

BY-LAWS

FIRST CONGREGATIONAL CHURCH
OF KALAMAZOO, MICHIGAN

Article I. Name

The name of this Church shall be *First Congregational Church of Kalamazoo, Michigan.*

Article II. Purpose

The avowed purpose of the Church shall be to worship God, to preach the gospel of Jesus Christ, and to celebrate the sacraments; to realize Christian fellowship and unity within this Church and the Church Universal; to render loving service toward mankind; and to strive for righteousness, justice and peace.

Article III. Policy

1. This Church shall be a part of the United Church of Christ and shall be in fellowship with the Southwest Association and the Michigan Conference of the United Church of Christ. It shall sustain that relationship with the United Church of Christ described in those portions of its Constitution and By-laws (1979 edition) relating to local churches; however, the by-laws of the Church providing for the continued relationship of this Church with the United Church of Christ pursuant to its Constitution and By-laws shall not prevent the withdrawal of this Church from the United Church of Christ if the provisions of the Constitution of the United Church of Christ (1979 edition) are amended in any way which results in the loss of local autonomy of this Church concerning its spiritual and corporate matters and concerning its ownership and management of property, as set forth in Article IV, Section 15, which reads as follows:

The autonomy of the local church is inherent and modifiable only by its own action. Nothing in this Constitution and the By-laws of the United Church of Christ shall destroy or limit the right of each local church to continue to operate in the way customary to it; nor shall be construed as giving to the General Synod, or to any Conference of Association now, or at any future time, the power to abridge or impair the autonomy of any local church in the management of its own affairs, which affairs include, but are not limited to, the right to retain or adopt its own methods of organization, worship and education; to retain or secure its own charter and name; to adopt its own constitution and bylaws; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for their discipline or dismissal; to call or dismiss its pastor or pastors by such procedures as it shall determine; to acquire, own, manage, and dispose of property and funds; to control its own benevolences; and to withdraw by its own decision from the United Church of Christ at any time without forfeiture of ownership or control of any real or personal property owned by it.

2. The government of this Church is vested in its active members, who exercise the right of control of all its affairs, subject, however, to the laws of the State of Michigan relating to corporations not for profit or ecclesiastical corporations.

3. Freedom of speech from the pulpit by an authorized person is guaranteed.

Article IV. Faith and Covenant

We adopt the following Statement of Faith set forth by the United Church of Christ as a consensus of the faith most commonly held among us. The Statement of Faith is not to be used as a test of membership but is an expression of the spirit in which we interpret the word of God. All honest convictions are respected, and each member has the right to interpret all principles in the light of his/her own personal knowledge, experience and understanding.

We believe in God, the Eternal Spirit, Father of our Lord Jesus Christ and our Father, and to his deeds we testify: He calls the worlds into being, creates man in his own image and sets before him the ways of life and death. He seeks in holy love to save all people from aimlessness and sin. He judges men and nations by his righteous will declared through prophets and apostles. In Jesus Christ, the man of Nazareth, our crucified and risen Lord, he has come to us and shared our common lot, conquering sin and death and reconciling the world to himself. He bestows upon us his Holy Spirit, creating and renewing the Church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races. He calls us into his Church to accept the cost and joy of discipleship, to be his servants in the service of men, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in passion and victory. He promises to all who trust him forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, his presence in trial and rejoicing, and eternal life in his kingdom which has no end. Blessing and honor, glory and power be unto him. Amen.

Article V. Members

1. *Classification.* Members are classified as active or inactive. Active members are those who attend faithfully the services of this Church, contribute regularly to its operating expenses and its benevolences, share its organized work, and promote diligently the welfare of its members. Any member whose address has been unknown for three years or any member who, for a period of three years, in spite of friendly contacts, has shown no interest in the welfare of this Church or has made no contribution to its support shall, by action of the Board of Deacons, be transferred from the active to the inactive membership roll. Likewise, any inactive member who renews his/her concern for this Church shall be reinstated as an active member by action of the Board of Deacons.

2. *Eligibility for Membership.* Any person who manifests a sincere desire to lead a Christian life and to assume some responsibility for the life of this Church may make application for membership,. Upon recommendation of the Board of Deacons, any person who shall present a letter of transfer from another church, or satisfactory substitute therefore, or shall affirm his/her purpose to lead a Christian life shall be accepted and publicly received as an active member.

3. *Termination of Membership.* A member who requests a letter of transfer to some other religious organization is entitled to receive it by action of the Board of Deacons. A member who desires to terminate his/her membership without prospective affiliation with another religious organization may, upon his/her written request, be released from membership by action of the Board of Deacons. By a two-thirds

affirmative vote of its total membership at a regularly called meeting, the Board of Deacons may terminate the membership of an inactive member who, for a period of five years, notwithstanding contacts, has been unwilling to renew active participation in the life of this Church, and the membership of any inactive member whose address has been unknown for five years.

Article VI. Governing Body

1. *Authority.* The governing body of this Church shall be the active membership assembled in a regular or special business meeting. As the governing body, the active membership shall have sole authority:

- a. To call a senior minister and to establish his/her starting salary or to dismiss a senior minister.
- b. To buy, sell, convey, or encumber real estate or any right thereto or interest therein.
- c. To approve the annual budget.
- d. To approve any reallocation of benevolence funds for other purposes.
- e. To amend the by-laws.
- f. To elect lay leaders and delegates to meetings of the Southwest Association and State Conference of the United Church of Christ as specified in Section 2 of this article and to elect members at large of a Pastoral Search Committee for a senior minister as specified in Article XI, Section 2.

2. *Regular Meetings.* There shall be two regular meetings of the membership each year, one to be held on the third Sunday in January, the other to be held the first Sunday in May, each immediately following the regular morning worship service. At the January meeting, annual reports shall be presented by the officers (except the Moderator-elect, Past Moderator, Assistant Treasurer and the Assistant Clerk), boards, committees, staff, and auxiliary organizations. Officers (except the Senior Minister and the Associate Minister), council members at large, members of boards and standing committees, the Historian, and delegates to meetings of the Southwest Association and the State Conference of the United Church of Christ shall be elected as provided herein; the annual budget shall be presented for approval; and such other business as may properly and legally come before the meeting shall be transacted. The purpose of the May meeting shall be to review the activities of the Church subsequent to the January meeting and to present plans for programs. Any business of the Church which is allowed under the statutes of the State of Michigan may be transacted at that meeting.

3. *Special Meetings.* A special meeting may be called by vote of the Council or upon the written request of the Senior Minister or fifty active members, such request to be filed with the Clerk and to specify the object of the meeting and proposed time. No business shall be transacted at the special meeting except that mentioned in the call to the meeting.

4. *Notice of Meetings.* The following quotation from the appropriate State Statute (C.L.'48, Sec. 458.305), which cannot be amended, modified, or changed by the Church must be strictly complied with:

Sec. 5. Notice of meetings of said congregation, specifying the time, place, and object thereof, shall be read from the pulpit on the two successive Sundays preceding such meeting on which services shall be held. Provided, however, that in case it is proposed to amend the articles of association, the proposed amendment, together with a notice of the meeting called for its consideration, shall be read from the pulpit on three successive Sundays immediately preceding such meeting on which services shall be held; and the proposed amendment shall not itself be amended, in any material point, in the meeting so called for its consideration. And provided further, that if there should be no public services at which the notice herein required may be given, said notice may be posted on the church door or published in the town, city, or county newspaper whose circulation among the members is greatest, for three weeks preceding such meeting, specifying the time and place and object thereof.

5. *Quorum and Voting Requirements.* Seven percent of the active members shall constitute a quorum for the transaction of business of any regular or special meeting of the Church. A vote of two-thirds of such members present is required to amend the by-laws or to call or dismiss a senior minister. All other matters shall be decided by a majority vote. Active members who have not attained legal voting age may vote on all matters except those "involving the acquirement and disposition of property and the expenditure of money."¹

Article VII. Summary of Procedures

1. *Administration.* The Council is the executive body of the Church. It has exclusive power and authority over all matters except those which are specifically reserved to the membership as outlined in Article VI, Section 1, and those reserved to the Kalamazoo Drop-In Child Care Center (KDCCC) Board herein. Pursuant to Michigan compiled laws 450.2106 and 450.2505, "Council" shall have the same meaning as "Board of Directors" and "Council Member" shall have the same meaning as "Director". The Senior Minister is the administrative officer of the Church. The Senior Minister, as well as the Council, is responsible to the membership. All other officers, the Historian, boards, and committees are responsible to the Council.

2. *Purpose of Boards and Standing Committees.* The purpose of the boards and standing committees is to develop programs, to set goals, to make recommendations to the Council, and to perform specific duties as provided herein.

3. *Qualification for Office.* All officers, council members, members of boards (except the KDCCC Board) and of standing and special committees, the Historian, delegates to meetings of the Southwest Association and the State Conference of the United Church of Christ, and representatives to other church bodies shall be active members of this Church. Regular employees, excluding paid church musicians who are employees only for income tax purposes, cannot serve as an officer, cannot sit on a committee to which they report, and may not sit on the Personnel or Budget and Financial Planning Committees. Paid church musicians may serve as officers, and may serve on all committees except the Board of Music and the Arts.

4. *Terms of Office.* All persons elected or appointed to office shall hold office for the terms specified herein or until their successors are elected or appointed

¹Source:

Public Acts of Michigan as they pertain to Congregational Churches, Section 458.304,
Right to Vote

and qualified. A person who has served more than half a term is considered to have served a full term. No person who has served a full term in an office, with the exception of the Treasurer, the Historian and the representatives to the Council from the Women's Fellowship and the senior youth group, may be elected to the same office until one year has elapsed. The Treasurer and the Historian may be reelected for an indefinite number of one-year terms; the aforesaid representatives may be reelected for a second one-year term. A person may move from one position to another on the Council, but such person, except for the Treasurer, may not be a member of the Council longer than six successive years; at the end of that time, such person, other than the Treasurer is ineligible for council membership until two years have elapsed.

5. *Provisions for Continuity.* To provide for continuity in carrying out the work of the church, members at large on the Council and all board and standing committee members shall have staggered terms of office. If a vacancy occurs in the office of Moderator before the expiration of the term, the Moderator-elect shall automatically become Moderator, and the office of Moderator-elect shall become vacant. In the same manner, the Assistant Clerk shall succeed the Clerk, thereby creating a vacancy in the office of the Assistant Clerk.

6. *Resignations.* If an officer (other than the Senior Minister or the Associate Minister), a council member at large, or the Historian finds it necessary to resign, his/her resignation shall be directed to the Moderator. The resignation of a board or committee member shall be given to the appropriate board or committee; the chairperson shall then inform the Moderator of the resignation. Except in the case of a resignation by a member of the KDCCC Board, the Moderator shall request the Board of—Nominations to recommend to the Council a person to fill any vacancy that occurs.

7. *System of Co-optation.* Boards and committees are expected to co-opt other church members in carrying out their work, and thus to distribute the total work load among as many persons as possible. Co-opted persons will be non-voting members and may perform short- or long-term duties, serve as consultants, or direct major projects. They may be asked to attend board, committee, or council meetings.

8. *Open Meetings.* The membership is welcome to attend meetings of the Council, boards, and standing committees with the exception of meetings of the Board of Nominations, the Pastoral Relations Committee, the Personnel Committee and the allocation meetings of the Board of Missions and Outreach. Members, however, are urged to make recommendations to the Board of Nominations concerning candidates for office.

9. *Practices.* An ex-officio member of a board or committee may speak but may not vote at a meeting of the board or committee. (See Article X, Section 3)

Article VIII. Council

1. *Members.* The Council is composed of the following members: Moderator, Moderator-elect, Past Moderator, Treasurer, Assistant Treasurer(s), Clerk, Assistant Clerk, Senior Minister, and Associate Minister; the chairperson of each board (Christian Education; Deacons; Nominations; Missions and Outreach; Music and the Arts; and Kalamazoo Drop-In Child Care Center [KDCCC]); the chairperson of each standing committee (Budget and Financial Planning; Nurture and Care; Personnel; Property; Public Relations; and Stewardship, Gifts, and Bequests); three persons

elected from the membership at large; one representative from Women's Fellowship; and one representative from the senior youth group. In the event that the chairperson of the KDCCC is not a member of the Church, then the KDCCC board will designate a Church member in lieu of the chairperson.

2. *Substitute Representatives.* If the chairperson of any board or standing committee, the representative of Women's Fellowship, or the representative of the senior youth group is unable to attend a council meeting, a substitute representative of the respective group is expected to attend. Such representative shall be accorded voice and vote at the meeting. (Provisions for choosing substitute representatives from the boards and standing committees are in Article X, Section 6.) The First or Second Vice President of Women's Fellowship may represent that group in the absence of the President. A substitute representative of the senior youth group shall be chosen by the adult leader of that group.

3. *Terms of Office.* The Senior Minister and the Associate Minister serve without limitation of time. The Moderator, Moderator-elect, Past Moderator, Treasurer, Assistant Treasurer(s), Clerk, Assistant Clerk, the representative of Women's Fellowship, and the representative of the senior youth group are elected by the membership for a one-year term. The Treasurer may be reelected for an indefinite number of one-year terms. The three council members from the membership at large are elected by the membership for a three-year term; the terms are staggered, that is, one new member is elected each year. A chairperson of a board or standing committee serves the Council by virtue of office, and may be a member of the Council in the same capacity for as long as three years. The Treasurer may serve the Council for an indefinite number of one-year terms. No persons other than the representatives of Women's Fellowship and of the senior youth group may serve the Council for more than one term in the same capacity until one year has elapsed. Representatives of those two groups may be elected for a second one-year term. A person may move from one position to another on the Council, but, except for the Treasurer, such person may not be a member of the Council longer than six successive years; at the end of that time, such person, other than the Treasurer, is ineligible for council membership until two years have elapsed. (See also Article VII, Section 4)

4. *Authority.*

a. *Scope.* The Council has final authority over all policy and administrative matters which are not specifically reserved to the membership, as outlined in Article VI, Section 1. It is the coordinating body of the Church, and it has general executive and supervisory control over all boards and committees, except for matters pertaining to personnel, programs, or fund-raising activities of the KDCCC. It has the right to review any matter within the jurisdiction and authority of any board or committee. By giving notice to a board or a committee, the Council may require that a matter be submitted to it for review and approval or disapproval. The Council may determine whether it shall have final authority concerning any matter, but it must first request recommendations from such boards or committees as may be affected.

b. *Budget.* The Council shall approve the proposed annual budget before it is submitted to the membership for final approval.

c. *Gifts to the Church.* The Stewardship, Gifts, and Bequests Committee shall make recommendations to the Council concerning proffered gifts to the Church and concerning the use or investment of undesignated gifts and bequests. The Council shall have final responsibility for accepting or rejecting proffered

gifts and for determining what use is to be made of undesignated gifts and bequests. No funds contributed to the Church for a specific purpose shall be diverted to any other use without the donor's consent.

d. *Disbursement of Funds.* Any expenditure of church funds beyond amounts authorized in the budget, or any expenditure for a non-budget item which exceeds \$500, must be submitted to the Council for prior approval. Operating and maintenance funds specifically approved by the membership for disbursement as a part of the budget may not be reallocated or used for any other purposes without approval by the Council. No funds budgeted or specifically collected for benevolence purposes shall be used for other purposes except by vote of the membership. All benevolence funds shall be expended during the calendar year for which budgeted unless the Council approves, upon the recommendation of the Board of Missions and Outreach, that a specified amount be carried over into the following year for a designated purpose. If any budgeted amount in the benevolence fund cannot be disbursed as intended during the calendar year, the Board of Missions and Outreach may recommend, and the Council may approve, the transfer of that amount to another benevolence project. The Council has no control over the Deacons' Fund or KDCCC funds; the Board of Deacons and the KDCCC Board respectively have exclusive control over expenditures from those funds. The church Treasurer or Assistant Treasurer makes disbursements from those funds as directed by the Deacons and the KDCCC Board respectively.

e. *Personnel Matters.* Except in relation to the KDCCC and the KDCCC Board, the Council shall have ultimate responsibility for hiring all personnel and for dismissing any employee other than the Senior Minister; for approving personnel policies and practices; and for approving job descriptions for all employees. Personnel policies and practices shall comply with these By-Laws. It may give specific directions to the Personnel Committee.

f. *Use of Church Facilities.* Policy statements concerning the use of church facilities, which are drawn up by the Property Committee, shall be submitted to the Council for approval.

g. *Appointments.* Upon the recommendation of the Board of Nominations, the Council shall appoint persons to fill vacancies which occur before the expiration of the term of any church officer (except the Senior Minister and the Associate Minister), the Historian, any council member at large, or member of any board (other than the KDCCC Board) or committee. Whenever necessary, following the same procedure, it shall appoint special committees and representatives to the United Campus Christian Fellowship Board.

5. *Meetings.* The Council shall have regular monthly meetings, except during the months of January and July. Special meetings of the Council may be called for stated purposes at the request of the Moderator or the Senior Minister, or upon the written request of seven members of the Council to the Clerk.

6. *Quorum and Voting Requirements.* The transaction of any business before the Council is prohibited without a quorum of Council members present. The quorum for the transaction of business, other than the removal of any portion of the corpus from the endowment funds or the calling of an associate minister, shall be a simple majority of the members of the Council. The removal of any portion of the corpus from endowed funds requires an affirmative vote of at least seventy-five percent of the total membership of the Council, with at least thirty days' notice in writing to the members of the Council concerning the proposed expenditure, and is dictated by the written endowment policy. A two-thirds affirmative vote of the total

membership of the Council is required to call an associate minister. Active members who have not attained legal voting age may vote on all matters except those "involving the acquirement and disposition of property and the expenditure of money."²

7. *Executive Committee.* The Executive Committee shall consist of the Moderator, Moderator-elect, Past Moderator and Senior Minister (ex-officio). The Executive Committee shall meet whenever necessary for planning purposes. It may conduct the business of the church only when a decision cannot await the next Council meeting. The Committee must report on its activities at the next Council meeting. The Executive Committee may not modify any action taken by or policy treated by Council. It shall also consider policy changes necessary for the welfare of the church and its membership, and shall present any recommendations of the Executive Committee to the Council.

8. *Reports.* From time to time during the year, the Council shall make pertinent written or verbal reports to the membership. At the annual meeting, the Council shall make recommendations to the membership regarding the proposed budget and such other matters as seem desirable. Council minutes shall be printed and made available in the Church Office to members on a regular basis.

9. *Temporary Suspension of By-laws.* The Church Council, by a three fourths vote of the membership of the Council, may temporarily suspend the provisions of these by-laws pertaining to appointments to or membership on boards or committees. Such actions will be presented to the Church membership for affirmation at the next general membership meeting, and will be discontinued if not ratified by a two thirds majority of members present. The intent of such action is to assure that boards and committees are adequately and effectively staffed.

Article IX. Officers

1. *Titles.* The officers of the Church shall be Moderator, Moderator-elect, Past Moderator, Treasurer, Assistant Treasurer(s), Clerk, Assistant Clerk, Senior Minister, and Associate Minister.

2. *Term of Office.* Terms of officers are specified in Article VIII, Section 3. (See also Article VII, Section 4)

3. *Authority.*

a. *Moderator.* The Moderator shall preside at all business meetings of the church membership and of the Council. The Moderator shall continually consult with the Senior Minister and the Moderator-elect concerning the plans, programs, and business of the Church. He/she shall be an ex-officio member of all boards and committees, except the Board of Nominations, and he/she shall attend such meetings of the boards and committees as necessary. In the ordinary course of events, it is anticipated that the Moderator shall be elected to the Past Moderator position at the end of their term as Moderator.

b. *Moderator-elect.* The Moderator-elect is expected to consult with and assist the Moderator and Past Moderator whenever requested to do so by the Moderator,

²Source:

Public Acts of Michigan as they pertain to Congregational Churches,
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Section 458.304,

the Past Moderator or the Council. In the ordinary course of events, it is anticipated that the Moderator-elect shall be elected to succeed the Moderator at the expiration of the Moderator's term of office.

c. *Past Moderator.* In case of the absence or incapacity of the Moderator, the Past Moderator shall preside at business meetings of the church membership and of the Council and shall perform all duties pertaining to the office of Moderator. The Past Moderator is expected to consult with and assist the Moderator and Moderator-elect whenever requested to do so by the Moderator, Moderator-elect or the Council.

d. *Treasurer.* The Treasurer shall be a member of the Budget and Financial Planning Committee. He/she shall receive all income to the church from all sources, shall make disbursements from all church funds, and shall make investments as directed by the Budget and Financial Planning Committee, except that the Kalamazoo Drop-In Child Care Center (KDCCC) Board shall have exclusive authority over the disbursement and investment of its funds. He/she shall make a complete financial report at each regular Council meeting. Only upon direction of the Council, (see Article XIII, Section 4d) may he/she disburse funds in excess of the approved budgeted amounts. He/she shall keep a complete and detailed record of all receipts and disbursements, which shall be reviewed each month by the Budget and Financial Planning Committee. The Treasurer shall be bonded in an amount determined by the Budget and Financial Planning Committee.

e. *Assistant Treasurer.* The Assistant Treasurer(s) shall continually assist the Treasurer as necessary. He/she shall have the same responsibilities and authority as the Treasurer and may substitute for the Treasurer at any time. The Assistant Treasurer(s) shall be bonded in an amount determined by the Budget and Financial Planning Committee. The Assistant Treasurer position may be shared by more than one person.

f. *Clerk*

(1) *General Duties.* He/she shall keep an accurate record of the proceedings of the Church and of the Council. He/she shall maintain active and inactive rolls of church members with addresses, dates of reception, dates of reinstatement whenever applicable, and other pertinent information; he/she shall also maintain a record of baptisms, marriages, and deaths. By direction of the Boards of Deacons, he/she shall issue letters of transfer of members to other churches. He/she shall preserve on file all communications, documents, and official reports, give notice of all meetings of the church; and perform such other duties as are prescribed by law or as usually pertain to the office of a clerk or secretary.

(2) *Membership Rolls.* Each year, the Clerk shall review the active and inactive membership rolls and, whenever so instructed by the Board of Deacons, shall transfer designated active members to the inactive roll. Prior to the January meeting of the Church, the Clerk shall make a list of the names of members who have joined the Church and a list of those who have left the Church during the past year; such lists shall be available for distribution to membership if requested.

f. *Assistant Clerk.* The Assistant shall continually assist the Clerk as necessary. He/she shall have the same responsibilities as the Clerk and may

substitute for the Clerk whenever necessary. In the ordinary course of events, it is anticipated that the Assistant Clerk shall be elected to succeed the Clerk at the expiration of the Clerk's term of office.

h. *Senior Minister.* The duties and authority of the Senior Minister shall be included in the contract for employment with him/her, as recommended by the Pastoral Search Committee and approved by the Council.

(1) *General Duties.* The Senior Minister shall be a member of the Council, a member of any Pastoral Search Committee for an associate minister, and an ex-officio member of all boards and other committees except the Pastoral Search Committee for a senior minister. He/she shall attend meetings of the Council and as many meetings of the boards and committees as time permits.

(2) *Spiritual Leader.* Under the guidance of the Board of Deacons, the Senior Minister shall be the spiritual leader of the Church. He/she is responsible for preaching the gospel, for conducting public worship, for administering the sacraments, for promoting the spiritual welfare of the Church, and for exercising the privilege of religious counselor and teacher in public and in private.

(3) *Chief Administrator.* With the assistance of the Personnel Committee, and under the guidance of the Council, the Senior Minister shall be the chief administrator and supervisor over the professional and support staff of the Church.

i. *Associate Minister.* The Associate Minister shall be responsible to the Senior Minister and shall cooperate with the Senior Minister in the total program of the Church. The Associate Minister is a member of the Council and an ex-officio of the Board of Christian Education and other boards as determined in consultation with the Senior Minister. He/she shall attend regularly scheduled meetings of Council and assigned boards.

4. *Reports.* All officers of the Church, with the exception of the Past Moderator, Moderator-elect, Assistant Treasurer and Assistant Clerk, shall submit annual reports to the membership, which shall be duplicated and made available to the membership prior to the January meeting. The Treasurer's annual report shall contain an accounting of all church funds received and disbursed. The Clerk's report shall contain statistics based on his/her records.

Article X. Boards and Standing Committees

1. *Names and Members.* The Church shall have these six boards: Christian Education; Deacons; Nominations; Missions and Outreach; Music and the Arts; and Kalamazoo Drop-In Child Care Center (KDCCC) Board. The Board of Christian Education shall have nine (9) elected members. (See Section 2 of this Article for the special provision pertaining to the Board of Christian Education). The Board of Deacons shall have fifteen (15) elected members. The Board of Nominations shall have four (4) elected members. The Board of Missions and Outreach shall have eight (8) elected members. The Board of Music and the Arts shall have six (6) elected members. The KDCCC Board shall have a flexible number of members as established by the KDCCC Board from time to time. Any Church Board may add additional volunteer members as are needed to serve. All

additional volunteer members to be submitted by the Board of Nominations to Council or the Church Membership for approval.

The church shall have these standing committees: Budget and Financial Planning; Nurture and Care; Personnel; Property; Public Relations; and Stewardship, Gifts and Bequests. The Budget and Financial Planning Committee and the Property Committee shall be considered as the Board of Trustees as provided in Act. No. 53 of the Public Acts of the State of Michigan of 1901 as amended (C.L. '48, Sec. 458.301, et seq.). All standing committees shall have four (4) elected members with the exception of the Property Committee which shall have eight (8) and the Nurture and Care Committee, which shall have at least six (6) members, plus additional members as may volunteer to serve. (See Section 2b, 2c, and 2d of this Article for special provisions relating to three committees.) Any Church Committee may add additional volunteer members as are needed to serve. All additional volunteer members to be submitted by the Board Nominations to Council or the Church Membership for approval.

2. *Special Provisions.*

a. *Board of Christian Education.* Each year, the Board of Christian Education may appoint a Church School Superintendent and two youth representatives to serve as members of the board for one year.

b. *Budget and Financial Planning Committee.* The Treasurer, by virtue of office, shall be an additional member of this committee.

c. *Personnel Committee.* No one related to any employee of the Church may serve on this committee.

d. *Property Committee.* The Women's Fellowship shall designate a representative of its group as an additional member of this committee and shall specify the term of office for its representative.

e. *Kalamazoo Drop-In Child Care Center Board.* KDCCC will be responsible for selecting its own board members, who may or may not be members of the First Congregational Church. The KDCCC Board will have one representative (not necessarily the KDCCC Board chair) who shall be a member of the Council. The person shall be a church member.

3. *Ex-officio Members.* The Senior Minister is an ex-officio member of all boards and standing committees. The Moderator is an ex-officio member of all boards and standing committees with the exception of the Board of Nominations. The Associate Minister is an ex-officio member of the Board of Christian Education. The Director of Music, the Organist, and the President of the Choir are ex-officio members of the Board of Music and the Arts.

4. *Terms of Office.* The terms of office for elected board and standing committee members are three years. The terms are staggered; that is, one-third of the members of each board and standing committee are elected by the membership each year. No person may serve more than two (2) consecutive terms on the same board or standing committee. A person appointed to fill a vacancy shall serve the balance of the term of the member who left the board or committee; and shall be eligible to serve another term. After a one (1) year hiatus, a person may serve on the same board or standing committee again, subject to the foregoing term limits. (See section 2 of this article for special provisions pertaining to additional members of the Board of Christian Education and three committees.)

5. *Selection of Officers.* Within two weeks subsequent to the annual meeting of the membership in January, each board and standing committee shall convene and select a chairperson, a vice chairperson, and a secretary. The Board of Deacons, the Board of Missions and Outreach, and the KDCCC Board shall, in addition, select a treasurer who shall issue vouchers to the church Treasurer.

6. *Substitute Officers.* In the absence or incapacity of a board or standing committee chairperson, the vice chairperson shall assume the duties of the chairperson, including attendance at council meetings. In the absence or incapacity of both the chairperson and the vice chairperson, the secretary shall assume all duties of the chairperson. If the secretary of any group must preside at a meeting, a secretary pro tem shall be appointed by the group for that meeting.

7. *Specified Duties of All Board and Standing Committee Chairmen.* Whenever there is a resignation on any board or standing committee, it is the duty of the chairperson to notify the Moderator, who shall request the Board Nominations to recommend a person to fill the vacancy. Board and standing committee chairmen shall report to the Board of Nominations the names of co-opted persons. Nothing set out in this paragraph shall apply to the KDCCC Board.

8. *General Authority of Boards and Standing Committees.* All boards and standing committees shall have authority to perform their respective duties as set forth below; provided, however, that a particular action does not involve the expenditure of non-budgeted church funds or of funds exceeding the budget as approved by the membership. All boards and standing committees must submit to the Council for approval all matters pertaining to major policy or administrative changes. Nothing set out in this paragraph shall apply to the KDCCC Board.

9. *Duties of the Boards*

a. *Board of Christian Education*

(1) *General Scope.* This board is responsible for planning and directing the programs and activities of the Church School, youth ministry, adult education, and family life. It shall approve the church school curriculum and recruit the personnel needed for the Church School, youth ministry, adult education, and family life programs.

(2) *Appointments.* Each year, the Board of Christian Education may appoint two youth representatives to serve as members of the board for one year.

b. *Board of Deacons*

(1) *General Scope.* This board shall promote the spiritual life of the church; see that the pulpit is filled on all occasions; supervise the worship services and provide greeters and ushers therefore; make arrangements for the sacraments; recruit new members and provide orientation for such members; provide for calling upon home-bound members; and promote fellowship among church members. The board shall also receive and act upon applications for church membership; request the Clerk to transfer members from the active to the inactive roll or from the inactive to the active roll; and, whenever necessary, terminate the membership of inactive members as provided in Article V, Section 3. It is anticipated that the board will co-opt many persons from the church membership.

(2) *Deacons' Fund.* The board shall have exclusive control over expenditures from the Deacons' Fund, which is for the benefit of members

of the parish and local community in time of need. This fund is comprised of the loose offering received whenever communion is served.

c. *Board of Nominations*

(1) *General Scope.* This board shall seek and obtain voluntary personnel to meet the needs of the Church. It shall provide opportunities for leadership training to as many members as possible and shall involve a large number of members in the tasks that need to be accomplished. By the use of membership survey cards, it shall obtain information about the particular interests of members in programs and activities. The board shall classify all church activities and establish a list of members interested in each activity. The board shall also keep an up-to-date record of the lay leadership, including members who hold elective or appointive office, serve on special committees, represent the Church in an official capacity, assist the various boards and committees in any capacity with the assistance of the chairperson for each.

(2) *Nominations for Elective Positions.* Prior to the annual meeting in January of each year, the board shall review the membership and shall nominate a candidate to fill each vacancy among the officers (except the Senior Minister and the Associate Minister), members at large on the Council, and members of boards (including one member of the KDCCC Board of Directors whose function will be to carry communications between the two organizations to assure that they are working harmoniously) and standing committees. It shall also nominate the Historian, who may be reelected for an indefinite number of one-year terms, and persons to serve as delegates to meetings of the Southwest Association and the Michigan Conference of the United Church of Christ. It is understood that the board shall obtain the consent of all nominees. The board shall present the slate of nominees to the Council for its information and post the slate on a prominent church bulletin board for a period of at least two weeks prior to the annual meeting.

(3) *Nominations to Fill Vacancies.* At the request of the Moderator, and with the consent of the nominees, the board shall recommend to the Council persons for appointment to fill vacancies which occur before the expiration of the term of any officer (except the Senior Minister and the Associate Minister), council member at large, member of a board (except the KDCCC Board) or standing committee, or the Historian.

(4) *Nominations for Specified Appointments.* Whenever necessary, the board shall recommend to the Council persons to represent the Church on the United Campus Christian Fellowship Board. It is understood that the Board of Nominations will obtain the consent of these nominees.

(5) *Nominations for Appointment to Special Committees.* The Board Nominations shall make recommendations to the Council concerning the appointment of special committees, with the understanding that it has obtained the consent of the nominees. In the case of a Pastoral Search Committee for a senior minister, the board shall nominate nine persons from the church membership at large, to be elected at a regular or special membership meeting. The names of nominees for such Pastoral Search Committee shall be presented to the Council for its information and shall be posted on a prominent church bulletin board for a period of at least

two weeks prior to the meeting; names of persons who shall serve on such committee by virtue of office shall also be listed.

(6) *Office Volunteers.* The Board of Nominations shall maintain a list of people to fill voluntary requirements of the church office.

d. *Board of Missions and Outreach*

(1) *General Scope.* The Board of Missions and Outreach shall organize the efforts of the Church concerning missions and outreach. Funding for this Board's activities shall be generated from various church funds within the Church, including income from the Margaret Varney Endowment Fund.

(2) *Mission.* The board shall disseminate to the membership information concerning missions, educational institutions, and welfare activities of the United Church of Christ.

(3) *Benevolence Budget.* The board shall study and review various possible recipients of benevolence funds, after which it shall draw up a proposed benevolence budget. It shall submit such budget to the Budget and Financial Planning Committee for review and then make its recommendations to the Council.

(4) *Social Action.* The board shall disseminate information about social issues and offer to the membership programs which relate the Church to the community, state, nation, and the world.

(5) *Civic Uses of Church Facilities.* The board shall work cooperatively with the Property Committee, the Senior Minister and the Board of Music and the Arts in making available church facilities to non-profit community organizations. It shall review requests to assure consistency with church missions and goals. Whenever necessary, in conjunction with the Property Committee and the Board of Music and the Arts, it shall provide volunteers to open the building, tend the entrance, and close the building.

(6) *Varney Endowment Fund Grants.* This Board shall review grant applications, select projects for funding and monitor the actual use of funds generated by the Margaret Varney Endowment Fund. It shall report activities to the Council and account for all monies and outcomes of funded projects to the congregation and the Council on an annual basis.

e. *Board of Music and the Arts*

(1) *General Scope.* Recognizing that music and the arts enrich the quality and vitality of church life, this board shall carry out a ministry of music and the arts in the congregation. The primary responsibilities of the board shall include coordination of the artistic elements of worship and consultation with the Board of Deacons on the overall worship service, nurturing artistic development of all ages in the congregation, and taking care of basic administration duties related to these responsibilities.

(2) *Cooperative Endeavors.* This board shall actively seek to correlate its programs with other boards in the church when appropriate. In conjunction with the Property Committee, it will decide if gifts of art work are to be accepted. The board shall also promote a mutual sharing of arts in the surrounding community.

f. *Kalamazoo Drop-in Child Care Center Board*

(1) *General Scope.* The KDCCC is a free, part-time child care center established to provide quality child care to parents who need to search for employment, housing, or the like, or to keep necessary appointments, or need a healthy break from child care. The KDCCC welcomes children between the ages of six weeks and six years.

(2) *Personnel Subcommittee.* The KDCCC is responsible, through its Personnel Subcommittee, to recommend to FCC Council, hire of Center Staff members and to make recommendations to the FCC Council concerning contract provisions relating to its personnel.

(3) The KDCCC shall be non-sectarian in its admission policies and in the educational programs provided.

(4) The KDCCC will manage its own funds and other assets, using the church's accounting system for payroll and other substantial disbursements.

(5) Fund raising will be coordinated with the church when appropriate, but separate appeals may be made by the KDCCC to foundations, the United Way, and the like.

10. *Duties of the Standing Committees*

a. *Budget and Financial Planning Committee*

(1) *General Scope.* This committee shall have charge of all aspects of the financial affairs of the Church formerly handled by the Board of Trustees, and shall be considered part of the Board of Trustees as provided in the regulations of Act No. 53 of the Public Acts of the State of Michigan of 1901, as amended (C.L. '48, Sec. 458.301, et seq.).

(2) *Investment of Funds.* This committee shall oversee investment of all church funds. It shall use designated funds and/or the income therefrom as directed by the donors; it shall use undesignated funds as directed by the Council.

(3) *Varney Endowment Fund.* This committee, with the guidance of a professional financial advisor, will invest and administer the Varney Endowment Fund. This committee is responsible for evaluating the performance of the financial advisor and keeping the Board of Missions and Outreach informed in accordance with the Margaret Varney Endowment Fund guidelines.

(4) *Long-range Plans.* This committee shall be responsible for developing and recommending long-range financial plans and strategies for the Church.

(5) *Systems and Procedures.* This committee shall be responsible for ensuring appropriate systems, practices and procedures for recording and reporting on financial activities and conditions of the Church.

(6) *Budget.* This committee shall prepare the proposed annual budget. It shall present the proposed annual budget to the Council for approval no

later than the September meeting of the Council. The Council in turn shall submit the budget to the membership for final approval at the annual meeting.

(7) *Review.* This committee shall provide for the annual examination of accounts and investments by an independent party.

(8) *Bonding.* This committee shall determine the amount of the bonds for the Treasurer and the Assistant Treasurer(s).

b. *Nurture and Care Committee*

(1) *General Scope.* The Nurture and Care Committee shall oversee the needs regarding the Church family as they may apply to sickness, bereavement, senior needs, promotions, good news, flower distribution (other than already established under Deacons), and in general, promoting a loving and caring family concern and aspect within our congregation.

(2) *Duties.* Duties shall consist in part, but not limited to, helping with transportation, for those in need, to and from church functions; sending cards and notes to home-bound members, and to acknowledge all church illnesses and deaths with calls and cards.

c. *Personnel Committee*

(1) *General Scope.* This committee shall make recommendations to the council concerning employment and contract provisions of lay staff. "Lay Staff" is defined as all employees other than called Ministers. It shall review and approve job descriptions prepared by boards and committees for the positions they oversee, and recommend the completed job descriptions to Council for approval. The committee will also provide technical assistance in the drafting of job descriptions, if requested. It shall establish a process for annual employee evaluations for all lay staff and assure that such evaluations are completed in a timely manner. It shall establish and manage a process by which the Council or designated sub-committee shall annually evaluate the Minister(s). It shall draw up, for approval by Council, policies and practices pertaining to such things as compliance with labor/employment laws, hours of work, holidays, vacation and sick leave, and fringe benefits. It shall recommend to the Budget and Financial Planning Committee and to the Council starting salaries of all lay employees. It shall also make an annual review of all salaries and fringe benefits and recommend to those bodies such changes as it deems appropriate. This committee shall consult with the Senior Minister regularly concerning personnel matters and shall assist him or her as needed. The chair of this committee or designated member may assist the Senior Minister in resolving individual employee personnel matters. Upon direction of the Council, this committee has the authority to hire and dismiss lay staff. Nothing in this paragraph shall pertain to the employees of the KDCCC.

(2) *Duties Assigned by Council.* The Council may commission this committee to perform other duties not noted above, pertaining to personnel related issues, by a majority vote.

d. *Property Committee*

(1) *General Scope.* This committee shall be responsible for all property matters formerly handled by the Board of Trustees, and shall be considered

a part of the Board of Trustees, as provided in Act No. 53 of the Public Acts of the State of Michigan of 1901, as amended (C.L. '48, Sec. 458.301, et seq.). It shall keep in good condition all church property, including the church building, furnishings, and grounds; and any property that the church may acquire. It shall thoroughly inspect all property on a regular schedule. It shall keep current the inventory of all property, provide for adequate insurance coverage of all property, and report to the Personnel Committee if housekeeping is in any way deficient.

(2) *Use of Church Facilities.* This committee has sole control over the use of the church building and furnishings. Users of church facilities may include groups or individuals within our own Church, other church groups, or non-profit social service and community agencies. All requests for use of the Church must be referred to this committee so as to ensure that there are no conflicts in use of space, that maintenance and operating costs are kept to the minimum amount, and that church employees will not be overloaded with work. For Council approval, the committee shall draw up policy statements concerning the use of church facilities. It shall also draw up and have duplicated agreement forms for use of any church facilities by any groups of persons. The chairperson, vice chairperson, or secretary of the committee shall be empowered to sign use agreements on behalf of the church. If the applicant for use of church facilities is a non-profit social service or community agency, the Board of Missions and Social Action shall handle all contacts with the agency and fill out the agreement form to be submitted to the Property Committee for approval.

(3) *Gifts to the Church.* This committee shall be available for consultation with the Stewardship, Gifts, and Bequests Committee concerning proffered gifts to the Church that would result in additions to the physical plant.

e. *Public Relations Committee*

(1) *General Scope.* This committee shall have the responsibility of formulating communication plans and implementing programs to make the wider community aware of the church and appropriate church activities.

f. *Stewardship, Gifts, and Bequests Committee*

(1) *General Scope.* This committee shall keep abreast of new developments in the field of stewardship research and programs and shall promote annual giving and the making of gifts and bequests by the membership and friends of the parish.

(2) *Annual Stewardship Campaign.* Each year, this committee shall make plans for the Stewardship campaign and shall present them to the Council for approval at its September meeting. It shall also select the chairperson of the fund drive. In conjunction with the Council, the committee shall organize and conduct the drive.

(3) *Proffered Gifts.* All offers of gifts to the Church shall be referred to this committee; the committee shall make recommendations to the Council concerning them. The committee shall consult with the Property Committee concerning gifts that would result in additions to the physical plant.

Nothing set out in this paragraph shall apply to grants or other gifts designated for the use of the KDCCC.

(4) *Undesignated Gifts and Bequests.* This committee shall make recommendations to the Council concerning the use of undesignated gifts and bequests. The disposition of such gifts and bequests is under the jurisdiction of the Council.

11. *Meetings.* The Budget and Financial Planning Committee and the Property Committee shall each meet at least once each month; at least once each year, they shall have a joint meeting.

12. *Quorum.* The quorum for the transaction of business is a simple majority of the members with one exception for the Board of Deacons as specified in Article V, Section 3, concerning termination of members.

13. *Reports.* Boards and Standing Committees may submit reports at regular council meetings and from time to time make such recommendations to the Council as they deem appropriate. All boards and standing committees shall submit written annual reports, which shall be duplicated and made available to the membership prior to the January meeting. Delegates to the Southwest Association and the Michigan Conference are to give reports at least once during each calendar year.

Article XI. Special Committees

1. *General Provisions.* The Council shall create such special committees as may be required to serve the Church and shall appoint members to these committees upon the recommendation of the Board of Nominations as provided herein. Approximately every fifth year a Church Directory Committee shall be appointed to arrange for and prepare a new pictorial directory. Officers, council members at large, and members of boards and standing committees may serve on special committees if their skills and knowledge are needed. Each special committee shall hold its first meeting within the time specified by the Council and shall elect a chairperson, a vice chairperson, and a secretary at that meeting. Whenever the work of a special committee has been accomplished it shall be dissolved by the Council.

2. *Pastoral Search Committee for a Senior Minister.* In the case of a vacancy in the office of the Senior Minister, a Pastoral Search Committee shall be created. The Committee shall be comprised of nine members: one member from each of the five boards (Deacons, Christian Education, Nominations, Missions and Outreach, and Music and the Arts) and from the Budget and Financial Planning Committee; and three members at large to be selected, with their consent, by the Board Nominations and approved by the Council. In selecting the members, the Board of Nominations shall take into account the diversity of the church membership. The Senior Minister may not attend meetings of this committee. After the committee has interviewed all selected candidates for the position, a three-fourths affirmative vote of the total membership of the committee is required to recommend a candidate to the church membership. If, after one year from the creation of the Pastoral Search Committee, no candidate for Senior Minister recommended by the committee is called to service by the church membership, then the Committee shall report to the Council, which, at its option, may extend the Committee's term for an additional six month period, or may dissolve the Committee and appoint a new Pastoral Search Committee in its place, in accordance with the process set forth above.

3. *Pastoral Search Committee for an Associate Minister.* If the Church is seeking an associate minister, a Pastoral Search Committee consisting of at least nine lay members shall be appointed by the Council after receiving recommendations from the

Board of Nominations, with the understanding that the nominees have consented to serve. The Senior Minister shall also be a member of this committee. In order to include as great a representation as possible on this committee, no more than one person living in the same household shall be a member. After the committee has interviewed all selected candidates for the position, a two-thirds affirmative vote of the total membership of the committee is required to recommend a candidate to the Council.

4. *Pastoral Search Committee for an Interim Minister.* If the Church is seeking an interim minister, a Pastoral Search Committee shall be appointed by the Council which shall be comprised of the following members: Moderator; Moderator-elect; Chair of the Board of Deacons; Chair of the Board of Christian Education; and Chair of the Personnel Committee. After the Committee has interviewed all recommended nominees for the position, a three-fifths affirmative vote of the total membership of the Committee is required to recommend a candidate to the Council, for its approval.

Article XII. Pastoral Relations Committee

1. *General Scope.* A separate Pastoral Relations Committee (PRC) shall be formed for the Senior Minister, Associate Minister, Interim Minister, and/or Director of Religious Education. These committees shall provide nurture to the staff person to strengthen the relationship of the staff person and congregation, thereby enhancing the effectiveness of the church.

2. *Duties.* Encourage constructive communications between the staff person and the congregation; act as a support group for the staff person and family; guard and interpret the balance between ministerial freedom and responsibility; clarify expectations and images of the staff person and congregation. A PRC is not a grievance committee nor is it a decision-making body. However, it can and should recommend actions to appropriate church groups.

3. *Meetings.* Each PRC should meet a minimum of once per quarter. All meetings are to be conducted in the presence of the staff person. Meeting minutes are not required. The substance of the meetings will not be reported. No personal or confidential information will be shared outside of the immediate PRC without the express permission of those involved.

4. *Membership.* Each PRC will consist of four lay members plus the staff person. Initial members will be appointed by a group consisting of the Moderator, Moderator-elect, Chair of the Personnel Committee, and Chair of the Board of Deacons. Members will be selected in consultation with the staff person for which this group is formed. Terms shall be four years in duration, and shall be staggered by one year. Each member is expected to serve a 4-year term unless otherwise specified. Replacement members are to be recommended by the PRC to the Council for Council approval before the scheduled departure of any member.

5. *Detailed Responsibilities.* A more detailed listing of the requirements of the PRC, adopted at the June, 1989 Council Meeting is to be presented to each member of the PRC.

Article XIII. Parliamentary Authority

1. *Robert's Rules of Order, Newly Revised,* shall govern all deliberations of this Church, its Council, boards, and committees.

2. A Parliamentarian, not a member of the congregation, and selected by the Personnel Committee, shall be present at each regular and special meeting of the congregation. The Parliamentarian's interpretation of Robert's Rules of Order, Newly Revised, shall be final and binding.

Article XIV. Dissolution

If this Church shall cease to operate as a church for a period of two years, proceedings may be commenced under Act No. 53 of the Public Acts of 1901, as amended (C.L. '48, Sec. 458.301, et seq.). However, in the event of dissolution, all assets, both real and personal, shall be distributed as provided in said Act 53, as amended, unless at the time of dissolution said Act is not in effect or unless the distributee as set forth in said Act is no longer in existence, or is no longer qualified or able to accept the assets. If any of these exceptions prevails, distribution of assets shall be made to such organizations as are tax exempt under Section 501(c)(3) of the Internal Revenue Code or under corresponding provisions of a future United States Internal Revenue law.

KALAMAZOO DROP-IN CHILD CARE CENTER
GOVERNING POLICY
ADDENDUM TO FIRST CONGREGATIONAL CHURCH BY-LAWS

Article I. Name

This program shall be known as the Kalamazoo Drop-In Child Care Center (KDCCC).

Article II. Mission

To provide low-income families with preschool-aged children the opportunity for optimal growth and development in a safe and structured environment, primarily through free, part-time child care, parent education, and support.

Vision

Providing families the opportunity to reach their full potential.

Article III. Governance

1. A Board of Directors, consisting of 10-15 elected voting members, serving without compensation, shall be the governing body of this organization. The Board shall take action on all major questions of policy and program.

2. KDCCC is a part of the First Congregational Church of Kalamazoo (FCC). The governing bodies of FCC have a responsibility to oversee KDCCC's governance. The KDCCC Board is not exempt from the authority or control of the Church Council.

3. New term members (ideally one-third) of the Board of Directors shall be elected by the Board at its first regular meeting to be held after January 1 of each year. They shall serve three (3) year terms commencing upon installation at the Annual Meeting. The Board of Directors may fill any vacancy for unexpired terms. The Board shall fill any vacancy to keep elected members to the required ten to fifteen.

4. A quorum of voting members is needed for the transaction of business in Board meetings. We define a quorum as one more than half of the voting members. The Director and staff of KDCCC and any minister representing First Congregational Church shall be ex-officio, non-voting members of the Board of Directors.

5. All absences must be reported to the KDCCC Director or the Board Chair, prior to meetings. The unexcused absence of a Board member for three consecutive meetings of the Board of Directors may be deemed a resignation if so declared by a quorum.

6. A board member, officer or staff member may be removed for behaviors or interests deemed in conflict with the Governing Policy and/or Mission of KDCCC, by a vote of 2/3 of the voting members.

7. A board member may resign by written notice. The resignation is effective upon its receipt.

8. One member of the First Congregational Church will be appointed by the FCC Council to serve on the KDCCC Board of Directors. This member will carry the communications between the two organizations to assure that they are working harmoniously.

9. Committees are responsible for assisting in carrying out the organization's mission. Each committee is chaired by a member of the Board of Directors. Members of the committee can be non-board members who have interest in KDCCC and/or have particular expertise to assist the committee in carrying out its responsibilities. Standing committees are Executive, Finance, Personnel, Board Development and others as deemed necessary.

10. The KDCCC by-laws may be amended as needed by the Board of Directors provided that written notice is given at least two weeks prior to the meeting.

11.

a. Confidentiality - To assure good communications, only those assigned by the KDCCC Board shall communicate officially to the Church and the community at large.

b. Conflict of Interest - Members of the Board will use discretion with possible conflict of interest discussions and will refrain from voting on such matters.

Article IV. Board Responsibilities

1. Make recommendations to the FCC Council concerning employment and contract provisions relating to its personnel.

2. Hire and evaluate Executive Director. Staff responsibilities must include, but are not limited to, the following:

a. Faithfully execute policies specified by the board.

b. Keep the board informed with appropriate reports, budgetary information, personnel recommendations, program plans and other needed information.

c. Develop training programs to increase the effectiveness of the organization's personnel.

d. Anticipate problems before they become serious.

3. Maintain the Financial Integrity of the Organization

a. Solicit donations and contributions.

b. Approve the annual budget and major interim budgets.

c. Monitor the organization's financial affairs. Set policy and take other action to ensure the fiscal integrity of the organization.

4. Approve Plans

a. Approve an annual plan of operations.

b. Approve organization policies.

c. Develop and approve long-range plans.

d. Approve projects of substantial activity and/or risk.

e. Receive committee recommendations and act on them.

5. Evaluate Effectiveness - Evaluation efforts should be continuous, assessing performances against predetermined benchmarks and performance goals. All facets of the organization should be evaluated, including the activities of the board.

6. Approve Contracts - The power to enter into contracts or execute agreements in the name of the organization belongs to the Board with the approval of the Church Council.

7. Embody Public Needs and Interest - The board is responsible for maintaining a two-way flow of information from the public to the organization and from the organization to the public. Board sensitivity to public need is critical.

8. Represent the Organization to the Public

- a. Inform the public of the organization's functions.
- b. Take steps to achieve favorable public recognition for the organization.
- c. Take steps to achieve favorable potential client awareness.
- d. Take steps to achieve favorable awareness from potential fund raising sources.

9. Raise Funds

- a. Maintain the organization's funding base.
- b. Approve fund raising budgets and authorization of fund raising expenses.
- c. Match goals with the organization's needs.
- d. Assist in fund raising.
- e. Evaluate the effectiveness of fund raising efforts.

10. Maintain Communication - Undertake such actions as necessary for the well-being of the organization with appropriate communications with FCC.

11. Implement Long-range Plan - Give due consideration in its operation to the Strategic Plan as approved.

Article V. Meetings

1. The Board of Directors shall hold meetings as often as it deems necessary to responsibly conduct the affairs of the organization. There will be no less than ten (10) meetings annually. An annual meeting will be held each year within 90 days of the change of the fiscal year.

2. Special meeting of the Board of Directors may be called by the Chairperson or shall be called at the request of members of the Board. Members of the Board of Directors shall be duly notified of all special meetings in as timely a manner as possible, and the notice of special meetings shall state the objectives thereof. No other business than that therein stated shall be decided upon at such meetings.

3. Telephone and/or electronic meetings may be conducted by the Chairperson or his or her designee to poll members when issues that demand immediate action arise.

Article VI. Officers

1. Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected at the Annual Board Meeting of the KDCCC and shall constitute the Executive Committee. The immediate Past-Chairperson shall act as an ex-officio member of the Executive Committee in an advisory capacity.

2. Chairperson: Shall preside at all meetings of the Board of Directors and chair the Executive Committee meetings.

3. Vice-Chairperson: Shall perform the duties of the Chairperson in the event of his/her absence and perform other duties as requested by the Chairperson.

4. Secretary: Shall cause the minutes of the meetings to be taken and shall be responsible for the keeping of the organizational records. The secretary or designee shall be responsible for all matters relative to internal communications and shall notify the Chairperson when Board members have excessive absences according to Board policy.

5. Treasurer: Shall oversee the organization's financial needs and assist in setting the budget and the long-range financial planning. The Treasurer shall also assure that the financial status and needs of the KDCCC are clearly communicated to the First Congregational Church's accounting office. The Treasurer shall be the chair of the Finance Committee.

6. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall hold office for two years.

Article VII. Non-Discrimination Policy

The Kalamazoo Drop-In Child Care Center affirms its moral and legal commitment to support and implement a program of equal opportunity for all, and shall not discriminate against or harass any person because of race, color, national origin, ethnicity, religion, sex, age, sexual orientation and/or gender identity or disability.

Article VIII. Dissolution

This organization is not organized for profit. In the event of dissolution, all real and personal assets after payment of all debts and obligations shall be distributed to such religious and charitable organizations as directed by the Board of Directors as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.