CONSTITUTION AND BYLAWS

FIRST CONGREGATIONAL CHURCH
United Church of Christ
Colorado Springs, Colorado

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation shall be: "First Congregational Church, United Church of Christ, Colorado Springs." (Hereafter referred to as "Church") The Church office shall be located at 20 East St.Vrain Street, Colorado Springs, Colorado 80903.

ARTICLE 2: MISSION STATEMENT

The mission statement of this Church shall be: "Responding to God's love, we are First Congregational Church, United Church of Christ, an inclusive, ecumenical and spiritual people, who through worship, education, care, fellowship, and outreach seek to embrace the mystery of God".

ARTICLE 3: POLITY

This Church acknowledges Jesus the Christ as its head and finds in the Holy Scriptures, interpreted by the Divine Spirit through reason, faith and conscience, its guidance in matters of faith and discipline. The government of this Church is vested in its Active and Associate Members, who exercise the right of control in all of its affairs, subject to these Bylaws, and, in legal matters, to the Articles of Incorporation and the laws of the State of Colorado.

This Church shall be a part of the United Church of Christ and shall sustain the relationship by accepting the obligations of mutual counsel, comity and cooperation involved in the free fellowship of the United Church of Christ and pledges itself to share the common aims and work of all persons of good will.

We cherish, honor, support, serve, and accept each other and the world in all its diversity. As an Open & Affirming, Just Peace, Micah 6 congregation, we encourage all people to participate fully in every aspect of the Church's life and ministry, sharing in worship, fellowship, membership, and leadership.

ARTICLE 4: BELIEFS and COVENANT

While members of the Church commonly hold to the central truths of the Christian faith and are in fellowship with the United Church of Christ, no creed is held to be binding upon individual members. Each member shall have the undisturbed right to follow the Word of God according to the dictates of conscience, under the enlightenment of the Holy Spirit.

Those uniting with the Church shall enter into the following Covenant:
To seek God's guidance, through prayer and meditation, for the ordering of your life; to keep your heart and mind open to receive whatever light or truth breaks forth from God's Holy Word

and the teachings of Jesus; and to promise to sustain this Church by attending its services of worship, participating in its activities, living in the bond of fellowship, and making such contributions of time, talent and financial resources to its prosperity as lies within your power.

ARTICLE 5: MEMBERSHIP

Section 5.1. CLASSES

(a) Active Members: The Active Members of this Church shall be persons who have expressed to the Congregation a desire to unite with it and who have made public acceptance of its covenant by:
   1) Presentation of letters of transfer or
   2) Reaffirmation of faith or
   3) Confession of faith and baptism if not previously baptized

(b) Associate Members: Members of other faith communities who wish to retain membership in those communities may be admitted to Associate Membership. As Associate Members, they shall have all the responsibilities, and privileges of Active Members. The Associate Members of this Church shall be persons who have expressed to the Congregation a desire to unite with it and who have made public acceptance of its covenant.

(c) All members must complete the application process as required by the membership committee. The duties, obligations and procedures of the membership committee, shall be approved by Council.

(d) Inactive Members: Members whose addresses or other contact information have been unknown for a period in excess of one year or who for a period in excess of two years have not communicated with the Church or contributed to its support, may through action of the Membership Committee, acting in collaboration with the Church staff, be transferred to an inactive status. Inactive members shall no longer be reported on the Active Membership roll nor have the rights of membership

(e) Only Active and Associate Members are voting members

Section 5.2. TRANSFER

Any member who desires a letter of transfer and recommendation to another church is entitled to receive it upon request. General letters addressed to no particular church shall not be granted.

Section 5.3. TERMINATION

If a member requests to be released from covenant obligations, the Church, through action of the Membership Committee, shall grant the request and terminate the membership.

Section 5.4. REINSTATEMENT

Any person whose membership has been terminated or who has been placed on inactive status may be restored to Active Membership upon expressing such a desire and by action of the Membership Committee, and in cases of termination, upon reacceptance of the Church covenant in accordance with Section 5.1(a) of this Article.

Section 5.5. ADMINISTRATION

The Membership Committee, acting collaboratively with Church staff and in consultation with the Council Member for Care and Fellowship, is responsible for the administration of this Article.

ARTICLE 6: MEETINGS OF THE MEMBERS

Section 6.1. ANNUAL MEETING

An annual meeting shall be held on or before the last Sunday in February of each calendar year at such time and place as may be determined by Council to acknowledge the yearly reports of Officers, Council Members, committees and special committees; to elect Officers, Council Members, and members of the Leadership Cultivation Committee; to receive and vote on recommendations from Council regarding the budget; to formulate plans for the new year; and to transact all other business brought before the meeting. Notice in writing of the date, time and place of the meeting, together with the list of nominees for all offices or positions to be filled pursuant to these Bylaws, shall be communicated to each voting member of the Congregation not less than ten (10) days nor more than fifty (50) days prior to the meeting.

Section 6.2. SPECIAL MEETINGS

Within fourteen (14) days of any request made by four or more of the members of Council or upon written petition of 3% or more of voting members of the Congregation, the Moderator shall cause notice to be sent of a special meeting of the Congregation. The purpose of the meeting shall be stated in the notice and no other business shall be transacted except that for which the meeting has been called. Notice in writing of the date, time, place, and purpose of the meeting shall be communicated to each voting member not less than seven (7) days prior to the meeting.

Section 6.3. QUORUM

At all meetings of the membership at which business is to be conducted, a quorum shall consist of ten percent (10%) of the Active and Associate Members.

Section 6.4. VOTING PROCEDURES

Each Active and Associate Member present at a meeting at which a quorum is present shall be entitled to one vote. Presence at any meeting may be in-person or by electronic means as determined by Council that allows all participating members to see and hear proceedings and allows the presiding officer or designee to see and hear those participating by electronic means. Neither proxy votes nor absentee ballots are allowed. All matters shall be determined by a majority of votes cast in accordance with Robert's Rules of Order unless otherwise provided by these Bylaws. A plurality of votes cast by the Congregation shall elect Council and Leadership Cultivation Committee members unless otherwise provided by these Bylaws.

ARTICLE 7: CHURCH COUNCIL

Section 7.1. RESPONSIBILITY

Between meetings of the Congregation, Church business shall be managed by a Church Council consisting of eight (8) voting Members which shall include four (4) Officers of the Church and

four (4) Council Members who support and facilitate, respectively, the work of four Areas of Ministry. No single member of the Council shall act, other than in the ordinary course of business, without the approval of a majority of the Council, and such action, absent Council approval, shall not be binding on the Church.

Section 7.2. COMPOSITION

(a) There shall be four (4) Officers of the Church who are Council members as follows: Moderator, Vice Moderator, Secretary and Treasurer

(b) There shall be four (4) additional Council members:

1) Council Member for Worship and Spiritual Life
2) Council Member for Education
3) Council Member for Care and Fellowship
4) Council Member for Outreach

(c) Council Officers and Council Members shall be either Active Members or Associate Members of the Church

Section 7.3. ELECTION AND TERM

Council members shall be elected by members of the Congregation for a term of three (3) years or until their successors are elected, except as described in Section 7.5. Except in the case of an unplanned vacancy, the Moderator and Treasurer shall not be replaced in the same year, nor shall more than two of the four Officers be replaced in the same year. No Council member shall be eligible to serve for more than two (2) consecutive terms as a Council member and shall not be eligible for another term until after a lapse of one (1) year.

Section 7.4. PARTIAL TERMS

A person who has served more than half of a specific term as a Council member, as set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in any Council position.

Section 7.5. VACANCIES

In the event of a vacancy on the Council between annual meetings, the Leadership Cultivation Committee (LCC) shall recommend a candidate to fill that position, subject to Council approval, until the next annual meeting. A person elected at the annual meeting to fill such a position on Council shall serve until the completion of the term of the original Council member.

Section 7.6. DUTIES

(a) Moderator: The Moderator shall be the principal corporate officer of the Church and will be accountable to the membership of the Congregation. The Moderator will be the presiding officer at all Council meetings and at any meeting of the membership of the Congregation as described in Article 6 above

(b) Vice Moderator: In the absence of the Moderator, the Vice Moderator will be the presiding officer at any Council meeting and at any meeting of the membership of the Congregation as described in Article 6 above

(c) Secretary: The Secretary shall be the custodian of the corporate records, including a record

of the proceedings of meetings of the Congregation and meetings of the Council. The Secretary shall give notice of all meetings of the Congregation as required and perform other duties usually handled by a secretary

(d) Treasurer: The Treasurer shall be the principal financial officer of the Church and is responsible for overseeing financial management of the Church, ensuring its compliance with all legal financial requirements and adherence to sound accounting principles that produce reliable financial information, ensuring fiscal responsibility and building public trust. The Treasurer is responsible for Church fundraising, ensuring that all activities are conducted according to the highest ethical standards regarding solicitation, acceptance, recording, reporting and use of funds.

(e) Each Council Member: Council members will support and provide accountability for their designated Ministry or Core Resource area. The Lead Minister shall assign staff to support each Ministry or Core Resource Area.

Section 7.7. REMOVAL OF A COUNCIL OR LEADERSHIP CULTIVATION COMMITTEE (LCC) MEMBER

(a) A Council member may be removed with cause by majority vote of the other members of Council

(b) If it has been determined by a majority vote of Council that a Council member has committed wrongdoing or been deemed apathetic, the Council member shall be removed

(c) An LCC member may be removed with cause by majority vote of Council

(d) If it has been determined by a majority vote of Council that an LCC member has committed wrongdoing or been deemed apathetic, the LCC member shall be removed

Section 7.8. MEETINGS

Council shall hold at least six (6) meetings per year. Notice of date, time and place shall be communicated to each Council member not less than five (5) days prior to the meeting. Following a majority vote, the Council may convene in executive session to discuss matters of a confidential personnel or financial nature.

Section 7.9. QUORUM AND VOTING

A majority of current members of Council must be present in order to transact business. Proxy voting is not permitted. Attendance may be in person or by electronic means that provide contemporaneous bi-directional audio or audiovisual participation.

Section 7.10. SPECIAL MEETINGS.

Special meetings of Council may be called by or at the request of the Moderator and one other Council member, or shall be called by the Moderator upon request of a majority of members of Council. Notice of date, time, place, and purpose of the meeting shall be communicated to each member not less than 24 hours prior to the meeting. In case of an emergency, the Moderator may waive the 24-hour advance notice. Attendance may be in person or by electronic means that provide contemporaneous bi-directional audio or audiovisual participation.

Section 7.11. MISSION AND DUTIES

Council is the principal policy-making body of the Church between Congregational meetings. It is responsible for administration and interpretation of these Bylaws, subject to the laws of the State of Colorado and ordinances of the City of Colorado Springs. Certain executive, administrative, and management functions may be delegated to Church staff or volunteers as needed.

Council's mission is to:

1) Protect and advance the mission of the Church
2) Safeguard the assets (human, spiritual, financial, and property) of the Church
3) Ensure adequate resources to carry out the mission of the Church
4) Be ambassadors to the community on behalf of the Church

Council will:

1) Work collaboratively with Church staff to ensure that procedures for the administration of Core Resources (financial, human, and infrastructure) are in place and being followed
2) Present to the Congregation for their vote an annual operating budget
3) Approve or disapprove solicitations for funds by all Church groups or outside organizations
4) Periodically engage a certified public accountant, independent of Council, Treasurer and accounting function, to review financial statements and related procedures as Council shall deem necessary; such review shall be performed no later than close of the third fiscal year since the previous financial analysis review, shall be presented to Council upon completion for review and approval, and shall be made available to Congregation members upon request
5) Authorize creation, charge and terms of any new staff positions or committees
6) Ensure, through the Lead Minister, that all staff members have current job descriptions and receive appropriate training, supervision and formal evaluation on a regular basis
7) Advise the Lead Minister regarding hiring or termination of staff. A majority of Council must agree with the Lead Minister to proceed with the hiring or termination.
8) Conduct formal annual evaluation of the Lead Minister
9) Appoint delegates to represent the Church officially at synods, meetings and assemblies
10) Authorize any statements or endorsements made on behalf of the Congregation
11) Ensure the Church's nonprofit, 501(c)(3) status is not placed in jeopardy
12) Appoint a called minister search committee when necessary, receive the committee's recommendation, and convene a Congregational meeting to vote on the call

ARTICLE 8: LEADERSHIP CULTIVATION COMMITTEE

Section 8.1. COMPOSITION AND QUALIFICATIONS

There shall be a Leadership Cultivation Committee consisting of no fewer than 5 and no more than 7 members. All members of the Leadership Cultivation Committee shall be either Active or Associate Members of the Church, and the Council Secretary shall be an ex officio non-voting member of the Committee. Council members shall be eligible for election to the Committee

immediately upon completion of the member's Council term but shall not serve on the Committee while serving on Council.

Section 8.2. ELECTION AND TERM

Members of the Leadership Cultivation Committee shall be nominated by the committee and elected by Church members at the annual meeting for a term of three (3) years or until their successors are elected.A member of the Leadership Cultivation Committee is limited to serve 2 consecutive 3-year terms on the Committee.

Section 8.3. PARTIAL TERMS

A person who has served more than half of a specific term on the Leadership Cultivation Committee, as that specific term is set forth in these Bylaws, shall be considered to have served the full term.

Section 8.4. VACANCIES

A vacancy among the members of the Leadership Cultivation Committee shall be filled by the Committee until the next annual meeting of the Congregation.

Section 8.5. SELECTION AND TERM OF CHAIRPERSON

The chairperson of the Leadership Cultivation Committee shall be elected by the Committee members from among the Committee members.

Section 8.6. QUORUM

A majority of the members of the Leadership Cultivation Committee must attend a meeting to constitute a quorum for the transaction of business. Attendance may be in person or by electronic means that provide contemporaneous bi-directional voice participation.

Section 8.7. DUTIES

a) The Leadership Cultivation Committee shall maintain records of the terms of Council members and vacancies. The Committee shall present to members of the Church at the annual meeting, a candidate or candidates for each Council member vacancy, and for members of the Leadership Cultivation Committee. The Committee shall seek candidates who reflect the diversity and needs of the Church. It shall obtain the consent of each nominee before presenting the names to the membership for election.
b) The Leadership Cultivation Committee shall encourage, cultivate and enhance leadership within the Church, including involvement of Church members in leadership roles, activities, training and opportunities to create a cadre of leaders and culture of leadership.

ARTICLE 9: MINISTRY AREAS AND CORE RESOURCES

Section 9.1. CONNECTION AND ALIGNMENT

In order to advance the mission of the Church, Council will authorize the formation and operation of ministries, committees, teams, task forces, programs, initiatives, events, volunteer positions, and other functions. All such entities must align with the Church's mission and must operate within the support and accountability structures specified in this Article.

Section 9.2. MINISTRY AREAS

Council shall maintain the following Ministry Areas: Worship and Spiritual Life; Education; Care and Fellowship; and Outreach. Each area will have a specific focus within the Church's overall mission and may consist of various committees, teams, ministries, task forces, volunteer, and staff positions that deliver programs, sponsor events, and otherwise serve the needs and interests of the Congregation within that area's focus.

Section 9.3. ESTABLISHMENT OF COMMITTEES WITHIN MINISTRY AREAS

a) Formation and operation of committees shall be authorized by Council, who shall place those committees within the appropriate Ministry Area
b) Council may discontinue committees
c) Council has the authority to adjust the placement of committees within Ministry areas to more effectively advance the mission of the Church
d) Committees shall be responsible to Council through the relevant Council member
e) Committee chairpersons will be recommended by the relevant Council member and approved by Council
f) Committee members will be approved by the relevant Council member with the advice of the Committee chair

Section 9.4. ADMINISTRATION OF CORE RESOURCES

Core resource committees, task forces and teams are responsible for financial resources, human resources and infrastructure resources. All such core resource entities will report directly to Council through Church Officers as assigned by Council and in partnership with staff members as assigned.

ARTICLE 10: MINISTERS

Section 10.1. CALL OF THE LEAD MINISTER

a) The Lead Minister shall be called by at least two-thirds (2/3rds) of the membership in attendance and voting at an annual or special meeting, by written ballot
b) Neither voting by proxy nor absentee balloting is permitted in the vote to call a Minister
c) When a vacancy occurs in the pastorate, Council shall appoint a special search committee for the purpose of canvassing available ministers. This shall be done in cooperation with the executive head of the Rocky Mountain Conference and other advisors as needed. The search committee, having settled upon the one who in their judgment should be called to the pastorate, shall introduce the candidate to the Church at a duly called meeting to propose the candidate's election
d) When a minister has been elected and has accepted the call, the Minister shall become a member of the Church and the Association to which the Church belongs at the first opportunity
e) The Lead Minister shall maintain ministerial standing in the Southeastern Association of the Rocky Mountain Conference of the United Church of Christ
f) The Association to which the Church belongs shall be invited to install the Minister in accordance with established customs and procedures

Section 10.2. LEAD MINISTER DUTIES

The Lead Minister shall have charge of the spiritual welfare of the Church with the assistance of its various committees, teams, etc. In cooperation and consultation with Council, the Lead Minister shall sustain and seek to increase persons as followers of Christ, preach the gospel, administer the sacraments, and care for all services of public worship. The Lead Minister shall represent the Church in spiritual and Church activities in the community and shall be encouraged to share in the work of the total fellowship of the United Church of Christ. The Lead Minister shall report to Council at its official meetings, collaborating with lay leadership in advancing the mission of the Church. With regard to Church employees, the Lead Minister shall function as head of staff, ensuring that all staff members have current job descriptions, receive appropriate supervision, and receive formal evaluation on a regular basis. The Lead Minister, after obtaining the advice and consent of Council, has the authority to hire or dismiss staff, other than called clergy. The Lead Minister shall be an ex officio, non-voting member of all committees.

Section 10.3. ASSOCIATE MINISTER

The Church may call associate or assistant ministers following the procedures specified in this Article

a) A called associate or assistant minister shall maintain ministerial standing in the Southeastern Association of the Rocky Mountain Conference of the United Church of Christ
b) The Church may hire associate or assistant ministers who are not called
c) Associate or assistant ministers shall have duties as delegated by the lead minister

Section 10.4. RESIGNATION AND/OR REMOVAL OF MINISTERS

The Church may at any time by a two-thirds (2/3rds) vote of the membership in attendance at a meeting called for that purpose, terminate the contract of a Minister, subject to the terms set out in the Minister's contract. In the case of loss of ministerial standing on the part of the Minister, that person's call and employment shall cease at once, subject to contract terms. Resignation of a called minister shall be in accordance with the minister's contract.

ARTICLE 11: FINANCES

Section 11.1. FISCAL YEAR

The fiscal year of the Church shall be determined by Council.

Section 11.2. DEPOSITORIES

All funds of the Church shall be deposited to the credit of the Church under such conditions and in such institutions as shall be determined by Council.

Section 11.3. CHECKS

All checks, drafts or other evidences of indebtedness issued in the name of the Church shall be authorized by a Council officer, and in such manner as determined by resolution of Council.

Section 11.4. CONTRACTS

Any contract, including but not limited to service and supply contracts, leases, and promissory notes, on behalf of the Church must be authorized by Council. Council may delegate this

authority. Delegated authority to enter into such contracts may be general in nature or confined to specific instances, subject to the provisions in Section 11.5.

Section 11.5. PROPERTY

Title to all property owned or acquired by the Church shall be held in the name of the Church. No member of Council or employee of the Church shall have any power to buy, sell, mortgage, transfer, encumber, or lease real property of the Church without prior approval through majority vote of Church membership participating in a meeting where a quorum is met.

Section 11.6. INDEMNIFICATION

The Church has the power to indemnify current or former Officers, Council Members, and employees to the fullest extent permitted by law.

Section 11.7. DISSOLUTION

Upon dissolution of this Church, its assets remaining after all indebtedness has been paid and all property and interests, including any devise, bequest, gift or grant contained in any will, trust or other instrument, made before, during or after such dissolution, shall be transferred to The Rocky Mountain Conference of the United Church of Christ, or its successor.

ARTICLE 12: PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Robert's Rules of Order Newly Revised may govern the Church meetings, Council, and all committees in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order that the membership may adopt.

ARTICLE 13: AMENDMENTS

These Bylaws may be amended at any meeting of the members provided that due notice of the date, time and place of the meeting and the substance of the proposed amendment(s) shall be communicated to all members. A vote of two-thirds (2/3rds) of the members present and voting shall be necessary to adopt any amendment to these Bylaws. Any grammatical, punctuation, or correlation corrections in these Bylaws or amendments thereto, which in no way alter the intent of the respective Bylaw or amendment thereto, shall be implemented by Council.