

**THE COMMUNITY CONGREGATIONAL CHURCH  
UNITED CHURCH OF CHRIST,  
OF BENICIA, INC.  
1305 West Second Street, Benicia, CA 94510  
CONSTITUTION**

**ARTICLE I: Name and identity.**

- A. Name: The name of This Church is the Community Congregational Church United Church of Christ, of Benicia, hereinafter known as "This Church."
- B. Ecclesiastical identity: This Church is a manifestation of the church of Jesus Christ and a member congregation of the United Church of Christ.
- C. Corporate identity: This Church is a non-profit corporation of the State of California, known as Community Congregational Church United Church of Christ, of Benicia, Inc.

**ARTICLE II: Mission statement.**

The mission of the Community Congregational Church is to follow the example of Jesus by being a welcoming community that cares for and honors each other and the world. We welcome everyone: young and old, gay and straight, singles and families, exuberant children, and inquiring adults. We celebrate our diversity in vibrant music, sacred worship and lively fellowship. We are a justice-making and radically-inclusive community. We seek to live fully, love wastefully and lead courageously.

**ARTICLE III: Covenantal relationships.**

- A. We covenant with God and one another to bind ourselves together as a fellowship of Jesus Christ, and to seek the truth as revealed to us in the scriptures, in the person of Jesus Christ, and in the heritage of the Christian Church. We covenant together to make the truth of the gospel known in all areas of life. To this end we support This Church with our prayers, time, talents, and material possessions.
- B. As a local church of the United Church of Christ (UCC), This Church is autonomous and self-governing. It relates to other UCC congregations, the Bay Association, the Northern California Nevada Conference, and the General Synod

in a covenantal manner. This Church honors and respects the work and ministry of the various expressions of the UCC so that the whole church will seek God's will and be faithful to God's mission.

#### ARTICLE IV: Governance.

- A. The officers of This Church are: moderator, vice-moderator, clerk, financial secretary, and treasurer.
  - 1. The officers will constitute the directors of the corporation and serve on the Church Council.
  - 2. The officers will be members of This Church.
- B. The Church Council (hereafter "Council") is the leadership team of This Church. Members of the Council include, but are not limited to, the officers of This Church. The Council:
  - 1. Carries out the decisions of the congregation.
  - 2. Proposes bylaws for the business operation of This Church and forwards them to the Congregation for approval.
  - 3. Sets policies, procedures and forms as needed for the day-to-day operation of This Church.
  - 4. Prepares and applies the budget.
  - 5. Attends to the well-being of This Church.
  - 6. Establishes such committees, working groups, ministry teams, and task forces as necessary.
  - 7. Envisions the future of This Church.
  - 8. Manages the affairs of This Church between Congregational Meetings.
  - 9. Appoints interim officers to serve as needed in the absence of elected officers.

#### ARTICLE V: The Minister.

The Minister is called by This Church to serve as the pastor, teacher and spiritual leader by preaching and teaching the Gospel, celebrating the rites and sacraments of the Church, and promoting the spiritual welfare of This Church and those it serves.

#### ARTICLE VI: Membership.

- A. Active membership in This Church will be available to any person who has been presented by the Minister to the Council. The applicant need not proclaim a set of beliefs to become a member. This Church respects the members' spiritual journeys and the integrity of those journeys. Members are supported on their spiritual journeys through connection and engagement in many ways. This Church's mission is to follow in the example set by Jesus and welcome all to join us in this journey.
- B. This Church believes that lesbian, gay, bisexual, and transgender people share with all other people the worth that comes from being unique individuals. This Church welcomes lesbian, gay, bisexual, and transgender people to join our congregation in the same spirit and manner used in the acceptance of all new members.
- C. Active membership in This Church may be terminated by issuance of a letter-of-transfer to another church, or by request of the member for release from membership.
- D. If a member, through acts of intolerance, aggression, antagonism, or endangerment of others, or violates This Church's mission to follow the example of Jesus and care for and honor each other and the world, membership can be terminated by a majority vote of the Council and with the agreement of the Minister.
- E. A member whose whereabouts is unknown for a period of two (2) years or shows no responsibility to This Church may, by a majority vote of the Council, and after consultation with the Minister, be removed from the membership roll and placed on an inactive list. Those with inactive status may be granted letters-of-transfer to another church or granted active status in the future by recommendation of the Minister to the Council.
- F. Rights and privileges of membership are to:
  - 1. Vote at Congregational Meetings.
  - 2. Hold a position on the Council.
  - 3. Be designated as delegate to wider UCC meetings and events.

4. Serve on Northern California Nevada Conference and Bay Association Committees.
5. Serve as officers of This Church.

G. Responsibilities of membership are to be:

1. A minister: Engaging in the mission of This Church individually and in community with other members; living a life of service to people and the whole of the creation; and bearing witness, through words and deeds, to the life and teachings of Jesus.
2. Part of the worshipping community: Participating with the congregation when it gathers regularly for worship and to celebrate the sacraments.
3. A steward: Believing that everything people have are gifts from God, given in trust and with the responsibility to manage them wisely and to offer them faithfully, members return a portion of their gifts to This Church in the form of participation in This Church's life and through financial support.
4. A learner: Growing as a follower of Jesus through regular encounters with the Bible and through engagement with other members in study and discussion.

H. Associate Membership:

1. An Associate member is one who wishes to retain full membership in another community of faith and at the same time become a member of This Church. An Associate joins This Church by the same process as a member and has the same responsibilities, rights, and privileges as a full member with the following exceptions:
  - a. Has a voice but may not vote on the call or dismissal of the Minister.
  - b. Has a voice but may not vote on the acquisition or disposal of real property.
  - c. Cannot serve as an officer of This Church.

I. A non-member:

1. May serve on the Council but have no vote.
2. May not be an officer.

3. May not vote at business meetings of the Congregation (Congregational special or annual meetings).

#### ARTICLE VII: Meetings.

- A. Services of Worship will be held at regularly scheduled hours each week or as needed, and the Sacrament of the Lord's Supper will be celebrated at least quarterly.
- B. Business Meetings of the Congregation (Congregational Meetings):
  1. A Congregational Meeting, called by the Moderator through the Clerk, will be held within the month prior to the beginning of the fiscal year to elect officers and council chairpersons.
  2. The Annual Meeting is called by the Moderator through the Clerk and will be held no later than one (1) month following the close of the previous fiscal year to conduct the business of This Church as a corporation, including the approval of the annual budget for the fiscal year. Written reports from the officers and chairpersons of the outgoing Council and from the Minister will be compiled and presented to the Annual Meeting in the written Annual Report. This meeting will be announced during the worship service for the two successive Sundays prior to the Annual Meeting. Items to be voted upon will be distributed prior to the Annual Meeting.
  3. A semi-annual Congregational meeting will be held mid-way through the fiscal year to approve modifications to the budget and other items of business.
  4. Special Meetings can be called by the Moderator through the Clerk at the request of the Minister, or by any three (3) of the Council members, or by the written request of ten (10) voting members of This Church. This meeting will be announced during the worship service for the two successive Sundays prior to the Special Meeting. Items to be voted upon will be distributed two weeks prior to the Special Meeting.
  5. A quorum for any Congregational Meeting will consist of twenty percent (20%) of the voting members of This Church.

#### ARTICLE VIII: Ratification and amendments:

Constitution 2019

The ratification and amendments to this Constitution will be made by a vote of two-thirds (2/3) affirming vote of a duly called Council after a quorum has been established, and a vote of two-thirds (2/3) vote of a duly called Congregational Meeting with the members present after a quorum has been established.

Proposed January 15, 2019 by the Constitution and Bylaws Taskforce:

Mary Susan Gast: Mary Susan Gast

Sam Hammonds: Sam Hammonds

James E. Lessenger (Chair): James E. Lessenger

Ratified on January 15, 2019 by the Church Council by a vote of two-thirds (2/3) affirming vote of a duly called Council after a quorum was established:

Leslie Lessenger, Moderator: Leslie Lessenger

Shelby Riddle, Vice Moderator: Shelby Riddle

Deborah Shanks, Secretary: Deborah Shanks

Ratified on January 20, 2019 by a two-thirds (2/3) vote of a duly called Congregational Meeting with the members present after a quorum was established:

Shelby Riddle, Vice Moderator in the absence of the Moderator:

Shelby Riddle

Deborah Shanks, Secretary: Deborah Shanks

Dale Olm, Treasurer: Dale Olm

CORPORATE SEAL AFFIXED



**THE COMMUNITY CONGREGATIONAL CHURCH  
UNITED CHURCH OF CHRIST,  
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1305 West Second Street, Benicia, CA 94510  
BYLAWS**

ARTICLE I: The Church Council (hereafter the "Council").

A. Composition:

1. The Council is composed of the officers, chairpersons of committees and up to two (2) members elected at-large by the congregation, with one (1) member-at-large preferentially under the age of eighteen (18) at the time of election. The Minister serves as a Council member *ex officio*, with a voice but no vote.
2. Elections will be held during a Congregational Meeting within the month prior to the beginning of the fiscal year, as follows:
  - a. The Vice Moderator is elected to serve one (1) year as Vice Moderator, followed by one (1) year as Moderator.
  - b. Other officers, members-at-large, and chairpersons of committees are elected for 2-year terms and may serve three (3) consecutive terms.

B. Officers. The officers and their responsibilities are:

1. The Moderator:
  - a. Chairs all Congregational Meetings.
  - b. Chairs the Council.
  - c. Serves as an *ex-officio* member of all committees except the Nominating Committee and the Pastor Parish Relations Committee.
  - d. Calls the Annual Meeting and special meetings as specified in the Constitution, Article VII.
  - e. Appoints taskforces as needed.
2. The Vice Moderator:
  - a. Performs the duties of Moderator in the Moderator's absence and at any time the Moderator deems necessary.

- b. Serves as chairperson of the Nominating Committee and creates a nominating committee no later than four (4) months prior to the end of the fiscal year. The Nominating Committee prepares a slate of officers, members-at-large, and committee chairs, and presents it to the Council for approval prior to presentation to a Congregational Meeting.
  - 3. The Clerk:
    - a. Serves as custodian of all records, policies, procedures, and forms.
    - b. Keeps a record of and reports to the Annual Meeting the past year's:
      - 1) Membership, including additions and losses.
      - 2) Baptisms.
      - 3) Marriage services performed by the Minister or on behalf of This Church.
      - 4) Funeral and memorial services performed by the Minister or on behalf of This Church.
    - c. Prepares and submits the UCC Annual Yearbook report to the Northern California Nevada Conference with the assistance of the officers and committee chairpersons.
    - d. Confirms that all documents are delivered to the Archivist in accordance with the archival policy.
    - e. Records the minutes of all Council and Congregational meetings.
  - 4. The Financial Secretary:
    - a. Receives all funds pertaining to the life and welfare of This Church.
    - b. Promptly deposits all monies received.
    - c. Informs the Treasurer of funds received and deposited.
    - d. Maintains an accurate account for each person who has pledged financial support to This Church.
    - e. Keeps confidential information pertaining to individual pledges.
    - f. Assists the head of the stewardship campaign.
    - g. Is assisted by Council-approved counter(s) to document the Sunday collections and deposits.
  - 5. The Treasurer:
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- a. For state corporate and financial institutional purposes, the Treasurer is designated as the “Chief Financial Officer.”
- b. Pays all budgeted or Council-approved expenses of This Church.
- c. Supervises payroll services and maintains payroll records.
- d. Has custody of all documents relating to the property of This Church (the documents may be deposited in the Archives).
- e. Keeps an accurate account of all expense receipts and disbursements.
- f. Prepares and maintains the records of monthly and yearly financial statements and reports.
- g. Maintains all banking and other financial institution accounts.
- h. Acquires such surety bond as the Council prescribes.
- i. Assists in preparation and monitoring of the annual budget.
- j. Maintains and updates state and corporate documents.

C. Committees.

1. Committees (including working groups, ministry teams, and taskforces) are established by the Council as necessary for the well-being of the congregation and the management of church affairs. Membership on any committee except the Pastor Parish Relations Committee is open to those persons with interest in and commitment to the work of the committee. Service on a committee is not term-limited.
2. The Council may establish committees to work in areas such as, but not restricted to, the following (Except as noted in the Constitution and Bylaws, the duties of these committees will be defined by policies, as needed. In order to minimize time commitments there can be committees or taskforces where the chairperson is not on the Council):
  - a. Worship and spiritual life.
  - b. Hospitality and fellowship.
  - c. Congregational care.
  - d. Welcome to visitors and membership growth.
  - e. Stewardship and financial development.
  - f. Religious education and faith development (Christian Education).

- g. Leadership development and recruitment.
  - h. Youth ministry and programs.
  - i. Buildings and grounds.
  - j. Missions and outreach.
3. The Pastor Parish Relations Committee (PPRC) supports and maintains an open relationship between the Minister and members of the congregation. Members of this committee are selected based on their maturity, trustworthiness, visibility in the congregation, and ability to see multiple sides of a situation. Members are selected by the Vice Moderator in consultation with the Minister.

#### D. Council Meetings.

- 1. The Council will meet monthly.
- 2. Meetings are chaired by the Moderator, or in the Moderator's absence, the Vice Moderator. If neither the Moderator nor the Vice Moderator is present, the Council will designate an officer to serve as chairperson for that meeting.
- 3. Officers and committee chairpersons will present reports as needed or requested.
- 4. Special Meetings of the Council may be called by the Moderator, with three (3) days' notice given, if circumstances allow.
- 5. Midway through the fiscal year the Council will review the budget performance.
- 6. To vote on business matters a quorum of two-thirds (2/3) of the seated Council membership is required to be present.
- 7. Committee chairpersons who must be absent may appoint a member of their committee or any church member to vote as the committee's chairperson and to fulfill the quorum (proxy vote).
- 8. Committees with co-chairpersons have only one vote.
- 10. Meetings and votes can be held electronically or by phone if coordinated by the Moderator and properly documented by the Clerk.

Procedures and rules-of-order are to be followed as outlined in the Policy and Procedures Manual approved by the Council.

11. Non-members may participate but have no vote on the Council.

E. Special responsibilities.

1. Council resignations, vacancies, and removals:

- a. Unexpired terms will be filled by the Council upon recommendation of the Moderator and the Minister.
- b. Council positions will be declared vacant by the Council upon resignation or reasonable evidence that the member is not able or is unwilling to carry on the function of the position.
- c. The Moderator will contact the member to confirm receipt of their resignation or to notify the Member of the action taken by the Council.
- d. Council members who fail to perform their duties, are willfully neglectful in the performance of their duties, are suspected of malfeasance, or are incapacitated, may be removed from office by the Council. Before initiating an action to remove a member, the Council should first request the member's resignation. If the request is refused, the Council may remove a member by a majority vote by paper ballot of the remaining members at any regular or specially called meeting of the Council. A written letter of removal will be sent by certified mail with return receipt requested to the member within two (2) weeks of the vote.

2. Financial review:

The Council will provide for a review of financial accounts by other than the Treasurer or Financial Secretary at the close of each fiscal year.

3. Review of the minister:

Every two (2) years the Council will oversee a review of the Minister and of the terms of the Minister's letter-of-call.

4. Conflict between the Congregation and the Minister:

If conflict arises within the Congregation or between the Minister and the Congregation, the Council will make every effort to resolve the situation in

a mutually beneficial manner and may call upon the Northern California Nevada Conference for assistance.

5. Policies:

- a. Policies may be adopted or amended by the Council by a two-thirds (2/3) vote of those present after a quorum has been established.
- b. New and amended policies must be made available to the Congregation and kept in a readily available binder.
- c. All policies will be reviewed by the Council every five (5) years.

F. Accountability:

The Council is accountable to the will of the Congregation of This Church.

G. Emergency situations:

In emergency situations, as defined in the policies, the Minister or any officer may make business, financial, or building use commitments for the benefit of This Church and the community it serves.

ARTICLE II: The Minister.

A. Calling a new Minister:

When it is decided that the current Minister will be departing, the Moderator will immediately contact the Conference office to establish the proper detailed procedures for the departure, the search and calling of a new minister, and the transition activities. These procedures are important, and the current version is listed in the Policy and Procedures Manual.

B. The Minister's service:

1. The Minister's conditions of service are detailed in the letter-of-call.
2. As pastor, teacher, and spiritual leader, the Minister assists in the direction and the programs of This Church as a member of the Council *ex officio*, with voice but without vote, and as a consultant and resource person to the committees of This Church.
3. The Minister must maintain good ministerial standing with the Northern California Nevada Conference.

4. The scope of the Minister's responsibilities includes service to the community and to the wider UCC, with service to This Church as priority.
  5. The Minister presents new members to the Council and is called upon by the Council to approve the dismissal of church members.
  6. The Minister makes a report each year to the Annual Meeting and a written report is included in the Annual Report.
  7. Every two years the Council oversees a review of the Minister and the terms of the letter-of-call.
  8. The Minister meets regularly with the PPRC to foster good communication with the Congregation and to consult on issues affecting the Minister's service.
- C. Ending the Minister's service to This Church.
1. The Minister is called to serve This Church for an unlimited time period, unless otherwise specified in the letter-of-call.
  2. Either the Minister or This Church can terminate the call with three (3) month's written notice, or on other terms upon which there is mutual written agreement.
  3. For This Church to terminate the call to the Minister, a Special Congregational Meeting must be called, and a paper ballot vote taken. Recognizing that such a vote is divisive for the Congregation and results in shattered relationships no matter the outcome of the vote, a Special Congregational Meeting for the purpose of voting on the termination of the Minister's call shall not be called until or unless all avenues have been explored for the mediation of conflict, resolution of grievances, or addressing of shortcomings. Ethical violations or questions of fitness-for-ministry will be referred to the Conference Committee on Ministry.
  4. When the Minister's call is terminated by either party and in any circumstance, the Moderator will send notice to the Conference Minister and to the Bay Association.

### ARTICLE III: Real property (real estate).

- A. This Church is a corporation which does not contemplate pecuniary gain or profit to the members or officers thereof. In the event of the dissolution of this corporation, the real property of this corporation will not in any respect or amount whatever be divided and distributed among the officers or members thereof but after all debts and obligations are paid or provided for, will be conveyed, assigned, distributed, paid, or otherwise transferred to:
1. The Northern California Nevada Conference of the United Church of Christ, a nonprofit corporation organized for religious and charitable purposes.
  2. In the event of the prior dissolution of said Northern California Nevada Conference of the United Church of Christ, to such other nonprofit corporation as will be the successor thereof or will be most likely to carry out the purposes for which this corporation is organized. The determination will be made by the officers of this corporation.
- B. At least three (3) officers of this corporation will be the signatories for all official documents and contracts, except as designated elsewhere (For example: The Treasurer may sign checks, city documents and tax forms).
- C. Any and all property that may belong to this corporation or may thereafter be acquired is dedicated to religious and charitable purposes.
- D. In the case of a proposed purchase of property or sale of all, or any portion of the real property, notice of such intent will be mailed to all members of the Congregation at least six (6) weeks prior to purchase or sale, and the date of the Congregational Meeting will be stated. This meeting will be held in order to approve or disapprove the intent to purchase or sell. At least two (2) weeks before purchase or sale of any property the members of the Congregation will be notified by mail of the date of the Congregational Meeting intended to accept or reject the terms of purchase or sale. At least thirty percent (30%) of the entire membership must be in attendance and an affirmative vote by two-thirds (2/3) of the members present is required to purchase or sell real property.

### ARTICLE IV: Discussion, deliberation, and voting.

- A. The meetings of This Church, the Council, and its committees will allow for all views to be heard, seeking to build community and accord on the matters under consideration.
- B. In matters of procedure not specifically covered in these Bylaws, the Moderator may conduct meetings as seems suitable and with advance notice.

ARTICLE V: Amendments and review.

The ratification and amendments to these Bylaws will be made by:

A vote of two-thirds (2/3) affirming vote of a duly called Council after a quorum has been established, and a vote of two-thirds (2/3) vote of a duly called Congregational Meeting with the members present after a quorum has been established.

Proposed January 15, 2019 by the Constitution and Bylaws Taskforce:

Mary Susan Gast: Mary Susan Gast

Sam Hammonds: Sam Hammonds

James E. Lessenger (Chair): James E. Lessenger

Ratified on January 15, 2019 by the Church Council by a vote of two-thirds (2/3) affirming vote of a duly called Council after a quorum was established:

Leslie Lessenger, Moderator: Leslie Lessenger

Shelby Riddle, Vice Moderator: Shelby Riddle

Deborah Shanks, Secretary: Deborah Shanks

Ratified on January 20, 2019 by a two-thirds (2/3) vote of a duly called Congregational Meeting with the members present after a quorum was established:

Shelby Riddle, Vice Moderator in the absence of the Moderator:

Shelby Riddle

Deborah Shanks, Secretary: Deborah Shanks

Dale Olm, Treasurer: Dale Olm

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