

2018.1.27 Revision Approved by Leadership Circle for presentation to Governing Body, Sunday January 07, 2018 - Draft 1.6

Constitution and By-laws
The Congregational Church of West Medford, United Church of Christ
 DBA Sanctuary United Church of Christ

I. Name of Church. Affiliation.

The name of this corporation shall be "The Congregational Church of West Medford, United Church of Christ, DBA Sanctuary United Church of Christ" and will be referred to hereafter as "Sanctuary UCC," and/or the "congregation." The Congregational Church of West Medford, DBA Sanctuary UCC United Church of Christ is an Open and Affirming congregation of the Metropolitan Boston Association of the Massachusetts Conference of the United Church of Christ.

II. Purpose (Mission Statement)

Sanctuary UCC is a diverse community of action-oriented followers of Jesus, who humbly strive through worship, faith formation and the practice of Jesus' teachings to love God and our neighbors as God loves us.

God calls us to care for and meet people where they are; share a life of prayer and joyful service with all; and together--worship, rest in, and serve God. We are seekers of justice and lovers of all of God's creation. Through the community formed by the Holy Spirit, we are consoled, forgiven, refreshed and inspired.

We extravagantly welcome all people; believers, non-believers, doubters, questioners, no matter who they love, their gender identity or expression, their race, culture, ability, or economic circumstance. All are a blessing to our journey of faith and we seek to share God's love and grace with all.

III. Sanctuary UCC Membership / Sanctuary UCC Partnership

- A. Membership and Partnership in Sanctuary UCC is open to all people in accordance with it's practices. Members and Partners are those who the Leadership Circle affirms and who unite with Sanctuary UCC by a public declaration of commitment to the Membership and Partnership responsibilities defined in III.C. Members and Partners are welcome to belong to other faith communities.
- B. Membership and Partnership may be terminated by the Leadership Circle (LC) in the following ways: transfer of membership, at the request of the Member or Partner, death, inactivity, or a failure to honor the Membership and Partnership Responsibilities defined in III.C. Members to be terminated due to inactivity will be sent a written notice when possible and given an opportunity to request that their membership be preserved.

C. Membership and Partnership Responsibilities:

Members and partners are expected to support the mission and purpose; to share in the life and work of Sanctuary UCC and its ministries and programs; contribute to its support and benevolences through commitments of time, talent and treasure; and to care for its spiritual welfare.

D. Membership/Partnership Options and Privileges:

1. Sanctuary UCC Member: Baptized, Voting Members, Individuals, who are eligible to serve in all capacities including as elected members of the LC, Standing Committees and as officers. affirm the Membership and Partnership Responsibilities as defined in III.C and consider themselves followers of Jesus. Members are eligible to serve in all capacities. Covenant Partners are welcome to belong to other faith communities.
2. Affiliate Partners: Voting Members who have not yet chosen baptism who may serve on Ministry Teams and by exception in other roles with the approval of the congregation. Sanctuary UCC Partners: Individuals who affirm the Membership and Partnership Responsibilities as defined in III.C. Partners are eligible to serve in all capacities except as Moderator and/or Trustee.

V. Meetings of the Governing Body of Sanctuary UCC Congregation

- A. ~~The~~ The Governing Body of Sanctuary UCC congregation shall meet at least twice a year: once in an Annual ~~Business~~ Meeting to do the business of the church, another in an Annual Visioning Meeting to dialog and discern on the goals and vision for the future of the church. Special Meetings may be called by the Leadership Circle to address situations or opportunities that require congregational vote, and may be called by written petition of any 10 members.
- B. The Annual ~~Business~~ Meeting shall be held no later than the first Sunday of February, the purpose of which is to:
1. Report on the previous year's ministry and finances;
 2. Discuss and approve the recommended budget for the upcoming year, brought forth to the congregation by the Leadership Circle;
 3. Vote on a slate of candidates for electd roles as defined by the bylaws, and the Nominating Committee. A ballot will be provided to each voting member/partner allowing for the option of write-in alternatives at the meeting.
 4. Any additional business to this meeting must be brought forward to the Leadership Circle in advance and must be approved by that body by majority vote as a relevant matter of congregational discussion and/or vote, or by a petition of 10% (or ten, whichever is lesser) members / partners.
- C. The Annual ~~Business~~ Meeting shall be held between June and October, the purpose of which is to:
1. Review and assess Sanctuary UCC's mission, ministries, objectives, goals and sustainability;
 2. Make adjustments as called for from the dialogue and discernment.
- D. Written notice of any of these aforementioned Sanctuary UCC Meetings will be given by email and bulletin announcements not less than 14 days in advance, and will specify the place, day, and hour of the meeting. In an emergency situation, the Leadership Circle may call for a special meeting on at least 10 day's notice.
- E. A quorum of 25% or no less than 10 members or partners, whichever is greater, is required to do the business of any of these business meeting.
- F. Each member / partner as defined in Article III will have one vote. Voting is available to those who are present either in person or via electronic means whereby the member / partner is able to listen and participate in discussion.
- G. Decision-making at Sanctuary UCC will be by consensus, where possible, otherwise a simple majority of the voting members/partners present is required; however, any changes to this constitution and by-laws will require a two-thirds affirmative vote. The decision to call or terminate pastoral staff will require a three-quarters affirmative vote.

H. In addition to the matters defined above, the following must come before the congregation at a duly called business meeting:

1. Calling staff to serve as Pastor and Teacher; this would include lead pastor, associate pastor, or any position that requires ordination.
2. Terminating pastoral staff (as defined in IV. H. 1.) except in cases of misconduct.
3. The borrowing of money or capital improvements in excess of 10% of the yearly church operating budget.
4. Any commitment to acquire, lease, or dispose of real property.
5. Any extra budgetary program or project, excluding repair or replacement, using over \$10,000 of endowed funds or investment income.
6. Changes to denominational affiliation(s).
7. Dissolution of the congregation.

I. Minutes will be taken of every congregational meeting held, transcribed and saved in the church office.

V. Leadership Circle (Board)

A. The five to nine members of the Leadership Circle shall be members or partners of Sanctuary UCC. The majority of those elected to the LC and as Moderator shall be Sanctuary Members.

B. Called pastoral staff serve as ex-officio, non-voting members of the Leadership Circle.

C. Leadership Circle members are chosen through the vote of the congregation at the Annual Business Meeting on a rotating basis—at least two members are elected for staggered three-year terms, so that each year, at least 2 members (or 1/3, whichever is lesser) of the Leadership Circle comes up for a vote by the congregation.

Each member of the Leadership Circle serves a three-year term and can be re-elected once and, after a one-year hiatus, can be elected again and re-elected once. This process may be repeated. In the event of a vacancy on the Leadership Circle, the Leadership Circle may appoint someone to serve until the next Annual Congregational Business Meeting.

D. The responsibilities of the Leadership Circle are:

1. To provide strategic and tactical oversight of all the activities of the church, ensure that the mission and purpose of the church drives decision making, support the development of the ministry teams required for pursuit of the mission and purpose and plan for the church's future. This oversight shall include strategic planning, sustainability and stewardship, community outreach and engagement, marketing and branding, facilities and financial management.
2. To provide a forum of communication among the various ministry teams, officers, pastor, and staff of the church and address differences among them.
3. To select and remove officers.
4. To manage the stewardship, sustainability and financial health of Sanctuary UCC and her assets and investments; including but not limited to:
 - a. determine and implement the church's investment, endowment and generosity policies;
 - b. borrow money and incur indebtedness for purposes of the church;
 - c. execute and deliver, in the church's name, evidence of such debt;
 - d. determine the total anticipated revenue and expense for each fiscal year and develop a budget based on anticipated revenues and the priorities of the church as submitted by the various teams, staff, and ministries;
 - e. review regular monthly and year-end financial reports prepared by the Treasurer or Sanctuary UCC staff;
 - f. organize and facilitate ongoing stewardship and generosity faith practices, including an annual generosity and stewardship drive and other forms of fundraising and revenue;
 - g. develop and oversee sound financial procedures to be used by the church.
 - h. Audit and ensure adequate and appropriate property, casualty, liability and workers comp. insurance is held.
 - i. No members of the same family shall have signatory authority over Sanctuary UCC's banking or investments.
5. To oversee the church's business agreements and responsibilities.
6. To oversee and provide direction to pastoral staff; choose interim pastor in the case of a vacancy.
 - To design, facilitate and disseminate a yearly evaluation of the church's ministries, including
 - a. the pastor(s), staff and all ministries,
 - b. Present the findings to the Pastor(s), Leadership Circle and the Pastor-Parish Relations Committee (PPRC)
 - c. Prepare a written report on the summary findings available to all members and partners of Sanctuary UCC.
8. To investigate any allegations or proof of misconduct by pastoral staff, and if appropriate, to suspend or terminate the pastor or staff member, and communicate with the congregation and the denomination, as appropriate.
9. To hire, oversee, provide direction to, and terminate any staff that has not been called by the congregation, in close collaboration with the Lead Pastor and in support of same as head of staff, .
10. To preside over congregational meetings, accept for review petitions from the congregation, evaluate and offer recommendations regarding any changes to by-laws that may come up for congregational review.
11. To ensure that an Annual Report on the past year is presented to Sanctuary UCC at the time of the Annual Business Meeting.
12. To appoint delegates to represent Sanctuary UCC at wider UCC functions and meetings.

E. Meetings of Leadership Circle:

1. A simple majority of the total number of the Leadership Circle shall be necessary to constitute a quorum for the transaction of business. Every act or

decision done or made by a majority of the members present at a duly held meeting, which may be in person or teleconference, at which a quorum is present, shall be regarded as the act of the Leadership Circle, unless a greater number is required by law or by the Articles of Incorporation.

2. The Leadership Circle will schedule meetings to be held at least ten times per year. These meetings will be published on the church calendar.
3. All Leadership Circle meetings are open to members of the congregation except Executive Sessions which may be closed but which must be posted on the church calendar in advance.
4. Minutes will be taken at all Leadership Circle meetings and will be made available to the public within two weeks, except for minutes from Executive Sessions. Minutes from the preceding meeting will be read and approved at the beginning of a Leadership Circle meeting. A file will be kept of all Leadership Circle meeting minutes and all Sanctuary UCC Business Meetings.

VI. Officers

A. The following roles will be elected by the Leadership Circle from its membership:

1. Moderator: The primary duties include coordinating and facilitating meetings of the Leadership Circle and the congregational meetings; sign legal documents as required on behalf of the congregation; enforce the bylaws and perform other duties as assigned by the congregation. The Moderator shall be a Sanctuary Member.
 2. Vice-Moderator: The primary duties include supporting the moderator and coordinating and facilitating meetings of the Leadership Circle and the congregational meetings and other duties in the moderator's absence.
 3. Clerk: Primary duties include recording or delegating the recording of minutes of all Leadership Circle meetings and congregational meetings; making minutes other than from Executive Sessions available to the congregation; working with staff to ensure membership / partnership database is maintained and the Annual Report of the Clerk and UCC Yearbook Report are issued in a timely fashion.
 4. Treasurer: Primary duties include oversight of financial procedures and collaborating with the staff and Leadership Circle in the preparation and implementation of a responsible budget; keep and preserve accurate financial records; ensure timely payment of financial obligations.
- B. Officers serve one-year terms that come up for review and/or renewal yearly by the Leadership Circle.

VII. Standing Committees

The following are the committees required to be active in the congregational life of Sanctuary UCC. These ministries shall be staffed by members or partners with appropriate gifts and graces, chosen by either the Leadership Circle or the Congregation as specified below, in collaboration with the Pastor(s) and The Circles and Service Team.

A. The Circles and Service Team champions community connections, engagement and leadership development and will be comprised of a member of the Leadership Circle as an ex-officio, non-voting member and three to five members or partners elected yearly by the Congregation at the annual meeting.

1. The Circles and Service Team

- a. develops job descriptions for various volunteer positions as needed;
- b. documents processes and practices for circles and ministries within policy guidelines defined by these bylaws and congregational policies;
- c. connects with and discovers people's gifts and interests for ministries and programs;
- d. canvasses and nominates volunteers to serve on the Leadership Circle, standing committees and ministry teams; and
- e. identifies nominees prior to the congregational meeting at which they will be elected;

2. The Circles and Service Team members may serve for more than one year. In the interest of rotation, each year the Circles and Service Team should seek at least one new person to serve.

B. Pastoral Search Committee: Upon request of the Leadership Circle, a Search Committee of five to nine members and partners shall be formed to screen, interview, and recommend individuals to serve as called clergy for the congregation.

1. The Search Committee shall consist of one member each of the Leadership Circle and the Pastor Parish Relations Committee chosen by those respective bodies, and three to seven other members/ partners elected by the Congregation to represent the interests and goals of the congregation. A majority shall be members of Sanctuary UCC.

2. Committees searching for Called Associate or Second Pastor shall seek the advice of the Senior Pastor, who shall serve as an ex officio member of the Search Committee.

3. The Search Committee will present one candidate to the Leadership Circle, which will then present the candidate to the congregation for approval at a Sanctuary Business Meeting.

C. Pastor Parish Relations Committee (PPRC): Will be comprised of three to five members recommended by the Circles and Service Team and appointed by the Leadership Circle and the Pastor. At least one member of the Search Committee shall serve on the PPRC for the first year of a pastor's ministry. The deliberations of the PPRC are confidential and meetings are not open to others for general participation.

The Pastor Parish Relations Committee shall seek to achieve and maintain an open, effective, and trusting relationship, and two way-communications between the Pastor(s) and the congregation. Duties include:

1. Listening to, collaborating and supporting the pastor(s), and
2. Responding to any issues and concerns brought by the Pastor, staff and/or congregation.

D.

C. Trustees of Invested Funds; The Trustees shall consist of three Sanctuary Members who will report quarterly on the status of Sanctuary UCC's Invested Funds to the Leadership Circle and propose and drive generosity and investment policies. Each Trustee shall be nominated by the Circles and Service Team and elected by the congregation to serve staggered three-year terms, so that each year, at least one trustee comes up for a vote by the congregation. No members of the same family shall serve as Trustees during the same term.

1. The bulk of Sanctuary UCC's financial assets (restricted and unrestricted) are in the Invested Funds established by CCWM over the years, and largely in the invested assets of the sale of the church property at 400 High Street. The combined funds are to be administered by the Trustees.
2. The annual income (interest & dividends) and the appreciation of the Unrestricted Invested Funds are automatically available for proposed budgets at the discretion of the Leadership Circle.
3. It is understood that it will be necessary and appropriate for Sanctuary UCC to draw on the principal of her investments for several years after the sale of the property, with the purpose achieving the financial sustainability goal of eventually drawing on only interest, dividends, and appreciation on an annual basis.
4. Any drawdown (reduction) of the principal of Sanctuary UCC's investments below \$ 2M shall be only with the approval of a majority of the Trustees.

5. Should it be determined that Sanctuary UCC will take steps to cease operations the Leadership Circle and Trustees will work with the MAUCC and legal counsel to determine the beneficial distribution of the remaining financial assets in accordance with the Commonwealth of Massachusetts' laws and policies regarding such funds. E. Ad Hoc Committees: Ad hoc committees can be created by the Leadership Circle as it deems appropriate.

VIII. Circles and Ministry Teams:

- A. A Circle or Ministry is any activity that expresses or spreads faith, builds community and/or allows members/partners to share God's love and grace in the world. Ministry Teams may be developed by the pastor, Leadership Circle, or members/partners of the church and the team shall organized as required to perform its ministry. All are welcome to serve on a ministry team based on interest, passion and gifts. All are encouraged to invite others to engage in Sanctuary UCC's ministries.
- B. Ministry Teams will work in consultation with the Pastor(s) on ministries that further the mission and vision of Sanctuary UCC. The ministry team is accountable to the mission and vision of the church as defined by the congregation.
- C. Ministry Teams' authority and responsibility includes:
 1. Recommending priorities and goals for programming in that ministry and for the spiritual direction of the congregation as it relates to that ministry.
 2. Developing measures for success for the ministry; working with the Circles and Service Team to develop processes and practices to achieve the priorities, goals and measures for success.
 3. Recommending to the Leadership Circle the budget, staffing and technology needs for that ministry.
 4. Planning, implementing, and evaluating activities and events in the life of the church related to that ministry.
- D. A Ministry Team Leader will be elected by the Ministry Team and will serve an initial one-year term that may be extended by mutual agreement.
 1. The Ministry Team Leader will serve as liaison to the Leadership Circle and Staff responsible for that ministry; receive direction from, provide reports and information to and forward requests to the Leadership Circle.
 2. The Ministry Team Leader and Ministry team members will work with the Circles and Service Team to develop new engagement in the ministry team.
- E. Ministry Team Leaders will meet as needed with the staff and/or Leadership Circle to ensure communication and connection to the church's mission and vision. At least two times a year all of Sanctuary UCC's Ministry Team Leaders will meet for collaboration and cross-ministry engagement.

IX. Staff:

IV. Pastoral Staff

1. The lead pastor will be called as spiritual leader and head administrator of the community, supported and empowered by the congregation to freely lead the community as guided by the Holy Spirit and the congregation's mission and vision. Additional pastoral staff may be called as per the search process defined above and would report to the lead pastor, be accountable to the lead pastor and Leadership Circle and carry a portfolio of responsibilities defined in the search process.
2. Pastor(s) should maintain high moral standards, feel commitment to a growing spiritual life, be ordained, hold a Master of Divinity degree, and have sufficient training and experience for the needs of Sanctuary UCC.
3. Dismissal of Called Clergy. If a member of the pastoral staff loses the support or confidence of the congregation or the Leadership Circle, or if other serious problems arise that may ultimately warrant the dismissal of the pastor or a change in the call agreement, the Leadership Circle shall initiate whatever procedures it deems appropriate to solve the problem or restore support or confidence in the pastor. If such procedures are unsuccessful, the Leadership Circle shall make appropriate recommendations or seek guidance from the congregation. The Leadership Circle should seek guidance and/or assistance from the denomination.
4. The pastor(s) shall attend all Leadership Circle meetings as appropriate, keep the congregation informed of their activities, bring to the church news and issues relating to the wider Church, participate in discussion and planning, and provide spiritual direction and care.
5. The Leadership Circle will arrive at an adequate compensation package to offer the pastor on a yearly basis that can adequately be met by the church budget; seeking to consider the denomination's recommended guidelines.

A. Program and Administrative Staff

1. Program and Administrative Staff with the requisite skills and experience may be chosen to lead specific ministries or functions via a search process defined by the Leadership Circle and lead pastor. These staff members would report to the lead pastor, be accountable to the lead pastor and the Leadership Circle, and carry a portfolio of responsibilities defined in the search process.

2. Contract roles such as sexton, cleaning and other business services will be defined and awarded by the Leadership Circle.

X. Finances

The Fiscal year is the same as the calendar year – January through December.

B. Budget process:

1. Based on measures of "success" developed by the ministries teams in collaboration with the Circles and Service Team - the annual budget process for the upcoming year starts with committees and ministry teams proposing to the Leadership Circle the priorities for mission and ministry and the finances and staff needed to meet those priorities.
2. The Leadership Circle in collaboration with the Lead Pastor and other appropriate staff, defines goals and objectives for income; and implements the annual Stewardship drive.
3. Accounting for projected income, the Leadership Circle, develops a workable budget.
4. The Leadership Circle submits the draft budget to a congregational vote at the Annual Business meeting.
5. The Congregation defines through their vote, the operating budget and ministry priorities.
6. Any changes between line items must be approved by the Leadership Circle. Any additions to the bottom line of the annual budget must be approved by a Sanctuary UCC Business Meeting.
7. A minimum of 10% of projected annual income (not revenue) will be tithed to the congregation's mission and outreach budget. It is recommended that the ministry team practice the United Church of Christ's guidelines and distribute the tithe as follows: 50% of that budget to the wider church through the MACUCC United Church Mission; 15% to the wider church through designated gifts and 35% to local mission, which may include Sanctuary UCC's ministries.

C. Audit & Financial Control:

1. Check signing: At all times, there shall be at least two, but no more than four individuals, who are authorized to sign checks. Those authorized to sign checks shall be designated by the Leadership Circle. For all checks of \$2,000.00 or more, other than salary and/or benefits, the signatures of two individuals shall appear on such checks. Similarly, for all expenditures of greater than \$2,000.00, the pre-approval of two members of Leadership Circle shall be required. The check signers appointed cannot be from the same family, nor can they be spouses.
2. Internal Audit: An internal audit shall be conducted annually. The audit shall consist of a review of all of the financial records of Sanctuary UCC. The moderator shall appoint an individual or a committee to conduct the internal audit, but the conductor of the audit must not be one of the elected Leadership Circle members.
3. External Audit: An external audit shall be completed every three years. The external audit shall be completed by a Certified Public Accountant or by an otherwise-qualified accountant. The Leadership Circle shall budget appropriate funds to pay for the services of an accountant to conduct the external audit.
4. Monthly Financial Reports: The treasurer or staff under the direction of the treasurer shall provide to the Leadership Circle current financial information for all meetings. The Leadership Circle shall make current financial information available to members/partners on request.

XI. Amending By-laws:

By-laws may be amended only by a two-thirds vote of the membership eligible to vote at the meeting called to make the bylaw change.

END

~~A complete revision of the Bylaws was proposed at the February 1, 2015 annual business meeting of the Congregational Church of West Medford, United Church of Christ, DBA, Sanctuary UCC UCC and unanimously adopted at a called business meeting of the governing body on April 12, 2015. The organizational structure and policies took effect on June 1, 2015.~~

A significant revision of the bylaws was proposed in conjunction with the 2018 Annual Congregational Meeting of the Congregational Church of West Medford, DBA Sanctuary UCC, and adopted by a 2/3 majority at a called business meeting of the governing body on .. These changes took place immediately on