

February 2010

TO: St Pauls Congregation

FROM: St Pauls Council  
Bylaws Review Committee

SUBJECT: Proposed Amendments to the Bylaws of St Pauls Church

## **BACKGROUND**

The Bylaws Review Committee was appointed by Lorne Frank, President of St Pauls Congregation, in October 2009. Paragraph 11.2 of the Bylaws of St Pauls Church (“St Pauls Bylaws”) provides:

Commencing in 2004 and every five years thereafter, the President shall appoint a committee for the sole purpose of reviewing the Bylaws currently in place at St. Pauls Church. The President shall designate a chair for this Committee. This committee shall propose such amendments to the Bylaws as it determines necessary....

The members of the 2009/10 Bylaws Review Committee were:

Rick Peterson, Chair  
Jim Brandt  
Vicki Kendall  
Kevin O’Brien

The Bylaws Review Committee received comments from the Council’s Executive Committee, met in person and developed this report for consideration by the Council. The Council considered the recommendations of the Bylaws Review Committee on January 25, 2010, and made comments which were discussed and incorporated. At its meeting on February 22, 2010, the Council approved the attached draft bylaws for consideration by the Congregation at the Annual Congregational Meeting on March 14, 2010.

The Bylaws Review Committee was guided by the following principles:

- No overall re-structuring of St Pauls governance structure is needed or appropriate at this time;
- Notwithstanding the above, St Pauls governance structure should be flexible enough to include input and representation from groups and task forces, often self-generated and frequently time limited, established for a particular purpose;
- Any references to outside organizations or activities that no longer have a role at St Pauls Church should be eliminated or modified;

- The role of the Senior Pastor *vis a vis* the Executive Committee, Council and Congregation regarding the appointment and dismissal of the professional staff should be clarified prior to the election of a new Senior Pastor;
- A position of Director of Youth and Family Education should be added; and
- A process should be established by which interested St Pauls Members who cannot attend a special congregational meeting called for the major Congregational decisions (i.e., change in denominational affiliation or the election or removal of the Senior Pastor from office) can participate and vote on these decisions.

### **SUMMARY OF PROPOSED AMENDMENTS**

The following is a summary of the more significant amendments proposed. Please read the complete document to see and assess all proposed amendments.

- All references to Uhlich Children’s Home changed to Uhlich Children’s Advantage Network (UCAN);
- All references to St Pauls representatives to Advocate Health Care eliminated, as this representation system has been eliminated;
- “Gender identity” added to the list of groups that are affirmed at St. Pauls (Paras.1.2; 2.1.a);
- Paragraph added to note the significant German heritage of St Pauls Church, as the section referring to conducting worship services in the German language is deleted (Para 1.4);
- Reference added regarding “Friends” of St Pauls Church (Para. 2.4);
- Provisions added for a Special Congregational Meetings to Change Denominational Affiliation or to Elect or Remove the Senior Pastor (Paras. 3.2.c; 9.2; 10.3)
- Clarification provided that Council should be advised of decisions by Senior Pastor regarding professional staff, but not required to ratify these decisions (Paras. 4.1.j; 9.3; 9.4); Executive Committee required to approve Senior Pastor’s recommendation to appoint or dismiss professional staff (Para. 4.5.g); Executive Committee should appoint advisory search committees to assist Senior Pastor in selection of new professional staff (Para. 4.5.h);
- Role of “At Large” Members of Council clarified to include “representing those St Pauls Groups not otherwise represented on the Council” (Para 4.2);

- Minor changes made to roles of the Executive Committee, Finance Committee, Facilities Committee and Wider Church Relations Committee (Paras. 4.5; 5.5; 5.6; 5.11);
- Paragraph added on spiritual and administrative role of Senior Pastor (Para. 9.2); and
- Paragraph added regarding Director of Youth and Family Education added (Para. 9.5).

## **SPECIAL CONGREGATIONAL MEETING FOR MAJOR DECISIONS**

The Bylaws Review Committee received a number of comments from St Pauls members who are very concerned about the church and its well-being. Given that many St Pauls members travel extensively for work, they are concerned that if there is a vote to elect a Senior Pastor on any given Sunday, they might not be able to attend and vote. Given advances in technology and recent changes in Illinois law which permit electronic voting in Illinois not-for-profit corporations, the Bylaws Review Committee fashioned a proposal to allow for electronic voting for a specified, limited period, but also to allow for in-person ballot voting at the Special Congregational Meeting. The Congregation’s decision would be announced at the conclusion of meeting – providing closure for all who need it (aka everyone).

## **TWO OTHER RECOMMENDATIONS FROM THE BYLAWS REVIEW COMMITTEE**

### **1. Task Force on Special Congregational Meetings.**

We believe this hybrid electronic and in-person voting system for major Congregational matters is workable and addresses the concerns of many. However, we believe that it should be tested in some manner (on a less controversial matter) prior to its use in the election of a Senior Pastor. We recommend that, if the Congregation approves this proposed bylaw amendments, the Council appoint a task force to thoroughly review all aspects of such a combined electronic and paper ballot vote and to oversee a “dry run” of the system sometime prior to the election of a Senior Pastor.

### **2. Task Force on Commitments of Membership.**

Although the Bylaws Review Committee does not believe the language of Paragraph 2.2 of the Bylaws regarding “Commitments of Membership in St Pauls Church” requires modification at this time, there was a consensus that it would be beneficial to appoint a task force to review the expectations of stewardship at St Pauls Church, develop clarifying positions and suggest possible recommendations for consideration by the Congregation.

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The Bylaws Review Committee appreciates this opportunity to support St Pauls Church and would be pleased to address any questions that arise.

# PROPOSED 2010 REVISIONS TO BYLAWS OF ST. PAULS UNITED CHURCH OF CHRIST

Chicago, Illinois

Changes to be added underlined; changes to be deleted, [bracketed] and ~~struck~~  
through

## REVISED BYLAWS

(as amended March 14, 2010 ~~February 22, 2004~~)

### ARTICLE I

#### 1.1. Name

The name of the church shall be St. Pauls United Church of Christ (hereinafter “St. Pauls Church”).

#### 1.2. Mission of St. Pauls Church

St. Pauls Church, as a congregation in the United Church of Christ (UCC), is a community of Christian faith. The Congregation expresses its faith joyfully in the city, through worship, fellowship, education and service. St. Pauls Church affirms the uniqueness of each person as a gift of God with us. It is an open and affirming congregation, accepting into the Congregation and as friends all who believe in God without regard to race, color, age, marital status, national origin, gender, gender identity, sexual orientation or physical ability. St. Pauls Church encourages personal growth in Christian life and dedicated involvement in the ministry of the Church. The heritage of St. Pauls Church calls its Members and Friends to serve and witness as good stewards in the local community and the world. Consistent with the identified goals of the Congregation, St. Pauls Church:

--Provides for regular and special services of worship in which the Congregation opens itself to God’s revelation and power, proclaims the Good News, and thanks God for life through words, music and actions;

--Encourages a sense of fellowship among the Congregation by sharing joys, concerns, commitments and faith, and welcoming others into this sharing;

--Offers educational programs in a variety of forms to meet the diverse needs of the Congregation;

--Advocates for justice and supports financially and by our actions Christian social action and justice in the local community, nation and the world; and

--Supports programs and services in the local community in which Members and Friends of the Congregation live and work; supports Uhlich Children's Advantage Network (UCAN) [~~Children's Home,~~] and St. Pauls House and Health Care Center, which have special, historical relationships with St. Pauls Church; supports a wider Christian mission in the world; and attempts to meet special and spiritual needs in ways that fulfill the Congregation's commitment to being witness to God's love.

### 1.3 Sacraments and Rites; Statement of Faith

Consistent with its mission statement and as a part of the UCC, St. Pauls Church practices two sacraments, Baptism and Communion, and the rite of Confirmation. The Members of St. Pauls Church, as members of the United Church of Christ, are called to believe as follows:

We believe in God, the Eternal Spirit, who is made known to us in Jesus, our brother, and to whose deeds we testify:

God calls the worlds into being,  
creates humankind in the divine image  
and sets before us the ways of life and death.

God seeks in holy love to save all people from aimlessness and sin.

God judges all humanity and all nations by the will of righteousness declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Lord,  
God has come to us  
and shared our common lot,  
conquering sin and death  
and reconciling the whole creation to its Creator.

God bestows upon us the Holy Spirit,  
creating and renewing the church of Jesus Christ,  
binding in covenant faithful people of all ages, tongues and races.

God calls us into the church  
to accept the costs and joy of discipleship,  
to be servants in the service of the whole human family,  
to proclaim the Gospel to all the world and resist the powers of evil,  
to share in Christ's baptism and eat at his table,  
to join him in his passion and victory.

God promises to all who trust in God:  
forgiveness of sins and fullness of grace,  
courage in the struggle for justice and peace,  
the presence of the Holy Spirit in trial and rejoicing,  
and eternal life in the kingdom which has no end.

Blessing and honor, glory and power be unto God. Amen

#### 1.4            Heritage

St. Pauls Church affirms its pride in its heritage as the first German-speaking congregation, and among the first half dozen Protestant churches, to be established in Chicago upon its founding on the corner of Ohio and LaSalle streets in 1843. Reflecting its motto, "Making a Joyful Sound in the City," St. Pauls has throughout its distinguished history made an indelible contribution to the spiritual, cultural, and civic well-being of its community. From time to time as appropriate and desirable, St. Pauls shall honor and nurture its historical collective memory through such worship services as Totenfest, its adult and youth education programs, special congregational events, special cultural programming, new members' classes, St. Pauls archival displays, and other appropriate means. Moreover, in keeping with its German heritage, the name St. Pauls shall not include an apostrophe as there are no apostrophes in the German language.

#### 1.5[4]            Language

~~[1.4.a English and German~~

~~Separate services at St. Pauls Church shall be conducted in English and in German, as determined by the Council.]~~

~~[1.4.b Inclusive Language]~~

St. Pauls Church shall conscientiously attempt to use inclusive (gender-neutral) language during its services, believing that the words used in worship help form the images Members and Friends of the Congregation have of themselves, of others, and of God. However, on occasion, some hymns, scripture passages and creeds may not be changed in order to preserve the poetry, original meaning or historical value of the writing.

## **ARTICLE II** Membership

### 2.1            Requirements for Membership

#### 2.1.a            General Requirements

Membership in St. Pauls Church is open to any person who has been baptized in the Christian faith and who has been confirmed or who has made a public confession in Jesus

Christ as Lord and Savior. Membership is open to any person without regard to race, color, age, marital status, national origin, gender, gender identity, sexual orientation, or physical ability.

#### 2.1.b Adult Membership

Upon the recommendation of the Senior Pastor, Members may be received into St. Pauls Church by Baptism, Confirmation, confession of faith, reaffirmation of faith, or presentation of a letter of transfer from another church. All Members shall be welcomed into St. Pauls Church during a service of worship.

#### 2.1.c Baptism and Confirmation

Any person baptized into the community of faith, either at St. Pauls Church or at another church, shall be included as a part of the community of faith of St. Pauls Church. St. Pauls Church shall keep a record of all persons baptized or confirmed at St. Pauls Church.

### 2.2 Commitments of Membership in St. Pauls Church

#### 2.2.a General Commitment Requirements

Members of St. Pauls Church shall take an active part in the life and work of the community of faith. They are expected to participate faithfully in worship; to celebrate the sacraments; and to bear witness to the Gospel of Jesus Christ in their daily lives. Each Member shall attempt to apply the teachings of Jesus Christ to all human relationships and set the kind of example that will attract others to the community of faith of St. Pauls Church.

#### 2.2.b Time and Talent Commitments

Members of St. Pauls Church shall be encouraged to make a commitment of their time and talents to at least one ministry or program of the Church, and shall be encouraged to volunteer and serve on such committees or task forces to which they may be elected or appointed in order to accomplish the mission of St. Pauls Church.

#### 2.2.c Financial Commitments

Members of St. Pauls Church, according to their means, shall financially support the Church and its ministries.

#### 2.2.d Upbringing Commitments

Members of St. Pauls Church shall be encouraged to bring their children to Church School and to encourage their children's participation in the confirmation class.

2.2.e Participation Commitments

Members of St. Pauls Church shall participate in the affairs and activities of the Congregation.

2.3 Relinquishment of Membership in St. Pauls Church

2.3.a Request of Member

Members of St. Pauls Church may relinquish their membership by a written request to the Senior Pastor.

2.3.b Letter of Transfer

Members of St. Pauls Church may relinquish their membership by requesting a letter of transfer to another congregation.

2.3.c Vote of the Council

If a Member of St. Pauls Church is not willing to accept the commitments of membership, that individual may forfeit membership by a majority vote of the Council, provided that an effort has been made to encourage such Member to accept those commitments.

2.4 Friends

Friends of St Pauls are those individuals who support St Pauls Church but who have not become Members of the Church. Friends may be appointed to serve on Committees and Task Forces, but may not serve as Officers of the Congregation, as members of the Council or as chairs of committees or task forces. Friends have voice but may not vote at meetings of the Congregation.

**ARTICLE III**

Congregation

3.1 General Conditions: Reserved Powers

The Congregation governs the affairs of St. Pauls Church. It is responsible for all activities of St. Pauls Church, although it may specifically delegate certain responsibilities to the Council, specific committees of St. Pauls Church or to the pastoral staff.

Specifically, the Congregation of St. Pauls Church shall:

- a. Elect or dismiss the Senior Pastor, pursuant to Paragraph 10.3 of these Bylaws;

- b. Elect the officers of the Congregation, chairs of the standing committees, and representatives to the Chicago Metropolitan Association and the Illinois Conference of the UCC [~~and to Advocate Health Care~~];
- c. Elect members of the Nominating Committee, pursuant to Article VI of these Bylaws;
- d. Consider and approve the annual operating and capital expenditures budget;
- e. Change [Determine] denominational affiliation, pursuant to Paragraph 10.3 of these Bylaws;
- f. Approve purchase or sale of real estate;
- g. Approve the mortgage or pledge of any asset;
- h. Approve amendments to the Bylaws, pursuant to Article XI of these Bylaws;
- i. Approve the long-range plan of the Congregation;
- j. Approve a Search Committee if or when it becomes known that the office of the Senior Pastor will become[s] vacant; and
- k. Review and consider such other matters as the Council shall request.

### 3.2. Meetings of the Congregation

#### 3.2.a General Conditions

Meetings of the Congregation shall be held to conduct the business of and to discuss the direction and life of St. Pauls Church. Proposals and resolutions related to the witness of St. Pauls Church as a community of faith may be introduced and reports of the Council, the Officers of the Congregation, the Pastors of St. Pauls Church, other church organizations and affiliated institutions may be submitted. The Congregation shall take such action as it deems necessary.

#### 3.2.b Annual Congregational Meeting

The Members of St. Pauls Church shall assemble in the Annual Congregational Meeting. The Executive Committee of the Council shall schedule the Annual Congregational Meeting of the Congregation in the first calendar quarter of the year [February] at such time that does not conflict with other activities of St. Pauls Church in order to encourage maximum attendance. The Secretary of the Congregation shall ensure that the Annual Meeting of the Congregation is announced during the worship service and is otherwise appropriately publicized in advance of the meeting.

At the Annual Congregational Meeting, at least the following agenda items shall be included:

- i. Report of the state of the Congregation by the President of the Congregation and/or the Senior Pastor;
- ii. Election of officers, committee chairs, and delegates to be elected under these Bylaws;
- iii. Election of three members of Nominating Committee to serve for the following year;
- iv. Announcement of the Presidential appointment of three members of the Nominating Committee to serve for the following year; and
- v. Adoption of the annual operating and capital expenditures budget.

3.2.c Special Meetings of the Congregation to Change Denominational Affiliation or to Elect or Remove the Senior Pastor

Meetings of the Congregation to change denominational affiliation or to elect or remove the Senior Pastor shall be held in accordance with Paragraph 10.3 of these Bylaws. These matters shall not be considered at the Annual Congregational Meeting.

~~[3.2.e]~~ 3.2.d Other Special Meetings of the Congregation

Other Special Meetings of the Congregation shall be called by the Council, or by petition to the Council signed by not less than five (5) percent of the Members of St. Pauls Church, which shall set forth the purpose of the special meeting. The Council shall call the special meeting within thirty (30) days of receiving a petition meeting these requirements. The Secretary of the Congregation shall communicate that a [send a notice of the] special meeting will be held to all Members of St. Pauls Church at a time reasonably in advance of the meeting. The special meeting of the Congregation shall consider only those matters specifically stipulated in the call for the meeting.

## **ARTICLE IV**

### Council

#### 4.1 Responsibilities

The Council is elected by and is accountable to the Congregation. It refers all major policy decisions and those matters for which the Congregation has retained responsibility under these Bylaws to the Congregation.

Specifically, the Council shall:

- a. Manage the business of St. Pauls Church and coordinate the activities of the Congregation;
- b. Set and approve policies and procedures;
- c. Recommend the annual operating and capital expenditures budget to the Congregation;
- d. Develop, monitor and update a long-range financial plan for St. Pauls Church;
- e. Monitor actual operating expenses in relation to the Congregation-approved budget;
- f. Assist in the development of the Strategic Plan and approve a draft strategic plan for submission to the Congregation for approval;
- g. Approve interim appointments to the Council as recommended by the Nominating Committee;
- h. Nominate the Search Committee for the Senior Pastor in the event of a vacancy;
- i. Provide the fulfillment of the duties of the Senior Pastor in the event of a vacancy;
- j. Approve any changes to the staff structure for pastoral, administrative and maintenance functions of St. Pauls Church, as recommended by the Senior Pastor;
- k. Be advised of the Executive Committee's approval of the Senior Pastor's recommendation to appoint or dismiss an individual to serve as Associate Pastor, the Director of Music, the Director of Youth and Family Education or, as appropriate, other professional position;
- ~~[j. Ratify the appointment or dismissal of an Associate Pastor, and Director of Music, upon the recommendation of the Senior Pastor];~~
- l. Be advised of the Executive Committee's establishment of an advisory search committee to assist the Senior Pastor in filling vacancies in the positions of Associate Pastor, the Director of Music, the Director of Youth and Family Education, or, as appropriate, other professional position;
- m[k]. Monitor performance against the Congregation's Strategic Plan;
- n[l]. Call special meetings of the Congregation when needed or when required under Article III of these Bylaws;

o[m]. Create [~~ad hoc~~] issue-oriented [committees or] task forces to address substantive issues that may be beyond the scope of any Standing Committee, such task forces to be provided with specific charges and serve for a specific period of time; and

p[n]. Assume other duties as the Congregation or the President may assign.

#### 4.2 Composition of the Council

The Council shall consist of the Officers of the Congregation, the chairs of the standing committees, not less than three nor more than five Members of St. Pauls Church elected “at large,” and the Senior Pastor. Those members elected “at large” to the Council shall represent the interests of the Congregation as a whole at Council meetings and shall generally assist the Officers and chairs of the standing committees. In coordination with the President, the “at large” members of the Council shall arrange to be responsible for representing those St Pauls groups not otherwise represented on the Council. The President of the Congregation may request that other members of the staff also attend meetings of the Council.

#### 4.3 Qualifications for Elected Governance Positions

Any Member of St. Pauls Church for at least one year who supports the mission statement of St. Pauls Church through faithful participation in the worship, fellowship and stewardship of St. Pauls Church shall be eligible to serve in any elected governance capacity. Only those Members of St. Pauls Church eighteen (18) years or older shall be eligible for election as Officers of the Congregation.

#### 4.4 Frequency of Meetings of the Council

The Council shall meet as called by the President and as needed, but no less frequently than quarterly. Meetings of the Council shall also be called at the request of four members of the Council or at the request of the Senior Pastor.

#### 4.5 Executive Committee of the Council

The Executive Committee of the Council is accountable to the Council, and through the Council, to the Congregation. Copies of the minutes of the Executive Committee shall be transmitted to the Council.

The Executive Committee of the Council shall:

- a. Act on behalf of the Council between Council meetings, in emergencies, and for the purposes of: managing the business of St. Pauls Church and coordinating the activities of the Congregation; monitoring financial performance against the Congregation-approved budget; monitoring performance against the Congregation-approved strategic plan; and creating ad hoc committees or taskforces;

- b. Approve non-budgeted capital or operating expenses of up to an aggregate of twenty-five (\$25K) thousand dollars;
- c. In coordination with the Facilities Committee, recommend non-budgeted capital expenses of between an aggregate of twenty-five thousand (\$25K) and one hundred thousand dollars (\$100K) to the Council for approval;
- d. In coordination with the Facilities Committee, recommend non-budgeted capital expenses of an aggregate of over one hundred thousand dollars (\$100K) to the Council for its recommendation and to the Congregation for approval;
- e. Serve as the Personnel Committee and advise the Senior Pastor about personnel and performance-related issues of all Pastoral and other staff, including providing input for their annual performance reviews;
- f. Consult with the Senior Pastor regarding proposed changes to the staff structure for pastoral, administrative, and maintenance functions of St. Pauls Church, for approval by the Council;
- g. Approve the Senior Pastor's recommendation regarding the appointment or dismissal of an individual to serve as Associate Pastor, the Director of Music, the Director of Youth and Family Education or, as appropriate, other professional position;
- h. Establish, as appropriate, an advisory search committee to the Senior Pastor in the event of vacancies in the positions of an Associate Pastor, the Director of Music, the Director of Youth and Family Education, or, as appropriate, other professional position, to assist in the recruitment and interviewing of candidates for these vacancies. Such committee will recommend the names of up to three individuals for the Senior Pastor's consideration; the Senior Pastor's ultimate recommendation shall be approved by the Executive Committee;
- i[g]. With the Senior Pastor, approve compensation levels and personnel policies for staff;
- j[h]. Address personnel and performance-related issues regarding the Senior Pastor, and conduct his/her annual performance review;
- k[h]. Review the annual budget as prepared by the Finance Committee and submit for approval of the Council (for recommendation to and adoption by the Congregation);
- l[i]. Schedule and set agenda for the annual and special meetings of the Congregation;
- m[j]. Serve as a mediator where the responsibilities of several standing committees, ad hoc committees, [ø] task forces or other St Pauls groups overlap; and
- o[k]. Assume other duties as the Council may assign.

4.6 Composition of the Executive Committee of the Council

The Executive Committee of the Council shall consist of the Officers of the Congregation, three other members of the Council appointed by the President, and the Senior Pastor. In the year immediately following his or her term in office, the Immediate Past President of the Congregation shall be invited to participate in the deliberations of the Executive Committee with vote. The President of the Congregation may request that other members of the Congregation or the staff also attend Executive Committee meetings.

4.7 Frequency of Meetings of the Executive Committee of the Council

The Executive Committee of the Council shall meet as called by the President and as needed. Meetings of the Executive Committee shall also be called at the request of four members of the Council or at the request of the Senior Pastor.

4.8 Minutes of the Council and the Executive Committee of the Council

Minutes of the meetings of the Council and Executive Committee of the Council shall be kept and shall be available for review by interested Members of St. Pauls Church in the Church office. However, deliberations of the Council or the Executive Committee regarding specific personnel or their performance reviews shall not be included in the published minutes.

## **ARTICLE V**

### Standing Committees of the Council

5.1 General Responsibilities of Standing Committees

There shall be eleven standing committees, the chair of each being elected by the Congregation. Each standing committee is accountable to the Council, and through the Council, to the Congregation.

Specifically, each standing committee shall:

- a. Develop policies for submission and approval of the Council;
- b. Develop a budget for its area of responsibility;
- c. Submit minutes to the Council, which shall be available in the church office for review by Members of St. Pauls Church;
- d. Review and implement the goals and objectives recommended in the Strategic Plan;
- e. Coordinate committee activities with the overall calendar of St. Pauls Church; and

- f. Assume other duties as assigned by the Council or the Congregation.

## 5.2 Appointment to Standing Committees

The chair of the standing committee shall appoint and the Council shall ratify the selection of members of the standing committee of the Council. Committee appointments may be Members or Friends of St. Pauls Church, provided that a majority of the Committee members are Members of St. Pauls Church. An individual may serve on one or more committees.

## 5.3 Frequency of Meetings of Standing Committees

Standing committees of the Council shall meet as needed.

## 5.4 Stewardship Education Committee

There shall be a Stewardship Education Committee, comprised of at least five Members or Friends of St. Pauls Church (including the chair) and staffed by the Senior Pastor. It shall be the responsibility of the Stewardship Education Committee to:

- a. Educate Members of St. Pauls Church regarding their stewardship responsibilities;
- b. Develop a stewardship plan and update as necessary;
- c. Coordinate all fund-raising efforts of St. Pauls Church. Develop and/or approve the concept and timing of all fund-raising events at St. Pauls Church, including those generated by other committees;
- d. Ensure that an annual stewardship campaign is conducted; and
- e. Develop a plan to encourage endowments, bequests, and deferred giving to St. Pauls Church.

## 5.5 Finance Committee

There shall be a Finance Committee, comprised of the President, Treasurer, Senior Pastor, other St. Pauls staff member(s) responsible for financial matters, and other Members and Friends as invited. The Treasurer shall serve as chair of the Finance Committee.

It shall be the responsibility of the Finance Committee to:

- a. Prepare the annual operating and capital expenditures budget for submission to the Council;
- b. Monitor and oversee the investment and reserve [~~endowment~~] funds of St. Pauls Church; [~~and~~]

- c. Review monthly statements of income and expenses;
- d. Develop and maintain a policy for signature and approval authority, subject to the approval of the Council;
- e. With the Facilities Committee, recommend leases for approval to the Council; and
- f. Monitor pledges and the Sunday offering.

#### 5.6 Facilities Committee

There shall be a Facilities Committee, comprised of at least three Members or Friends of St. Pauls Church (including the Chair) and staffed by the Building Superintendent and one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Facilities Committee to:

- a. Monitor the use of the buildings and grounds occupied by St. Pauls Church and ensure that appropriate leasing arrangements have been entered into when necessary;
- b. With the Finance Committee, r[R]ecommend leases for approval to the Council;
- c. Develop and update as necessary a building use policy for St. Pauls Church;
- d. Develop and update as necessary a long-range facilities plan for St. Pauls Church, including a capital expenditures budget for inclusion in the long-range financial plan, and direct its implementation upon approval;
- e. Develop and update as necessary an Owner's Manual for all property of St. Pauls Church; and
- f. Oversee regular maintenance and upkeep of the Parsonage.

#### 5.7 Adult Education Committee

There shall be an Adult Education Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair) and staffed by one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Adult Education Committee to:

Assess the needs and wishes of the adult Members and Friends of St. Pauls Church in order to implement specific adult education programs in such areas as theology and Bible studies, personal growth, contemporary issues, and ethics.

#### 5.8 Youth Education Committee

There shall be a Youth Education Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair) and staffed by the Director of Youth and Family Education and, as appropriate, one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Youth Education Committee to:

Develop policies and approve curricula and coordinate the nursery, Church [~~Sunday~~] School, youth fellowship, youth service projects, and Confirmation programs at St. Pauls Church.

#### 5.9 Communications Committee

There shall be a Communications Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair) and staffed by one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Communications Committee to:

- a. Develop, publish and update a calendar of events at or involving Members and Friends of St. Pauls Church;
- b. Develop, update and publish an annual membership directory of Members and Friends of St. Pauls Church and every five years, if appropriate, a picture directory;
- c. In conjunction with the Outreach and Benevolence Committee, develop, update and publish a periodically updated resource book, listing programs and opportunities for Members and Friends of St. Pauls Church to serve the various communities in which St. Pauls Church is located;
- d. Develop and update Internet communications (Website);
- e. Evaluate and coordinate advertising programs as needed;
- f. Evaluate annually and advise the pastoral staff regarding the effectiveness of “Now You Know,” the Church newsletter; the Church bulletin; and other publications of St. Pauls Church;
- g. Serve as a public relations advisor to the Council and its standing committees; act as press liaison for St. Pauls Church at the direction of the Senior Pastor; and
- h. Manage the use of bulletin boards within St. Pauls Church.

#### 5.10 Outreach and Benevolence Committee

There shall be an Outreach and Benevolence Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair) and staffed by one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Outreach and Benevolence Committee to:

- a. Identify, sustain and encourage the external ministries of St. Pauls Church through education of Members and friends of St. Pauls Church, the granting of benevolence funds within the Congregation-approved budget, and the evaluation of existing disbursements and new requests for benevolence giving;
- b. Monitor the involvement of St. Pauls Church and its Members and Friends with organizations historically and geographically close to St. Pauls Church, e.g., Uhlich's Children's Advantage Network (UCAN) [~~Home~~], St. Pauls House and Health Care Center;
- c. Identify new areas for outreach participation; and
- d. Consider and, if appropriate, take action on urban outreach projects that may require funds, education or volunteers.

#### 5.11 Wider Church Relations Committee

There shall be a Wider Church Relations Committee, comprised of at least three Members or Friends of St. Pauls Church (including the Chair) and any adult and youth Members of St. Pauls Church elected by the Congregation to represent it to the Chicago Metropolitan Association and the Illinois Conference of the UCC [~~or Advocate Health Care~~], and staffed by one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Wider Church Relations Committee to:

- a. Inform the Congregation about the United Church of Christ, its component parts and its Pronouncements and Resolutions;
- b. Represent St. Pauls Church to the national denomination, the Illinois Conference and the Chicago Metropolitan Association of the UCC, and report back to the Congregation;
- c. [~~Represent St. Pauls Church to Advocate Health Care, and report back to the Congregation;~~]
- c. Provide support for UCC students "in care" of the Congregation;
- d. Inform the Congregation regarding the Chicago Theological Seminary and other seminaries closely related the UCC;

- e. Inform the Congregation regarding the Community Renewal Society and other local UCC-related organizations;
- f. Inform the Congregation regarding the Church Federation of Greater Chicago, Protestants for the Common Good, and other ecumenical associations;
- g. Facilitate communications with the other churches in Lincoln Park;
- h. Support dialogue with other denominations and religious groups; and
- i. Serve as a coordinator of and primary committee at St. Pauls Church for the Congregation's Christian social action and/or political reflection activities.

5.12            Congregational Life Committee

There shall be a Congregational Life Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair) and staffed by one of the pastoral staff as designated by the Senior Pastor.

It shall be the responsibility of the Congregational Life Committee to:

Plan, encourage, execute and/or monitor programs which develop the sense of community and Christian fellowship within St. Pauls Church, and integrate new Members into the life of St. Pauls Church and sustain the involvement of long-term Members and Friends through social, cultural, sporting and other events or activities.

5.13            Strategic Planning Committee

There shall be a Strategic Planning Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair). The Vice-President of the Congregation shall serve on the Strategic Planning Committee, and may serve as its Chair. The Committee shall be staffed by the Senior Pastor.

It shall be the responsibility of the Strategic Planning Committee to:

- a. Annually update and extend the multi-year Strategic Plan of St. Pauls Church;
- b. Recommend initiatives and additions to the Strategic Plan as issues arise during the plan term;
- c. Assist the Executive Committee of the Council in monitoring adherence to the goals and objectives of the Strategic Plan of St. Pauls Church; and
- d. Maintain an overview of the growth and development of St. Pauls Church.

5.14            Worship Committee

There shall be a Worship Committee, comprised of at least five Members or Friends of St. Pauls Church (including the Chair) and staffed by one of the pastoral staff as designated by the Senior Pastor. The Director of Music shall be an *ex officio* member without vote on the committee.

It shall be the responsibility of the Worship Committee to:

- a. Oversee the recruitment, assignment, and training of communion servers, scripture readers, acolytes and other worship participants;
- b. Oversee the physical arrangements for the worship service and prepare the worship elements, as appropriate;
- c. Coordinate the music program in the context of the worship service and determine the use of music resources for events other than regularly scheduled or special worship services;
- d. Monitor and develop policies, procedures and practices (including a Worship manual) regarding baptisms, weddings, and other services held at St. Pauls Church; and
- e. Support St. Pauls worship leaders, choirs and congregation by researching and discussing issues relevant to worship at St. Pauls.

## **ARTICLE VI**

### Nominating Committee

#### 6.1 Responsibilities of the Nominating Committee

The Nominating Committee is responsible to and advises the Congregation. It shall be the responsibility of the Nominating Committee to:

- a. Present a slate of Officers of the Congregation and chairs of the standing committees for election by the Congregation at the Annual Congregational Meeting;
- b. Advise committee chairs regarding individuals to serve as appointed members of the standing committees; and
- c. Should any elected position become vacant during the calendar year, recommend to the Council the name (or names) of a potential successor for the vacancy. Each successor so chosen will serve until the expiration of the vacated term.

#### 6.2 Qualifications for Nominees

Any Member of St. Pauls Church for at least one year who supports the mission statement of St. Pauls Church through faithful participation in the worship, fellowship and stewardship of St. Pauls Church shall be eligible to serve in any elected governance capacity. Only those members of St. Pauls Church eighteen (18) years or older shall be eligible for election as Officers of the Congregation.

### 6.3 Nominating Process

- a. At the Annual Congregational Meeting, three Members of St. Pauls Church shall be elected to serve on the Nominating Committee. In addition, the President shall announce his or her three appointments to the Nominating Committee at this meeting.
- c. Two months prior to the Annual Congregational Meeting, the Nominating Committee shall solicit the names of Members of St. Pauls Church who might be considered to fill vacancies in elected governance positions during the next calendar year, including nominees for Officers of the Congregation, chairs of the standing committee, adult and youth delegates to the Chicago Metropolitan Association and the Illinois Conference of the UCC [~~and a representative to Advocate Health Care~~]. At last one month before the Annual Congregation Meeting, the Nominating Committee shall meet in executive session and consider and select the list of preferred nominees for each vacant position. This list shall be communicated [~~sent~~] to each Member of St. Pauls Church before the Annual Congregational Meeting.
- d. Additional Members of St. Pauls Church may be nominated for those governance positions to be filled from the floor at the Annual Congregational Meeting.

### 6.4 Composition of the Nominating Committee

The Nominating Committee shall be comprised of six Members of St. Pauls Church who shall serve a one-year term, three of whom will be appointed by the President of the Congregation and three of whom will be elected by the Congregation and who cannot be members of the Council. The Senior Pastor shall serve as an *ex officio* member of the Nominating Committee with vote. The members of the Nominating Committee shall select their own chair.

Members of the Nominating Committee cannot be nominated for any position.

Members of the Nominating Committee may succeed themselves in the same position for up to three years. Following these three one-year terms, a Member of St. Pauls Church may not serve in the same capacity until an interval of one year is observed.

**ARTICLE VII**  
Officers of the Congregation

7.1           General Conditions

The Officers of the Congregation shall be the President, Vice-President, Treasurer and Secretary. Officers shall be voting members of the Council and the Executive Committee of the Council, but the President shall not vote except to resolve ties.

7.2           President

The President shall be the principal lay officer of the Congregation and the chair of the Council and shall, in general, supervise and control the business affairs of St. Pauls Church. The President shall preside over all meetings of the Congregation, the Council and the Executive Committee of the Council. The President shall sign all documents and papers requiring an official signature; shall appoint all necessary committees and task forces, subject to the approval of the Council; and shall perform such other duties as are required by these Bylaws or as may be assigned by the Congregation or the Council. The President shall serve as a non-voting *ex officio* member of all committees and task forces.

7.3           Vice-President

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall assume the duties of the President and when so acting shall have all the powers of and be subject to all other restrictions upon the President. The Vice-President shall serve as a member of the Strategic Planning Committee and shall perform such other duties as the President or the Council may assign.

7.4           Secretary

The Secretary shall carry on all correspondence of the Congregation and of the Council; shall see that all notices are duly given in accordance with these Bylaws; shall have charge of all documents, papers, charters and other official documents regarding St. Pauls Church; and shall keep the minutes of all meeting of the Congregation, the Council and the Executive Committee of the Council. The Secretary shall perform such other duties as the President or the Council may assign.

7.5           Treasurer

The Treasurer shall be the chief financial officer of the Congregation and shall receive and have custody of all monies and securities belonging to St. Pauls Church. The Treasurer shall serve as Chair of the Finance Committee of the Council.

The Treasurer shall be responsible for the handling of all offerings collected; for the proper recording of all dues, pledges, contributions and expenses; and for ensuring that all bills are paid

in a timely fashion in accordance with the Congregation-approved budget and in consultation with the Finance Committee or the Council.

At each meeting of the Congregation and the Council, the Treasurer shall present the most recent [month's] financial report. The Treasurer shall ensure that a certified public accountant shall alternately audit then review the financial records of St. Pauls Church on an annual basis. The Treasurer shall post a bond at the expense of St. Pauls Church for the faithful discharge of the Treasurer's duties in such amount and with such surety and sureties as the Council shall determine. The Treasurer shall perform such other duties as the Congregation or Council may assign.

## **ARTICLE VIII**

### Tenure Requirements for Governance Positions

#### 8.1 General Conditions

There shall be tenure requirements for Members of St. Pauls Church elected or Members and Friends appointed to governance positions.

#### 8.2 Officers

Officers shall be elected to two-year alternating terms by the Congregation at the Annual Congregational Meeting. The terms of the President and the Secretary shall commence in odd-numbered years and the terms of the Vice-President and the Treasurer shall commence in even-numbered years. Officers may succeed themselves in office, but no officer may serve more than three consecutive terms in one office or in any combination of offices.

#### 8.3 Chairs of the Standing Committees and At-Large Members of the Council

The chairs of the standing committees of the Council (other than Officers of the Congregation) and at-large members of the Congregation shall be elected for a term of three years, commencing at the Annual Congregational Meeting. Following a three year term, a Member may not serve in the same capacity until an interval of one year is observed.

A Member of St. Pauls Church appointed to fill a vacancy where the remaining time of the original term is more than one year shall be considered to have served the full term of three years. Should the time remaining of the original term be one year or less, such time shall not be considered toward eligibility for a full three-year term.

#### 8.4 Other Elected Positions

Those Members of St. Pauls Church elected by the Congregation to positions representing St. Pauls Church to the Chicago Metropolitan Association and the Illinois Conference of the UCC [~~or Advocate Health Care~~] shall serve a term of one year.

Those elected individuals may succeed themselves in the same position for up to three years. Following these three one-year terms, a Member of St. Pauls Church may not serve in the same capacity until an interval of one year observed.

#### 8.5 Appointments

Members and Friends of St. Pauls Church appointed to positions, including serving on the standing committees of the Council, shall serve a term of one year. Those appointed individuals may succeed themselves in the same position for up to three terms. Following these three one-year terms, an individual may not serve in the same capacity until an interval of one year is observed.

### **ARTICLE IX** Spiritual Leadership

#### 9.1 General Conditions

The Congregation shall retain the services of individuals to serve as spiritual leaders of St. Pauls Church. Such individuals shall encourage the life of St. Pauls community of faith and support the mission of St. Pauls Church.

#### 9.2 Senior Pastor

The Congregation shall retain the service of a Senior Pastor for St. Pauls Church, who shall be an ordained minister in good standing with the United Church of Christ. The Senior Pastor shall support St. Pauls Church through study, preaching, teaching and example. The Senior Pastor shall serve as a voting member of the Council and the Executive Committee of the Council and, except as otherwise provided, shall be an *ex officio* member without vote on all other committees and task forces of the Congregation.

The Senior Pastor shall be the primary spiritual leader of St Pauls Church. The Senior Pastor shall lead by example, consensus, written direction or suggestion. The Senior Pastor is charged with the responsibility for administering St. Pauls and for the spiritual life of the congregation. The Senior Pastor, in consultation with the Executive Committee and with the approval of the Council, shall develop a staff structure to meet the mission of St Pauls Church, consistent with the Congregationally-approved budget. Consistent with other provisions in these Bylaws, after consultation with and approval by the Executive Committee, the Senior Pastor may appoint or dismiss an individual to serve as Associate Pastor, the Director of Music, the Director of Youth and Family Education, or, as appropriate, other professional position.

The Senior Pastor shall be elected to and removed from office in accordance with the provisions of Paragraph 10.3 of these Bylaws. ~~[by a vote of two thirds of the Members of St. Pauls Church present at a Congregation meeting called specifically for this purpose. The Secretary of the Congregation shall send a notice of this meeting to all Members of the St. Pauls Church at least thirty (30) days prior to this meeting.]~~ Both the Senior Pastor and the Congregation shall give

three months notice of any intended severance. The Congregation shall extend a call to the Senior Pastor at the time of his or her election as the spiritual leader of St. Pauls Church. The Secretary shall notify the Illinois Conference of the UCC of such ~~[the]~~ election.

### 9.3 Associate Pastor(s)

The Congregation may retain the services of an Associate Pastor(s) or other appropriately trained individual to share in the ministry and to assist the Senior Pastor in offering spiritual leadership to St. Pauls Church. This individual shall be an *ex officio* member without vote on any committee or task force to which the Associate Pastor is appointed by the Senior Pastor.

An Associate Pastor(s) or other appropriately trained individual to assist the Senior Pastor shall be selected and removed from office by the Senior Pastor, consistent with the Congregation-approved budget ~~[and with the consent of the Council]~~. This individual and the Senior Pastor shall give each other three months notice of any intended severance.

### 9.4 Director of Music

The Congregation shall retain the services of an individual to conduct the music program at St. Pauls Church and to assist the Senior Pastor in the spiritual ministry of the Church. The Director of Music shall be an *ex officio* member without vote on the Worship Committee and on any other committee or task force to which the Director of Music is appointed by the Senior Pastor.

The Director of Music (or other similarly titled position) shall be selected and removed from office by the Senior Pastor, consistent with the Congregation-approved budget ~~[and with the consent of the Council]~~. The Director of Music and the Senior Pastor shall give each other three months notice of any intended severance.

### 9.5 Director of Youth and Family Education

The Congregation may retain the services of a Director of Youth and Family Education or other appropriately trained individual to share in the ministry and to assist the Senior Pastor in offering spiritual leadership and education to St Pauls Church. This individual shall staff the Youth Education Committee and serve as an ex officio member without vote on any other committee or task force to which the Director of Youth and Family Education is appointed by the Senior Pastor.

The Director of Youth and Family Education (or other similarly titled position) shall be selected and removed from office by the Senior Pastor, consistent with the Congregation-approved budget. This individual and the Senior Pastor shall give each other three months notice of any intended severance.

### 9.6 [9.5] Other Staff Retained by St. Pauls Church

The Senior Pastor shall have the authority to retain the service of whatever individuals the Senior Pastor believes are necessary to conduct the business of St. Pauls Church, consistent with the Congregation-approved budget.

## **ARTICLE X**

### Rules of Order

#### 10.1 Parliamentary Authority

In the absence of any contrary provision in these Bylaws, all meetings of the Congregation, the Council, the Executive Committee of the Council, the standing committees and all other committees and task forces of St. Pauls Church shall be governed by standard parliamentary procedure which provides for adequate notice and a fair opportunity for debate. The presiding officer may be guided by the most current edition of *Robert's Rules of Order*.

#### 10.2 Quorum ~~and Special~~ Voting Requirements

At meetings of the Congregation, all Members of St. Pauls Church who attend shall constitute the quorum necessary to conduct business, except at a Special ~~meeting of the~~ Congregational Meeting specifically called to change ~~determine~~ denominational affiliation or to elect or remove the Senior Pastor from office. ~~[at which two hundred (200) Members of St. Pauls Church shall constitute a quorum. At a meeting to determine denominational affiliation or to elect or to remove the Senior Pastor from office, a two-thirds (2/3) affirmative vote of those Members present shall be required to take action.]~~

For the Council, the Executive Committee of the Council or for any other elected or appointed committee or task force, a half of the members of such group shall constitute a quorum necessary to conduct business.

#### 10.3 Special Congregational Meeting to Change Denominational Affiliation or to Elect or Remove the Senior Pastor from Office

a. The Council shall determine the date of the Special Congregational Meeting ("meeting") at which the Congregation will be required to make a decision either to (a) change denominational affiliation or (b) elect or remove the Senior Pastor from Office.

b. The President of the Congregation shall appoint a Head Teller to oversee all aspects of the voting process. The Head Teller shall be responsible for identifying a Teller Team to assist with the voting process.

b. The Secretary of the Congregation shall send a written notice of the meeting and its express purpose to all Members of the St. Pauls Church at least thirty (30) days prior to the date of the meeting. A sample voting ballot requiring a yes or no answer shall be included.

c. Six (6) days before the established and announced date of the meeting, St Pauls Members shall be allowed to cast votes electronically regarding the ballot question posed, through a process that allows confidential voting and that ensures that no Member of St Pauls has more or less than one vote. The Council shall adopt such procedures to ensure a fair vote. At 6:00 pm the evening before the meeting, this electronic voting shall cease and the electronic votes tabulated; the results of the electronic ballot shall be confidential and shall be shared only with Head Teller.

d. The President of the Congregation shall preside at the meeting and shall announce the appointment the Teller Team to assist with and oversee the voting. The President shall state the question posed on the ballot. Discussion on the question shall be allowed, but no other business will be permitted. The question on the ballot may not be amended. When discussion is ended, Members shall be asked to vote by written ballot on the question posed. The Teller Team shall oversee the casting of votes at the meeting.

e. The Teller Team shall tabulate the results of the votes cast at the meeting. When the results of the meeting votes have been fully tabulated, the Head Teller shall add in the electronic votes cast. The Head Teller shall announce the combined results to those assembled at the meeting. In addition, the Secretary shall ensure that all Members of the Congregation are informed of the results of the voting as soon as possible.

e. A valid decision for the Congregation shall require both:

i. At least two hundred (200) Members of St Pauls have cast ballots; and

ii. The vote is passed by the affirmative vote of two-thirds of the Members of St. Pauls Church casting ballots.

The ballot question shall fail if there if less than 200 Members cast ballots or if less than two-thirds of those casting ballots fail to vote in favor of the question posed.

#### [10.3] 10.4 No Proxy Voting

At all meetings of the Congregation and in any committee or task force convened at St. Pauls Church, voting shall be in person or, as described in Paragraph 10.3, cast electronically and not by proxy.

## **ARTICLE XI**

### Amendments

#### 11.1 Process

Any Member of St. Pauls Church may propose amendments to these Bylaws by submitting them to the President of the Congregation, provided such proposed amendments are in writing and are

supported in writing by at least five (5) other Members of St. Pauls Church. These proposed amendments shall be voted upon at the next meeting of the Congregation.

Unless the proposed amendments are proposed by the committee established under Paragraph 11.2 of these Bylaws, the President shall appoint a committee to review the proposed amendments and offer recommendations regarding them at the meeting of the Congregation when such amendments are to be considered.

The Secretary of the Congregation shall ensure that Members of St. Pauls Church are informed in advance of the proposed amendments to the Bylaws at least fourteen (14) days prior to the meeting of the Congregation where they will be considered.

Amendments to these Bylaws require the affirmative vote of two-thirds (2/3) of those Members of St. Pauls Church present and voting.

#### 11.2            Review of Bylaws

Commencing in 2004 and every five years thereafter, the President shall appoint a committee for the sole purpose of reviewing the Bylaws currently in place at St. Pauls Church. The President shall designate a chair for this Committee. This committee shall propose such amendments to the Bylaws as it determines necessary. These proposed amendments shall be considered through the process described in Paragraph 11.1, except that the support in writing of five (5) Members of St. Pauls Church for the proposed amendments shall not be necessary.

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