

**BYLAWS OF
THE FIRST CONGREGATIONAL CHURCH OF OAKLAND**
A Member of the United Church of Christ

As adopted on September 17, 2006

ARTICLE I: NAME

Section 1. The corporate name of this organization is: THE FIRST CONGREGATIONAL CHURCH OF OAKLAND, a member of the United Church of Christ.

ARTICLE II: PURPOSE

Section 1. The purpose of First Congregational Church of Oakland is to give glory to God by reaching out to people of all racial, ethnic and economic backgrounds, ages, abilities and sexual orientations; to welcome them into the beloved community where together we discover our gifts, develop authentic relationships with God and each other; join in passionate, creative, Spirit-led worship; grow in faith, understanding, power, love and service; and respond to the word of life we encounter in Jesus Christ by becoming part of what Spirit is doing to create justice and peace; to heal the earth, and to restore kinship with all creation.

Section 2. This article shall not be amended without (a) a duly called congregational meeting achieving a quorum of 50% of voting members, and (b) an affirmative 80% vote.

ARTICLE III: POLITY AND ORGANIZATION

Section 1. The government of First Congregational Church of Oakland (hereinafter “the Church”) is vested in its members, and it is independent as to doctrinal, ecclesiastical, and temporal matters.

Section 2. The functions of the Church shall be administered by the representative bodies and leaders of the Church, in accordance with the Laws of the State of California, in accordance with the Articles of Incorporation, and in accordance with these bylaws.

Section 3. The Corporation shall, to the maximum extent permitted by Section 9246 of the California Nonprofit Religious Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this Section an “agent” of the Corporation includes any person who is or was a director, officer, employee, or other agent of the Corporation, or is another corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatening, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” include but are not limited to attorneys’ fees and any expenses of establishing a right to indemnification under this section.

ARTICLE IV: MEMBERSHIP

Section 1. All voting members of the Church shall be persons who have met the requirements of membership, and who support the purpose of First Congregational Church of Oakland as stated in Article II, above. Requirements for the admission of new members, commitments of active membership, and termination of voting rights shall be set forth in written policies established by the congregation. There shall be three categories of voting membership. Each category of membership shall have full voting rights in Congregational decisions.

a) Confirmed Members

Confirmed Members shall be baptized members who have met the requirements of membership.

b) Associate members

Associate Members shall be those who hold official membership in other Christian churches and who have met the requirements of membership.

c) Affiliate Members

Affiliate Members may be baptized or non-baptized persons from other faith traditions who have met the requirements of membership.

Section 2. Inactive Members

Members who, for a period of one year, without good excuse or leave of absence, fail to fulfill their commitments of membership, may be designated inactive by the Board and shall lose their right to vote in congregational matters. Inactive members shall not be considered for the establishment of a quorum. Every reasonable attempt shall be made to renew the member's covenant, or secure the member's request for a transfer of membership prior to designating the member as inactive. Should a member be designated inactive, every reasonable effort shall be made to notify said member of the action taken. At its discretion, the Board may determine that an inactive member has resumed commitments of active membership, and designate the member active again, restoring the right to vote.

Section 3. Transfers and Withdrawal of Membership

The Board of Trustees or the Senior Minister may issue letters of transfer on a member's application or act on a member's request for withdrawal. In either case, the transferred or withdrawn person shall no longer be considered a member of this congregation.

ARTICLE V: CONGREGATION

Section 1. The governing body of First Congregational Church of Oakland shall be the membership assembled in congregational meeting. The membership shall convene in congregational meeting at least annually. The day and hour of the annual meeting shall be set by the Board of Trustees and publicized at least two weeks in advance. The notification shall contain an agenda of items to be voted upon, as well as the slate of nominees for any election. Special congregational business meetings may be scheduled at other times of the year, subject to

a call by the Board or at the request of any ten (10) voting members. Notice of any such special business meeting shall be publicized by announcements in public worship as far in advance as possible, but no less than two weeks in advance. For the transaction of binding business decisions of the Church, notification of members shall be in writing and conveyed by messenger or by post. The notice shall contain an agenda of items to be considered. No agenda items requiring a vote may be added once notification of any Congregational meeting is publicized. The Moderator, Vice Moderator, or a lay delegate shall preside at all congregational meetings.

Section 2. Quorum

With the exceptions stated below, a quorum for the transaction of congregational business shall consist of 20% of the voting members as reported by the Secretary of the Board of Trustees. Exception: in decisions that require a two-thirds vote (see Section 3, below), a quorum shall consist of 30% of voting members. Exception: as specified in Article II Section 2.

Section 3. Deliberation and Decision-Making Process

The normal deliberation and decision-making mode of the congregation shall be decision by consensus. Deliberation and voting according to the principles in Robert's Rules of Order (latest American edition) shall be employed as the backup decision-making mode when, in deliberation on any matter, consensus is not achieved after good faith efforts have been made. With the exceptions stated below, the vote of a majority of members present at the meeting shall be the action of the Church. Article II Section 1 requires a vote as specified in Article II Section 2. The following decisions must be made by the congregation and shall require a two-thirds vote:

- a) The decision to call someone as a Senior or Associate Pastor
- b) The decision to remove a Senior or Associate Pastor
- c) The decision to buy or sell real property
- d) The decision to amend these bylaws
- e) The decision to dissolve the corporation

ARTICLE VI: BOARD OF TRUSTEES

Section 1. Scope of Powers

The Board of Trustees (hereinafter "the Board") shall be the executive body of the congregation, and shall have delegated power to make decisions in the name of the congregation in all matters of business not reserved for the congregation or another executive entity by these bylaws.

Section 2. Board Members

Board members must be voting members of First Congregational Church of Oakland, with the exception of the Treasurer, who need not be a voting member. The Board shall consist of:

- a) A Moderator, who shall be President of First Congregational Church of Oakland as a non-profit corporation in the State of California ("the Corporation")
- b) A Vice-Moderator, who shall be Vice-President of the Corporation

- c) A Secretary, who shall be Secretary of the Corporation
- d) A Treasurer, who shall be Treasurer of the Corporation
- e) The Senior Pastor, and the Associate Pastor, should there be one
- f) Between three (3) and six (6) Members at Large

Section 3. Board Business Functions

The Board shall ensure that the Church is fulfilling its mission and operating legally, effectively and efficiently. Its general role shall be to ensure, either through action, oversight or appropriate delegation, the implementation of congregational decisions such as the annual budget, annual action plans, and strategic (multi-year) plans. Specifically, the Board:

- a) Shall be vested with the decision-making powers of the congregation in all matters except at congregational meetings, where the congregation acts on its own behalf.
- b) Shall exercise the rights and powers conferred upon it by the Laws of the State of California, the Articles of Incorporation, and these bylaws.
- c) Shall hold regular monthly meetings. In addition, special meetings may be called by the Moderator or by any three (3) members of the Board.
- d) Shall transact or supervise all routine legal and general business of the congregation, including the management of any endowment or other special funds of the Church.
- e) Shall report at least annually to the congregation on the financial and organizational status of the Church.
- f) Shall set policies needed to achieve congregational mission and goals.
- g) Shall supervise and evaluate the Senior Pastor.
- h) Shall evaluate all pastoral staff and supervise any pastors should the Senior Pastor position become vacant. In the case of resignation the board shall determine who supervises the pastors.
- i) Shall be responsible for appointing committees that serve legal and business functions.
- j) Shall authorize the creation and staffing of other church positions within the budget and goals set by a congregational meeting.
- k) Shall create committee(s) to mediate between members the congregation and the pastor(s).
- l) Shall create a search committee to find any new called pastoral leaders needed, and develop appropriate job descriptions for their ministries at the request of the congregation.
- m) The Board, Sitting in session with the Senior Pastor and the Associate Pastor (should there be one) shall have the power, at its discretion to terminate committees under this section of Board Business Functions that it deems inactive, ineffective, or obsolete. The Board shall ensure the public and written policies are created for the creation and dissolution of such committees. These policies shall be developed by the Board and approved by the congregation

Section 4. Creation and Authorization of Ministry Entities

In addition to these business functions, the Board, sitting in session with the Senior Pastor and Associate Pastor (should there be one), shall provide for the design, creation, approval, authorization of church ministries and ministry oversight groups. Ministry groups and ministry oversight groups may be initiated in one of the following ways:

- a) A member or group may bring a written ministry design plan to the Board for its approval and authorization.
- b) The Senior Pastor or another Pastor may bring a proposal for a new ministry or ministry oversight group to the Board for its approval and authorization.
- c) The congregation, the Senior Pastor, or any Board member may bring a ministry need to the attention of the Board, and the Board may research, design and authorize a ministry form to meet that need.

The Board, sitting in session with the Senior Pastor and the Associate Pastor (should there be one) shall have the power, at its discretion, to terminate ministries or ministry oversight groups that it deems inactive, ineffective, or obsolete. The Board shall ensure that public and written policies are created for the creation and dissolution of ministry groups. These policies shall be developed by the Board and approved by the congregation.

Section 5. Election, Appointment, and Removal of Board Members

- a) A Nominating Committee shall include the Senior Pastor and between three and five lay members appointed by the Board.
- b) Nominations for Board members may be made from the floor of a duly called congregational meeting.
- c) The Moderator shall be elected as Moderator by the Membership in an official business meeting of the congregation.
- d) 5 (five) to 8 (eight) At-Large Members shall be elected to the Board in an official business meeting of the congregation.
- e) The Vice-Moderator and Secretary shall be appointed by the Board from among the elected Board members.
- f) The Treasurer shall be appointed by the Board.
- g) The Senior Pastor and the Associate Pastor, should there be one, shall be voting members of the Board during the terms of their office.
- h) Board members can be removed from their office by the body that elected or appointed them.

Section 6. Terms of Office, Eligibility, and Vacancies

All elected Board members shall serve for a term of two years, and shall commit to fully serving out the term. Members shall serve no more than two full terms consecutively. In the event of a vacancy, appointments to fill unexpired terms may be made by the Board at its discretion, with notice given to the congregation by mail within one month.

The congregation shall have the power to veto any Board appointment at a duly called congregational meeting.

Section 7. Quorum and Board Deliberation and Decision-Making Process

A quorum for the transaction of Board business shall be a majority of board members. The normal deliberation and decision-making mode of the board shall be decision by consensus. Deliberation and voting according to the principles in Robert's Rules of Order (latest American edition) shall be employed as the backup decision-making mode when, in deliberation on any matter, consensus is not achieved after good faith efforts have been made. Voting members of First Congregational Church of Oakland shall have the right to attend Board meetings, with the exception of executive sessions.

ARTICLE VII: CALLED AND LICENSED PASTORS

Section 1. First Congregational Church of Oakland recognizes that God calls its members to participate in and extend the ministry of Jesus Christ by witnessing to the Gospel in church and society. The Church recognizes that God calls its members to various forms of ministry in and on behalf of the Church for which ecclesiastical authorization is required.

This congregation shall call the pastoral leaders it deems necessary to carry out its mission and goals. All called pastors shall be evaluated by the Board.

Section 2. The congregation may call a person or persons to serve in the role of Senior Pastor. It shall be the duty of the Senior Pastor to preach and teach the gospel, celebrate the rites and sacraments of the Church, and promote the spiritual welfare of the Church and those whom it serves. The Senior Pastor shall be under the supervision of the Board, and shall be evaluated by the Board at least every two years. The Senior Pastor shall make a report of the year's work at the Annual Meeting. The Senior Pastor shall serve as an ex-officio voting member of the Board, the Finance Committee and the Nominating Committee. The Senior Pastor shall attend such other Board and Committee meetings as the Senior Pastor shall deem appropriate. The Senior Pastor shall serve as the chief executive officer of the corporation, ensuring the effective functioning of the activities of the Church, in cooperation with the staff and the various Boards and Committees.

Section 3. The congregation may also call an Associate Pastor, who shall hold office at the will of the Church and shall perform such duties as mutually agreed upon by the Church, any Senior Pastor, and the Associate Pastor. The Associate Pastor(s) shall be under the supervision of the Senior Pastor, and shall be accorded all the rights and privileges due their professional status. The Associate Pastor shall make a report at the Annual Meeting, shall be a member of the Board, and shall attend such Board and Committee meetings as the Associate Pastor, in consultation with the Senior Pastor, shall deem appropriate.

Section 4. The congregation may also call other Pastors who shall hold office at the will of the congregation, and shall perform such duties as mutually agreed upon by the congregation, any Senior Pastor, and said Pastor. Pastor(s) shall be under the supervision of any Senior Pastor, and shall be accorded all the rights and privileges due their professional status. They shall make a report at the Annual Meeting, and shall attend such Board and Committee meetings as they, in consultation with any Senior Pastor, shall deem appropriate.

Section 5. The Board may license pastors to serve in other roles in the life of the congregation, performing such duties as mutually agreed upon by the Church, any Senior Pastor, and said licensed pastor(s).

Section 6. A Pastor may resign or retire by submitting a written notice to the Board ninety (90) days prior to the effective date of such resignation or retirement. Acceptance of the resignation or request for retirement shall be by majority vote of the entire Board. Voting shall be by secret ballot.

Section 7. The congregation may at any time, by a two-thirds vote of members present at a duly called meeting, request the resignation or retirement of a called Pastor with the expectation that it will become effective within ninety (90) days' notice in writing. Voting shall be by secret ballot. Guidelines established by the Bay Association and the Northern California Nevada Conference of the United Church of Christ shall be followed in requesting the resignation or retirement of a Pastor.

ARTICLE VIII: PROPERTY

The property of this corporation is irrevocably dedicated to religious or charitable purposes consistent with the Purpose of First Congregational Church of Oakland as expressed in Article II Section 1, and no part of the net income or assets of this organization shall inure to the benefit of any private patrons. Any decision to sell the property shall be made by a decision of two-thirds of the congregation at a duly called congregational meeting, with a thirty percent quorum. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to the United Church of Christ, Northern California Nevada Conference. Said assets shall remain in a Trust to ensure that all assets are used to establish new congregations in Oakland and to fund ministry in Oakland consistent with the Purpose of First Congregational Church of Oakland as expressed in Article II Section 1.