

**AMENDED AND RESTATED  
CONSTITUTION AND BY-LAWS OF THE  
SUQUAMISH COMMUNITY CONGREGATIONAL  
UNITED CHURCH OF CHRIST**

**ARTICLE I: NAME**

**a. Name and Principal Location.** The name of this church shall be Suquamish Community Congregational United Church of Christ (herein the “Church”), with principal offices located in Suquamish, Washington. The Church may also be known and operate as “Suquamish Congregation,” “Suquamish Congregational Church,” “Suquamish UCC,” and “Suquamish Church.” [RCW 23.04.045]

**b. Formation and Tax Exemption.** The Church was incorporated in 1916, and re-established as a 501(c)(3) non-profit corporation, in the State of Washington on April 2, 1985, with UBI #601-147-189, pursuant to Ch. 24.03 RCW. It operates with IRS tax number 91-6188147, pursuant to a Letter of Qualification holding it exempt from Federal income tax under group ruling #1665 issued to the United Church of Christ, New York, New York granted June 11, 1964, per letter dated November 25, 1975. [RCW 24.03.145, .150]

**ARTICLE II: OBJECTIVES**

**a. Commitment.** Grounded in the fullness of our Christian tradition, the Church is dedicated to bringing forth a just, compassionate, and inclusive world. While prayerfully seeking the will of the Divine, especially as reflected in our evolving understanding of the life, ministry, death, and resurrection of Jesus Christ, we are committed to remaining relevant to our times, adapting the stories of our rich Christian tradition to contemporary needs. Toward these ends we maintain structures, programs, and worship that foundationally support individuals and our community. We are willing to adapt and evolve as needed to serve our community, and are open to new ways of enlivening and enriching our worship and spiritual practices.

In the spirit of Jesus’ message and life, the Church is an open and affirming church.

We welcome and accept all people into worship, participation in church life, full membership, and leadership, and are affirming to members of groups that continue to suffer injustice for reasons that may include sexual orientation, race, gender, gender identity, ethnic background, age, marital status, ability, religious preference, national origin, and developmental differences.

We acknowledge the harm that has been caused by white supremacy and dominant culture, which is a reality in the church and in the world as a whole.

We commit to being compassionate, open and affirming in action as well as word by:

- Engaging in ongoing education about the harm and impacts of white supremacy and dominant culture.
- Creating a welcoming and healing space in our church by centering diverse stories in our physical space, worship, and activities.
- Actively seeking opportunities to be committed allies and following the lead of people most impacted by systemic oppression in the pursuit of justice and equality.

**b. Approach.** We believe the Church to be a dynamic leader for our time. Western Christian faith has been central to the formation of the cultural and personal stories of who we are, where we come from and where we are going; hence the Church has a pivotal role in adapting those stories to contemporary needs.

We are part of a wise and resilient faith. We intentionally celebrate and ground ourselves in the developmental emergence of our faith.

**c. Purpose.** The Church is formed is to promote charitable, benevolent, educational and civic activities for its members who meet the other membership requirements set forth herein, as well as all other lawful purposes. [RCW 24.03.015.035].

**d. Limitations.** The Church shall not have or issue shares of stock, make any disbursement of income to its members, Council members, directors or officers; nor loan money or credit to its officers or directors, but it may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and may confer benefits upon its members in conformity with its purposes. Upon dissolution or final liquidation, the Church may make distributions to its members, as directed herein, or as permitted by law, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income. [RCW 23.04.030, .140]

### **ARTICLE III: WHAT WE BELIEVE**

We believe in God; that which can be sensed but never grasped by the mind. We engage this Sacred Mystery both as the essential nature of our being and in relationship. We believe that God has been revealing and will continue to reveal the power of life in creation, healing, and relationships of love throughout history.

We believe the Divine lives us, breathes us, thinks us, is us. We understand “sin” to be ignorance of our essential divine nature. We believe that Jesus (Yeshua) realized his true nature as the Christ, Child of God. As we move toward recognition of our true nature, we move toward the Christ in ourselves.

We turn to the sacred texts of faith traditions, including the Bible, allowing scripture to meet us and inspire us as it resonates with and challenges our own spirituality.

We believe in compassionate service to our community and the world and in deepening our inner connection with the Divine as our guide for action.

We respect the power of the Holy Spirit, which works in each person differently. We believe there are many ways to understand, live, and worship within the Christian tradition. We are nurturing a church community that welcomes individuals at any stage of their faith journey.

## **ARTICLE IV: GOVERNMENT AND FELLOWSHIP**

**a. Church Governance.** The government of this church is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Washington Non-profit Corporation Act, the Articles of Incorporation granted it by the Secretary of State of the State of Washington, and these Bylaws.

**b. Church Autonomy.** In all matters of church governance we seek the guidance of Spirit. We hold to the autonomy of the local church. The Church is organized for the cooperative benefit of its members under Ch. 24.03 RCW, and shall not be conducted for the financial profit of its members or anyone else. [RCW 24.03.030]

**c. Participating Membership.** We seek unity within the diversity of Christian faiths and with other faiths. We share the vision “That they may all be one” in the Christ. We are a participating member in the Pacific Northwest Conference (“PNCUCC”) and the United Church of Christ (“UCC”).

## **ARTICLE V: MEMBERSHIP**

### **a. Principles of Membership.**

This Church will welcome into its membership any persons who will join in covenant as active participants in the mission and ministry of this Church.

Membership in the Church does not constitute having a property interest of any kind, and may not be transferred to another individual.

The membership shall not discriminate against any person on the basis of sexual orientation, race, gender, ethnic background, age, marital status, mental and physical ability, religious preference, national origin, and developmental differences.

**b. Membership.**

Members are people who are actively and currently participating in the life, mission, and ministry of the Church. Members are expected to embrace the spirit of this faith community: to regularly participate in worship and provide financial support as they are able, to the missions and ministries of the Church, to share time and talent in the Church's work, to share in the fellowship and spiritual support of this Christian community, and to seek to bring others into this fellowship.

People who have fulfilled the qualifications for Membership may become voting members of the Church (with the exception of those whose membership has been revoked under sections V(e)(2) or (3).

**c. Process for Becoming a Member.**

Upon receipt of a request to become a member and completion of the requirements below, or a receipt of a letter of transfer, the Pastor may move forward with presenting this member or members to the Congregation.

All persons wishing to attain membership shall: regularly attend worship services and take a member orientation class, as detailed in Church Policy or Procedures, or otherwise comply with the provisions of this section. [RCW 24.03.065]

For a former member who wishes to reinstate membership, the requirement to attend an orientation class may be waived by the Council. If membership is terminated, after two calendar years, such person may request restoration of his or her membership by the Council.

**d. Termination or Transfer of Membership upon Member Request.**

Any member may resign at any time. A simple release from membership may be authorized by the Council, whereupon the Secretary shall remove the names from the roll.

Transfer to another church may be accomplished by a letter of transfer in which case the letter shall be issued by the Secretary, and shall ordinarily specify the particular church to which it is granted.

In case of those who may be unable to specify the particular church which they wish to join, the Secretary shall issue a certificate of transfer and remove the names from the roll.

Actions taken under this section shall be reported at the next semi-annual meeting of the Church.

**e. Termination of Membership by Action of the Church.**

1. **Failure to Participate.** If the absence or lack of participation of members extends beyond two years, the absence may be reported by the Council at the next semi-annual meeting of the Church, and by affirmative vote, such members may be removed from membership. Upon return, such persons may request to restore their membership in accordance with this Article.

2. **Violation of Policies or Bylaws.** The membership may, from time to time, adopt reasonable policies regarding the operation and maintenance of the Church and its affiliates, and facilities, including its property, and the conduct of its members. These bylaws shall also constitute a source of such policies.
3. **Notice of Violation or Criminal Conduct.** Prior written notice of and an attempt to provide a remedy shall be encouraged when possible, but is not necessary in an emergency. Upon any continued or flagrant alleged violation of Church policies or these bylaws by a member, the membership or the Council, at a special closed meeting called for that purpose, will determine whether to proceed with action. Upon a determination to proceed, the Council shall notify the member that one or more violations have occurred, and that continued disregard of Church policies or bylaws may result in the termination of their membership.

The Minister or Moderator of the Council, or both, shall confer with the affected member and attempt to provide a remedy.

Upon a determination to proceed with action, the Council shall afford the member an opportunity to attend and speak at a Council meeting. The Council may determine whether such person should be removed from membership or whether other, lesser action should be taken.

The decision of the Council as to the nature and scope of any such violation, and its remedy, shall be final and binding.

4. **Other Alleged Activities.** A member may be removed from membership if they become an offense to the Church and its good name by reason of egregious immoral or criminal conduct per 1 and 2 detailed above.

## **ARTICLE VI: SERVICES AND MEETINGS**

### **a. Worship Services.**

Services of worship shall be held at regularly scheduled hours each Sunday, except when temporarily suspended by vote of the Council.

We celebrate the sacraments of Holy Communion and baptism at such times as the Minister and/or the Council may appoint.

Additional services may be held as determined by the Minister or the Council.

**b. Business Meetings.**

**Semi-Annual Meeting.** A semi-annual meeting of the membership shall be held

in mid-winter and mid-summer of each calendar year or at such other times as may be designated by the Council. The purpose of the meeting will be:

1. To receive the semi-annual reports of officers, Council, committees and other ministries of the Church, as appropriate, for the period since the last semi-annual meeting.
2. To elect members (in winter) to fill vacancies on the Council as they may occur
3. To transact such business as may properly come before the meeting
4. To adopt (in winter) the annual budget
5. To communicate plans for the next six months, if needed
6. To ratify actions of the Council as needed.

**c. Matters to Be Voted Upon.** For any matter to be voted upon at a congregational meeting, the proposal and supporting information will be made available to the membership at least one week in advance of the meeting.

**d. Meeting Rules and Regulations.**

1. **Notice of Regular Meetings.** Written or printed notice for each semi-annual and other membership meetings, stating the place, day and hour of the semi-annual meeting shall be posted at a conspicuous place in the Church's principal office, placed conspicuously on the Church's website, and delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, by the direction of the Moderator, or the members calling the meeting, to each person entitled to vote at such meeting. An announcement of the meeting shall also be made from the pulpit either by:

- i. in person,
- ii. United States mail,
- iii. email to the member at their address as it appears on the records of the Church.  
[RCW 24.03.120]

Notice of regular meetings of the Council may be made by providing each member of the Council with the adopted schedule of regular meetings for the ensuing year at any time after the semiannual meeting, and at least seven (7) days prior to the next succeeding regular meeting of the Council by email or other notice.. [RCW 24.03.080]

- 2. Notice of Special Meetings.** Except for consideration of Constitutional or Bylaw amendments, the Council shall call special meetings of the Church membership on request by the Minister, by the Council, or by any ten (10) members or 10% of the membership, whichever is fewer, of the Church who have first presented their concern to the Council for consideration. Printed or written notice of special meetings of the membership shall state the place, day and hour of the special meeting, the purpose or purposes for which the meeting is called, and be posted at a conspicuous place in the Church's principal office, placed conspicuously on the Church's website, and delivered as soon as practical to each member, either via email or other notice. An announcement of the meeting shall also be made from the pulpit.

In an emergency, a special meeting may be called without the notice requirements above. However, notice will be provided as soon as possible, and the minutes shall detail the nature of the emergency that necessitated the emergency action. [RCW 24.03.120]

Notice of special meetings of The Council shall be made by providing each member of the Council with notice stating the place, day and hour of the special meeting and the purpose for which the meeting is called. The notice ordinarily shall be given to all council members not less than five (5) days prior to the scheduled meeting. If an extraordinary circumstance or emergency exists which requires a meeting of the Council for which the required five (5) days' notice could not be reasonably met, a special emergency meeting may be called and written notice to the Council members may be dispensed with. Notice of such meeting shall be given to the Council as early as is reasonably possible under the circumstances, and any action taken by the Council at such special emergency meeting shall be promptly communicated to all absent Council. The minutes of the meeting shall reflect the action taken and the nature of the emergency or extraordinary circumstances which existed, if any, as well as the form and method of notice which was given and deemed practicable under the circumstances. [RCW 24.03.120]

- 3. Quorum.** A quorum for the transaction of business at any regular or special meeting of the membership shall be twenty percent (20%) of the members. A majority vote of any such quorum shall decide all issues, unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Unless specified otherwise herein, a quorum for the operation of the Council shall be seventy percent (70%) of its regular members. In the event of an extraordinary emergency circumstance where a quorum is not available, the remaining members may take action, provided a detailed explanation of the extraordinary circumstance is included in the minutes.

A majority vote of all members of the Council, whether present at a meeting or not, shall decide all issues, unless otherwise provided herein. [RCW 24.03.090, .100, .110]

- 4. Voting.** All members of the Church are entitled to one vote on matters before the membership, a committee on which they serve, or on the Council or any body on which they serve, except on corporate matters where legal age is required. Votes shall be in person (including electronic meetings) as needed. Votes will be by voice vote or by a showing of hands unless a member

requests a written ballot. Any member who is an employee of the church may vote in any matter, but must recuse themselves from voting on any matter that affects any aspect of their position. [RCW 23.04.085]

5. **Fiscal Year.** The fiscal year of the Church shall be January 1 through December 31. The fiscal year and all annual reports shall coincide.
6. **Reports.** The Council and all officers, as directed by Council, shall report to the membership at the semi-annual meetings.
7. **Meeting Procedures.** Robert's Rules of Order Revised, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the membership, will govern parliamentary procedures during any semi-annual or other membership meeting.
8. **Remote Participation in Meetings.** Any meeting of the Council or a committee may be held by conference telephone call or similar communications equipment, and any person may participate through such means during any meeting or portion thereof at which the other members are physically present, as long as all persons participating in the meeting can simultaneously hear one another, in which event all members shall be deemed to be present in person at such meeting. This provision does not apply to meetings of the membership, except as authorized by the Council. [RCW 24.03.075, .120]
9. **Waiver of Notice.** Any member of the Church, or Council, or Church Committee may, at any time, waive notice of any regular or special meeting to which he or she was entitled, and such waiver shall be deemed equivalent to the receipt of proper notice. Attendance by a member of the Church or by a committee member at any meeting shall constitute waiver of notice of the time and place of the meeting, except where a person attends a meeting for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. [RCW 24.03.120 .460]
10. **Open Meetings.** Except as set forth herein, all special and regular meetings of the membership, Council, and committees shall be open to all members of the congregation with the exception of certain meetings as detailed in the Church Confidentiality Policy.
11. **Assent Presumed.** A voting member who is present at a meeting of the Council, any committee or the membership, at which action on any matter is taken, shall be presumed to have assented to the action taken unless the member's dissent or abstention is entered in the minutes of the meeting, the member files his or her written dissent or abstention to such action with the Secretary, or other person acting as the secretary of the meeting before the adjournment thereof, or the member forwards such dissent or abstention by registered mail to the Secretary immediately after the adjournment of the meeting. The right to dissent or abstain shall not apply to a member who voted in favor of such action. [RCW 24.03.113]

12. **Confidential Session.** Any meeting of the Council, a committee or the membership may be recessed or adjourned and reconvened in Confidential Session to discuss:

- i. Employee matters
- ii. The acquisition price or disposition price of any real property previously approved as being appropriate for acquisition or disposition earlier in an open meeting,
- iii. Litigation in which the Church is or may become involved or other legal matters
- iv. Violation of the Church rules or bylaws,
- v. Member dissociations,
- vi. Orders of business of a confidential or sensitive nature that are deemed to constitute an executive matter by a majority of the Council or committee members, or in the case of a membership meeting, the members present and voting.

A committee may only convene a Confidential Session with prior approval of the Moderator.

A Confidential Session shall include all voting Council or committee members who are present, or in the case of a membership meeting, members present and voting, but may exclude or allow others to attend as authorized by the membership or the Moderator or committee chair. The general nature of any and all business to be considered in Confidential Session shall first be announced in open session.

Any meeting conducted in confidential session shall follow the guidelines of the confidentiality policy.

13. **Minutes.** A copy of the written minutes of each meeting of the membership or Council shall be made available to all members within thirty (30) days after adjournment of such meeting. The minutes will also be provided to the Secretary to be kept on file. [RCW 24.03.135]

14. **Action Taken Without a Meeting.** Any committee, the Council, or the membership can take any action in the absence of a meeting if a consent is signed by all members of the above group. Signature can be provided electronically. This assumes that this action could have been taken at a meeting.

- i. The consent must be in writing and be signed by all members of the group.
- ii. The Secretary of the Church must certify written consent to such action by the membership.
- iii. Any action so approved shall have the same effect as though taken at a meeting of the above group. [RCW 24.03.465]

15. **Place.** All meetings of the membership, the Council or any committee shall be held within Kitsap County, Washington, unless otherwise authorized by the Moderator. [RCW 23.04.120]

## **ARTICLE VII: CHURCH GOVERNANCE**

**a. Council.** There shall be a Church Council consisting of nine members, to be elected by the membership of the Church. Council members are accountable to and must act in the best interest of the Church. Council members may be terminated for non- participation as provided for in Church Council policy. A person appointed to fill a vacancy in a Council position shall serve until the next semiannual meeting and until their successor is qualified and elected.

**b. Act as Board.** In addition to serving as an information-sharing conduit, this body shall function as the statutory Board required by RCW 24.03.095, and to provide guidance and various other duties as described herein.

**c. Policies and Procedures.** The Council shall also be responsible for approving, updating, and maintaining Church Policies and Procedures. Policies are established to guide the conduct of various activities, and are introduced and developed by Council, and shall be updated and approved by the membership at semi-annual meetings, as necessary. Administrative procedures are approved by the council to define various processes contained in these bylaws and in adopted policies. Administrative procedures shall be reviewed and/or revised at least every three years by the Council.

**d. Authority.** All activities of the Council shall be governed by the applicable provisions of these Bylaws. A quorum for meetings shall be two thirds of its members. As circumstances warrant, and subject to these Bylaws, the Council may act with the authority of the membership between semi-annual meetings. The Minister shall be an ex officio, nonvoting member of the Council. [RCW 24.03.095, .100, .103, .105, .110]

The task of the Council is to visualize the entire mission and programs of the Church. The Council is to evaluate the effectiveness of our Church life and leadership and to see that all elected Church positions are filled. The Council, in conjunction with appropriate committees, is responsible for worship, the spiritual life of the congregation and outreach to the world community.

**e. Committee Oversight.** Except as set forth in these Bylaws, the Council is also responsible for the oversight of committees and auxiliary organizations, if any. Committee and auxiliary organization plans and programs will be reviewed by the Council, which may disband any committee or auxiliary group when the task for which it was created is complete; it is deemed redundant or otherwise unnecessary; if membership of the committee falls below the required two persons; or if the stated plan for the committee which was adopted by the appointing authority is not being followed.

**f. Council Members.** A person serving on the Council acts as a director of a non-profit corporation. Members will act in the best interests of the Church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. one or more officers or employees of the Church whom the Council member believes to be reliable and competent in the matter presented;
2. counsel, public accountants, or other persons as to matters which the individual believes to be within such person's professional or expert competence; or
3. any committee, upon which the individual does or does not serve, duly designated in accordance with a provision in the Articles of Incorporation or Bylaws, as to matters within its designated authority, which committee the individual believes to merit confidence; so long as, in any such case, the individual acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted. [RCW 24.03.127]

**g. Council Selection and Removal Procedures.**

1. **Voting in Elections.** Voting for full-term council members, among the qualified candidate(s), shall take place at the next winter semi-annual meeting of the membership. All members of the Church are entitled to vote, except on corporate matters where legal age is required. Elections shall be by voice vote or by a showing of hands, unless a written ballot is requested.

2. **Term of Office**

Council members shall be elected for a term of three (3) years, or until their respective successor is qualified and elected, whichever is later.

Other qualified members can be placed in ballot for that position after the initial three year term.

After two terms, Council shall solicit membership for eligible replacements, via the Nominating Committee as detailed elsewhere.

If no member steps forward to be placed on ballot, with the assent of the affected Council member, members are allowed to vote an extension of one year of a three year term, while the Nominating Committee continues its search. The position will be up for replacement at each subsequent winter semi-annual meeting until a permanent replacement is found to fill the balance of that term. An eventual replacement shall be eligible for two full terms.

It is desired that there be reasonable turnover in the make-up of the Council, and that the Nominating Committee will encourage the participation of new members in Church administration.

3. **Resignations and Vacancies.** Upon a resignation or other vacancy in a Council position, the Nominating Committee shall seek a successor Council member to serve until the next election, qualify them as provided in the Nominating Procedure and then, once a nominee for a vacancy has been qualified, they shall, following an affirmative vote by the remaining Council members, immediately assume the position for which they have been nominated, to serve for the balance of the unexpired term which they have assumed. That person so nominated will be on the ballot for a vote at the next winter semi- annual meeting, to fill the position for the balance of that term. Other members may place their name in ballot in accordance with current Nominating Procedures.
4. **Recall and Removal.** A Council member may be recalled upon motion duly made and seconded by the Council, and approved by a two thirds (2/3) vote of all Council members.

No recall shall be voted upon unless:

- i. notice of the proposed recall, and a brief statement by the initiating party is submitted
- ii. a statement by the Council member to be removed is provided
- iii. a rebuttal of each party is delivered to the members of the Council at least three (3) days prior to the vote  
[RCW 24.03.130]

**h. Moderator (President).** At the beginning of each year, the Council shall elect a Moderator from among them, Council can elect the prior year's Moderator to continue in service. Council shall also annually elect an Alternate Moderator, to assume those duties when the Moderator is not available, and to assist the Moderator with tasks, as appropriate. The Moderator shall:

1. Establish the agenda for the semi-annual congregational meeting. It will be presented for approval by the Council prior to the meeting. A congregation member wishing to have an item placed on the agenda shall present it to the Moderator prior to consideration by the Council. All proposed changes to policy or Constitution and Bylaws shall be submitted for Council review prior to the meeting.
2. Be responsible for convening and conducting the semi-annual membership meetings,
3. Present a comprehensive program involving the chief objectives of the Church for the upcoming time period (six months).
4. Conduct meetings of the Council, establish agendas
5. Disseminate of the minutes of Council meetings.
6. Act as a liaison to the Council for congregants.

7. The Moderator and Alternate Moderator shall serve as Officers of the Church, President and Vice President respectively, as described in Article VIII below.

**i. Nominating Committee**

The Council shall appoint a Nominating Committee of at least three and up to five members of the Church.

The Nominating Committee will seek qualified candidates and nominate candidate(s) for each open position and also nominate candidates for any vacancies that may occur including resignations, or removals.

The slate of all qualified nominees will be presented to the Congregation for vote at the Winter Semi-Annual Meeting. If there are more candidates than vacant positions, either a paper or an electronic confidential ballot shall be used. Members of the congregation will vote for one candidate for each position.

Nominations will not be accepted from the floor.

All nominations will require approval of the nominee.

**j. Membership Management.** The Council shall oversee the Corporate Secretary's work on membership rolls and make recommendations on membership status and development of covenants.

The Council shall oversee:

1. the keeping all church records including but not limited to: corporate; membership; marriages; baptisms; and deaths;
2. writing letters of transfer to other churches; and receiving same from other churches.
3. The Council will provide a liaison to the Pacific Northwest Conference of the United Church of Christ.

Any person dealing with the Church may rely on a copy of any of the records of the Church or its proceedings, resolutions or votes of the membership or otherwise when certified by the President, or by a notary public. [RCW 42.44.080(4) and .090(5)]

**k. Financial Management.** The Council is responsible for the business, plant, and financial stewardship of the church. Under the direction of the membership, , the Council shall have the care and custody of the property of the Church and have charge of its financial affairs.

Subject to Article XI herein, the Council shall have no power to buy, sell, mortgage, lease, or transfer real property of the Church without specific authority by vote of the membership; provided, the membership

shall not authorize the Council to buy, sell, mortgage, lease or transfer real property without the approval of a two-thirds (2/3's) vote of all members present and voting in any regular or special meeting or special balloting in which a quorum is present; provided further that no such action shall be voted upon unless notice of the proposed action is delivered to the members at least ten (10) days prior to the vote thereon.

Subject to Article XI herein, the Council shall have authority to buy, sell, mortgage, lease, or transfer personal property of the Church and shall have jurisdiction over the use of the church property subject to the authority of the membership; provided, the membership shall not authorize the Council to buy, sell, mortgage, lease, or transfer personal property valued in excess of \$5,000.00 without the approval of a two-thirds (2/3's) vote of all members present and voting in any regular or special meeting or special balloting in which a quorum is present; provided further that no such action shall be voted upon unless notice of the proposed action is delivered to the members at least ten (10) days prior to the vote thereon.

At the winter semi-annual meeting, the Council will submit the Church's annual budget for approval by the membership.

#### **I. Standing Committees.**

(Refer to Committee Charter of Responsibilities) Standing, or permanent committees shall be established to undertake the work of the Church in specific areas. These committees shall report to the Council, and will be directly responsible to the Council for their process and results. Generally they shall not be authorized to make decisions on behalf of the Council, except in specific circumstances that shall be included in their Charter, which shall be established by the Council and amended from time to time as circumstances require. Their primary purpose is to identify issues that need attention, make recommendations to the Council, and carry out the decisions of the Council in their particular area.

Membership on all standing committees will be according to the committee charter, as approved by the Council. The Council shall have the authority to limit the number of members if the committee becomes difficult to manage because of the size of the committee.

Each committee will be expected to select a chairperson to organize meetings and respond to member concerns. Each committee will also need to have a liaison appointed to report to the Council at each meeting, as established in procedures. The chair and liaison can be the same person. It is preferred that the liaison is a Council member, but if not available, another member can perform that function. Committees are encouraged to make notes at their meetings to submit to the Council and to the record in the Church office.

1. Finance
2. Personnel
3. Education
4. Community Outreach
5. Communications

6. Facilities
7. Fellowship
8. Nominating
9. Called to Care
10. Pastor Relations
11. Worship

**m. Task Forces, Project Teams, and Committees.** Task Forces, Project Teams, Committees and similar groups are bodies comprised of appointed and volunteer members with the task of developing and implementing activities or programs directed toward a specific group of focus. All are referred to generically as “committees” in this document.

Committees, consisting of at least two members and having submitted a plan of action for approval to the Church Council, may be constituted from time to time, for any duration of time, and for any particular purpose. Meetings of members will be held in Kitsap County, Washington, unless authorized by the Council. [RCW 23.04.120]

Such committees serve at the discretion of the Council. The Council is then responsible for oversight of their actions. Each committee or other group will be disbanded, discontinued, or redesigned by vote of the Council when the task is done, if membership of the committee or group falls below two members, or if the plan as approved is not being followed. [RCW 24.03 075]

All church committees are subject to confidentiality as defined in Policies.

## **ARTICLE VIII: OFFICERS AND THEIR DUTIES**

**a. Eligibility of Members.** Members in good standing are eligible to hold elective office.  
[RCW 24.03.095]

**b. Officers.** The elective Officers of the Church shall consist of the President (Moderator), Vice President (Alternate Moderator), Corporate Secretary and Treasurer, to be elected or appointed by the Council in accordance with these Bylaws. [RCW 24.03.125]

- 1. Specially Appointed and Temporary Officers.** The Council may appoint one or more temporary or specially appointed officers to serve for such periods and to perform such duties as they may be assigned. [RCW 24.03.125]
- 2. Multiple Offices.** The same person may not hold more than one (1) office at any given time, except those offices created by temporary special appointments. [RCW 24.03.125]

**c. Duties of Church Officers.** The duties of the Officers are:

**1. President. (Moderator)** The President shall be elected by the Council in accordance with church policy and shall act at the sole direction of the Council. The President shall, with approval of the Council, act in the name of the Church, and may upon direction of the Council:

- i. sign in the name of the Church all leases, mortgages, deeds, and other written instruments
- ii. except as limited herein may perform all such duties as are incidental to the office of the president of a nonprofit corporation, which are properly required of him or her by the Council, and which are not expressly reserved by the Articles of Incorporation or these Bylaws.
- iii. The President shall be the registered Agent for the Church
- iv. shall assure that the church and its divisions are in compliance with all applicable trade name statutes
- v. shall assure that the church remains registered with the Washington Secretary of State
- vi. be a signatory of the Church.

**2. Vice President. (Alternate Moderator)** The Vice President shall be elected by the Council in accordance with Church policy, from among its members, and shall act at the sole direction of the Council. The Vice President may, upon direction of the Council,

- i. sign in the name of the Church all leases, mortgages, deeds, and other written instruments
- ii. except as limited herein shall perform all such duties as are incidental to the office of a vice president.
- iii. The Vice President shall also assist the President as required, and in the absence of the President, they shall exercise all the functions of the President and shall be vested with all of their authority.

**3. Corporate Secretary.** The Corporate Secretary shall be a member of the Church and be appointed by the Council. The Corporate Secretary may be a member of the Council though that is not required. The Corporate Secretary, or their designees, under the supervision of the Council:

- i. shall have charge of corporate records, except financial
- ii. record the votes and keep minutes of the meetings and proceedings of the Council and the membership

- iii. serve notice of the meetings of the members when required
- iv. keep appropriate current records identifying the Council members, together with their addresses and their terms of election, and the records of the Church relating to membership, marriages, baptisms, and deaths
- v. transmit an annual report to each member upon request by the Council
- vi. communicate to the members of the Council and the membership, and to third parties such as other churches and the world community
- vii. and except as limited herein shall perform all such duties as are incidental to the office of secretary of a nonprofit corporation, which are properly required of him or her by the Council, and which are not expressly reserved to by the Articles of Incorporation or these Bylaws. [See RCW 24.03.135, .048, .050, .055 .135]

**4. Treasurer.** The Treasurer shall be a member of the Church and be appointed by the Council. The Treasurer may be a member of the Council though that is not required. Upon direction of the President they may:

- i. sign in the name of the Church all leases, mortgages, deeds, and other written instruments
- ii. except as limited herein the Treasurer shall perform all such duties as are incidental to the office of treasurer of a nonprofit corporation that are properly required of him or her by the Council, and which are not expressly reserved by the Articles of Incorporation or these Bylaws. See Church Policies and Procedures for specific duties
- iii. The Treasurer is responsible for monitoring and overseeing the financial activities of hired and appointed staff and committee members, who report to the Treasurer and are subject to the further direction of the Council. All financial transactions shall be conducted under Church policy and procedures that require appropriate separation of duties to insure good accounting practices. Specific details of Treasurer's process are contained in Church policies and procedures

**d. Audit.** A financial audit shall be performed periodically. The audit will be performed with oversight by the Council.

**e. Financial Statements and Reports.** The Treasurer, or their designees, shall also prepare and make available to the Church membership, as follows:

- 1. **Budgets.** A proposed budget, approved by the Council for each fiscal year shall be distributed not less than one week before the semi-annual meeting at the beginning of the fiscal year. The expenditures of the Church shall be in accordance with the budget as approved by the membership.

2. **Closing Statements.** A balance sheet as of the last day of the Church's fiscal year, an operating budget for the fiscal year, and a statement of financial position for the fiscal year shall be distributed within ninety (90) days after the close of the fiscal year, prepared in accordance with generally accepted accounting principles. [RCW 24.03.035(11)]

**f. Financial Secretary.** A Financial Secretary shall be selected by the Council. If not already a member of the Council, the Financial Secretary shall be a member ex-officio, without vote. The Financial Secretary shall be appointed for a term of three (3) years, and may serve two consecutive terms. The Council has the power to terminate the Financial Secretary at will.

1. The Financial Secretary is responsible to receive record and deposit all funds taken into the church treasury, and forward information to the Church Treasurer.
2. Follow policies and procedures established by the church Council
3. Receive offerings collected during worship services and count them at the conclusion of the services, ensuring more than one person is involved collecting and counting the offerings.
4. Ensure funds are deposited in a bank as soon as possible after they are received.
5. Establish a procedure to collect and record funds received other than through regular offerings, including funds received by mail or electronically.
6. Maintain records of individual contributions.
7. Prepare and distribute individual contribution statements.
8. Produce individual charitable gift report summaries of all donations received during a calendar year.
9. Attend finance committee meetings and report on total funds pledged and actually received.
10. Assist in budget preparation.

**g. Statutory Structure.** The Church, as a non-profit corporation in the State of Washington, is required each year to report a list of officers and board of directors of the corporation according to the Nonprofit Corporation Act of the State of Washington. In addition, the state requires that the Church provide the name and address of the registered agent, and physical address as well as mailing address of the corporation. The President (Moderator) shall be the registered agent.

For purposes of compliance with the Nonprofit Corporation Act, the officers of the corporation shall be the authorized signatories of the Church. The Council shall be the board of directors for purposes of compliance with state law and regulations. RCW 24.03.005(16)]

**h. Compensation.** The Officers and Council members shall serve without compensation, but their reasonable out-of-pocket expenses incidental to the performance of their duties shall be promptly repaid by the Church. [RCW 23.04.030]

## **ARTICLE IX: CHURCH EMPLOYEES AND STAFF**

**a. Status.** All employees and contractors shall be deemed employees at will. The Council must approve all hiring. Personnel Committee shall be responsible for overseeing the hiring process, as defined in church policy. All arrangements relating to employees or independent contractors must comply with applicable law. All independent contractors must be lawfully licensed. The Church shall be in compliance with all state and federal law.

**b. Minister.** The Minister shall have charge of the spiritual welfare of the church, with the assistance of the Council. It shall be the duty of the Minister or his or her designee to promote in all ways the spiritual interests of the Church and those whom it serves. The Minister shall be an ex-officio non-voting member of the Council, and shall perform the duties detailed in their job description.

The Minister is directly accountable to the Council, acting on behalf of the membership. Annual evaluations will be administered by the Personnel committee under direction of the council, with input from the congregation.

When a vacancy occurs in the pastorate, the Council shall appoint a Pastoral Search Committee. This committee should number at least 8% of the membership. An attempt shall be made to have a broad cross-section of the church membership represented on this committee. The committee should work in cooperation with the PNCUCC Conference Minister, following established PNCUCC guidelines.

When a proposed minister is selected by the Search Committee and approved by the council, they will be introduced to the Church at a special membership meeting, for consideration and a vote.

The Minister shall become a member of the Church and seek standing in the Pacific Northwest Conference UCC at the first opportunity. When a Minister has been selected and has also accepted the call, a minister may request a service of formal installation.

While the term of the Minister may be indefinite, the Church may at any time, by a majority vote at a membership meeting called for the purpose, terminate the Minister. The formal notice of the meeting to terminate will be made no later than fifty (50) days before the meeting, and as otherwise required by law and these Bylaws. In the case of loss of Ministerial standing on the part of the Minister, they shall be suspended at once, with pay, pending further investigation.

**c. Interns.** With approval from the council the Minister may make arrangements for one or more unpaid interns.

**d. Additional Ministerial Staff.** The membership of the Church may call additional ministerial staff if they perceive it to benefit the mission of the Church. Such position would share the job description of the Minister, with specific duties as assigned by the Council. Conditions for replacement and termination of additional ministerial staff shall be at the discretion of the Council, subject to these Bylaws and church policies.

**e. Director of Children and Youth Education.** A Director of Children and Youth Education may be hired, to provide Christian education to children and youth, according to church Policy.

**f. Other Staff.** Subject to Church policy, additional staff may be hired to help effectively serve the Church community. No person shall be employed, hired, retained or authorized to act by any person or affiliate of the Church without approval by the Council, and any agreement, contract or arrangement to the contrary shall be null and void.

Consistent with current employment policies, the Personnel Committee will provide contracts, job description, procedures for arbitration and grievance procedures, as appropriate. Any termination shall be accomplished in accordance with the Church's employment policy, the law, or these Bylaws.

**g. Indemnification.** To the full extent permitted by the law, the Church shall indemnify, defend and hold harmless any party in any proceeding (whether brought by or in the right of the Church or otherwise) by reason of the fact that such party is or was a Council member, committee member, employee, agent, contractor for or officer of the Church, or its affiliates, or is or was serving at the request of the Church as a director, member, manager, agent or employee or officer of another entity, or as a trustee or other named fiduciary of any related entity or qualified retirement program, against judgments, penalties, fines, settlements and reasonable expenses (including attorney's fees) actually incurred by such party in connection with any action, suit or proceeding; and the members may, at any time, approve indemnification of any other person which the Church has the power to indemnify under the law. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. [RCW 24.03.043]

## **ARTICLE X: DENOMINATION DELEGATE SELECTION GUIDELINES**

When delegates are needed to represent the Church at wider church events such as the Pacific Northwest Conference Annual Meeting, the delegates shall be selected by the Council, which shall give consideration to a representative of all other segments of church life, i.e. outreach, enrichment, caring ministries, worship, youth, etc. The decision of the Council in this regard shall be final and binding.

## **ARTICLE XI: DISSOLUTION OF THE CHURCH**

**a. Extraordinary Disposition of All, or Substantially All, the Property and Assets.** A sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the Church, if not in

the ordinary course of business, may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares of any corporation for profit, domestic or foreign, as may be authorized in the following manner:

1. **Council.** The Council shall adopt a resolution recommending such sale, lease, exchange, or other disposition and directing that it be submitted to a vote at a meeting of members, which may be either a semi- annual or a special meeting.
2. **Membership Vote.** Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the corporation shall be given to each member entitled to vote at such meeting, within the time and in the manner provided by these Bylaws for the giving of special notice of meetings of members. At such meeting the members may authorize such sale, lease, exchange, or other disposition and may fix, or may authorize the Council to fix, any or all of the terms and conditions thereof and the consideration to be received by the Church therefor. Such authorization shall require at least two thirds (2/3's) of the votes which members present at such meeting or represented by proxy are entitled to cast. After such authorization by a vote of members, the Council, nevertheless, in its sole discretion, may abandon such sale, lease, exchange, or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action or approval by members. [RCW 24.03.215]

**b. Ordinary Sale, Lease, Exchange, or Disposition of Assets in Course of Business, Mortgage and Pledge of Assets.** The sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the Church in the usual and regular course of its business, and the mortgage or pledge of any or all property and assets of the Church whether or not in the usual course of business may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, obligations, or other securities of any other corporation, domestic or foreign, as shall be authorized by the Council. In any such case, no other authorization or consent of any member shall be required. [RCW 24.03.217]

**c. Voluntary Dissolution.** The Church may dissolve and wind up its affairs in the following manner:

1. **Council.** The Council shall adopt a resolution recommending that the Church be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members having such voting rights, which may be either a semi- annual or a special meeting.
2. **Membership Vote.** Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Church, shall be given in the manner provided for amendments to the Constitution and Bylaws. A resolution to dissolve the Church shall be adopted upon receiving at least two thirds (2/3's) of the votes which members present at such meeting or represented by proxy are entitled to cast.
3. **Effect.** Upon the adoption of such resolution by the members, the Church shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately

cause a notice of the proposed dissolution to be mailed to each known creditor of the Church, to the attorney general with respect to assets subject to RCW 24.03.225(3), and to the Department of Revenue, and shall proceed to collect its assets and apply and distribute them as provided in these Bylaws. [RCW 24.03.220]

**d. Distribution of Assets.** Upon dissolution, the assets of the Church shall be applied and distributed as follows:

- 1. Liabilities.** All liabilities and obligations of the Church shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- 2. Assets Requiring Return.** Assets held by the Church upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- 3. Assets Held for Charitable, Religious, Benevolent, Educational or Similar Purposes.** Assets received and held by the Church subject to limitations permitting their use only for charitable, religious, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be offered with a first right of refusal to the Suquamish Tribe or, if that is not possible, to the Pacific Northwest Conference of the United Church of Christ or, if that is not possible, to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Church, pursuant to a plan of distribution adopted as provided in these bylaws;
- 4. Other Assets.** Any remaining assets shall be distributed to the **Suquamish Tribe** or, if that is not possible, to the Pacific Northwest Conference of the United Church of Christ or, if that is not possible, to such persons, societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as may be specified in a plan of distribution adopted by the membership as provided in these bylaws. [RCW 24.03.225]

**e. Plan of Distribution.** If needed, a plan providing for the distribution of assets, not inconsistent with applicable law and these bylaws shall be adopted by the Church in the following manner:

- 1. Council.** The Council shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members, which may be either a semi-annual or a special meeting.
- 2. Membership Vote.** Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be given to each member entitled to vote at such meeting in the manner provided for amendments to the Constitution and Bylaws. Such plan of distribution shall be adopted upon receiving at least two thirds (2/3's) of the votes which members present at such meeting or represented by proxy are entitled to cast.

- 3. Charitable, Religious, Benevolent, Educational or Similar Assets.** If the plan of distribution includes assets received and held by the Church subject to limitations described in RCW 24.03.225(3) (e.g., assets held for charitable, religious, benevolent, educational or similar purposes), notice of the adoption of the proposed plan shall be submitted to the attorney general by registered or certified mail directed to him or her at his or her office in Olympia, at least twenty (20) days prior to the vote at which the proposed plan is to be adopted. No plan for the distribution of such assets may be adopted without the approval of the attorney general, or the approval of a court of competent jurisdiction in a proceeding to which the attorney general is made a party. In the event that no objection is filed within twenty (20) days after the date of mailing, his or her approval shall be deemed to have been given. [RCW 24.03.230]

## **ARTICLE XII: MISCELLANEOUS PROVISIONS**

**a. Endorsements and Actions Prohibited.** No substantial part of the activities of the Church may attempt to influence legislation, and the Church shall not directly or indirectly participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any proposition or candidate for public office. Individual members acting on their own and for themselves may take any action they desire, but no individual member of the Church shall have any authority to speak on behalf of the Church to endorse, support, oppose or make any comment of any kind whatsoever with respect to any legislative or administrative action, product, service, system, program, procedure, market, or any judicial action unless such individual has been expressly authorized to do so by the Council. The Council shall not authorize the Church to take a position with respect to any such matter, any legislative or administrative action, or to participate in any litigation except upon a showing that such actions or activities are consistent with the charitable, civic and social purposes of the Church, and the Council is informed by a tax accountant or legal counsel, in writing, that such specific participation (a) will not constitute a violation of the Internal Revenue Code, regulations prescribed by the Secretary of the Treasury governing the tax exempt status of the Church as a charitable organization, if applicable; and (b) is consistent with other applicable law regarding nonprofit organizations in this state.

**b. Conflicts.**

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

In case of any conflict between the Articles of Incorporation and these Bylaws on one hand, and other writings on the other, the Articles and Bylaws shall control.

In case any of these Bylaws conflict with any provisions of the Washington Nonprofit Corporation Act (RCW 24.03), the provisions of such Act shall control.

In the case of any dispute regarding the interpretation of the Articles of Incorporation or these Bylaws, the opinion of the membership shall be final and binding.

**ARTICLE XIII: AMENDMENTS**

The Constitution and Bylaws may be amended by a two thirds (2/3's) vote at any regular or special meeting of the Church membership, provided that:

- 1. a notice specifying the time of the meeting and the substance of the proposed amendment shall have been given as required by these Bylaws for Special Meetings,
- 2. an announcement is made from the pulpit on each of the two Sundays immediately preceding said meeting,
- 3. an announcement is placed on the Church website at least two weeks prior to the meeting,
- 4. notice is posted in the Church at least two weeks prior to the meeting.

**ARTICLE XIV CERTIFICATE**

The undersigned hereby certify that they are the duly elected, qualified and acting President and Corporate Secretary of the Suquamish Community Congregational United Church of Christ, a Washington nonprofit corporation, and that the above and foregoing Bylaws were adopted pursuant to RCW 23.04.070 as the Amended and Restated Bylaws of the Church by the members acting at a special congregational meeting held pursuant to proper notice on December 5, 2021.

DATED this 5th day of December, 2021

**Suquamish Community Congregational United Church of Christ**, a Washington nonprofit corporation

By: \_\_\_\_\_

President

Attest:

By: \_\_\_\_\_

Corporate Secretary

Adopted, January 25, 1987, by vote of the annual membership meeting.

Revised, October 16, 1994, by vote of the special membership meeting.

Revised, January 21, 1998, by vote of the annual membership meeting.

Revised, January 24, 1999, by vote of the annual membership meeting.

Revised, January 26, 2003, by vote of the semi-annual membership meeting.

Revised, July 18, 2010, by vote of the semi-annual membership meeting.

Revised, January 12, 2014, by vote of the special congregational meeting.

Revised February 12, 2017, by vote of the semi-annual membership meeting.

Revised August 13, 2017, by vote of the semi-annual membership meeting.

Revised November 5, 2017, by vote of the special membership meeting

Revised February 11, 2018, by vote of the semi-annual membership meeting

Revised December 5, 2021, by vote of the special membership meeting