

CONSTITUTION  
Hillside Covenant Church  
Walnut Creek, California

Preamble

This document contains the Constitution and By-Laws of Hillside Covenant Church, located in Walnut Creek, California. Hillside Covenant Church is an autonomous local body of Christian believers and a non-profit corporation under the laws of the State of California.

Hillside Covenant is a member of the Evangelical Covenant Church (ECC) and of the ECC's Pacific Southwest Conference. As a member, we are in accord with and affirm the doctrines, values and principles expressed in the following excerpt from the Preamble of the Constitution and Bylaws of the Evangelical Covenant Church as adopted by the Evangelical Covenant Church in 2002.

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that

disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

## ARTICLE I

### Name

The name of this church shall be Hillside Covenant Church, a California corporation located in Walnut Creek California.

## ARTICLE II

### Affiliation

The church is a member of the Evangelical Covenant Church (ECC) and its Pacific Southwest Conference (PSWC). It is pledged to work in harmony with the ECC and its PSWC, and to faithfully support the common mission, ministries, and policies of each.

## ARTICLE III

### Confession of Faith

We believe in the Holy Scriptures, the Old and New Testament, as the Word of God and the only perfect rule for faith, doctrine, and conduct.

## ARTICLE IV

### Purpose

We covenant to cultivate a community of worship committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, we covenant to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ-- evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

## ARTICLE V

### Membership

Membership in the church is granted as provided in the Bylaws to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations.

## ARTICLE VI

### Governance

The authority of the government of this church is vested in its membership acting through duly called congregational meetings. The management, administration and oversight of business and spiritual affairs are delegated by the congregation to the Council as delineated in the Bylaws. All elected leadership specified in the Bylaws shall be members of the church. The Council, identified in the Articles of Incorporation as Directors, shall function as the Board of Directors when necessary, convenient, or reasonably required by law, government, business, or commercial practices.

## ARTICLE VII

### Congregational Meetings

An Annual Meeting of the congregation shall be held as near to the commencement of the fiscal year as feasible: its exact time shall be designated by the Council. At the Annual Meeting, written progress reports shall be submitted by the Chair of the Council and the Senior Pastor (and such other pastor(s), ministry staff, officers, and ministry teams as the Council shall determine is appropriate). Reports on an independent review of financial records shall be submitted for the church (and each of its organizations if applicable). Election of Council members for Council seats held by persons whose terms are then expiring shall be held. The church budget shall be submitted for congregational action.

Additional congregational meetings may be held if called by the Council or members of the congregation in accordance with the Bylaws. Items as required by the Constitution and Bylaws shall be submitted for congregational action.

## ARTICLE VIII

### Assets of the Church

1. The congregation shall hold title to its own assets.
2. In the event of schism within the church, in which there are competing claims to the assets by various factions of the membership, the title of all church property, real or personal, shall remain with the group which abides by the Constitution and Bylaws, as determined by the executive board of the PSWC.
3. In the event the congregation votes to cease, the property and all assets of the church shall become and be the property of the ECC and the PSWC, shared equally for the furtherance of the mission of both in that region, primarily through church planting.

## ARTICLE IX

### Amendments

Amendments in harmony with this Constitution, and the non-profit laws of the State of California, may be adopted by a two-thirds vote of those present and voting with a quorum present in an Annual Meeting of the congregation, providing the proposed amendment was presented in written form at the preceding Annual Meeting.

## BYLAWS

### ARTICLE I

#### Membership

Section 1. Purpose. The purpose of membership is to join with other followers of Christ in building a community of worship committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, the membership covenants together to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ - evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

Section 2. Responsibilities. The members of this church do covenant together by God's grace to live lives in a manner consistent with the standards of biblical teaching, including the support of this congregation in attendance, prayer, service, and giving, to live lives in word and deed that are an encouragement to others to know and be like Jesus Christ, to reflect in all our relationships the servant love of our Lord, and to support the common mission of Christ with the ECC and the PSWC.

#### Section 3. Procedure for Admission.

- a. Membership in the church is granted to those who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations.
- b. Upon completion of a membership class, persons desiring to apply for membership shall submit their application to the Council. Applicants shall meet with pastoral staff appointed by the Senior Pastor to give testimony to personal faith in Jesus Christ. Upon completion of such, the Senior Pastor (or the appointed staff as applicable) shall submit their recommendations on the applications to the Council for approval, and the Council shall publish the names of the persons recommended for membership in the church bulletin for two successive weeks before Council takes final action on the applications. Any member having concerns over the granting of membership to an applicant shall communicate in writing such concerns to the Council.
- c. Final action on applications for membership shall be taken by the Council within sixty (60) days of receiving the recommendations of the Senior Pastor (or the appointed staff as applicable), but no earlier than two (2) weeks from the date the names of the persons recommended for membership were first published in the church bulletin.
- d. Applicants who are received into membership of the church shall be welcomed at a service and make public confession of their Christian faith.

Section 4. Children. Children of the church shall be nurtured under its spiritual care. They shall receive instruction in the Word of God, Christian doctrine, and the history of the church. At age 15, they may apply for church membership as outlined under Section 3 of this article.

Section 5. Discipline.

a. Discipline of members. The Council shall be responsible for admonishing members who willfully neglect their responsibilities to the church or who err in doctrine or conduct.

b. Erring members. Any member known to err in doctrine or conduct shall be counseled according to the procedure outlined in Matthew 18:15-18 and Galatians 6:1. A fellow member having knowledge of such error shall, in the spirit of Christian love, seek to restore the brother or sister. If he or she fails to heed this advise, the matter shall be brought to the attention of the Council, which shall in meekness and gentleness seek to restore the person. If he or she fails to heed the exhortation of the Council, discipline may be administered in the spirit of Christ with due regard for the welfare of the individual as well as the church, and he or she shall be liable for forfeiture of membership upon a 2/3 vote of the Council. If a membership is terminated, it shall be reported to the congregation at the next church business meeting.

Section 6. Withdrawal and Removal of Membership. Any member desiring to transfer or withdraw from membership shall make such request in writing to the Pastor or Council. Letters of transfer shall be issued by the Pastor if so requested and the member is in good standing. Those determined to have neglected their responsibilities may be approached under the process outlined in Section 5 of this article.

Section 7. Recording. The names of those joining and terminating membership shall be duly recorded and reported at the Annual Meeting following the action.

Section 8. Non-Member Attendees. Non-member attendees of the church shall be considered by the church as a part of its total constituency. The church and its pastors shall serve them in all their spiritual needs, and they shall be encouraged to view this as their church home.

## ARTICLE II

### The Council

Section 1. Purpose. The Council shall be responsible for building, maintaining and overseeing the spiritual welfare of the congregation and for directing and overseeing all ministries and business affairs of the church.

Section 2. Composition. The number of Council members shall be determined by Council, but in no event shall Council be comprised of less than 8 nor more than 12 members, one of whom shall be the Senior Pastor (ex officio). The Council may appoint other pastors or staff members as non-voting advisors, and may remove the same.

Section 3. Qualification. Any member of the church who has been a member for at least one year and meets the biblical standards of character and giftedness for church leaders may be nominated and elected to the Council.

Section 4. Election. Council members (other than the Senior Pastor who serves ex officio) shall be nominated by the Nominating Committee. Other nominations to fill the offices of Council may be added by a petition signed by ten members of the congregation plus the nominee, and filed (along with the nominee's resume) with the Nominating Committee at least two (2) days prior to the election. The list of candidates nominated by the Nominating Committee shall be published in the church bulletin for at least two Sundays prior to the election. Written resumes for all of the nominees shall be made available to the congregation by the Nominating Committee at the meeting during which the election will occur. If the number of nominees is equal to the number of Council seats to be filled at an election, then the nominees shall be elected by a majority vote of those members voting by written ballot at the election. In such a situation, if a nominee does not receive a majority vote of the members who have voted, he or she will not be deemed elected, and the Nominating Committee shall nominate another person for the position to be filled, with a special election to be held within 90 days of the election at which he or she had failed to receive a majority vote. If there are more nominees than the number of Council seats to be filled at an election, then the persons receiving the most votes by written ballot at the election shall be deemed elected. (By way of example only, if there are 5 nominees and 3 seats to be filled, the three nominees with the highest number of votes would be elected.)

Section 5. Term of Office. Council members are elected to serve as a member of one of three classes (Class I, Class II, and Class III) with each class being approximately the same size. Each year, Council members shall be elected to fill the Council seats within the class which is made up of Council members whose terms are then expiring. Council members shall be elected for a term of 3 years and shall not be elected for more than two consecutive terms. After at least one year off, a person may be eligible for subsequent service, subject again to the terms stated in this article.

Section 6. Vacancies and Removal. A Council member may resign. A Council member may be removed from office by a 75% vote of congregational members voting at a meeting called for that purpose. Vacancies created by resignation may be filled by appointment through the 2/3 vote of the Council for a term ending with the next succeeding Annual Meeting, at which time the congregation shall elect a member to any unexpired term. Vacancies created by removal through a congregational vote shall not be replaced by the Council, but the Council shall create a Nominating Committee to nominate a replacement candidate, and the Council shall call a special meeting of the congregation to vote on the nominee nominated by the Nominating Committee and any other nominees put forth through Section 4 of this Article II as soon as possible, but in no event later than 90 days after the date of the removal creating the vacancy. A Council member appointed and/or elected to serve an unexpired term of less than half the remaining term shall not be precluded from being elected thereafter to two full consecutive terms.

Section 7. Meetings; Notification of Meetings. The Council shall meet at least monthly except for exceptional circumstances. Task forces and committees shall meet by agreement with the Council. All Council members shall receive a minimum 3-day advance notification of any meeting, including time and place of the meeting. In emergency situations, the 3-day notice may be waived by the 2/3 vote of the Council.

Section 8. Quorum. A majority of Council members shall constitute a quorum.

Section 9. Decisions. The Council shall strive for unanimity. Matters shall be determined by a majority vote of Council members present at the meeting, unless on a matter in which the Constitution and Bylaws require a different percentage.

Section 10. Organization. The Council shall elect from among themselves a Chair, a Vice Chair, a Secretary and a Chief Financial Officer.

1. Chair. The Chair shall preside at all business meetings of the church and of the Council. The Chair shall confer with the Senior Pastor in preparing the agenda for such meetings, and shall utilize the counsel that the Senior Pastor can give by virtue of training, experience, and calling.
  2. Vice Chair. The Vice Chair shall assume the duties of the Chair in the Chair's absence, assist in the Chair's duties, and chair the Pastoral Relations and Staff Committee.
  3. Secretary. The Secretary shall keep and preserve the minutes of all business meetings of the church and of the Council, conduct and preserve all official correspondence as shall be delegated, and be responsible for the official seal and documents of the church.
  4. Chief Financial Officer. The Chief Financial Officer shall ensure proper policies, processes, reporting, and reviewing of all matters related to the finances of the church, including the submission of monthly financial reports to the Council.
- The Chair, Vice Chair, Secretary, and Chief Financial Officer shall, respectively, perform all duties required of a Corporate President, Vice President, Secretary, and Chief

Financial Officer. Neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair. Additional officers or assistant officers may be appointed by the Council.

Section 11. Responsibilities of the Council. In being responsible to the congregation for building, maintaining and overseeing the spiritual welfare of the church and for directing and overseeing all ministries and business affairs of the church, the Council shall:

- a. present annual mission and ministry objectives to the congregation;
- b. Have the ability to determine Ministry Teams needed to carry out the church's mission and ministry, and ability to appoint appropriate leadership for the Ministry Teams;
- c. approve church policies;
- d. be responsible for representing the congregation in certain staff relationships including:
  1. hiring and dismissal of staff subject to the provisions of these Bylaws. Action shall be by 2/3 vote of the Council.
  2. annual appraisal of the Senior Pastor (and receiving from the Senior Pastor an annual appraisal of the ministry staff), in addition to providing godly counsel or discipline as required;
  3. annual review and approval of staff compensation and compensation for new staff; and other personnel expenses for any staff member or activity (although the Council may elect to conduct such review and approval through a subcommittee of Council members appointed by a majority vote of the Council);
  4. establishment of personnel policies;
- e. be responsible for overseeing the preparation and submission of a proposed budget for each fiscal year to the membership for approval. Upon approval of the budget by the membership, the Council shall be responsible for seeing that the budget is carried out as approved. Without seeking congregational approval, the Council shall have the authority to exceed the approved annual budget where ministry objectives necessitate, provided that the total excess amount shall not exceed three percent (3%) of the total approved annual budget. The Council shall appoint a member of the church as financial secretary (not necessarily a Council member) who shall be authorized to receive monies on behalf of the church and shall appoint a treasurer (not necessarily a Council member) to disburse funds for church purposes, including disbursements authorized by the Senior Pastor or his designee from the Christian Caring Fund, in accordance with standard accounting procedures for non-profit organizations. The Council shall annually appoint an independent review of the financial records of the church and report such findings to the congregation.
- f. hear and respond appropriately to concerns of members;
- g. be responsible for church discipline as outlined in Article I, Section 5 of these Bylaws;
- h. Be responsible for action on applications for membership as outlined in Article 1, section 3 , of these Bylaws.

Section 12. Unity. Action by the Council shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace.

## ARTICLE III

### Ministry Teams

Section 1. Purpose. Ministry Teams shall be formed as required to implement the varied ministries of the church.

Section 2. Establishment and Configuration. Ministry Teams shall be established to implement specific ministries. The configuration of Ministry Teams shall be reviewed regularly by the Council, upon recommendation of the church staff, in accord with the church's purpose, strategies, and objectives for mission and ministry.

Section 3. Duties. The duties of Ministry Teams shall be to:

- a. Meet as required to plan and execute specific mission and ministry objectives.
  - b. Recruit and train ministry personnel.
  - c. Define and provide the necessary materials required for ministry.
  - d. Report as requested to the Council.

Section 4. Leadership.

- a. Ministry Team leaders will provide reports and information when requested, and to forward requests to the Council when necessary.
- b. Ministry Team members may be selected by the Ministry Team leader. The Council may remove a Ministry Team member.
- c. Each Ministry Team shall organize itself as required to perform its ministry. The Council may appoint one of its members to be an ex officio member of any Ministry Team, who may also serve as that Ministry Team's leader. Council members and/or pastoral staff shall carefully evaluate Ministry Team Leaders on the basis of character, conduct, beliefs and relevant skills.

## ARTICLE IV

### Pastoral and Ministry Staff

Section 1. Purpose. Pastoral and additional ministry staff servant-leadership positions are created to help the congregation fulfill Christ's purposes in the world and among its members.

Section 2. Pastoral Qualifications. Pastors of the church shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. A pastor shall be a member of the church by virtue of the call to serve the church.

Section 3. Call of the Senior Pastor. The Senior Pastor shall be called at a regular or special congregational business meeting, the purpose of which shall be announced two

weeks in advance. The Senior Pastor shall be nominated by a pastoral search committee in accordance with Article V, Section 2 of these Bylaws. The Senior Pastor shall be called by written ballot with a three-fourths vote of members present and voting required for a call. The call shall be for an indefinite period of time. When the church receives aid from the conference and/or denomination through appropriations, the call shall be with the approval of PSWC.

Section 4. Call of Additional Pastors and Credentialed Ministry Staff. Additional staff members to hold ministerial credentials shall be called at a congregational business meeting, the purpose of which shall be announced at least two weeks in advance. The meeting shall include the budget implications of the proposed position. The Council will recommend one candidate for a call, and the vote shall be by written ballot, with three-fourths vote required for call. The Council may establish a search committee, and may serve as the search committee. When the church receives aid from the PSWC and/or denomination through appropriations, the call shall be with the approval of PSWC. The call shall be for an indefinite period of time unless otherwise noted at the time of call.

Section 5. Duties of the Senior Pastor. The Senior Pastor shall preach and teach the Word of God, administer the sacraments, provide mission leadership, and faithfully carry out pastoral work. The Senior Pastor shall direct the church staff, providing counsel, encouragement, and Christian discipline so as to assist in the accomplishment of objectives for each staff member. All staff shall be responsible to the Senior Pastor. The Senior Pastor shall be an ex officio member of the Council and an ex officio member of all ministry teams and committees which the Council deems appropriate, and in such capacity shall strive to establish and accomplish objectives and strategies in conjunction with the mission and purpose of the church.

Section 6. Duties of Additional Pastors and Ministry Staff Members. Additional pastors and ministry staff members shall carry out specific areas of ministry under the direction of the Senior Pastor. They may be designated by the Council to be the leader or member of one or more Ministry Teams.

Section 7. Cooperation. The pastor(s) shall, both in word and precept, strive to work in harmony with the ECC, and the PSWC.

Section 8. Resignation of a Pastor or Ministry Staff Member. A pastor or credentialed ministry staff member (or a staff member intended to hold ministry credentials if not already credentialed) may resign by submitting a letter of resignation to the Council. Unless there are extenuating circumstances, six weeks notice should be observed.

Section 9. Dismissal. The dismissal of a pastor or ministry staff member should be undertaken only after avenues of remediation have been pursued.

- a. Dismissal of the Senior Pastor. The dismissal of the Senior Pastor shall be by congregational vote at a special meeting called for that express purpose. Such an agenda item cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the 2/3 action of the Council, or

through the request of the congregation accomplished by a petition for such a meeting signed by 20% of the membership. The quorum for such a meeting shall be 50% of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor shall be allowed to speak to the matter. The vote shall be by written ballot. A majority vote of members present and voting is necessary to dismiss the Senior Pastor.

b. Dismissal of Additional Pastors and Ministry Staff. Additional pastors and credentialed ministry staff (or those intended to hold ministry credentials if not already credentialed) called by the congregation may be dismissed by the 2/3 vote of the Council. A meeting to overturn the action of the Council may be called through the request of the congregation, accomplished by a petition signed by 20% of the membership. The quorum for such a meeting shall be 50% of the membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor or ministry staff member in question shall be allowed to speak to the matter. The vote shall be by written ballot. A majority vote of members present and voting is necessary to overturn the action of the Council.

Section 10. Charges Against a Pastor. Accusations against a Pastor or other staff persons shall be received by the Chairman of the church. The accusations shall first be considered by the Pastoral and Staff Relations Committee. If the accusations can be resolved to the mutual satisfaction of the Pastor and the other members of the Pastoral and Staff Relations Committee, no further action is necessary. If not resolved, the Council shall consider the matter, make appropriate investigation of the accusation, and if needed, admonish the Pastor or staff member. Finally, if other measures fail, the Council may, in the case of the Senior Pastor, recommend dismissal to the congregation in accordance with Section 9.a of this Article. In the case of pastors other than the Senior Pastor, the Council may elect to dismiss the Pastor in accordance with Section 9.b of this Article.

## ARTICLE V

### Committees

#### Section 1. Nominating Committee.

- a. Composition. A nominating committee to nominate persons for Council membership shall consist of at least one Council member designated by the Council, the Senior Pastor or other staff member designated by the Senior Pastor, and at least two members at-large elected by the Council. The Council shall select the Chair of the nominating committee.
- b. Term. A nominating committee shall be appointed not less than 45 days prior to each Annual Meeting, and shall serve until the election by the congregation of Council members to fill the Council seats then to be filled.
- c. Quorum. A majority of members shall constitute a quorum of the nominating committee.

- d. Responsibilities. The nominating committee shall be responsible for nominations to fill the offices of Council and any other positions assigned to it either by the Council or congregation.
- e. Nominating procedure. Any member of appropriate character, giftedness, and call may be considered for any position. One or more candidates for each Council seat then being vacated shall be nominated by the nominating committee.
- f. Unity. Actions by the nominating committee shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace.

Section 2. Senior Pastor Search Committee. The Senior Pastor shall be nominated by a pastoral search committee. The nominee shall meet the criteria set out in Article IV, Section 2 of these Bylaws. This committee shall be nominated by the Council and elected by a congregational business meeting. It shall be representative of the congregation and have five to nine members and shall have at least as many at-large members as Council members. It shall work closely with the regional conference superintendent.

### Section 3. Pastoral Relations and Staff Committee.

The Pastoral Relations and Staff Committee shall work toward a vital, healthy, mutually beneficial relationship between the congregation and the pastors and ministry staff. The

Pastoral Relations and Staff Committee shall have four main areas of responsibility:

- a. care and encouragement for the pastors, ministry staff, and their families;
- b. receiving the perspectives and concerns of each pastor and ministry staff member relative to the congregation and ministry;
- c. communicating the perspectives and concerns of the congregation to each pastor and ministry staff member relative to that person's ministry; and
- d. periodic review of personal and church goals.

The Pastoral Relations and Staff Committee shall be made up of the Vice Chair (who shall chair this Committee), a member of the Council selected by the Council, and two at-large congregational members elected by the Council. At-large congregational members shall serve a two year term and at the Council's election may serve for a successive two year term. However, at-large congregational members who have served two successive two year terms may not further succeed themselves (although a former at-large congregational member may serve on the Pastoral Relations and Staff Committee at a later date, provided that he or she has not served within the prior two years).

Section 4. Other Special Committees. The Council or the congregation may establish a committee to address a specific task. The committee shall report back to the body which formed it unless otherwise instructed by its founding body. The committee shall terminate upon the completion of its task.

## ARTICLE VI

### Congregational Meetings

Section 1. Annual Meeting. An Annual Meeting of the congregation shall be held in accordance with Article VII of the Constitution.

Section 2. Other meetings. Other meetings may be called by the Council or by written request signed by 10% of the membership, unless otherwise noted in these Bylaws.

Section 3. Notification of meeting. All meetings shall be announced by written communication to the membership at least two weeks prior to the meeting date. Placement of the announcement in the church bulletin distributed during the regular Sunday morning services shall be sufficient except in the case of a meeting called for the purpose of (a) dismissing the Senior Pastor, additional pastors or ministry staff in accordance with Article IV, Section 9 of these Bylaws, or (b) closing the church in accordance with Article VIII of these Bylaws, in which case a letter shall be mailed to the members at least two weeks prior to the meeting date.

Section 4. Conduct of meeting. The Chair of the Council or such other person as may be designated by the Council in the Chair's absence shall serve as Chair of any meeting of the membership.

Section 5. Voting. Each member, and only members, shall be entitled to cast one vote on any matter at hand at any meeting of the membership. Such votes must be cast in person. Vote by proxy shall not be allowed. All votes shall be by written ballot, except the Chair of the meeting may call for open balloting where no objection is raised on all matters other than (1) amendment of the Constitution or Bylaws, (2) election of Council members, (3) call of Senior Pastor, additional pastors or credentialed ministry staff, (4) removal of a Council member or (5) dismissal of Senior Pastor, additional pastors or credentialed ministry staff.

Section 6. Quorum. Unless otherwise noted in these Bylaws, ten percent of the membership shall constitute a quorum for the Annual Meeting and any other meeting, with a minimum of 20 members.

Section 7. Rules of order. All congregational meetings of the church and of any other committees or organizations shall be conducted according to the current edition of Robert's Rules of Order, subject to the provisions of this Constitution and Bylaws.

Section 8. Final voice. The congregation reserves for itself final authority in any matter of its choice. A member may advance an item to the agenda of a congregational meeting by the majority vote of the membership at that meeting, providing that the item is not in conflict with other provisions of the Constitution and Bylaws. An item brought to the agenda in this way shall be decided by a majority vote of the membership, unless the item

requires a different percentage as outlined elsewhere in the Constitution and Bylaws, in which case that percentage shall be used.

## ARTICLE VII

### Assets

Section 1. Title. The congregation shall hold title to its own assets.

Section 2. Acquisition. Assets acquired through budgetary provisions do not need additional congregational approval. Assets acquired beyond budgetary provisions, particularly land or facility acquisition, require the approval of the congregation by majority vote of those voting at a duly called meeting.

Section 3. Disputed Assets. In the event of schism within the church, in which there are competing claims to the assets by various factions of the membership, the title of all church property, real or personal, shall remain with the group which abides by the Constitution and Bylaws, as determined by the executive board of the PSWC.

Section 4. Assignment of Assets. No action for the sale or transfer of assets may be taken when the closure of the church is under consideration without the prior approval of the PSWC executive board. In the event the congregation votes to cease, the property and all assets of the church shall become and be the property of the ECC and the PSWC, shared equally for the furtherance of the mission of both in that region, primarily through church planting.

## ARTICLE VIII

### Closure

Section 1. Action Needed. The congregation may terminate its existence by a majority vote of the membership present and voting at a congregational meeting called for that purpose.

Section 2. Meeting Provisions. The decision on whether to close the church cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the Council or through the request of the congregation, accomplished by a petition for such a meeting signed by 20% of the membership.

Section 3. Notification. All members of record must be notified of the meeting through first class mail at least two weeks in advance.

Section 4. Quorum. The quorum for such a meeting shall be all members of record who are present at the meeting.

Section 5. Asset Distribution. Upon the vote to close, the assets of the congregation shall be transferred according to Article VII, Section 4 of these Bylaws.

Section 6. Collaboration. Should congregational attendance stand below 25, the conference executive board may appoint an ex officio member to the Council.

## ARTICLE IX

### Amendments

Section 1. Procedure. These Bylaws may be amended by a vote of two-thirds of the membership present and voting at a duly called meeting if the notice for such meeting has indicated that a Bylaws amendment is on the agenda. A proposed amendment to the Bylaws must be made available in writing to the membership not less than 90 days prior to such meeting.