Community Grants Committee;
- (h) To be responsible to the Church Council;
- (i) To hold membership in the Congregation;
- (j) To have ministerial standing in the Northern California Conference of the United Church of Christ;
- (k) To make an annual report for review by the Church Council to be presented to the Congregation at the annual meeting;
- (l) To oversee, in collaboration with the Personnel Committee of the Board of Trustees, the Administrative Staff; and
- (m) To fulfill such additional requirements as may be set forth in their respective job descriptions.

When there are two or more Ministers, the division of responsibilities between them shall be as set forth in their respective job descriptions.

11.6 MINISTERIAL PROGRAM STAFF RESPONSIBILITIES: The Ministerial Program Staff (e.g., Director of Music, Organist, Youth Minister) shall be responsible for the programs for which they have been specifically hired. Additional responsibilities are to:

- (a) Fulfill the requirements of their respective job descriptions;
- (b) Be responsible to the Board that oversees their programs and supervises their work;
- (c) Be a non-voting member of the Board or Committee to which they are responsible;
- (d) Meet regularly with their Board or Committee; and
- (e) Make an annual report for review by the Church Council to be presented to the Congregation at the annual meeting.

## ARTICLE XII. ADMINISTRATIVE STAFF

12.1 EMPLOYMENT: In seeking Administrative Staff (e.g., Business Manager, Church Secretary, Caretaker, Bookkeeper), the Board of Trustees shall prepare a written job description that shall also specify the terms of employment and benefits. All Administrative Staff shall adhere to personnel policies promulgated by the Board of Trustees and approved by the Church Council.

## ARTICLE XIII. DESIGNATED FUNDS

13.1 DESIGNATED-FUNDS: The Church may, from time to time, establish designated funds and/or accounts for the management of bequests and other gifts to the Church and for specific purposes such as ministerial housing, outreach, capital improvements, or other



BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

special needs and projects (collectively referred to in these Bylaws as the "Designated Funds"). The Board of Trustees shall determine the amount of all distributions of income and principal from the Designated Funds and report on a regular basis the amount and status of each of the Designated Funds to the Church Council.

- 13.2 INVESTMENT PLAN: The investment of the assets held in Designated Funds shall be managed by the Investment Committee in accordance with the Investment Plan prepared by the Investment Committee.
- 13.3 PURPOSE, GOVERNANCE AND OPERATIONAL PROCEDURES: The purposes, governance and operational procedures for all Designated Funds shall be as set forth in the Church Accounts Administration Policy approved by the Board of Trustees and the Church Council. Unless otherwise provided in the Church Accounts Administration Policy, the Board of Trustees shall be responsible for managing the Designated Funds in accordance with that Plan.

ARTICLE XIV. INDEMNIFICATION

- 14.1 LIMITATION ON LIABILITY FOR MONETARY DAMAGES: The liability of Councilors, officers and members of Boards and Committees of the Church (collectively "Agents") for monetary damages shall be eliminated to the fullest extent permissible under California law.
- 14.2 INDEMNIFICATION: The Church shall indemnify such Agents to the fullest extent permitted by law, including, without limitation, indemnification and advancing funds for expenses in accordance with Section 9246 of the California Nonprofit Corporation Law.
- 14.3 AUTHORITY TO ENTER INTO CONTRACTUAL ARRANGEMENTS: The Church is authorized to enter into written agreements with any one or more such Agents providing for the limitation on monetary damages and right to indemnification as set forth in this Article XIV.
- 14.4 REPEAL OR MODIFICATION: Any repeal or modification of the foregoing provisions of this Article XIV by the Congregation shall not adversely affect any right or protection of an Agent existing at the time of such repeal or modification.

ARTICLE XV. CONTRACTS, LOANS AND BANKING

- 15.1 EXECUTION OF CONTRACTS, ETC.: The Moderator, Vice Moderator, Clerk, and Treasurer shall each be authorized to execute, on behalf of the Church, contracts and instruments approved by the Church Council (or by the Board of Trustees within the scope of its authority to approve contracts as set forth in Section 9.6 of Article IX). If the foregoing officers are not reasonably available, then the Church Council (or the Board of Trustees

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

within the scope of its authority), may authorize any other officer or agent to enter into any contract or instrument in the name of and on behalf of the Church, provided that such authority shall be limited to specific instances.

- 15.2 LOANS: No loans shall be contracted on behalf of the Church, and no evidences of indebtedness shall be issued in the Church's name, unless authorized by a resolution of the Congregation. Such authority may be general or confined to specific instances. Notwithstanding the foregoing, the Church Council or the Board of Trustees may authorize a loan in an amount equal to or less than one and one-half percent of the total Church budget for the then-current year.
- 15.3 CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Church shall be signed by one or more of the following officers: the Moderator, Vice Moderator, Treasurer and Assistant Treasurer. Every year the Church Council will designate several other individuals who can act as signees should the designated officers be unavailable. The additional designees may not be part of the ministerial/program staff or individuals who prepare invoices, have access to the general ledger, or perform bank reconciliations. All signers must be bonded and/or covered by the Church's insurance policy for fidelity/employee theft.
- 15.4 DEPOSITS: All funds of the Church not otherwise employed shall be deposited from time to time to the credit of the Church in such banks, trust companies or other depositories as the Church Council may select.

#### ARTICLE XVI. AMENDMENTS

These Bylaws may be amended only by a two-thirds vote of the Congregation present at a meeting called for that purpose. Proposed amendments to the Bylaws must be approved by the Church Council prior to presentation to the Congregation. However, the Congregation may propose further amendments in the process of its deliberations.

#### ARTICLE XVII. RULES OF ORDER

Robert's Rules of Order shall apply on all matters of procedure not specifically covered in these Bylaws.

#### ARTICLE XVIII. BYLAWS ADOPTION AND AMENDMENT

These Bylaws were adopted by the Congregation at a Business Meeting held February 26, 1978 (effective as of May 14, 1978) and amended at meetings of the Congregation held on: May 6, 1979; April 13, 1980; March 22, 1981. These Bylaws were revised May 5, 1985 (effective June 1, 1985) and amended at meetings of the Congregation held on: May 15, 1988; November 10,

BYLAWS OF THE FIRST CONGREGATIONAL CHURCH OF PALO ALTO  
UNITED CHURCH OF CHRIST

1991; October 18, 1992; June 5, 1994; March 2, 1997; June 13, 1999; November 14, 1999. A comprehensive revision of these Bylaws was adopted by the Congregation on January 28, 2001.

Previous adoptions and revisions of these bylaws:

A comprehensive revision of these Bylaws was adopted by the Congregation at a Business Meeting held on September 28, 2008 and amended at meetings of the Congregation held on October 13, 2013, June 8, 2014, and June 4, 2017. On April 7, 2019, Section 8.10 was eliminated, and section 8.12 was added.

A comprehensive revision of these Bylaws was adopted by the Congregation at the Annual Meeting held on June 6, 2021.