

**THE BYLAWS OF
NORTH PROSPECT UNION UNITED CHURCH OF CHRIST
d.b.a. HILLSIDE COMMUNITY CHURCH**

Revised May 21, 2017

I. NAME OF CHURCH & AFFILIATION

The name of this corporation shall be “North Prospect Union United Church of Christ” and will be referred to hereafter as “NPU.” NPU is affiliated with the Massachusetts Conference of the United Church of Christ. [d.b.a Hillside Community Church by vote of the congregation on August 24th, 2017]

II. PURPOSE

Grounded in Jesus’ great commandment (Matt. 22:36-40), the mission of NPU is to love God and to love people. We live out this mission through worship and service that is trinitarian in its theology, open and inclusive in its welcome, and serious but not literal in its interpretation of scripture.

III. MEMBERSHIP

Membership in this congregation is open to all people. Members are those who, having been baptized, unite with NPU through a public declaration of Christian faith and commitment to our mission. Active members participate in the life of our community through prayer, presence, gifts, service, and/or witness.

Membership may be terminated in the following ways: transfer of membership, request of the member, inactivity for one church calendar year, death, or gross misconduct. Members to be terminated due to inactivity will be sent a written notice when possible and given an opportunity to request that their membership be preserved.

A. Meetings of Members

- i. The congregation shall meet at least twice a year: once in an Annual Meeting to do the business of the church, another to be in retreat to dialogue on and discern the goals and vision for the future of the church.

Special meetings may be called by the Church Council to address emergency situations or opportunities that require congregational vote, and may be called by written petition of any 10 members.

The Annual Meeting shall be held on the 3rd Sunday of May, the purpose of which is to:

- a. Discuss and approve the recommended budget for the upcoming year, brought forth to the congregation by the Church Council, having been drawn up for review by the Finance Committee.
 - b. Vote on a slate of candidates for the two rotating Church Council openings and any open terms. A written ballot will be provided to each attending Member with space for write-in alternatives.
 - c. Any additional business at this meeting must be brought forward to the Church Council in advance and must be approved by that body by majority vote as a relevant matter of congregational discussion and/or vote, or by a petition of any 10 members.
- ii. Written notice of the Annual Meeting and any special business meeting will be given by email and bulletin announcements not less than 21 days in advance or more than 60 days prior to each Annual Meeting, and will specify the place, day, and hour of the meeting. In an emergency situation, the Church Council may call for a special meeting on at least 10 days notice.
 - iii. A quorum of 10% or 10 members, whichever is greater, is required to do the business of Annual Meeting and any special business meeting.
 - iv. Each member will have one vote.
 - v. Decision-making at NPU will be by consensus, where possible, otherwise a simple majority of the voting members present is required.
 - vi. However, any changes to this constitution and by-laws will require a two-thirds affirmative vote. The decision to call or terminate pastoral staff will require a three-quarters affirmative vote.
 - vii. The following matters must come before the entire congregation of members at a duly called congregational meeting:

- a. Calling pastoral staff to serve. Pastoral staff shall mean pastors, associate pastors, or any position that requires ordination.
 - b. Terminating pastoral staff (as defined above) except in cases of misconduct.
 - c. The borrowing of money or capital improvements in excess of 10% of the yearly church operating budget
 - d. Any commitment to acquire, lease, or dispose of real property
 - e. Any extra budgetary program or project, excluding repair or replacement, using over \$15,000 of endowed funds or investment income
 - f. Changes to denominational affiliation
 - g. Dissolution of the congregation
- viii. Minutes will be taken of every congregational meeting held, transcribed and saved in the church office.

IV. CHURCH COUNCIL

- A. The six members of the Church Council must be members of NPU. NPU staff serve as ex-officio, non-voting members.
- B. Members of the Church Council are chosen through the vote of the congregation at the Annual Meeting on a rotating basis – two members elected for staggered three-year terms, so that each year 1/3 of the Church Council comes up for a vote by the congregation.
- C. Each member of the Church Council serves a three-year term and can be re-elected once and, after a one year hiatus, can be elected again and re-elected once. This process may be repeated. In the event of a vacancy on the Church Council, the congregation shall elect someone to serve the balance of the term.
- D. The responsibilities of the Church Council are:

- i. To provide general oversight of all the activities of the church and plan for the church's future.
- ii. To provide a forum of communication among the various ministry teams, officers, pastor, and staff of the church and address differences among them.
- iii. Seek to achieve and maintain an open, effective, and trusting relationship, and two-way communications between the pastoral staff and the congregation.
- iv. To select and remove officers.
- v. To manage the financial health of the church, borrow money and incur indebtedness for purposes of the church, and to execute and deliver, in the church's name, evidence of such debt.
- vi. Determining the total anticipated revenue each fiscal year and submitting to the Church Council a budget based on anticipated revenues and the priorities of the church as submitted to the Church Council by the various committees, staff, and ministries.
- vii. Organizing and facilitating an annual stewardship drive.
- viii. Taking responsibility for developing sound financial policies and procedures to be used by the church.
- ix. To oversee and provide direction to pastoral staff.
- x. To design and facilitate a yearly evaluation of the pastor's and the church's ministry.
 - a. Designing and facilitating a yearly evaluation of the pastor staff's ministry
 - b. Facilitating and disseminating an evaluation of the church's ministry, including the pastor staff's ministry
 - c. Presenting findings to the Pastor and Church Council
 - d. Preparing a written report on the summary findings available to all members

- xi. In situations involving allegations or proof of misconduct by pastoral staff, to investigate any allegations, and if appropriate, to suspend or terminate the pastor or staff member, and communicate with the congregation and the denomination as appropriate.
- xii. To hire, oversee, and provide direction to, and terminate the non-pastoral staff.
- xiii. To preside over congregational meetings, accept for review petitions from the congregation, evaluate and offer recommendations regarding any changes to by-laws that may come up for congregational review.
- xiv. Ensure that an Annual Report on the past year is presented to the congregation at the time of the Annual Meeting.

E. Meetings of Church Council:

- i. A simple majority of the total number of the Church Council shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting, which may be in person or teleconference or equivalent, at which a quorum is present, shall be regarded as the act of the Church Council, unless a greater number is required by law.
- ii. The Church Council will schedule meetings to be held at least 3 times per year which will be published on the church calendar.
- iii. All Church Council meetings are open to members of the congregation except Executive Sessions which may be closed but which must be posted in the bulletin in advance.
- iv. Minutes will be taken at all Church Council meetings and will be made available to the public within two weeks, except for minutes from Executive Sessions. Minutes from the preceding meeting will be read and approved at the beginning of a Church Council meeting. A file will be kept in the church office of all Church Council meeting minutes as well as minutes from all congregational meetings.

V. OFFICERS

A. From the members of the Church Council, the following roles will be filled by a Church Council vote:

- i. *Moderator*: The primary duties include coordinating and facilitating meetings of the Church Council and the congregational meetings.
- ii. *Clerk*: Primary duties include recording or delegating the recording of minutes of all Church Council meetings and congregational meetings. Also responsible for making sure minutes other than from Executive Sessions are made available to the congregation.
- iii. *Treasurer*: Primary duties include oversight of financial procedures and collaborating with the staff and Stewardship and Finance Team in the preparation and implementation of a responsible budget. Should no one in the Church Council have the skills or spiritual gifts necessary for the work of the office of treasurer, the Church Council may appoint an appropriate Member who is responsible to the Church Council.
- iv. Officers serve one-year terms that come up for review and/or renewal yearly by the Church Council. Officers can serve up to three consecutive terms. After a one year hiatus, can be elected again and re-elected again. This process may be repeated.

VI. STANDING COMMITTEES

A. The following are the committees required to be active in the congregational life of NPU These ministries shall be staffed by members with appropriate gifts and graces, chosen by either the Church Council or the Congregation as specified below, in collaboration with the Pastor(s) and Nominating Committee.

- i. *Nominating Committee*: will be comprised of two members elected for two-year terms by the Congregation at the annual meeting, and the Church Council moderator as an ex-officio, non-voting member.
 - a. The nominating committee develops job descriptions for various volunteer positions as needed, canvasses the congregation in search of volunteers to serve on standing

committees and ministries, and brings forward names of candidates to fill positions on the Church Council and Nominating Committee preceding any elections to these bodies by the congregation.

- b. Nominating Committee members may serve for more than one term, but each term's nominations for the following term's Nominating Committee must include at least one person not currently serving on the Nominating Committee.

VII. AD-HOC COMMITTEES

Ad-hoc committees can be created by the Church Council as it deems appropriate.

VIII. MINISTRY TEAMS

- A. Ministry Teams may be developed by the pastor staff, Church Council, or Members of the church.
- B. Ministry Teams will work in consultation with the pastoral staff on ministries that further the mission and vision of NPU.
- C. Ministry Team Leader's authority and responsibility includes:
 - i. Recommending priorities and goals for programming in that ministry and for the spiritual direction of the congregation as it relates to that ministry.
 - ii. Planning, implementing, and evaluating activities and events in the life of the church related to that ministry.
- D. Most Ministry Team Leaders will serve an initial one-year term that may be extended by mutual agreement.
- E. Ministry Team Leaders will meet regularly, one-on-one with the pastoral staff.

IX. STAFF

A. Pastor:

- i. The pastor(s) will be called as spiritual leader(s) and head administrator(s) of the community, supported and empowered by the congregation to freely lead the community. Pastor(s) should maintain high moral standards, feel commitment to a growing spiritual life, be ordained, hold a Master of Divinity degree, and have sufficient training and experience for the needs of NPU.
- ii. Dismissal of Clergy. If a member of the pastoral staff loses the support or confidence of the congregation or the Church Council, or if other serious problems arise that may ultimately warrant the dismissal of the pastor or a change in the call agreement, the Church Council shall initiate whatever procedures it deems appropriate to solve the problem or restore support or confidence in the pastor. If such procedures are unsuccessful, the Church Council shall make appropriate recommendations or seek guidance from the congregation. The Church Council may, if appropriate, seek guidance or assistance from the Metropolitan Boston Association of the United Church of Christ.
- iii. The pastor shall attend all Church Council meetings as appropriate and shall prepare a report of their activities over the previous months, bring to the church news and issues relating to the wider Church, participate in discussion and planning and provide spiritual direction.
- iv. The Church Council will arrive at an adequate compensation package to offer the pastor on a yearly basis that can adequately be met by the church budget.

X. FINANCES

A. Fiscal year is from July 1 through June 30.

B. Budget process:

- i. The budget process starts by committees and ministries making their monetary requests for the upcoming year to the Stewardship and Finance Team.

- ii. That team then implements a Stewardship campaign, letting congregation know of the vision and requests of ministries and standing committees.
- iii. With the pledge amounts in mind, the Stewardship and Finance Team develop a workable budget and submit it to the Church Council.
- iv. The Church Council reviews the draft budget, makes any changes it may deem necessary and submits it to a congregational vote at the annual meeting.
- v. This then becomes the budget and any changes between line items must be approved by the Church Council. Any line item change amounting to \$5,000 or more must additionally be approved by a congregational vote at a special congregational meeting.
- vi. A minimum of 7% of actual annual income will be tithed to Social Justice and Outreach ministries. This percentage will be reviewed annually with an eye to reaching 10%.

C. Audit & Financial Control:

- i. *Check signing:* At all times, there shall be at least two, but no more than four individuals, who are authorized to sign checks. Those authorized to sign checks shall be designated by the Church Council. For all expenditures of \$2,000.00 or more, other than salary checks, authorization of two Council Members is required.
- ii. *Internal Audit:* An internal audit shall be conducted annually. The audit shall consist of a review of all of the financial records of NPU. The moderator shall appoint an individual or a committee to conduct the internal audit.
- iii. *External Audit:* An external audit shall be completed every three years. The external audit may be completed by a Certified Public Accountant or by an otherwise-qualified accountant, including the treasurer of another church body. The Church Council shall budget appropriate funds to pay for the services of an accountant to conduct the external audit.
- iv. The treasurer shall provide to the Church Council current financial information for all meetings.

XI. INDEMNIFICATION

A. A duly elected or appointed officer, council member, employee, or agent of NPU shall not be personally liable to the church or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any breach of duty or loyalty to the church or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. NPU shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, council member, employee or agent of the Church.

XII. AMENDING BYLAWS

A. Bylaws may only be amended by two-thirds vote of the congregation.