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1/10/22 PROPOSAL FOR CONGREGATION APPROVAL

Constitution and Bylaws

Huff's Union Church Incorporated

540 Conrad Road
Alburtis, PA 18011

Approved by the Congregation on DATE

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Definitions

The following terms used in this Constitution and Bylaws shall have the meanings set forth below:

Conference means Pennsylvania Southeast Conference of the United Church of Christ and its successor.

Conference Minister means the elected Conference Minister or designee(s)

Council means the elected Congregation Council

ELCA means Evangelical Lutheran Church in America

Groups means boards, committees and organizations of this Congregation.

Lead Pastor means the senior clergy position of this Congregation including co-pastors called by this Congregation to serve in the Lead Pastor position.

Synod means Northeastern Pennsylvania Synod of the Evangelical Lutheran Church in America and its successor.

Synod Bishop means the elected Bishop of the Synod or designee(s)

the Church – the one, holy catholic and apostolic Church, which is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

this Congregation means the congregation of Huff's Union Church Incorporated

UCC means United Church of Christ

Titles of Officers - In order to distinguish between Officers of this Congregation and Officers of Groups, the following terms will be used.

Officers of Huff's Union Church Inc: President, Vice President, Congregation Secretary, Congregation Treasurer

Officers of Groups: Chair, Vice Chair, Secretary, Treasurer

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The Constitution and Bylaws of Huff's Union Church Incorporated Alburtis, Pennsylvania

(Pending Congregational Approval)

PREAMBLE

We, baptized members of the Church of Jesus Christ, responding in faith to the call of the Holy Spirit through the Gospel, desiring to unite together to preach the Word, administer the sacraments, and carry out God's mission, do hereby adopt this Constitution and Bylaws and solemnly pledge ourselves to be governed by its provisions.

We come together as one Congregation from historical Lutheran and Reformed traditions to form a more effective ministry while preserving our heritage by continuing our affiliation with the UCC and the ELCA under this Constitution and Bylaws.

CHAPTER 1. NAME AND INCORPORATION

1.01. The name of this Congregation shall be Huff's Union Church Incorporated.

1.02. The registered office of the Corporation shall be at such location in Pennsylvania as the Council may from time to time determine.

1.03. The Corporation may also have offices at such other places as the Council may select and the business of the Corporation shall require.

1.04. This Congregation shall be incorporated under the laws of the Commonwealth of Pennsylvania as one corporation operating for religious purposes with the intent of being recognized as a religious organization under the United States Constitution.

CHAPTER 2. FAITH AND COVENANT

2.01. This Congregation confesses the Triune God, Father, Son, and Holy Spirit.

2.02. This Congregation confesses:

a. Jesus Christ as Lord and Savior and the Word of God incarnate, through whom everything was made and through whose life, death, and resurrection God fashions a new creation.

b. the Gospel as the power of God for the salvation of all who believe.

c. The proclamation of God's message to us as both Law and Gospel is the Word of God, revealing judgment and mercy through word and deed, beginning with the Word in creation, continuing in the history of ancient Israel, and centering in all its fullness in the person and work of Jesus Christ.

2.03. This Congregation accepts the canonical Scriptures of the Old and New Testaments as the written Word of God, inspired by God's Spirit speaking through their authors. They record and announce God's revelation centering in Jesus Christ. The Scriptures are the authoritative source and norm of this Congregation's proclamation, faith, and life. Through them, God's Spirit speaks to us to create and sustain Christian faith and fellowship for service in the world.

2.04. This Congregation acknowledges as brothers and sisters in Christ, all who share in these confessions. It looks to the Word of God in Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the

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faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant reformers. It affirms the responsibility of the Church in each generation to make this faith its own. In accordance with the teaching of our Lord and practice prevailing among evangelical Christians, it recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.

2.05. This Congregation accepts the Apostles', Nicene, and Athanasian Creeds as true declarations of the faith of this Congregation.

2.06. This Congregation accepts the Unaltered Augsburg Confession as a true witness to the Gospel, acknowledging as one with it in faith and doctrine all churches that likewise accept the teachings of the Unaltered Augsburg Confession.

2.07. This Congregation accepts the other confessional writings in the Book of Concord, namely, the Apology of the Augsburg Confession, the Smalcald Articles and the Treatise, the Small Catechism, the Large Catechism, the Formula of Concord, UCC Statement of Faith, and the Heidelberg Catechism as further valid interpretations of the faith of the Church.

2.08. This Congregation confesses the Gospel, recorded in the Holy Scripture and confessed in the ecumenical creeds, Lutheran confessional writings, and the writings foundational to the UCC, as the power of God to create and sustain the Church for God's mission in the world.

2.09. COVENANT-We covenant, one with another, to seek and respond to the Word and the Will of God. We purpose to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of this Congregation to witness to the Gospel of Jesus Christ in all the world, while worshipping God, and striving for truth, justice, and peace. As did our forebears, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

CHAPTER 3. NATURE OF THE CHURCH

3.01. All power in the Church belongs to our Lord Jesus Christ, its head. All actions of this Congregation are to be carried out under His rule and authority.

3.02. This Congregation confesses the one, holy, catholic, and apostolic Church and is resolved to serve Christian unity throughout the world.

3.03. The Church exists both as an inclusive fellowship and as local congregations gathered for worship and Christian service.

3.04. This Congregation, inspired and led by the Holy Spirit, participates in the global communion of the Church, engaging in faithful witness to the gospel of Jesus Christ and in service for the sake of God's mission in the world.

CHAPTER 4. STATEMENT OF PURPOSE

4.01. The purpose of this Congregation shall be to worship God, to preach the Gospel of Jesus Christ, and to celebrate the sacraments; to realize Christian fellowship and unity between this Congregation and the Church; to render loving service toward humankind; and to strive for righteousness, justice, and peace.

4.02. The Church is a people created by God in Christ, empowered by the Holy Spirit, called and sent to bear witness to God's creative, redeeming, and sanctifying activity in the world.

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- 4.03.** To participate in God's mission, this Congregation, as a part of the Church, shall:
- a.** Worship God in proclamation of the Word and administration of the sacraments and through lives of prayer, praise, thanksgiving, witness, and service.
 - b.** Proclaim God's saving Gospel of justification by grace for Christ's sake through faith alone, according to the apostolic witness in the Holy Scripture, preserving and transmitting the Gospel faithfully to future generations.
 - c.** Carry out Christ's Great Commission by reaching out to all people to bring them to faith in Christ and by doing all ministry with a global awareness consistent with the understanding of God as Creator, Redeemer, and Sanctifier of all.
 - d.** Serve in response to God's love to meet human needs, caring for the sick and the aged, advocating dignity and justice for all people, working for peace and reconciliation among the nations, and standing with the poor and powerless, and committing to their needs.
 - e.** Nurture its members in the Word of God so as to grow in faith and hope and love, to see daily life as the primary setting for the exercise of their Christian calling, and to use the gifts of the Spirit for their life together and for their calling in the world.
 - f.** Manifest the unity given to the people of God by living together in the love of Christ and by joining with other Christians in prayer and action to express and preserve the unity which the Spirit gives.
- 4.04.** To fulfill these purposes, this Congregation shall:
- a.** Provide services of worship at which the Word of God is preached, and the sacraments are administered.
 - b.** Provide pastoral care and assist all members to participate in this ministry.
 - c.** Challenge, equip, and support all members in carrying out their calling in their daily lives and this Congregation.
 - d.** Teach the Word of God.
 - e.** Witness to the reconciling Word of God in Christ, reaching out to all people.
 - f.** Respond to human need, work for justice and peace, care for the sick and the suffering, and participate responsibly in society.
 - g.** Motivate its members to provide financial support for this Congregation's ministry and the ministries of the ELCA and UCC.
 - h.** Foster and participate in relationships with other congregations, Synod, Conference, regional, and churchwide organizations of the ELCA and UCC.
 - i.** Foster and participate in ecumenical relationships.
- 4.05.** This Congregation shall adopt and periodically review a mission statement which will provide specific direction for its programs.
- 4.06.** This Congregation shall preserve its Lutheran and Reformed heritage through its continued affiliation with the UCC and the ELCA by authority of this Constitution and Bylaws.

CHAPTER 5. POWERS OF THE CONGREGATION

5.01. The powers of this Congregation are those necessary to fulfill its purpose. This Congregation may acquire and hold title to real and personal property obtained by gift, or

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inheritance, purchase, or other lawful means to be used for any and all activities consistent with its purpose.

5.02. The powers of this Congregation are vested in the Congregation Meeting called and conducted as provided in this Constitution and Bylaws.

5.03. Only such authority as is delegated to the Council or other organizational units in this Congregation's governing documents is recognized.

All remaining authority is retained by this Congregation including but not limited to the following:

a. Approval by majority of votes cast at a Congregation Meeting as described in Chapter 10 shall be required for this Congregation to:

1. approve the Annual Budget;
2. elect its Council;
3. accept the Annual Report;
4. approve any other action or proposal not included in **b.** below except Council has authority to require two-thirds approval on a specific proposal as may be in the best interest this Congregation.

b. Approval by two-thirds of votes cast at a Special Congregation Meeting as described in 10.02 shall be required for this Congregation to:

1. call or terminate the call of Lead and Associate pastor(s) as provided in Chapter **9**;
2. adopt amendments to this Constitution and Bylaws as provided in Chapter **19**;
3. upon Council's recommendation, authorize Council to acquire real property by gift, or inheritance, or purchase; sell, mortgage, lease, transfer, or otherwise dispose of its real property by any lawful means;
4. amend the Operating Budget and/or Capital Budget for expenditures to exceed 110% of the respective Operating Budget Expenses or Capital Budget Expenses;
5. approve any project exceeding \$10,000 which adds, deletes, or materially modifies existing buildings and grounds; however, Congregation approval is not required to improve safety, or improve and update building systems such as plumbing, energy, heating, air conditioning, elevator, and communications;
6. call or terminate the call of denomination authorized ministers if required to conform with the applicable policies and procedures of the ELCA and/or the UCC;
7. terminate its relationship with the ELCA and/or UCC as provided in Chapter **6**;
8. approve the distribution of assets if this Congregation ceases to exist as described in **7.05**;
9. approve affiliation with another church body as described in Chapter **6**.

CHAPTER 6. CHURCH AFFILIATION

6.01. Whereas this Congregation shall be incorporated as one corporation operating for religious purposes, this Congregation shall constitutionally be bound by an equal affiliation with the ELCA and the UCC and therefore also be affiliated with the Synod and the Conference and their successors subject to the provisions of **6.03** and **6.04**. This affiliation is as a union

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church with members of this Congregation being considered both members of the ELCA and the UCC.

6:02 This Congregation accepts the doctrinal statements, agrees to the purposes of the ELCA and UCC, and joins the various expressions of the UCC and ELCA to seek to walk together in all God's ways including Agreements between the UCC, ELCA, and other denominations. This Congregation will petition the appropriate governing bodies of the ELCA and UCC to resolve any denominational conflicting issues that affect this Congregation. The autonomy of this Congregation is inherent and modifiable only by its own action.

6.03. This Congregation acknowledges its relationship with the ELCA and the UCC in which:

- a. This Congregation agrees to be responsible for its life as a Christian community.
- b. This Congregation annually budgets equal financial support and participation in the life and mission of the ELCA and the UCC.
- c. This Congregation agrees to call pastoral leadership approved by the Conference and Synod in accordance with the call procedures and policies agreed upon by the Conference and Synod.
- d. This Congregation agrees to consider denomination authorized ministers for call to other staff positions in this Congregation according to the procedures and policies of the ELCA and UCC.
- e. Whereas this Constitution and Bylaws were initially reviewed by Conference and Synod, any subsequent changes will be submitted for review to the Conference and Synod prior to final vote by the congregation.

6.04. Affiliation with the ELCA and/or the UCC is terminated in one of the following ways:

- a. This Congregation takes action to dissolve.
- b. This Congregation ceases to exist.
- c. This Congregation is removed from membership in the ELCA and/or UCC according to the applicable procedures for discipline of the denomination.
- d. This Congregation follows the procedures outlined in **6.05** below.

6.05. This Congregation may terminate its relationship with the ELCA and/or the UCC by the following procedure:

- a. A resolution indicating the intent to terminate its relationship is adopted with approval of two-thirds of the votes cast at two Special Meetings of this Congregation as defined in **10.02**. The first Special Congregation Meeting called for this purpose may be held no sooner than 30 days after written notice of the meeting is received by the Synod Bishop and Conference Minister, during which time this Congregation shall consult with the Conference Minister and Synod Bishop. The times and manner of the consultation shall be determined by the Council in consultation with the Synod Bishop and Conference Minister. The Synod Bishop and Conference Minister may be present at the first Special Meeting and have voice but not vote unless he/she is an Active member of this Congregation.
- b. Within 10 days after the resolution has been voted upon at the first meeting, the Congregation Secretary shall submit a copy of the resolution to the Synod Bishop and

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Conference Minister, attesting that the Special Meeting was legally called and conducted and certifying the outcome of the vote and send copies of the resolution and certification to Active members of this Congregation.

c. If the resolution of intent to terminate its relationship is adopted by two-thirds of votes cast at the Special Congregation Meeting, this Congregation shall continue in consultation with the Synod Bishop and Conference Minister, as specified in paragraph **6.05a** above, during a period of at least 90 days after receipt by the Synod and Conference of the notice as specified in paragraph **6.05b** above.

d. If this Congregation, after such consultation, still seeks to terminate its relationship, such action may be taken upon approval by two-thirds of the votes cast at a second Special Congregation Meeting called for this purpose, at which meeting the Synod Bishop and Conference Minister may be present. The Synod Bishop and Conference Minister shall have voice but no vote at the meeting unless he/she is an Active member of this Congregation.

e. Within 10 days after the resolution has been voted upon, the Congregation Secretary shall submit a copy of the resolution to the Synod Bishop and Conference Minister, attesting that the second Special Meeting was legally called and conducted and certifying the outcome of the vote, and shall send copies of the resolution and certification to Active members. If the resolution to terminate its relationship is adopted by two-thirds of votes cast at this second meeting, the relationship between this Congregation and ELCA and/or UCC shall be terminated.

f. If this Congregation fails to achieve the required two-thirds of votes cast at this Congregation's first meeting as specified in **6.05a** above, or fails to achieve the required two-thirds of votes cast at the second meeting as specified in **6.05d** above, another attempt to consider termination of relationship with the UCC and/or ELCA must follow all requirements of **6.05** and may begin no sooner than six months after the meeting at which the two thirds vote was not achieved.

6.06. If this Congregation considers relocation or developing an additional site to be used regularly for worship, it shall confer with the Conference Minister and Synod Bishop in which it is territorially located before any steps are taken leading to such action.

6.07. The provisions of this Constitution related respectively to the ELCA and UCC relationship, requirements, rights, and privileges shall continue only so long as an affiliation with either denomination continues.

CHAPTER 7. PROPERTY OWNERSHIP

7.01. All real estate property shall be deeded solely in the name of Huff's Union Church Incorporated.

7.02. All property, contents, equipment, and fixtures of this Congregation including donated and gifted items are the sole property of Huff's Union Church Inc. and this Congregation has no obligation to maintain the gift beyond its usefulness.

7.03. Council shall have authority to discontinue specific use of financial gifts, memorials, or bequests that are donated to this Congregation for ongoing purposes, if Council determines they have become cumbersome or non-productive to maintain and direct. At that point, those

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funds shall become part of the general funds of this Congregation subject to legal requirements.

7.04. Sale or acquisition of real property by gift, inheritance, or purchase upon recommendation of Council shall require approval by two-thirds of the votes cast at a Special Congregation Meeting called for this purpose.

7.05. If this Congregation ceases to exist:

a. First, arrangements shall be made for the ownership of property and assets, and ongoing management, operation, and financing of the Cemeteries subject to Congregational approval.

b. Second, all other assets, property, and interest of which it shall be possessed, including any inheritance, bequest gift or grant contained in any will, or other instrument, in trust or otherwise, made before or after such dissolution, may be distributed by Council among benevolence groups funded by this Congregation, or other UCC and ELCA congregations within the area with approval by two-thirds of votes cast at a Special Congregation Meeting called for that purpose.

c. Finally, if any funds or property remain, title to undisposed property shall pass in equal shares to the Synod and Conference or their successors.

7.06. If this Congregation is removed from affiliation with the UCC and/or ELCA either by action of this Congregation, Synod, or Conference, title to property shall continue to reside in this Congregation.

7.07. If two-thirds of the votes cast at a Special Meeting of this Congregation called for this purpose approve affiliation with another church body, title to property shall continue to reside in this Congregation. Before this Congregation takes action to affiliate with another church body, it shall consult with Synod or Conference if this Congregation is intending to continue affiliation with either denomination.

CHAPTER 8. MEMBERSHIP

8.01 The God given gift of faith brings a person into God's family and through this faith we receive the gift of forgiveness and eternal life. This faith is to be lived out in the fellowship of a Christian congregation. In becoming a member of this Congregation, individuals confess faithfulness to the Lord Jesus Christ and unity and oneness with the members of this Congregation, as evidenced by commitment to:

a. Make regular use of the means of grace, both Word and sacraments.

b. Live a Christian life in accordance with the Word of God and teachings of ELCA and UCC traditions.

c.[JB1] Support the work of this Congregation, the Synod, the Conference, and their churchwide organizations through contributions of their time, abilities, and financial support as biblical stewards.

8.02. Individuals become members of this Congregation as follows:

a. Current members are those baptized persons on the Roll of this Congregation at the time that this Constitution and Bylaws is adopted and those who are admitted thereafter and who have declared and maintain their membership in accordance with the provisions of this Constitution and Bylaws.

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b. Baptized members are those persons who have been received by the Sacrament of Holy Baptism in this Congregation, or, having been previously baptized in the name of the Triune God have been received by certificate of transfer from other UCC or ELCA congregations or by affirmation of faith.

c. Confirmed members are baptized persons who have been confirmed in this Congregation, those who have been received by adult baptism or by transfer as confirmed members from other ELCA or UCC congregations, or baptized persons received by affirmation of faith.

8.03. The Membership Roll of this Congregation includes:

a. Active (voting member): Those Confirmed members who have either communion or contribution on record with this Congregation during the previous 24 months. There is no minimum contribution. Upon recommendation of the Lead Pastor, Council may authorize exceptions due to extenuating circumstances of a member.

Active members have all the following privileges:

1. Both voice and vote at every regular and special meeting of this Congregation.
2. Both voice and vote as a Group member, but in certain Groups voting members must be age 18 or older as established by these Bylaws or Council.
3. Eligible to serve on Council, or be an Officer of this Congregation, Council, or Group provided age 18 or older, unless an exception for a minor as an Officer of a Group is approved by Council as described under **13.03.c1**.
4. Eligible for benefits as determined by Council which may include but are not limited to reduced donation/cost for individual use of facilities, cemetery lots, and services such as weddings and funerals.

b. Associate (non-voting member): Those Confirmed members who do not have either communion or contribution on record with this Congregation during the previous 24 months; or a member whose contact information or whereabouts is not known for a period of at least the previous 12 months and has no communion or contribution on record with this Congregation for that same period.

1. Associate members may be given voice by the presiding officer at Congregation meetings and in Groups but do not have the privilege to:
 - a) vote at Congregation meetings or in Groups,
 - b) serve on Council,
 - c) serve as an officer of the Congregation or Groups,
 - d) receive other Active member benefits.

2. Any provision in this Constitution and Bylaws relating to notification relating of Congregation meetings and votes shall not apply to Associate members.

8.04. Requests for new membership shall be submitted to the Lead Pastor. With spiritual guidance and recommendation by Lead Pastor and Council, new members are received by this Congregation as together we affirm our mutual ministry and fellowship in Christ. Date of reception of a new member is documented in this Congregation's Active membership roll.

8.05. Membership in this Congregation may be terminated for any of the following:

- a. Death.

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- b. Resignation.
- c. Transfer or release.
- d. Disciplinary action by the Council
- e. Removal by Council of an individual who has been on the Associate Membership Roll for an extended period as outlined in **8.07.c**.

All living persons removed from the Membership Roll of this Congregation shall remain persons for whom this Congregation has continuing pastoral concern.

8.06. Friends of this Congregation

a. In Christian fellowship and community, this Congregation acknowledges the support and gifts of Friends of this Congregation who have expressed an interest in this Congregation but are not on the Membership Roll including the following:

1. Persons who choose to retain membership with another Christian congregation but desire to participate in the life and mission of this Congregation;
 2. Persons whose contact information is known but have continuously been on the Associate member roll of this Congregation more than 36 months.
- b. Friends of this Congregation may be given voice by the presiding officer at Congregation meetings and in Groups but have no voting or other privileges.
- c. Any provision in this Constitution and Bylaws relating to notification of Congregation meetings and votes shall not apply to Friends of this Congregation.

8.07. Procedure for Review and Change of Membership Status

a. **Membership Review Committee** Based on nominations from the Executive Committee, Council shall appoint a committee of three Active members and the Lead Pastor to review the membership rolls annually.

b. Change of status from Active Membership Roll to Associate Membership Roll

1. A member whose contact information or whereabouts is not known for a period of at least the previous 12 months and has no communion or contribution on record with this Congregation for at least that same period may be recommended for removal by the Committee from the Active membership roll to the Associate membership roll.
2. A member whose contact information is known but does not have communion or contribution on record with this Congregation for at least the past 24 months, may be recommended for removal by the Committee from the Active membership roll to the Associate membership roll.
3. Council shall approve the movement of members to Associate status. Upon recommendation of the Lead Pastor, Council may authorize exceptions to change in status from Active to Associate due to extenuating circumstances of a member.
4. Associate membership status shall be documented in the official Congregation records as of the date approved by Council. Written notice of change of membership status to from Active to Associate member and its limited privileges shall be sent to the member if contact information is known.
5. Persons on the Associate membership roll shall remain persons for whom this Congregation shall have a continuing pastoral concern. This Congregation shall, at least

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on an annual basis, invite all Associate members to renew their participation in the life and mission of this Congregation.

6. An Associate member may be reinstated to Active member status provided the member has resumed participation in the life and mission of this Congregation and has requested reinstatement to Active membership status in consultation with Lead Pastor. With spiritual guidance and recommendation by Lead Pastor and Council, Associate members are reinstated by this Congregation as together we affirm our mutual ministry and fellowship in Christ. Date of reinstatement is documented in this Congregation's Active membership roll.

c. Change of status from Associate Membership Roll to Friend of this Congregation

1. An individual who has been on the Associate Membership Roll for at least 24 months and whose contact information or whereabouts has been unknown for at least that same period may be moved by the recommendation of the Committee and approval by Council to the status of Friend of this Congregation.

2. An individual whose contact information is known and has been on the Associate membership roll for at least 36 months and continually fails to respond to invitations for renewed activity in the life and mission of this Congregation may be moved by the recommendation of the Committee and approval by Council to the status of Friend of this Congregation.

3. Upon recommendation of the Lead Pastor, Council may authorize exceptions to a change in status from Associate Member to Friend of this Congregation due to the individual's extenuating circumstances.

4. Friend of this Congregation status shall be documented in the official Congregation records as of the date approved by Council. Written notice of change of status from Associate Membership Roll to Friend of this Congregation and its limited privileges shall be sent to the individual.

5. A Friend of this Congregation who participates in the life and mission of this Congregation may request membership as outlined in **8.04** above.

CHAPTER 9. PASTOR

9.01. Only members of the clergy approved by the Synod and Conference as call candidates may be called as a Lead or Associate pastor of this Congregation.

9.02. Lead Pastor Authority to call a Lead Pastor shall be in this Congregation with approval of at least two-thirds of the votes cast at a Special Congregation Meeting called for that purpose. Before a pastoral search is initiated, the Council and Search Committee appointed by Council, shall seek the advice and help of the Conference and Synod.

9.03. Associate Pastor There shall be one Lead Pastor position. Other pastor positions shall be subordinate to the Lead Pastor and shall be designated as Associate Pastors. In consultation with Conference and Synod and upon recommendation of the Lead Pastor and Council, Associate Pastor(s) may be called with approval of at least two-thirds of the votes cast at a Special Congregation Meeting called for that purpose.

Associate Pastors may be considered for the Lead Pastor position in conjunction with external candidates.

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9.04. Letter of Call The specific duties of the Lead or Associate pastor(s), compensation, retirement plan, health insurance, provision for regular review of the mutual ministry of the pastor and this Congregation, and other matters pertaining to the service of the Pastor shall be within the guidelines of the denomination in which the pastor holds ministerial standing and included in a letter of Call which shall be attested by the Synod and/or Conference.

The Synod and Conference shall be consulted in any renegotiation of a Call resulting in reduction of compensation and benefits, or that are less than the compensation and benefit guidelines of the denomination in which the pastor holds ministerial standing.

9.05. Consistent with the faith and practice of the UCC and the ELCA

a. Every pastor shall:

1. preach the Word;
2. administer the sacraments;
3. conduct public worship;
4. provide pastoral care;
5. seek out and encourage qualified persons to prepare for the ministry of the Gospel;
6. witness to the Kingdom of God in the community, in the nation, and abroad
7. speak publicly to the world in solidarity with the poor and oppressed, calling for justice and proclaiming God's love for the world.

b. Each pastor called by this Congregation, in addition to 9.05a above shall:

1. offer instruction, confirm, marry, visit the sick and distressed, and bury the dead;
2. impart knowledge of this Congregation and its wider ministry;
3. relate to all schools and Groups of this Congregation;
4. install regularly elected members of Council;
5. with the Council, administer discipline;
6. encourage support by this Congregation to the work of the churchwide organizations of the ELCA and Synod, and UCC and Conference;
7. assure that accurate parochial records of all baptisms, confirmations, marriages, burials, communicants, members received, members dismissed, or members removed from this Congregation, and shall submit ministry reports to the appropriate pastoral oversight bodies of each denomination.

9.06. The provisions for termination of the mutual relationship between a pastor and this Congregation shall be as follows:

a. The call of this Congregation, when accepted by a Lead or Associate pastor, shall constitute a continuing mutual covenantal relationship and commitment, which shall be terminated only by the pastor's death, or following consultation with the Synod and Conference, for the following reason(s):

1. mutual agreement between pastor and Council to terminate the call or the completion of a call for a specific term;

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2. resignation of the pastor, which shall become effective, unless otherwise agreed, no later than 45 days after the date on which it was submitted;
3. inability to conduct the pastoral office effectively in this Congregation in view of local conditions; without reflection on the competence or the moral and spiritual character of the pastor;
4. physical disability or mental incapacity of the pastor;
5. disqualification of the pastor through discipline;
6. resignation or removal from clergy;
7. termination of the relationship between this Congregation and the ELCA and/or the UCC;
8. dissolution of this Congregation; or
9. suspension of this Congregation as a result of discipline proceedings.

b. When allegations of physical disability, mental incapacity, or ineffective conduct of the pastor that imperil the functioning of this Congregation, the Conference and Synod shall be notified to investigate such allegations according to procedures agreed upon by the denominational bodies and present recommendations to the pastor and Council.

If the pastor and Council agree to implement the recommendations, no further action need be taken by the Synod and Conference. But, if either party fails to agree to the recommendations, by approval of two-thirds of votes cast at a Special Council meeting called for that purpose, and after notification to Synod and Conference, Council may recommend termination of the pastor's call to this Congregation. If the recommendation of Council to terminate the Call is approved by two-thirds of votes cast at a Special Congregation Meeting called for this purpose, the Call shall be terminated. In consultation with Conference and Synod, Council shall develop terms of severance.

c. Allegations of criminal activity shall be reported within 24 hours of the President's knowledge of activity to the appropriate law enforcement, authorities, and the Synod and Conference leadership. The services of the Lead or Associate Pastor may be immediately suspended with pay by the Council President, or without pay with approval of two-thirds of votes cast at a Special Council meeting called for that purpose. Further action will be determined pending outcome of investigation by law enforcement.

9.07. Within 90 days of termination, the Pastor and this Congregation shall make satisfactory settlement of all mutual financial obligations.

9.08. Interim Pastor At a time of the Lead pastoral vacancy, an interim pastor shall be recommended by the Conference and Synod with the consent and approval of the Council.

a. During the period of service, an interim pastor shall have the rights and duties in this Congregation of a regularly called Lead pastor and may delegate the same, in part, to a supply pastor with the consent of the Synod, Conference, and Council. The interim pastor and any ordained pastor providing assistance shall refrain from exerting influence in the selection of a Lead pastor.

b. If previously agreed to by Conference and Synod, an interim pastor may be considered for Lead Pastor position in conjunction with internal and external candidates.

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9.09. Call for Specific Term. With the approval of the Synod and Conference and agreement of the denomination in which the pastor holds ministerial standing, a pastor may be called for a specific term by this Congregation. Details of such calls shall be in writing setting forth the purpose and conditions involved. Prior to the completion of a term, the Synod and Conference shall meet with the pastor and representatives of this Congregation for a review of the call. Such a call may also be terminated before its expiration in accordance with the termination of call provisions of this Constitution and Bylaws.

9.10. The parochial records of this Congregation shall remain the property of this Congregation. The Congregation Secretary shall confirm to the Conference and Synod that such records have been received from the departing pastor in good order.

CHAPTER 10. CONGREGATION MEETINGS

10.01. There shall be two regularly scheduled Congregation Meetings each calendar year.

a. The Annual Meeting of this Congregation shall be held before the end of April. The date and time shall be determined by the Council and include a second date as required under Notice of Meetings in **10.03** below.

1. The Annual Report shall be presented for acceptance by motion of this Congregation at the Annual Meeting.

The Annual Report shall be available by printed and electronic means at least two weeks prior to the Annual Meeting. Lead and Associate Pastor(s), Council, Congregation Treasurer, and Chairs of all Groups shall be responsible to submit to the Office a written report providing a summary of activities for the prior calendar year and an audited financial statement, if applicable, for publication in the Annual Report.

a) Council shall set the date reports shall be received in consultation with the Pastor and office staff.

b) Council shall preview the Annual Report prior to distribution to this Congregation.

c) Any amendments or corrections to the Annual Report after distribution to the Congregation shall be presented at the Meeting and noted in the minutes prior to the vote to accept the Annual Report by this Congregation.

2. Any item of business may be presented from the floor at the Annual Meeting; however, only proposed resolutions included in the Notice of Meeting may be voted on.

b. The Meeting for Election of Council Members and Approval of the Budget of this Congregation shall be held before the end of December. The date and time shall be determined by Council and include a second date as required under **10.03** Notice of Meetings. The Nominating Committee described in **13.09.c** shall present nominations for Council members. Additional nominations shall also be received from the floor. Council members shall be elected by majority of votes cast.

No other items of discussion or business shall be at this meeting unless a Special Congregation Meeting is called with the stated purpose as described in **10.02**.

10.02. Special Congregation Meeting

a. Special Congregation Meetings shall be called in one of the following ways:

1. By the Executive Committee

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2. By the President upon Council approval of a motion by a majority of votes cast at a Council Meeting;

3. By the President upon receipt of a written request signed by at least 7 Active Members who are not from the same household or have a parent (in-law)/child relationship with each other; or

4. By the President upon written request of the Synod Bishop or Conference Minister.

The Congregation Secretary shall record the written requests received under **10.02.a.3 and 4** above in the records of this Congregation.

b. Special Meetings shall be convened within 6 weeks after receipt of the request or action of Council. The date and time shall be determined by the Council and include a second date as required under **10.03** below. The call for each Special Meeting shall specify the purpose for which it is to be held, and no other business shall be transacted.

10.03. Notice of Meetings

a. Notice of all meetings of this Congregation shall be given at the regular services of worship on the preceding two consecutive Sundays and by mail and/or electronic means, as permitted by Pennsylvania law to all Active members.

1. Notification by electronic means or first-class mail shall be sent at least 2 weeks prior to the meeting, or at least 4 weeks prior to the meeting by standard (bulk) mail.

2. Announcement in this Congregation's newsletters or other official publications of this Congregation shall be adequate notice of all meetings provided that the advance notice requirements have been met as stated in **10.03.a.1** above.

b. Notice of Meetings shall include:

1. the general nature of the business to be transacted, and any proposed resolution being presented for approval; and

2. a second date with the explanation that this date shall be used to provide for the continuance of a meeting in the event that the business of a called meeting cannot be completed for any reason including but not limited to provision of additional information, inclement weather, or lack of quorum;

The Announcement shall also state that in the event of a continuance of the first meeting, those Active members who attend the subsequent meeting will constitute a quorum for purposes of taking action on the matters specified, even if the requirements for a quorum are not otherwise met.

3. If the business cannot be completed or the first two meetings cannot be convened within the two meeting dates announced, then a Notice of Meeting with new dates is required as outlined in **10.03.a** above.

10.04. Quorum is 50 Active members or 10% of Active members whichever is less to conduct business; except in the event of continuance of the first meeting, those Active members who attend the subsequent meeting will constitute a quorum for purposes of taking action on the matters specified even if the requirements for a quorum are not otherwise met.

10.05. Voting by proxy or absentee ballot shall not be permitted.

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10.06. Meetings by remote communication. Council may authorize Congregation Meetings to be held by remote communication, including electronically and by telephone conference, provided all participants can hear each other.

10.07. Actions approved shall be by at least a majority of votes cast except as otherwise provided in **5.03**, other sections of this Constitution and Bylaws, or by Pennsylvania law.

10.08. Minutes shall be recorded of all Congregation Meetings, reviewed at the next Council meeting for accuracy, then available for Congregation view, and presented for approval by this Congregation at the next Congregation Meeting. The Executive Committee shall determine if minutes will be read at the next Congregation Meeting or distributed as members arrive on the day of the Meeting.

Congregation Meeting Minutes shall be preserved for future reference.

10.09. Results of the vote shall be announced at the regular services of worship on the following Sunday and in the next congregational newsletter or other official publication and/or electronic site of this Congregation.

CHAPTER 11. CONGREGATION OFFICERS

11.01. The Officers of this Congregation shall be President, Vice-President, Secretary, and Treasurer (hereinafter Congregation Secretary and Congregation Treasurer) who shall also serve as Officers of the Corporation and Council.

a. The Officers shall be Active members of this Congregation for a minimum of 2 years and at least 18 years of age.

b. No Officer shall hold more than one Congregation office at a time.

c. Officers shall not be from the same household or have a parent (in-law)/child relationship with other Officers. Employees are not eligible to serve as an Officer of this Congregation.

d. Nominees for Office of President and Vice-President shall have served at least one year on Council within the prior 3 years.

e. Officers shall receive no compensation or honorarium.

f. Council may authorize assistants to Officers as Council may deem appropriate from time to time, who need not be members of Council and may be employees. If not an elected member of Council, assistants have voice with no vote.

11.02. Nomination and Election of Officers

a. Council shall elect the Congregation Officers. Their terms shall begin at the close of the meeting after they are elected and serve for one year and until their successors are elected, qualified, and assume their positions.

b. The Nominating Committee described in **13.09.c** shall provide nominations for Officers at the Council meeting when election of Officers will be held. Additional nominations for each Office shall also be received from the floor.

c. President shall be elected by majority vote of Council from among its elected members for a one-year term. The President may serve three consecutive one-year terms subject to the member's term limit on Council and after a lapse of one year is eligible for reelection.

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d. Vice-President shall be elected by majority vote of Council from among its elected members for a one-year term. The Vice-President may serve up to three consecutive one-year terms subject to the member's term limit on Council and after a lapse of one year is eligible for reelection.

e. Congregation Secretary shall be elected by majority vote of Council from among its elected members for a one-year term. The Congregation Secretary may serve up to three consecutive one-year terms subject to the member's term limit on Council and after a lapse of one year is eligible for reelection.

f. Congregation Treasurer shall be elected by majority vote of Council from among the Active members of this Congregation for a one-year term. If the Congregation Treasurer is not an elected member of Council, the Congregation Treasurer shall have voice but not vote at the meetings of Council or of the Executive Committee. The Congregation Treasurer may serve six consecutive one-year terms and with one-year intervening may again be elected. No person serving as treasurer of any Group shall serve concurrently as Congregation Treasurer.

11.03. Removal, Resignation, Succession of Officers

a. Removal. Any Officer may be removed at any time by approval of two-thirds of votes cast at a Council Meeting if such action is in the best interest of this Congregation and Corporation.

b. Resignation. Any Officer may resign at any time by providing written notice to the President to take effect as of the date received or at a later time stated in the resignation. The acceptance of the resignation by the Council shall not be required to make it effective.

c. Succession. If an Officer position of this Congregation becomes vacant, the President, in consultation with the other Congregation Officers shall arrange for the appropriate care of the responsibilities of the position until the election of a new Officer.

1. The successor shall be elected by majority vote of Council to fulfill the remainder of the unexpired term year. At the fulfillment of that year, that Officer may be elected to serve for the full number of consecutive terms allowed for that Office under **11.02** above.

2. When the Office of Congregation Treasurer becomes vacant, for any reason, the President shall have the books and accounts audited prior to the transfer to the successor.

11.04. Duties of Officers

a. The President is the chief executive officer of the Corporation and shall:

1. preside at all meetings of this Congregation, Council, and Executive Committee;
2. sign notes, deeds, mortgages, bonds, contracts, instruments and other legal documents as authorized by Council or provided for in the adopted budget,
3. be an ex-officio member of every Group with voice but not vote,
4. generally perform those duties of a president of an organization.

b. The Vice-President, in the absence of the President, shall perform the duties and exercise the powers of the President, and shall perform such duties as Council may assign or the President may delegate.

c. The Congregation Secretary shall:

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1. assure minutes of all meetings of this Congregation, Council, and Executive Committee are documented, prepared, approved, and shall sign approved minutes;
2. assure maintenance of approved minutes of all meetings;
3. assure sending by mail and/or electronically any correspondence as directed by Council;
4. assure all notices are duly given for Council and Congregation Meetings in accordance with provisions of this Constitution and Bylaws;
5. sign notes, deeds, mortgages, bonds, contracts, instruments, and other legal documents, where a second signature is required, and/or as authorized by Council;
6. and other duties as may be delegated by Council or the President.
7. In the absence of the Congregation Secretary or other assistant to record the minutes at any meeting, the President shall appoint an Active member of this Congregation to record the minutes at that meeting.

d. The Congregation Treasurer shall have care and custody of all funds of this Congregation except those funds in custodial care of Groups which are authorized by the Council to retain funds. The Congregation Treasurer shall:

1. assure that accurate accounts of receipts and disbursements are maintained;
2. assure all funds of this Congregation are deposited in banking and investment institutions which are approved by Council and in the name of Huff's Union Church Inc;
3. report on the status of this Congregation's finances,
4. promptly submit all records for review/and or audit as requested by Council.
5. serve on Budget Committee, be an ex officio member with voice but no vote on Finance and Investment Committee, and other duties as may be delegated by Council or the President.

11.05. Absence of Presiding Officer. If at the appointed time to open a scheduled Congregation or Council Meeting neither the President nor Vice President are available or present, the Council Members present shall elect a President pro tempore selected from the voting Council members to act as the presiding officer for that meeting only, or until the appearance of the President or Vice President.

CHAPTER 12. COUNCIL

12.01. Qualifications of Council Members. Each Council Member shall be an Active member of this Congregation for a minimum of 2 years and at least 18 years of age. Council Members shall not be from the same household or have parent (in-law)/child relationship with other Council members or voting Officers. Employees are not eligible to serve as members of Council.

12.02. Membership of Council is composed of the following:

- a. **12 elected members** serve a term of three years and until their successors are elected and qualified. Council members completing two consecutive terms may be re-elected only if a minimum of one year has expired since the end of their last term.

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b. The Lead Pastor of this Congregation shall serve on the Council with voice, but without vote.

c. To encourage involvement of young adults and youth, the following may be included to participate with Council:

1. Young Adult Council Member. Up to two young adults, 18 through 25 years old who are Active members of this Congregation for a minimum of 2 years may be elected as voting members of Council for a 1-year term renewable for a second year. After serving two consecutive years, there must be a one year gap before the Young Adult Council Member may be elected to another one year term. A Young Adult Council Member may be elected to a regular 3 year Council Member term at any time and serve a second 3 year term.

Young Adult Council Members elected to a one-year term are in addition to the Council membership described in **12.02.a.** above and shall not be counted to meet a quorum.

2. Youth Representative. Council may annually appoint-up to two Confirmed Active members age 15-17 nominated by the Nominating Committee as Youth Representatives for a one-year term renewable for a second year. The Youth Representative attends regular and special Council Meetings that are not Executive Sessions, provides input with voice but no vote (in accordance with Pennsylvania corporation laws), and participate in Council activities as assigned by the Council President.

When a Youth Representative is attending a Council event without a parent or guardian, the Executive Committee shall arrange for supervision by adults with required clearances filed with the Huff's Church Office in compliance with the Pennsylvania Child Protection Laws and Youth Protection Policy of this Congregation.

At age 18, a Youth Representative may be nominated and elected by this Congregation for a 3 year term as a Council member or to a 1 year term as a Young Adult Council Member.

12.03. Election and Terms. All members of Council except the Lead Pastor and Youth Representative shall be elected by approval of majority of votes cast at a legally called meeting of this Congregation. Newly elected Council members shall be installed at a worship service.

a. Newly elected Council members except Young Adult Council members begin their three-year term of service at the first officially called Council meeting in January and serve until the call to order of the January Council meeting at the end of their term and until a successor is elected and qualified.

b. Young Adult Council members begin their one-year term of service at the first officially called Council meeting in June and serve until the call to order of the June Council meeting at the end of their term.

c. Youth Representative(s) appointed by Council shall begin their one year term of service at the first officially called Council meeting in June and serve until the call to order of the June Council meeting at the end of their term.

d. Terms of Council members shall be staggered so approximately one-third of Council shall be up for election each year. Thus in the first year following adoption of this Constitution and Bylaws, there shall be three sets of four members with each set elected for one, two, and three-year terms. At the end of these first special terms, each may be elected for another

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three-year term and then must be off the Council for at least one year before being elected to return to the Council.

12.04. Vacancy and Succession of Council Member

a. Resignation. A Council member may resign at any time upon giving written notice to the President. The resignation shall become effective upon receipt by the President, or at such subsequent time as may be specified in the letter of resignation.

b. Removal. A notice of the intention to consider removal of a named Council member shall be sent to the Council by mail or electronic means. No Council member may be removed without having the opportunity to be heard at such meeting.

A Council member's position may be declared vacant with approval of two-thirds of votes cast at a Council Meeting if:

1. ceases to be an Active member of this Congregation; or
2. is absent from four successive regular Council meetings without cause; or
3. consistent with the laws of Pennsylvania, this Congregation may adopt procedures for the removal of a member of the Council in other circumstances.

c. Succession. Should a Council member's position be declared vacant or there is no nominee for an open 3 year term, the Nominating Committee may nominate a successor who shall be approved by two-thirds of votes cast at a Council meeting

1. At no time shall there be less than 9 voting Council members. Quorum remains at 7 voting Council members regardless of number of Council positions filled.
2. The appointed successor serves until this Congregation by majority of votes cast elects an individual to fill the remainder of the unexpired term at either the Annual Meeting or the next meeting for Election of Council Members whichever comes first.
3. At the fulfillment of that term the individual may be elected by this Congregation to serve a maximum of two 3 year terms and then must be off Council for at least one year before being elected to return to the Council.

12.05. Quorum and Lead Pastor Attendance. A quorum for the transaction of business shall consist of 7 voting Council members except Young Adult Council Member(s) shall not be counted to meet quorum. If there are vacant positions, quorum remains at 7 voting Council members regardless of number of Council member positions filled.

a. In order to hold a meeting, the Lead Pastor or interim pastor must be in attendance, except when the Lead pastor or interim pastor requests or consents to be absent and has given prior approval to the agenda for that meeting which shall be the only business considered at that meeting.

b. If the Lead pastor or interim pastor is absent without cause and/or refuses to approve the agenda for two consecutive Regular or Special Council meetings, the President shall notify the Conference Minister and Synod Bishop. Following this notification, Council may meet for the transaction of business of this Congregation.

12.06. Meetings and Procedures

a. Regular Meetings. Council shall normally meet once a month but not less than 10 meetings per calendar year.

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b. Special Meetings may be called by either the Lead Pastor, or the President, and must be called at the written request of at least 7 voting Council members. At least three days notice stating purpose of any Special Meeting shall be delivered to those entitled to be present either personally, in writing, by telephone including a voice message, or by electronic means. Only business pertaining to the purpose the meeting being called may be considered.

c. Executive Session Council may meet in Executive Session called by the President in order to assure confidential discussion on topics including but not limited to attorney consultation, strategic planning, membership, security, audit, contracts, pastoral call, and personnel. Executive Sessions shall include voting Council members, persons invited by the President, and shall comply with **12.05** regarding quorum and Lead Pastor attendance. Generally motions shall not made in Executive Session; however, if motions are made and voted on in Executive Session, then Executive Session minutes shall be recorded and approved during the same Executive Session and filed separately from regular meeting minutes to preserve confidentiality.

d. Unanimous Consent without Meeting. With Lead Pastor approval of agenda, any action that may be taken at a meeting of the Council, may be taken without a meeting, only if consent in writing including by electronic means is received from every voting Council member and shall be filed in minute record book by the Congregation Secretary.

e. Electronic and Telephone Conference Meetings. Council may hold meetings by remote communication, including electronically and by telephone conference, provided all participants can hear each other.

f. Proxy or absentee voting is prohibited.

g. Non-Council Members attendance at Council Meetings

1. Active Members. All meetings of Council that are not Executive Sessions are open to Active members of this Congregation, who may attend but are without vote or voice unless recognized to speak by the presiding officer.

2. Associate Members, Friends of this Congregation, and non-members may attend only by prior arrangement for a specified time previously agreed to by the presiding officer and without voice unless recognized to speak by the presiding officer.

h. Confidentiality. All in attendance shall consider deliberations as confidential until such time as the information is determined by Council to be a matter of public record.

12.07. Council shall have general oversight of the life and activities of this Congregation, and in particular its worship life, to the end that everything be done in accordance with the Word of God and the common faith and practice of the ELCA and UCC. Duties of the Council in this aspect shall include but are not limited to the following:

a. To lead this Congregation in stating its mission.

b. To annually hold a discussion led by the President or designee, including current and previous year's Council members, and Chairs of Groups in order to do long-range planning, set goals and priorities and means of accomplishing them, and evaluate activities in light of the mission and goals of Council and this Congregation.

c. To seek to involve all members of this Congregation in worship, learning, witness, service, and support.

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- d. To oversee and provide for the administration of this Congregation to enable it to fulfill its functions and perform its mission.
- e. To determine appropriate staffing of Associate Pastor(s) and non-clergy staff, establish new staff positions, and provide for employment and supervision of the staff as further described in **Chapter 15**. Nothing in this provision shall be deemed to affect this Congregation's responsibility for the call, or termination of call of any pastor(s).
- f. To maintain supportive relationships with the pastor(s) and staff and help them fulfill their calling or employment.
- g. To be examples individually and corporately of the style of life and ministry expected of all baptized persons.
- h. To promote a congregational climate of peace and goodwill, and as differences and conflicts arise, to endeavor to foster mutual understanding.
- i. To assure pastoral service during the sickness or absence of the pastor.
- j. To pursue partnership with the Conference and Synod and ELCA and UCC churchwide organizations as well as cooperation with other congregations and denominations.
- k. To recommend and encourage utilization of program resources produced or approved by the UCC and ELCA.
- l. To seek out and encourage qualified persons to prepare for the ministry of the Gospel.
- m. To provide for an annual review of the membership roster.
- n. To oversee the preparation of an Annual Report for this Congregation's review prior to the Annual Meeting including a summary of activities from Council, Lead and Associate Pastor(s), Groups and audited financial statements from the Congregation Treasurer and all Group Treasurers

12.08. Council shall be the policy-making body and be responsible for managing the financial and property matters of this Congregation. Council shall be the board of trustees of this Congregation and, as such, shall be responsible for managing its business and fiscal affairs and maintaining and protecting its property. It shall have the powers and be subject to the obligations that pertain to such boards under the laws of the Commonwealth of Pennsylvania, except as otherwise provided herein.

- a. **Financial management.** Council is responsible for financial management and establishment of related applicable policies and procedures which shall include but are not limited to:
 1. Adopt and maintain a Financial Management Policy to structure and guide the management, oversight, conduct and reporting of all financial activity of this Congregation and all Groups, as more fully outlined in **Chapter 14**.
 2. Prepare an annual budget for adoption by this Congregation as further described in **Chapter 14** and shall supervise the expenditure of funds in accordance with the budget following its adoption. The budget shall include this Congregation's support of the wider ministry being carried on in collaboration with the ELCA and UCC.
 3. Ascertain that the financial affairs of this Congregation are being conducted efficiently, including the prompt payment of all obligations and regular forwarding of mission support monies to the Conference and Synod.

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4. Establish policies regarding the acceptance on behalf of this Congregation any contributions, gifts, bequests or reject same if not consistent with the purposes of this Congregation.
5. Manage this Congregation's investment and financial assets. Council may employ one or more fiscal agents to handle the details of its investment program, the purchase, sale and custody of securities and investments, and keeping of investment accounts and records.
6. Oversee annual audits are done of all accounts including investment accounts of this Congregation and all sponsored Groups.
7. Council shall not have the authority to borrow funds unless specifically authorized to do so by approval of two-thirds of votes cast at a Special Congregation Meeting called for that purpose.

b. Maintenance and protection of property by Council shall include but is not limited to the following:

1. Council, at its discretion, may appoint a property committee, property manager and/or staff to manage some or all of the day-to-day property matters.
2. Within 110% of approved Annual Budget Operating Expenses or Capital Expenses as covered under **Chapter 14**, if funds are available Council may authorize property expenditures as follows to:
 - a) maintain, repair, remove, replace, or purchase additional contents and equipment;
 - b) maintain, repair, restore existing buildings and grounds;
 - c) make additions, deletions, or material modifications to existing building and grounds if required to improve safety, or to improve and update existing building systems such as plumbing, energy, heating, air conditioning, elevator, and communications.
 - d) add, delete, or materially modify existing building and grounds other than those authorized in **b)** and **c)** above, provided the project cost does not exceed \$10,000 and is approved by two thirds of votes cast at a Council Meeting.

Any project exceeding \$10,000 that adds, deletes, or materially modifies existing building and grounds requires Congregation approval of the project and expenditure by at least two-thirds of the votes cast at a Special Congregation Meeting called for that purpose.

3. Groups may not make any refurbishments, alterations, additions, or deletions to this Congregation's property and grounds without direction and approval if within Council authority under **12.08.b** or Congregation approval.

Council shall annually establish a limit that Groups have authority to repair or replace current equipment and purchase new equipment necessary for their operation if the Group has funds available. Any equipment repair, replacement, or purchase exceeding that limit requires Council approval even if the Group has the necessary funds.

4. Council shall not have the authority to buy, sell, or encumber real property unless specifically authorized to do so by approval of two-thirds of votes cast at a Special Congregation Meeting called for that purpose.

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5. Council is responsible for this Congregation's total insurance program.

12.09. Based on nominations submitted by the Nominating Committee, Council shall appoint Active members to serve as lay voting members of the ELCA Synod Assembly or UCC Conference Meeting, as well as persons to represent this Congregation at meetings of any Conference or Synod, regional organizations, coalitions, or other area subdivisions of which it is a member or participant. The number of delegates and other qualifications shall be as prescribed in guidelines established by the organizational bodies.

12.10. Council shall see that the provisions of this Constitution and Bylaws, continuing resolution and policies are carried out.

12.11. Council may delegate its responsibilities to other standing or ad hoc Groups. Such delegation shall be by a resolution adopted by a majority of votes cast at a regular or special Council meeting. Further description of Groups is in **Chapter 13**.

12.12. In the event of an emergency, powers normally delegated to this Congregation, shall be delegated to Council. An emergency shall be defined as any situation that, if not promptly addressed, poses an immediate threat of significant harm to life or property, or the failure of critical equipment and systems of the buildings.

CHAPTER 13. GROUPS OF THIS CONGREGATION including all Boards, Committees, Teams, and Organizations

13:01. Council may establish Groups to aid in ministering to the members of this Congregation and to all persons who can be reached with the Gospel of Christ. All Groups are subject to Council's oversight and direction.

- a. Council shall maintain a current list of all Groups and officers which shall be included in the Annual Report
- b. Except for those Groups specifically named and to the extent covered in this Constitution and Bylaws, Council has authority to revise, restructure, reorganize, or discontinue any Group in the best interest of the ministry of this Congregation.
- c. Council shall solicit guidance and recommendations from Groups when considering actions, policy, and procedures that affect the Groups or a specific Group's ministry focus.

13.02. Group membership

- a. Council and Groups shall provide information about opportunities to serve and encourage broad participation by members of this Congregation in Groups.
- b. In general, Groups shall have a minimum of 3 members unless the Group is specifically addressed in this Constitution and Bylaws or an exception provided by Council. President of Council and Lead Pastor or designees shall be ex-officio members of all Groups with voice but no vote.

13.03. Group Procedures: All Groups shall have written operating procedures approved by Council. Groups shall include the following procedures unless an exception is provided for a named Group in this Constitution and Bylaws or approved by the Council:

- a. **Group purpose:** Each Group shall have a written purpose or mission statement that supports this Congregation's ministry.

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b. Group Meetings and Voting: Each Group shall determine a regular meeting schedule. Inactive members and Friends of this Congregation may be given voice by the presiding officer; however, on matters that require a vote, only Active members may vote. Due to the confidential nature of the Group's business, Council may require closed meetings of certain Groups.

1. Quorum. All Groups shall define quorum for the transaction of business. Unless otherwise provided in a Group's procedures, quorum shall be a majority of Group's voting membership or 7 voting members of the Group whichever is less.

2. Electronic and Telephone Conference Meetings. Groups may hold meetings by remote communication, including electronically and by telephone conference, provided all participants can hear each other.

3. Proxy or absentee voting is prohibited.

4. Confidentiality. All in attendance shall consider deliberations as confidential until such time as the information is determined by Group officers to be a matter of public record.

5. Special Meetings of a Group may be called by the Chair, Lead Pastor, or President, and must be called at the written request of one-half of Group's voting membership or 7 voting members of the Group whichever is less who are not from the same household or have a parent (in-law)/child relationship with each other.

At least three days notice stating purpose of any Special Meeting shall be delivered to those entitled to be present either personally, in writing, by telephone including a voice message, or by electronic means. Only business pertaining to the purpose the meeting being called may be considered.

c. Group Officers. Groups shall have procedures to select leadership and outline duties and terms of office subject to following:

1. Group Officers shall be Active members of this Congregation for a minimum of 1 year and age 18 or older; however, Council may make an exception for an Active member under age 18 to serve as an Officer with an adult advisor and the duties do not conflict with Pennsylvania law regarding actions of a minor.

2. Group Officers shall not be from the same household or have a parent (in-law)/child relationship with another Group Officer.

3. No Group Officer shall serve more than 6 years in the same Office subject to any applicable term limit of the member in the Group and after a lapse of one year is eligible for reelection.

4. Each Group shall have a Chair, Vice Chair and Secretary.

5. Council may authorize Groups to raise money for the purposes of the Group and establish demand deposit or investment accounts and then the Group shall also have a Treasurer and comply with Financial Management Policy established by Council.

6. Duties of Officers

a) Group Chair shall call all meetings of the Group, with prior notice via phone, email or postal mail. Best practice is for the Chair to prepare and distribute an agenda at least three days prior to the meeting.

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b) Group Vice Chair shall perform the duties of the Chair, at the request of the Chair or in the absence of the Chair

c) Group Secretary shall assure minutes are taken of each meeting, including a record of all motions, actions and matters considered, and maintain a minute book which shall contain a copy of all approved minutes and written materials distributed at each meeting. A copy of the approved minutes shall be provided to the Huff's Church Office.

d) Group Treasurer oversees accounting processes and maintenance of accurate records of accounts including investment accounts, and other responsibilities as outlined in the Financial Management Policy. The Group Treasurer shall prepare a financial statement for the prior calendar year which shall be submitted to the Audit Committee by the date set by Council to be reviewed and certified for publication in the Annual Report.

1) If the Group Treasurer office becomes vacant, the Group's Chair, in consultation with other Group Officers, shall arrange for care of Treasurer's duties until a new Group Treasurer is elected. The Chair shall have the books and accounts audited prior to the transfer to the successor.

13.04. Annual Report The Group Chair shall be responsible to submit to the Office of this Congregation by the date set by Council, a written report providing a summary of activities for the prior calendar year and an audited financial statement, if applicable, for publication in the Annual Report.

13.05. Communication to Council: Groups shall keep Council informed of their activities, fund raising, financial status, and long-range plans. Each Group shall report to Council when requested by the President or Council.

13.06. Group Budgets. Groups collecting revenues and/or incurring expenses shall provide to the Congregation Budget Committee a calendar year budget including any transfers to or from the Congregation Operating and/or Capital Budgets so these expenses and transfers may be incorporated in the Congregation Budget.

13.07. Council approvals

a. Building and Grounds. Groups shall make no refurbishment, alterations, additions, or deletions to any of this Congregation's buildings or grounds without Council direction and approval if within Council authority under **12.08.b** or Congregation approval if required.

b. Equipment purchases. Council shall annually establish a limit that Groups have authority to repair or replace current equipment and purchase new equipment necessary for their operation if the Group has funds available. Any equipment repair, replacement, or purchase exceeding that limit requires Council approval even if the Group has the necessary funds.

13.08. No Compensation. Group Officers and members shall receive no compensation or honorarium.

13.09. Standing Committees: Council shall establish and maintain the following standing committees: Their terms shall begin at the close of the meeting after they are elected or appointed and serve until their successors are elected or appointed, qualified, and assume their positions.

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a. Requirements of Membership and Meetings of Standing Committees:

1. Members shall be Active members for a minimum of 6 months and 18 years or older.
2. Members cannot be from the same household or have a parent (in-law)/child relationship with another member.
3. These Committee meetings shall be closed meetings attended only by Committee and ex officio members unless invited by the Committee Chair for an agreed time period or presentation.

b. Executive Committee shall consist of the President, Vice president, Congregation Secretary, and Congregation Treasurer, Lead Pastor, and 2 additional Council members elected by Council for a one year term for a maximum of 3 years subject to their term of service on Council. Lead Pastor has voice without vote. If the Congregation Treasurer is not an elected member of Council, the Congregation Treasurer has voice without vote.

1. **Quorum and Lead Pastor Attendance.** Quorum for the transaction of business by the Executive Committee shall consist of 4 voting members and shall comply with **12.05.a** regarding Lead Pastor attendance.

2. Executive Committee shall:

- a) prepare the agenda for all Congregation and Council meetings
- b) oversee matters relating to the staff;
- c) promptly address concerns and issues that may arise from the pastor or congregation,
- d) coordinate and oversee the various Groups,
- e) provide nominations for Council appointment of Committee members and other positions unless delegated otherwise in this Constitution and Bylaws or Council
- f) have such powers and functions as may be delegated to it from time to time by Council, and
- g) act on behalf of the Council between meetings in case of emergency. An emergency shall be defined as any situation that, if not promptly addressed, poses an immediate threat of significant harm to life or property, and failure of critical equipment and systems of the buildings.

c. Nominating Committee shall annually be appointed by Council based upon nominations submitted by the Executive Committee and shall consist of a retiring Council member, a continuing Council member, and a non-Council member. Members of the Nominating Committee shall serve a one year term and are not eligible for consecutive appointment. The Nominating Committee shall nominate Council Members and Congregation Officers. At the request of the Executive Committee or Council, the Nominating Committee shall assist with providing candidates for Group membership.

d. Pastor Parish Committee includes Lead Pastor with voice but without vote, and four Active members annually appointed by Council based on nominees recommended jointly by the Executive Committee and Lead Pastor for a maximum 6 consecutive years and eligible for reappointment after a lapse of one year. An exception may be made for a member younger than 18 to be on Pastor Parish Committee.

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1. Pastor Parish Committee shall meet only with the Lead Pastor in attendance, with the knowledge of Lead Pastor, or with representatives of Conference and/or Synod in attendance.
2. The Pastor Parish Committee's responsibilities include but are not limited to:
 - a) examine the priorities, visions, stresses, effectiveness and relevance of the mutual ministry and mission of this Congregation and Lead Pastor using resources relevant to such examinations, including denominational and other resources, and make recommendations to Council;
 - b) provide Council with recommendations to improve ministry to this Congregation and address needs of pastor;
 - c) act as liaison with Conference and Synod when concerns regarding the pastor or member(s) imperil the functioning of this Congregation.
- e. **Audit Committee** shall annually be appointed by Council based upon nominations submitted by the Executive Committee for a maximum of 6 consecutive years and eligible for reappointment after a lapse of one year. The Committee shall include one Council member and at least two Active members who are not on Council. The Audit Committee shall:
 1. annually audit and certify the Financial Statements of the Congregation Treasury and all Group Treasuries including investments to be completed by date set by Council for publication in the Annual Report. Audits shall also be done at such time as any Treasurer is replaced.
 2. make recommendations to the Congregation Treasurer and Group Treasurers regarding accounting and internal control practices, and implementation thereof.
 3. report directly to Council on the outcome of all audits and recommended practice changes.
- f. **Budget Committee** members include the Congregation Officers, a Personnel Committee member, and a Finance/Investment Committee member annually appointed by those Committees. The Congregation Treasurer shall have voice and vote even if not an elected member of Council and shall be counted for quorum in Budget Committee.
- g. **Personnel Committee** shall annually be appointed by Council based upon nominations by the Executive Committee for a maximum of 6 consecutive years and eligible for reappointment after a lapse of one year. The Committee shall include at least 3 people one of whom is a currently serving Council member. The Personnel Committee shall:
 1. recommend for budgeting the compensation and benefits for Lead Pastor within the guidelines of the denomination in which the pastor holds ministerial standing.
 2. at least annually in consultation with the Executive Committee and Council consider staffing needs and individual compensation of Associate Pastor(s) and non-clergy staff and make recommendations for budget preparation
 3. At the request of Executive Committee, Lead Pastor, or Council-assigned staff supervisor, the Personnel Committee may assist in other matters as further described in **Chapter 15.**

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13.10. Council shall establish and maintain the following which are addressed separately in this Constitution and Bylaws:

a. Finance and Investment Committee as described in Chapter 14

b. Cemetery Board as described in Chapter 16

13.11. Other Groups of this Congregation may be formed, as the need arises, by majority approval of the Council including but not limited to:

a. Lead Pastor Search Committee – With input from Council, the Executive Committee shall nominate 7 Active members who shall be appointed by Council to search for a new Lead Pastor. With direction from the Conference and Synod, the Search Committee will conduct the search process and make a recommendation to the Council for approval to submit to the Congregation for election. Term of office will terminate upon installation of the newly called Lead pastor; however, appointment of some Search Committee members to the Pastor-Parish Committee shall be considered. Meetings shall only be attended by ex officio and Committee members unless invited by the Committee Chair for an agreed time period or presentation.

CHAPTER 14. FINANCE

Decisions regarding all financial matters shall be vested in Council, except as specifically authorized in this Chapter or as delegated by Council to other Groups by resolution. As provided in **12.08**. Council is responsible for financial management including but not limited to the following areas:

14.01. Strategic Financial Plan. Council shall develop a Strategic Financial Plan and update the plan at least every 3 years.

14.02 Annual Congregation Budget. Council shall prepare annual Operating and Capital Budgets for adoption by this Congregation prior to end of December and shall supervise the expenditure of funds in accordance with the approved budgets.

a. Operating Budget includes line item revenue (income) and expenses anticipated for programs, activities, events, missions, and to repair, maintain and operate facilities of this Congregation. The budget shall include this Congregation's support of the wider ministry being carried on in partnership with the UCC and ELCA and churchwide organizations.

b. Capital Budget includes line item revenue (income) and expenses anticipated for new, improved, or replacement structures, equipment, facilities, and systems. Expenditures that exceed the capitalization threshold set in the Financial Management Policy shall be included in the Capital Budget.

c. Amending Budget

1. Council may amend either the Operating Budget or the Capital Budget by approval of two-thirds of votes cast at a Council meeting provided funds are available and the total of such amendments does not exceed 10% of the respective Operating Budget Expenses or Capital Budget Expenses as approved by the Congregation.

2. Spending in excess of 110% of the respective Operating Budget Expenses or Capital Budget Expenses shall require Congregation approval by two-thirds of the votes cast at a Special Congregation meeting called for that purpose.

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d. Property Expenditures Within 110% of the approved Annual Budget Operating Expenses or Capital Expenses as applicable, if funds are available, Council may authorize expenditures as follows to:

1. maintain, repair, remove, replace, or purchase additional contents and equipment;
2. maintain, repair, restore existing buildings and grounds;
3. make additions, deletions, or material modifications to existing building and grounds if required to improve safety, or to improve and update existing building systems such as plumbing, energy, heating, air conditioning, elevator, and communications;
4. add, delete, or materially modify existing building and grounds other than those authorized in 1. and 2. above, provided the project cost does not exceed \$10,000 and is approved by two thirds of votes cast at a Council Meeting.

Any project exceeding \$10,000 that adds, deletes, or materially modifies existing building and grounds requires Congregation approval of the project and expenditure by at least two-thirds of the votes cast at a Special Congregation Meeting called for that purpose.

e. Group Budgets. Groups collecting revenues and/or incurring expenses shall provide to the Congregation Budget Committee a calendar year budget including any transfers to or from the Congregation Operating and/or Capital Budgets so these expenses and transfers may be incorporated in the Congregation Budget.

14.03 Financial Management Policy

a. General: As provided in **12.08.a.1** Council shall adopt and maintain a Financial Management Policy to structure and guide the management, oversight, execution and reporting of all financial activity of this Congregation and Groups.

Except as provided specifically in this Constitution and Bylaws, this Congregation, Council, Groups, Congregation Treasurer and Group Treasurers and all individuals conducting financial activities and matters including, but not limited to, collecting revenues, incurring expenses, maintaining records, administering financial accounts and investing funds shall comply with the Financial Management Policy.

b. Financial Management Policy Provisions. In addition to such other provisions as Council includes in the Policy the following matters shall be addressed:

1. **Fund Raising** – Council authorization shall be obtained for any fund raising by this Congregation and any Groups.
2. **Congregation and Group Treasurer responsibilities.**
3. **Account Management and Internal Controls** to mitigate the risk of errors, misappropriation of assets, and fraudulent financial reporting including but not limited to:
 - a) Approval by Council of all Congregation and Group demand deposit or investment accounts prior to opening and Council shall designate signer(s) either by office title or name.
 - b) All financial accounts shall be in the name of Huffs Union Church Inc and use the federal tax identification number and office mailing address of Huffs Union Church Inc
4. **Insurance or surety requirement.** Congregation Treasurer and Group Treasurers shall submit such information as may be needed to procure insurance and surety coverages, or to conduct financial and investment planning for this Congregation.

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5. Procurement procedures including expense approvals

6. Guidelines for Audits of the Congregation Treasury and all Group Treasuries including investments

7. Gifts whether bequests or endowments shall be subject to approval by Council

c. Financial Management Policy shall be adopted and amended by approval of two-thirds of votes cast at a Council Meeting. Council shall solicit input from Groups when considering Policy revisions affecting Groups.

14.04. Financial and Investment Oversight

a. General. Council shall establish the Huffs Church Investment Fund and the Finance and Investment Committee (Committee).

b. The Investment Fund. All invested funds of this Congregation shall be included in the Investment Fund excluding investments held by a Group with Council approval. Within the Investment Fund, the Finance and Investment Committee may establish separate accounts to reflect different asset mixes, time horizons or other unique features. In addition, the Committee shall see that an accurate record of the amounts deposited and withdrawn be maintained and shall allocate income, gains and losses in proportion to the various sources or groupings of similar gifts in of the invested funds, with the exception that gifts for specific purposes shall not accrue income, gains or losses.

Groups holding invested funds may include such funds, for investment purposes only, in the Investment Fund. In such event the Committee shall maintain the identity of the Group's invested funds and an accurate record of the amounts deposited and withdrawn for the Group(s) and shall allocate income, gains, and losses in proportion to the Group's share of the invested funds.

c. The Finance and Investment Committee shall comply with all requirements and financial procedures for Groups as outlined in this Constitution and Bylaws unless addressed in this Section.

1. Organization. The Finance and Investment Committee shall consist of 5 Active members who shall be appointed by Council based upon nominations submitted by the Executive Committee and the sitting members of the Committee.

The Congregation Treasurer, President, and Lead Pastor or their designees shall be ex officio members of this Committee with voice but no vote.

a) Qualifications. All members shall be Active members of this Congregation for a minimum of 6 months, at least 18 years of age, and cannot be from the same household or have a parent (in-law)/child relationship with another member of the Committee.

b) Terms. Members shall serve staggered 3-year terms. Each member may serve two consecutive 3-year terms and after a lapse of one year may be reappointed. In the event of a committee member vacancy, the Executive Committee with the advice of sitting members of the Committee shall nominate a replacement to be appointed by Council to complete the term vacated.

At the fulfillment of that term the individual may be appointed to serve a maximum of two 3 year terms and after a lapse of one year may be reappointed.

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2. Officers:

- a) The Committee shall elect a Chair, Vice Chair and Secretary. Officers shall be Active members of this Congregation for a minimum of 1 year.
- b) The term of an Officer is one year to coincide with the calendar year. An Officer may serve up to 6 consecutive terms subject to the member's term limit on the Committee and after a lapse of one year is eligible for reelection.
- c) In the event of an officer vacancy, the Committee shall elect a replacement to complete the remainder of the term. At the fulfillment of that term the individual may be reelected to serve a maximum of 6 consecutive terms and after a lapse of one year is eligible for reelection.

3. Meetings and Quorum. Meetings shall be closed meetings attended only by ex officio and Committee members unless invited by the Chair for an agreed time period or presentation.

- a) **Quorum** shall consist of 4 voting members.
- b) **Approval of any matter** shall be a majority of votes cast.

4. Responsibilities of Finance and Investment Committee:

a) General

- 1) Develop and assess the effectiveness of the Financial Management Policy, consider changes needed, and present recommendations for Council approval.
- 2) Evaluate alternatives to improve financial performance, protection of this Congregation's assets, and financial reporting and make related recommendations to Council.
- 3) Provide for training, guidance, and assistance to the Congregation Treasurer and Group Treasurers regarding responsibilities, budgeting, internal controls, receipt of revenue, expense approvals and payments and financial reporting and other accounting practices.
- 4) Oversee the financial practices of Groups which hold and/or manage funds related to their work on behalf of this Congregation and invite such groups to participate in any discussions related to finances for their purpose.
- 5) With Council approval, engage accounting, finance and investment professionals to provide advice and/or delegate responsibilities of the Committee provided that the Committee shall retain responsibility for the oversight of such responsibilities.

b) Investments

- 1) Formulate and propose an investment policy to the Council for incorporation into the Financial Management Policy and oversee, monitor and evaluate investment performance;
- 2) Recommend for Council approval, the selection or dismissal of one or more investment managers and evaluate their ongoing performance and compliance with provisions of the investment contracts;

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3) Make at least semiannual reports to Council on investment performance and an annual report to the Congregation.

c) Gifts

1) Make recommendations to Council on the advisability of accepting each gift or bequest, taking into account any restrictions placed upon it and any potential liability to this Congregation.

2) Document the receipt of gifts including the proper retention of wills, trust instruments and other documents concerning the intent, restrictions and recommendations made by the donor.

d) Insurance. Make recommendations to Council related to maintaining and updating insurances and bonding for protection of this Congregation's assets and liability protection.

e) Audit guidelines and procedures. Provide assistance and guidance to the Audit Committee regarding Audit guidelines and procedures.

CHAPTER 15. STAFF

15.01. General. As provided in **12.07.d** and **12.07.e** Council shall oversee and provide for the administration of this Congregation to enable it to fulfill its functions and perform its mission; and determine appropriate staffing of Associate Pastor(s) and non-clergy staff, establish new staff positions, and provide for employment and supervision of the staff. The following sections provide a foundation for Council to build on to accomplish these duties. Nothing in this Chapter shall be deemed to affect this Congregation's responsibility for the call, or termination of call of any Lead or Associate Pastors.

15.02. Role of Lead Pastor All Associate Pastors and non-clergy staff are accountable to the Lead Pastor and the day-to-day coordination and supervision over all staff is the responsibility of the Lead Pastor; however, with agreement of the Lead Pastor, Council may assign coordination and supervision of non-clergy staff to other staff, Council member(s), or Group.

15.03. Role of Executive Committee. Refer to **13.09.b** for composition of Executive Committee

a. In consultation with the Personnel Committee and Council assigned supervisor or Group, Executive Committee shall at least annually consider staffing needs and individual compensation of Associate Pastor(s) and non-clergy staff and make recommendations for budget preparation

b. Obtain Council approval of job description and budget for new Associate Pastor or Non-Clergy Staff position that may be developed with input from Personnel Committee and other Group members who will be working with the position.

c. Manage the process of calling Associate Pastors and employment of Non-Clergy Staff as generally outlined in **15.05** and **15:06** below.

15.04. Role of Personnel Committee Refer to **13.09.g** for composition of Personnel Committee

a. Develop and recommend personnel policies to the Council

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- b. Recommend for budgeting the compensation and benefits for Lead Pastor within the guidelines of the denomination in which the pastor holds ministerial standing.
- c. Prepare new employment documents,
- d. Develop performance feedback procedures and forms
- e. Receive reports of potential employment policy violation.
- f. At the request of Executive Committee, Lead Pastor, or Council-assigned staff supervisor, the Personnel Committee may assist in other matters including but not limited to compose and clarify job descriptions, gather salary information from outside organizations, assist with advertising of positions, advise on difficult personnel matters, and sit in on disciplinary conversations with employees.

15.05. Call of Full or Part-time Associate Pastors, Review, and Termination

- a. After obtaining Council approval of job description and budget for a new position, the Lead Pastor and Executive Committee shall consult with the Conference and Synod for guidance and procedure to search for a candidate for presentation to Council.
- b. Upon recommendation of the Lead Pastor and Council, an Associate Pastor may be called with approval of at least two-thirds of the votes cast at a Special Congregation Meeting called for that purpose.
- c. Call of pastors and termination is outlined in **Chapter 9**.
- d. All Associate Pastors shall have at least an annual evaluation of the performance of their assigned duties by the Lead Pastor

15.06. Employment of Non-Clergy Staff, Review, and Termination

- a. After the Executive Committee obtains Council approval of a job description and budget for a new position, the Executive Committee is authorized to advertise, organize interviews, negotiate conditions of employment and benefits, and employ persons for non-clergy positions consulting with Personnel Committee and other Group members who will be regularly working with the staff position.
- b. All Non-Clergy staff shall have at least an annual evaluation of the performance of their assigned duties by the Lead Pastor or Council assigned supervisor.
- c. Termination of employment is determined by the Executive Committee in consultation with supervisor and Personnel Committee.
- d. Executive Committee shall inform Council when a non-clergy staff person has been hired. Executive Committee shall advise Council of resignation or termination of non-clergy staff.

15.07. The Pastor Parish Committee will annually examine the mutual ministry and mission of this Congregation and Lead Pastor as well as Lead Pastor's relationship with Associate Pastor(s) and Non-Clergy staff.

15.08. An Associate Pastor, or Interim Pastor eligible by previous agreement with Conference and Synod, who applies for the Lead Pastor position will be considered in conjunction with external candidates.

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16.01. Cemeteries are entirely owned and operated by Huff's Union Church Incorporated and are under the care and control of the Huff's Union Church Cemetery Board subject to Pennsylvania and other governmental laws and regulations relating to cemeteries. The Huff's Union Church Cemetery Board serves as the designated representatives of Council and shall comply with all requirements and financial procedures for Groups as outlined in this Constitution and Bylaws unless addressed in this Chapter.

16.02. Organization of Cemetery Board

a. Board Membership shall consist of a minimum of 7 Active members who shall be appointed by Council annually for unlimited terms based upon nominations submitted by the Executive Committee and the sitting members of the Cemetery Board. All members shall be Active members of this Congregation for a minimum of 6 months and at least 18 years of age and are not subject to household and family relationship restrictions except as apply to Officers in **16.02.b.**

b. Officers. The Cemetery Board shall elect a Chair, Vice Chair, Secretary, and Treasurer. Officers shall be Active members of this Congregation for at least one year and cannot be from the same household or have a parent (in-law)/child relationship with another Officer.

1. The term of an Officer is one year to coincide with the calendar year. An Officer may serve up to 6 consecutive terms subject to the member's reappointment to the Board and after a lapse of one year is eligible for reelection.

2. In the event of an Officer vacancy, the Board shall elect a replacement to complete the remainder of the term. At the fulfillment of that term the individual may be reelected to serve a maximum of 6 consecutive terms and after a lapse of one year is eligible for reelection.

16.03 Cemetery names. Council and the Cemetery Board shall perpetuate the Benfield and the Rauch-Hertzog names as a fitting memorial to the original owners and developers of the respective cemeteries. Documents relating specifically to the Churchyard, the Benfield Cemetery, or the Rauch-Hertzog Cemetery shall have inscribed thereon the respective name.

16.04. Cemetery Lots, Grave Spaces, and Perpetual Care

a. The Cemetery Board shall lay-out spaces on all three cemeteries. In areas on all three cemeteries where single grave spaces are available, grave spaces must be purchased in order and records shall be kept by the Cemetery Board of all spaces sold.

b. The Cemetery Board, in consultation with Council, shall determine the cost of all lots, grave spaces, and perpetual care, on all three cemeteries, to Members and non-members, the cost of opening and closing graves, tombstone foundations, and any such other tasks as may be determined from time to time. On the advice of Council, the Cemetery Board shall have the right to waive any or all such charges for indigent Members of this Congregation.

c. Burial lots and /or grave space holders shall, upon full payment of the purchase price and of the perpetual care fee, receive a Certificate to Bury, signed and attested by the Chair and Secretary of the Cemetery Board. The granting of such Certificate to Bury shall only convey to the holder or holders and their heirs the full and absolute right of interring human remains; and exclusive use, occupation and possession for the said purpose for themselves, their families or any other person whomever the said holder or holders shall designate,

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without molestation on the part of the Corporation, or any person, subject always to the rules, regulations, and Constitution and Bylaws of this Corporation as they are now or as they may hereafter be made, and of the laws of any governmental authority.

d. Permits or permission for burial must be presented to the Cemetery Board. The Cemetery Board shall keep a written record of the permits which shall be kept as permanent record of Huff's Union Church Inc.

e. No burial lot and/or grave space holder or holders may sell plots, spaces, or any portion thereof. Huff's Union Church Inc shall have the right to accept transfer of said plot or grave space.

f. No burial lot or grave space holder shall alter or change the dimension of any lot or grave space, plant any items, nor deface, throw rubbish, dirt or brush on their lot or other plots. The Cemetery Board, or its authorized representatives shall have the right to enter upon any plot for the purpose of removing and clearing items.

g. Nothing whatsoever is to be allowed on the surface of lots or grave spaces of any cemetery except monuments, bouquets and flags, without the approval of the Cemetery Board. The erection of monuments and the placement of bouquets and flags on all cemeteries shall be under the supervision of the Cemetery Board.

16.05. The Cemetery Board, in cooperation with Council, shall establish and maintain a Permanent Fund, an Operating Fund and a Rauch-Hertzog Fund.

a. The Permanent Fund shall contain the corpus of all Huff's Union Church cemeteries. Said corpus shall include 75% of Perpetual Care funds derived from the sale of burial lots and grave spaces on all cemeteries and from any device, bequest, gift, or grant received which is specifically designated for the use of any or all of the cemeteries. Earnings from the corpus shall be transferred to the Operating Fund only as needed for operation of the cemeteries.

b. All remaining funds (25%) received from the sale of burial lots, grave spaces, and any other funds which are not specified for the Permanent Fund, shall be placed into the Operating Fund together with the earned income transferred in from the Permanent and the Rauch-Hertzog funds. Such Operating Funds shall be used to pay for the maintenance and operation of the cemeteries and other Congregation property.

c. The Rauch-Hertzog Fund shall contain the corpus of the Webster C. Herzog bequest and shall be utilized in accordance with the Court Order issued by the Court of Common Pleas of Chester County, PA, Orphans' Court Division, on July 27, 1994. (File Number 1592-1085).

d. The Cemetery Board shall invest all funds not required for current expenses.

16.06. Cemetery Accounts

a. Council shall approve all demand deposit and investments accounts prior to opening and Council shall designate signer(s) either by office title or name.

b. All financial accounts shall be in the name of Huff's Union Church Inc designated "Cemetery" and utilize the federal tax identification number and office mailing address of Huff's Union Church Inc.

c. The Cemetery Board shall recommend for Council approval, the selection or dismissal of one or more investment managers.

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d. The Cemetery Board with Council approval may request the Finance and Investment Committee provide management of investments, however, investments for the Cemetery shall be held in separate accounts in order to keep clear record of Cemetery assets.

e. Recommendations to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities, as in their judgment and discretion they deem wise and prudent, are to be made by the Cemetery Board, with subsequent execution by the delegated member of the Cemetery Board.

16.07. If this Congregation ceases to exist, arrangements shall be made for the ownership of property and assets, and ongoing management, operation, and financing of the Cemeteries, subject to Congregational approval and in accordance with Pennsylvania and other governmental laws and regulations relating to cemeteries.

CHAPTER 17. ENDOWMENT FUNDS

17.01. Council may establish and revise in consultation with legal and accounting advisors various Endowment Funds consistent with the purposes of this Congregation by approval of two thirds of votes cast at a Council Meeting. The specific purpose shall be included in the name of the Endowment Fund. Each Endowment Fund shall have a Plan of Operation and Distribution Policy which shall be maintained permanently in the records of this Congregation.

17.02. Council has the right to decline any gift due to its inappropriateness, restrictions placed upon it or potential financial or legal liability to the congregation.

CHAPTER 18. DISCIPLINE OF MEMBERS AND ADJUDICATION

18.01. Persistent and public denial of the Christian faith, willful or criminal conduct grossly unbecoming a member of the Church of Christ, continual and intentional interference with the ministry of this Congregation, or willful and repeated harassment or defamation of member(s) of this Congregation is sufficient cause for discipline of a member.

18.02. Prior to disciplinary action, reconciliation and repentance will be attempted following Matthew 18:15-17, proceeding through these successive steps, as necessary:

a. private counsel by the Lead Pastor with one Active member present,

b. private counsel by the Lead Pastor in the presence of the President and the Pastor Parish Committee Chair or designees.

c. the Lead pastor or designee shall present the concerns regarding the member to Council with Pastor Parish Committee in attendance. Assistance shall be requested from the Conference and Synod for spiritual advisors and resources in accordance with procedures agreed upon by the denominational bodies to seek a resolution by means of investigation, consultation, mediation, or whatever other means may seem appropriate.

d. If, for any reason, the Lead Pastor is unable to participate in any of the above, these steps may be performed by other persons or pastors designated by the Executive Committee.

18.03. If these steps do not result in repentance and amendment of life, a hearing shall be conducted in accordance with procedures agreed upon by the denominational bodies so that

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the allegations and member's response are fairly heard, carefully considered, and a determination made.

18.04. Should the allegations be sustained in accordance with procedures agreed upon by the denominational bodies, disciplinary sanctions can be imposed and shall be delivered to the member in writing among which may include:

- a. suspension from the privileges of membership in this Congregation for a designated period of time;
- b. suspension from the privileges of membership in this Congregation until the Lead pastor and Council receive evidence, satisfactory to them, of repentance and amendment of life;
- c. termination of membership in this Congregation; or
- d. termination of membership in this Congregation and exclusion from this Congregation's property and from all activities of this Congregation.

18.05. Adjudication. When there is disagreement among factions within this Congregation on a substantive issue that cannot be resolved by the parties, members of this Congregation shall contact the Synod and Conference to assist in consultation and resolution of the matter.

CHAPTER 19. CONSTITUTION AND BYLAWS AMENDMENTS

19.01. Amendments to this Constitution and Bylaws may be proposed:

- a. By Council, or
- b. In writing to Council signed by at least 7 Active Members who are not from the same household or have a parent (in-law)/child relationship with each other. The written proposal must be presented to Council at least 90 days before formal consideration by this Congregation at a Special Congregation Meeting. No approval from Council is required.

19.02. Council shall submit all proposals for amendments to this Constitution and Bylaws for review by the Conference and Synod prior to presenting to the Congregation.

19.03. Council shall include the complete proposed amendment and Council's recommendation with the Notice of a Special Congregation Meeting in compliance with **Chapter 10**.

19.04. An amendment to this Constitution and Bylaws shall be adopted upon approval by two-thirds of votes cast at a Special Congregation Meeting called for that purpose. The effective date shall be noted in this Constitution and Bylaws.

CHAPTER 20. CONTINUING RESOLUTIONS AND COUNCIL POLICIES

20.01. Continuing Resolutions are intended to provide descriptions of operational matters, patterns and practices; the ongoing responsibilities of Groups; or the organizational structure of this Congregation. Although Continuing Resolutions are not included within the Constitution and Bylaws, such continuing resolutions may not conflict with the Constitution or Bylaws.

20.02. Continuing Resolutions may be enacted or amended by approval of two-thirds of votes cast at a legally called and conducted meeting of Council.

1/10/22 PROPOSAL FOR CONGREGATION APPROVAL

20.03. Council may enact polices which provide direction to the Clergy, staff, and Groups to guide the daily operation and property functioning of this Congregation. Such policies may not conflict with the Constitution and Bylaws of this Congregation.

CHAPTER 21. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND AGENTS

21.01 This Congregation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, or agent of this Congregation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person:

- a. conducted himself in good faith,
- b. reasonably believed, in the case of conduct in his or her official capacity with this Congregation, that his or her conduct was in the best interests of this Congregation, and, in all other cases, that his or her conduct was at least not opposed to the best interests of this Congregation, and
- c. with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

21.02. However, no person shall be entitled to indemnification under this Chapter 21 either:

- a. in connection with a proceeding brought by or in the right of this Congregation in which the director, officer, or agent was adjudged liable to this Congregation or
- b. in connection with any other proceeding charging improper personal benefit to the director, officer, or agent, whether or not involving action in his or her official capacity, in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit.

21.03. Indemnification under this Chapter 21 in connection with a proceeding brought by or in the right of this Congregation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Chapter 21.

CHAPTER 22. RULES OF ORDER

22.01. If procedures are not addressed by this Constitution and Bylaws or Pennsylvania statute, Robert's Rules of Order as most recently revised shall be the authority to govern proceedings of all meetings of this Congregation, Council, and Groups.

22.02. Parliamentarian. Council may annually appoint a parliamentarian nominated by the Executive Committee to provide guidance to the President, Council, Groups, and this Congregation regarding procedural questions and application of the Bylaws, Pennsylvania Non-profit Corporation Statute, and Robert's Rules of Order. Unless a licensed attorney, the parliamentarian guidance shall not be considered legal advice.