

The following describes the changes to the PUCB Constitution and Bylaws that are recommended by Council and proposed for adoption by the Congregation at a meeting on September 26, 2021.

Modernizing Congregational meeting and voting practice: During the pandemic, many organizations (including PUCB) have been forced to adapt to restrictions of physical gatherings. Online meeting tools have made it possible to meet and make decisions without physical contact, and they hold promise for improved efficiency and greater inclusion going forward, even when pandemic restrictions have been removed. Council recommends changes to expand the concept of presence at meetings to include electronic/virtual presence and to allow electronic and mail-in voting.

Clarifying terms of Officers, Council members and Moderators: Language describing election of Officers (and Council members) to staggered two-year terms was inconsistent with the intended one-year terms of Vice Moderator, Moderator and Past Moderator. We recommend clarifying this language to properly describe the intended practice.

Changing the composition of Church Council: The size of Church Council has grown to as many as 17 positions – far more than most churches and too many for effective meetings, discussion and decision-making. The language we recommend establishes a Council of 9 voting members, plus the Minister(s) as non-voting advisory members. Although our past practice has allowed the Minister(s) to vote, Pastor Dave has recommended that the voting status of the Ministers be removed.

Removing unnecessary detail and establishing practices for managing committees: The Bylaws have included a lot of detail regarding what committees exist and their functions. Some of these have become inactive, and new committees have been created. Keeping the Bylaws consistent with actual current practice is cumbersome and time-consuming when this level of detail is included, since every change requires Congregational approval. We are proposing to remove the detail of committees, and replace this entire section with a specification for commissioning and managing committees, including documenting their function, decision-making and reporting their activities to Council or Minister, as appropriate.

Details of the recommended changes: Attached is a document showing proposed changes detailed and highlighted in yellow. The sections being changed are listed below with a brief description of the change.

Article I Section 1: The name of the church is being corrected (because it was wrong). The name of the church is “Peace United Church of Christ”, not “Peace United Church of Christ of Santa Cruz, California”.

Article IV Section 2: The definition of “presence” in a meeting is expanded to include electronic/virtual presence.

Article IV Section 3.D: Electronic and mail-in ballots are allowed.

Article V Section 2.A: Language describing the term of office for the Moderators is corrected to describe current and past practice correctly.

Article V Section 4: The composition of the Church Council is reduced to 9 voting members and the voting status of the Minister(s) is eliminated.

Article V Section 5.B: Redundant language is removed (all of these provisions are also stated elsewhere).

Article V Section 6: Language is changed to allow the Moderator more flexibility in forming a group to perform certain functions (as stated).

Article VI: The entire text of this Article is replaced with the new specification for committees. Specific description of individual committees, their Charters and reporting structures, etc. will be documented in the Policy and Procedure Manual.

Article VIII: Fixed a typo – the word “any” was missing the “y”.

Peace United Church of Christ, Santa Cruz, CA

Constitution & Bylaws

September 26, 2021

Article I. Name and Principal Office

Section 1. The name of this church is “Peace United Church of Christ,” of Santa Cruz, California. For brevity “PUCC” will be used throughout this document.

Section 2. The principal office of this church is located at 900 High Street, Santa Cruz, California 95060.

Article II. Purpose, Open and Affirming Covenant, Polity and Vision

Section 1. Purpose. PUCC is a non-profit religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes.

PUCC freely joins in covenant with the United Church of Christ UCC, banding together for mutually supportive ministry and mission with other local churches in the Northern California Conference and the Santa Clara Association and the wider UCC.

Section 2. Open and Affirming Covenant. We have covenanted to live as an Open and Affirming congregation of the United Church of Christ, welcoming people of all sexual orientations and gender identities into the full life, membership, leadership and employment of this church. We further seek to live as a multi-cultural, multi-racial, intergenerational community, attempting to break down the barriers of separation between communities based on race, sex, age, culture, language, class and other social differences, celebrating our diversity while affirming our unity in Jesus Christ.

Section 3. Polity. The governance and ownership of this church is vested in its members who exercise the right of control in all its affairs. It is amenable to no other ecclesiastical body but accepts the obligations and mutual counsel and cooperation involved in the free fellowship of the UCC and pledges itself to share in common aims and work. While affirming the liberty of our church and the validity of our ministry, we hold to the unity of all Christians and the United Church of Christ. We earnestly seek Jesus’ prayer for his disciples, that “they may all be one.”

Section 4. Vision. The Council is guided by the approved Vision of the Church. The Vision shall help provide direction for the Council on decision making in all matters of

the church. The Vision may be amended from time to time and is specified in the PUC C Policies & Procedures Handbook.

Article III - Membership

Section 1. General. The membership of PUC C will consist of persons who accept the membership covenant in Article III, Section 3 of these Bylaws and are received as members by confirmation, affirmation of faith, or letter of transfer from another church. Baptism is encouraged but not required.

Section 2. Requirements for Membership. In keeping with its UCC heritage, PUC C does not have set beliefs or a confession of faith that serve as a requirement for membership. PUC C welcomes into membership all persons who:

- A. Seek a church home and wish to extend their spiritual horizons.
- B. Commit to PUC C's covenant as stated in Article III, Section 3.

Section 3. Membership Covenant. Members of PUC C commit to this covenant: We covenant with God and with each other: To walk together in all God's ways as the Holy is revealed to us; to give ourselves freely and without reserve to Jesus' ministry in this church; to celebrate through worship God's amazing gifts of unity and diversity; to take up Christ's mission around the world, striving for justice and peace; to care for the Earth and all her people, reconciling ourselves to them in love; for God gives immeasurable grace into all life and every life.

Section 4. Receiving Members. In dialogue with the Minister(s) and church members, any person seeking membership shall seriously and prayerfully reflect upon their beliefs and dedication to the joys and responsibilities of church membership. At such time that the person's journey of seeking and faith leads her/him/them to embrace the commitment of membership in PUC C, the person shall request of the minister to be received as a member of PUC C. Members will ordinarily be received during a regular worship service. The ceremony includes publicly assenting to the covenant of the church as stated in Article III Section 3.

Section 5. Membership Rights and Responsibilities.

- Members have the right to vote at all Congregational Meetings (as defined in Article IV of these Bylaws) and will have such additional rights as are specified in these bylaws.
- Only members are eligible for election to the Council of PUC C and ministry lead positions.
- Members have a responsibility and commitment to contribute their best hopes, time, gifts, and resources to this community of faith. Membership in PUC C does not vest in any member any distributions from PUC C during the existence of PUC C.

Section 6. Associate Members. Associate membership may be held by those temporarily in the community or by those who do not desire to sever relations with another church. Associate Members follow the same procedures as all other candidates for membership into the church and shall be entitled to all the rights and responsibilities of membership, except that an Associate Member may not receive a letter of transfer under Article III Section 8 of these Bylaws.

Section 7. Inactive Members. Members may request reclassification as inactive members. A member will also be reclassified as inactive if that member has not been fulfilling the responsibilities of membership for a period of two years. The authority for determining inactive membership rests with the lay leadership in consultation with the Minister(s). An inactive member has none of the membership rights or responsibilities as listed in Article III Section 5 of these Bylaws. An inactive member may be restored to active membership status by written request to the Minister(s) or the Church Council.

The criterion for reinstating active membership is demonstrated by commitment to fulfilling the responsibilities of church membership. Active membership will be restored 60 days after the request is received if the Minister(s), in consultation with lay leadership, determine this criterion is met.

Section 8. Release or Termination of Membership.

- Any member may, upon request, be released from membership and receive a letter of transfer and recommendation to another church.
- Associate members are not eligible to receive a letter of transfer.
- A member who demonstrates an overt and/or harmful disregard for the people, mission or place of PUCC may have their membership terminated by a majority vote of the Church Council, after the person has been invited to address that body. Pending termination procedures addressed herein, a letter of transfer on behalf of the member who is subject to termination will not be issued.

Article IV - Congregational Meetings

Section 1. Matters Reserved to Congregational Meetings. Certain matters shall be referred to the church membership during congregational meetings, including but not limited to:

- A. Calling a Minister.
- B. Authorizing action on any fund-raising effort of more than twenty five percent (25%) of the current annual budget.
- C. Authorizing action involving buying, selling, or encumbrance of any real property.

- D. Approving the Annual Budget and increasing the approved budget by greater than 10%.

Section 2. Notice of Meetings and Quorum. Written notice of any congregational meeting, including date, time, place and the business to be transacted, shall be given to the membership at least fifteen (15) days prior to the meeting. Fifteen percent (15%) of the total active and associate membership of the church, as counted on July 1 of the current fiscal year, shall constitute a quorum. A congregational vote may be taken only with a quorum present and members must be present to vote. For purposes of this section presence may be physically in person or electronically via an on-line live-streamed or interactive meeting.

Section 3. Decision-Making.

- A. Routine matters may be decided by a simple majority of the members according to the procedures contained in Rosenberg's or Robert's Rules of Order.
- B. When a matter is more complex or consequential an extended process of discernment is appropriate. These more complex or consequential matters include those that involve calling a Minister; dissolution of the Ministerial relationship; sale, purchase or encumbrance of real property; decisions to seek indebtedness or alter the budget after its congregational approval for an amount equal to or greater than 10% of the annual budget, or dissolution of the church.
- C. Complex or consequential matters will be decided by a written ballot wherein members of the congregation vote on the motion. A two-thirds majority of those voting or casting ballots is required for a motion to pass. (According to Rosenberg's or Robert's Rules of Order, abstaining or casting a blank ballot is not considered a vote to determine the outcome). However, only a simple majority is needed to dismiss a Minister.
- D. Members may vote live at meetings, electronically by email directed to an appointed Council member, by electronic response during a live-streamed meeting or mail-in ballot received prior to the meeting.

Section 4. Required Meetings. There shall be at least one meeting of the congregation each year.

- A. Annual Congregational Meeting. The Annual Meeting shall be held before the end of the program year (July 1- June 30). The purpose is to receive annual reports, to adopt the budget for the coming year, and to elect council members to open positions on church governing bodies. Any other business which would naturally come before such a meeting shall also be transacted at this time.

Section 5. Special Congregational Meetings. Special congregational meetings may be called by the Church Council or Minister. The membership of the church may also request a special congregational meeting by a written request to the Church Council

with a petition signed by 5 percent (5%) of the total active and associate members of the church. Any request or petition shall state the nature of business to be transacted at the meeting. The Church Council shall set a date and time for the meeting within twenty (20) days of the receipt of any such petition.

Article V - Church Council

Section 1. The Church Council is PUCC's primary governing body, acting as a fiduciary on behalf of and accountable directly to the membership. The Council sets governance policies and provides oversight of PUCC.

A. **Duties.** The duties of the Church Council include, but are not necessarily limited to, the following:

- Serving as stewards of PUCC's mission and vision, setting short-term and long-term goals in keeping with the mission and vision, and periodically evaluating programs and policies;
- Fostering intra-church communication and coordination;
- Ensuring PUCC's property, assets, and resources are used lawfully, ethically, and safely, in furtherance of the mission and vision, and in compliance with applicable governing documents and policies;
- Setting policies to guide the work of the Council, staff, volunteers, ministries, and the congregation as a whole, but leaving day-to-day decision making, including decisions about emergency situations, to the appropriate individuals, staff, committees and teams;
- Overseeing PUCC's finances, setting policies that include the development of a proposed annual budget, and raising funds to support the annual budget and any special campaigns;
- Establishing personnel policies and ensuring that an effective staff evaluation process is implemented;
- Providing direction to, and oversight of, the Minister(s) on behalf of the congregation;
- Appointing PUCC delegates to the Northern California Nevada Conference, UCC, and the Santa Clara Association, UCC;
- Referring policies and programs to the congregation for review and approval;
- Removing of a Member of the Council;

The Council may remove a member from the Council by a three-fourths vote of the Council if a) the member of the Council has been convicted of a

felony, declared of unsound mind by a court order, or found by a final order or judgment of any court to have breached a duty under the California Nonprofit Religious Corporations law; b) the member of the Council has engaged in activities that are directly contrary to the interests of PUCC, or c) the member has failed to attend more than three meetings in a row of the Council, provided that those absences have not been approved by the Council and the Council declares by resolution that this failure to attend justifies removal from the Council.

- B. **No compensation.** Voting Members of the Council will serve without compensation, except that members of the Council may be reimbursed for reasonable expenses incurred in the performance of their duties to the Church.

Section 2. Elections and Terms of Office

- A. Church council members are elected at the Annual Meeting for two-year, staggered terms, and may not serve more than three consecutive terms. After serving three consecutive terms on the Council, members may be re-elected after the passage of one year. The exception is the Moderators who are elected to one-year terms in succession: Vice-Moderator, Moderator, Past Moderator.
- B. No one shall hold more than one elected position at a time.
- C. Church Council members shall be members of the church.
- D. Elected representatives who find it necessary to resign their position shall notify the Moderator of the Church Council and the Minister(s). The church council may appoint a replacement to serve until the next election.

Section 3. Meetings, Membership, Quorums and Decision-Making

- A. All Council and Committee meetings shall be open to all members of the congregation, unless the Council or committee is meeting in closed session when matters under consideration require confidentiality. Personnel and Pastoral Relations Committee (PPRC) meetings are closed.
- B. All governing bodies shall select their own meeting dates, times and frequency.
- C. Half of all decision-making members of the Council constitutes a quorum for meetings of that body, when meeting in person.
- D. Decisions may be made by consensus or majority vote.
- E. Council meetings are normally held at the Church; members wishing to participate by teleconference or other communication device that allows all persons participating in the meeting to communicate with each other may do so by agreement of the Council.

- F. Action Without Meeting. Action taken by a majority of Council members without an in-person meeting will be deemed an official action if a) all Council members have been notified of the proposed action and have been given the opportunity to express their opinions in a conference call, Council email thread, or other method of group communication that all Council members have been notified of and invited to participate in; b) a majority of all Council members approve of such action in writing or by email; and c) a copy of such approval is filed with the Council minutes, whether done before or after the action is taken.

Section 4. Composition of the Church Council.

Voting members of the Church Council shall be **nine** members including four officers: (Moderator, Vice-Moderator, Secretary, Treasurer), Past Moderator, Buildings and Grounds Committee **Chair (or delegate), PPRC Chair (or delegate),** and two At- Large Representatives. **The Minister(s) are ex-officio board members with rights to full participation except voting.**

Section 5. Officers.

- A. The officers of the church shall be the Moderator, Vice-Moderator, Secretary, and Treasurer. Persons who are authorized to sign legal documents on behalf of the Church are the Moderator, the Vice-Moderator, and the Treasurer.
- ~~B. The officers shall be members of this church and shall be elected by ballot at the annual meeting to serve for a two year term~~
- B. Any member wishing to resign an office, other than that of Minister, shall inform the Moderator, who shall consult with the Church Council to find a replacement.
- C. **Moderator.** The moderator will preside over all Congregational Meetings and Council meetings and will perform such other duties as the Council or congregation may from time to time determine. For purposes of legal authority, the Moderator is deemed to be the Chief Executive Officer of PUC. The duties of the Moderator shall include, but are not limited to, the following: Acting as the president of the congregation for a one-year term, having served as Vice Moderator the previous year. The Moderator may serve one additional one-year term, if needed, but may not serve more than two consecutive terms.
- D. **Vice-Moderator.** The Vice Moderator will assume the functions and responsibilities of the Moderator when the Moderator is absent or incapacitated and will perform such other duties as the Council or congregation may from time to time determine. They will become the Moderator the year following their term of vice-moderator.
- E. **Secretary.** The Secretary will keep or cause to be kept at the principal office of PUC, minutes of the meetings of the Council, and will also be responsible for giving any notice of any meetings of the Council. The Secretary will perform any other duties as may be required by law or as may be prescribed or required from time to time by the Council. The Secretary, an Officer of the

church, shall be elected for a term of two years with a limit of three terms that can be served.

- F. **Treasurer.** The Treasurer shall be elected for a term of two years with a limit of three terms that can be served. The duties of the Treasurer include, but are not limited to the following:
- a. Keeping and maintaining, or causing to be kept and maintained, in written or digital form, adequate and correct books and records of account of the properties and business transactions of PUCC, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account will at all times be open to inspection by any member of the Council and congregation.
 - b. Ensuring that all monies and other valuables in the name of, and to the credit of, PUCC with depositories as designated by the Council are deposited appropriately.
 - c. Disbursing, or causing to be disbursed, the funds of PUCC as ordered by the Council and also preparing or causing to be prepared an annual financial report, which will include a balance sheet and income statement in a format to be included in PUCC's annual report.
 - d. Performing any other duties as may be required by law or as may be directed by the Council or these bylaws.
 - e. Preparing or overseeing the preparation of monthly financial statements for review by the Council. Shall interpret the financial condition of the church to the Church Council and the congregation regarding any financial problems.

Section 6. Moderators and Minister Group.

The Moderator may form a group, such as including minister(s), moderator, vice-moderator and past moderator for the purpose of setting the agenda for Church Council meetings, addressing emergencies (an unforeseen combination of circumstances or the resulting state that calls for immediate action) that may arise in between Council meetings, and supporting and advising the minister(s).

Article VI. Committees

Section 1. Purpose

Committees exist to assist in the governance and operations of the Church, supporting the mission, vision, and priorities.

Section 2. Charter and Activities

- A. Committees shall be designated as standing or *ad hoc*. Standing committees shall have an indefinite expected life span while an *ad hoc* committee's expected life span shall be finite based on a calendar date or the accomplishment of a specific objective. Groups within the Church whose primary objective is fellowship are not committees.
- B. New committees will be created by a convening authority. The convening authorities for Standing committees shall be the Church Council or the Minister. The convening authorities for *ad hoc* committees shall be the Church Council, the Minister, or any Standing Committee.
- C. Each Standing committee will have a written Charter which includes at least the committee name, the chairperson, purpose, and primary activities.
- D. Committees shall:
 - a. Have a chairperson who is a member of the Church.
 - b. Have a minimum of three members; the majority of whom are Church members.
 - c. Meet at least four times a year to perform those actions necessary to satisfy its purpose.
 - d. Report their activities to their convening authority on a mutually agreed upon frequency.
 - e. Review, update as necessary, and submit their Charter for approval to their convening authority every two years.
 - f. Allow all members of the congregation to review their Charter and attend their meetings unless the committee is meeting in closed session to consider confidential matters.
- E. A quorum of a committee is a simple majority of its members.
- F. Any Standing committee may be dissolved by their convening authority.

Article VII. Ministers

- A. The Minister of PUCG is the spiritual leader of the congregation. The duties of the Minister include, but are not limited to leadership in worship, vision implementation, administration, pastoral care, spiritual growth and religious education, community relations and representing PUCG in other settings.
- B. Other Ministers. Other Ministers, e.g. Associate Minister, Community Minister (if any), paid or volunteer, share the duties of the Minister in ways that are mutually agreeable, but final responsibility and designation of duties, including general supervision of all staff members, will rest with the Minister.

- C. Calling a Minister. The Minister shall be chosen by the church whenever a vacancy occurs and shall hold office without limitation of time. The Minister shall be a member in good standing with the UCC. She/He/They will become a member of PUCC and shall be installed by the Ecclesiastical Council of the Santa Clara Association NCNC-UCC. Candidates for Minister or other clergy must be ministers in good standing of the UCC or agree as a condition of their call to enter in the process of gaining such standing. The Council will recommend a search committee. The calling of a Minister is to be done upon the recommendation of the Pastoral Call Committee and shall require a two-thirds vote of all members of the church present at a regular or special congregational meeting specifically called for that purpose.
- D. Dissolution of the Ministerial Relationship. The Ministerial relationship may be dissolved by the church by written notice of such intention sixty days (60) in advance. The dismissal of a Minister is to be done upon the recommendation of the Personnel and Pastoral Relations Committee to the Church Council who decide on presenting the dismissal for a majority vote of all decision-making members of the church present at a meeting specifically called for that purpose. If a Minister wishes to leave, he/she/they shall give a written resignation to the Church Council no less than sixty (60) days before leaving. In case of loss of ministerial standing in the United Church of Christ on the part of any Minister, contractual relations shall cease immediately.
- E. Interim Minister. The role of the Interim Minister shall be to act as Minister until a settled Minister is called and assumes the duties. The Interim Minister shall not be considered an officer of the church but shall serve in an advisory capacity to the Church Council and the other bodies of church government.

Article VIII. Dissolution

In the event the members of PUCC shall vote for dissolution of the church, all real estate, properties, goods, monies and funds belonging to this church shall, after payment of any indebtedness, bills and claims, become the property of the Northern California Nevada Conference of the United Church of Christ (UCC), subject only to such limitations as may be provided in any bequests or other gifts making up the invested reserves of the church. If the Northern California Nevada Conference of the United Church of Christ no longer exists as a non-profit religious organization then after payment of any indebtedness, bills and claims, all real estate, properties, goods, monies and funds belonging to this church shall be distributed to any qualified non-profit fund, foundation or corporation irrevocably dedicated for charitable or religious purposes and meeting the requirements of Revenue and Taxation Code Section 214. If the church holds any assets in trust, such assets shall be disposed of as decreed by the Superior Court of Santa Cruz County.

Article IX. Amendments

This Constitution and Bylaws may be amended or revoked by a two-thirds (2/3) vote of the membership at any regular or special congregational meeting called for that purpose. Written notice of the proposed amendment(s) or revocation shall be submitted to the church members at least thirty (30) days prior to the meeting at which such changes are to be voted upon.

Adopted by the Congregation: September 30, 2001

Amended: January 2007

Amended: June 2009

Revised and amended by the Congregation: March 30, 2014

Revised and amended by the Congregation: November 23, 2014

Revised and amended by the Congregation: July 2019

Revised and amended by the Congregation: September 26, 2021