

First Church UCC Phoenix Bylaws
December 18, 2022 – Amended July 14, 2024

Name

The legal name of our Congregation is First Congregational United Church of Christ, Phoenix, Inc. We commonly refer to our Congregation as First Church UCC Phoenix or First Church.

Purpose

The purpose of these Bylaws is to describe *how* First Church UCC Phoenix (“the Congregation”) as an organization operates. The Bylaws are a living document and should be amended regularly to reflect the vision and practice of the Congregation as it evolves. These bylaws can be amended by a majority vote of a Congregational meeting.

Membership

Because we believe all people are children of God, we welcome them to the ministry, fellowship, and leadership of this Congregation. We do this without regard to age, race, ethnicity or national origin, physical, mental, emotional different ability, marital status, gender identity or sexual orientation, socio-economic background or circumstance, political affiliation, or immigration status.

Although the Congregation is technically a board-managed non-profit corporation, we follow UCC polity, meaning the Congregation is managed by the members. The members elect Congregation leadership and call the Pastor(s). Members vote on important matters not delegated to leadership. Non-members do not vote.

Types of membership and requirements: Active and Inactive.

To become an Active member of the Church, a person must participate in an orientation session and a membership covenant service. Active members must regularly participate in and contribute to the Congregation, financially or otherwise.

The Congregation will review annually its rolls and determine that a member has not regularly participated in the worship or mission of the Congregation. In such cases, the Congregation will attempt to communicate with the member to see if they desire to continue being an Active member or wish to transfer to Inactive status. If the Congregation is unable to communicate with a member, the Congregation will move the member to Inactive status. Any Inactive member can request reinstatement to Active status at any time. The Congregation will review annually inactive member rolls and if the Congregation is unable to contact an inactive member, that member will be removed from the membership rolls.

1 **Organizational Structure**

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3 The Congregation is a board-managed non-profit Arizona corporation. However, the
4 Congregational follows UCC polity in that the Congregation exists in covenant relationship with
5 each other as a Congregation and with the other settings of the Church. That means that in
6 practice, the members manage the Congregation, but legally the board manages the
7 Congregation.
8

9 In UCC polity, the Congregation makes decisions during its meetings, and in between meetings,
10 the Leadership Council makes decisions. Here, we attempt to describe what decisions must be
11 made in a Congregational meeting and what decisions are left to the Leadership Council (the
12 corporate board).
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14 Our Congregation's elected leaders together comprise the Leadership Council, which also acts
15 as the corporation Board of Directors. Acting in between Congregational meetings, the
16 Leadership Council has authority to:
17

- 18 • Hire staff, support services, but not called clergy
- 19 • Manage funds within the approved budget
- 20 • Form ad hoc teams
- 21 • Meet monthly
- 22 • Form executive committee
- 23 • Make off-budget spending decisions, including from invested funds, not to exceed
24 \$25,000. Larger off-budget expenditures require majority approval from the
25 Congregation beforehand.
- 26 • Manage routine maintenance of the property
27

28 **The Leadership Council** is comprised of the Moderator, the Moderator-Elect, the Treasurer and
29 the Clerk. The Leadership Council may also have up to five additional at-large members, whom
30 the Congregation elects. The Leadership Council functions as the Board of Directors of the
31 Corporation. The Moderator is the Board President, the Moderator-Elect is the Vice President,
32 the Treasurer is the Treasurer, and the Clerk is the Secretary. All lawful functions of a non-profit
33 board of directors are vested in the Leadership Council. Members of the Leadership Council
34 must be Active, adult members of the Congregation. Clergy serving the Congregation, although
35 members of the Congregation, are not eligible to be members of the Leadership Council.
36

37 **Leadership Council Terms of Office.** The Congregation membership elects the Treasurer, the
38 Clerk, and at-large members of the Leadership Council for two-year terms. The Moderator and
39 the Moderator-Elect are elected for one-year terms because the Moderator-Elect customarily
40 becomes the next Moderator, resulting in a total commitment of two years, and are ineligible
41 for reelection to the Leadership Council in any capacity for one year. The Secretary, the
42 Treasurer, and at-large members may serve two consecutive terms, but then are ineligible for
43 re-election to the Leadership Council for one year following their time of service.

1 **The Moderator** is the lay leader of the Congregation and serves as corporate president. They
2 are chair of the Leadership Council and presiding officer at all Congregational meetings.

3
4 **The Moderator-Elect** acts as Moderator in their absence. The Moderator-Elect is intended to
5 succeed the Moderator at the expiration of their term.

6
7 **The Treasurer** is responsible for all funds the Congregation receives and disburses, investment
8 of current operating funds, periodic financial reports to the Leadership Council and the
9 Congregation, managing bank accounts and updating signature cards, preparing preliminary
10 and proposed budgets for the Congregation, and overseeing any bookkeepers. The Treasurer
11 also is the statutory agent for the corporation and is responsible for timely filings with the
12 Arizona Corporation Commission and Secretary of State.

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14 **The Clerk** keeps minutes of meetings of the Leadership Council and the Congregation. The Clerk
15 is responsible for preparing and maintaining all non-financial documents of the Congregation,
16 including membership roll and attendance statistics. The Clerk is responsible for issuing notices
17 of meetings.

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19 **Resignation and Vacancies.** Any person elected to a position may resign (preferably with
20 sufficient notice to ease transition). An elected leader may be removed from office by a 2/3
21 majority vote of the Leadership Council or by a simple majority vote at a Congregational
22 meeting. The Leadership Council may fill any vacancies (caused by resignation, removal, death,
23 or other reason), subject to a vote at the next meeting of the Congregation.

24
25 **Notice of Meetings and Quorum.** Notice of meetings of the Leadership Council shall be
26 circulated via email where possible at least three days before the meeting, except in emergency
27 circumstances. All meetings of the Leadership Council are open to Active members of the
28 Congregation as observers. The Leadership Council may conduct executive session as provided
29 in Roberts Rules of Order (link below). Quorum for meetings shall be a simple majority of the
30 voting members. In the absence of a quorum, no formal action can be taken except to adjourn
31 the meeting to a subsequent date. Discussion is permitted.

32
33 **Standing Committees.** The Leadership Council shall appoint a minimum of 3 members to each
34 of the following standing committees:

- 35
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- 37 • **Pastoral Relations Committee** is comprised of a cross-section of the
38 Congregation whom the Moderator and the Pastor jointly select. The Pastoral
39 Relations Committee supports the Pastor and may act as an intermediary with
40 the Congregation.
 - 41 • **Finance Committee** manages the Congregation's finances and invested funds.
42 The Treasurer must be a member of the Finance Committee.
 - 43 • **Personnel Committee** from time-to-time recruits, interviews, and evaluates
44 Congregation staff, including but not limited to office assistant, bookkeeper,
custodian, musicians. The Personnel Committee makes recommendations to the

1 Leadership Council regarding employment, compensation, and discharge of
2 Congregation staff. The Moderator-Elect must be a member of the Personnel
3 Committee.

4 • **Nominations Committee** invites members to stand for election to various
5 Congregation offices. The Nominations Committee prepares a recommended
6 slate of candidates for the Leadership Council’s approval to present to the
7 Congregation.

8 • **Property Committee** manages the physical upkeep of church facilities, including
9 buildings and grounds. The committee provides guidance on short- and long-term
10 maintenance, advises on project prioritization, and coordinates with volunteers,
11 vendors, and staff to ensure campus infrastructure supports the mission and
12 operations of the congregation.

13
14 **Pastor**

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16 The Pastor is the spiritual leader and the chief executive officer of the Congregation. The
17 Congregation calls the Pastor or Co-Pastors (hereinafter “the Pastor”). The Pastor is in a
18 covenant relationship, as documented in a Call Agreement, with the members of the
19 Congregation and is not a mere employee. The terms of a Pastor’s relationship with the
20 Congregation are set out in the Call Agreement.

21
22 The Pastor is entrusted with teaching, preaching, leading worship, and administering the
23 sacraments. The Pastor has complete freedom of the pulpit. As part of the Pastor role, the
24 Pastor may preach matters that sometimes are uncomfortable to hear or with which some
25 members may disagree.

26
27 The Pastor also is an ex-officio member of the Leadership Council and all Committees with voice
28 but not vote.

29
30 A new Pastor may be called, and the Congregation will follow the recommended procedures of
31 the Southwest Conference of the United Church of Christ. This typically involves forming a
32 search team that interviews candidates and presenting a single candidate to the Congregation
33 to vote for a call.

34
35 The Pastor may resign voluntarily at any time according to the terms of their Call Agreement.
36 The Leadership Council will negotiate departure.

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38 Questions regarding the Pastor’s performance of their duties or other matters should first be
39 addressed to the Moderator for resolution. The Moderator, in their discretion, may refer any
40 matters to the Leadership Council.

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42 Involuntary removal of a Pastor is an extraordinary event of last resort after all other avenues
43 of resolution (e.g., a situational support consultation with the Southwest Conference) have
44 been exhausted. In such a case, the Leadership Council may call a special meeting of the

1 Congregation, at which quorum must be present and two-thirds of those attending must
2 affirmatively vote to end the Call Agreement with the Pastor. The Congregational meeting must
3 be fair. The Pastor shall be entitled to present evidence, witnesses and speakers without any
4 limitation and shall enjoy a presumption of innocence.
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6 **Associate Pastor.** The Congregation may call one or more associate Pastors to assist the Pastor
7 with operations. The Associate Pastor's relationship with the Congregation and the Pastor is set
8 forth in the Call Agreement.

9 **Assistant Pastor.** The Leadership Council, in consultation with the Congregation, may engage an
10 Assistant Pastor to support the Pastor and fill administrative roles. An Assistant Pastor is not a
11 called position.
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13 **Congregational Meetings**

14 **Annual Meetings**

15 The Congregation must hold at least one meeting annually to elect leadership and adopt the
16 annual budget and may hold any other meetings deemed useful.
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19 **Special Meetings**

20 The Congregation holds meetings throughout the year, as called by the Leadership Council for a
21 wide variety of purposes. The Pastor or Moderator may call a special meeting for a vote or a
22 town hall for information and discussion. The Leadership Council shall call a meeting if ten
23 active members have requested such a meeting.
24

25 **Notice of Meetings.** Meetings of the Congregation shall be noticed at least 2 weeks in advance.
26 Notice of a meeting and its purpose shall be made in the bulletin or announced in worship.
27 Other means of giving notice are optional and encouraged. The Leadership Council in its sole
28 discretion may determine an emergency meeting is required, in which case the emergency
29 meeting relating to real estate transactions may be noticed and convened with 48 hours
30 advance and may be noticed by email or any means necessary. Such meeting shall be convened
31 after 48 hours and conducted in hybrid format.
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33 **Quorum.** Quorum for meetings of the Congregation shall be at least 20 percent of the number
34 of Active members of the Congregation as of January 1 of the year of the meeting.
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36 **Majority Vote** of Active members present during a vote shall decide all matters unless
37 otherwise stated in the bylaws.
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39 **Roberts Rules**

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41 In keeping with the objective of an orderly assembly and to facilitate the conduct of business of
42 the Congregation in Congregational meetings and committees, the Congregation follow the
43 most recent available edition of Robert's Rules of Order Newly Revised where possible. Roberts

1 Rules is available in book form from most booksellers or online sellers. The Rules also are
2 available online at <http://www.rulesonline.com> (this URL may change). Roberts Rules are
3 meant to facilitate meetings and should not be used to stifle open discussion. Deviation from
4 the rules is not a basis for challenging the validity of any action after the fact. In person
5 meetings may be conducted electronically with voting in real time and may be recorded. Teams
6 and committees may conduct email votes and all decisions must be unanimous. The Moderator
7 shall act as chair (presiding officer) of all Congregation meetings.

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9 **Conflict of Interest**

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11 A conflict of interest means a person has a substantial monetary or proprietary benefit from a
12 matter being decided. It does not mean just having an opinion or knowing someone affected by
13 a decision. Any Congregation member, Pastor or staff should disclose a conflict of interest and
14 refrain from voting upon or otherwise participating in any manner in the decision, contract,
15 sale, purchase, or service.