

BYLAWS OF
SHADOW ROCK CONGREGATIONAL CHURCH,
an Arizona nonprofit corporation

ARTICLE I
PURPOSES

The avowed purposes of this Church shall be to worship God, preach the gospel of Jesus Christ, celebrate the Sacraments, realize Christian fellowship and unity within this Church and the Church Universal, render loving service toward mankind and strive for righteousness, justice and peace. Further, its task shall be to radically affirm the greatness of every life and to initiate and support those deeds which make life good for all.

ARTICLE II
POLITY

- A. This Church shall be a member of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and Bylaws of the United Church of Christ as adopted July 4, 1961, as amended, relating to local churches.
- B. The government of this Church is wholly vested in its members, who exercise the right of control in all of its affairs and subject to no other ecclesiastical body; but subject, however, to the moral and ethical guidance of the spirit of the gospels and the legal guidance provided by the laws of the State of Arizona relating to nonprofit corporations. If there is a lack of consensus in the implementation of control of any of the Church's affairs because of differences between or among the Members, the guidance of the United Church of Christ, its associated agencies and subdivisions or other appropriate moral or legal resources may be requested to mediate and/or arbitrate such differences; provided however, that if arbitration is chosen, it shall be non-binding, unless the members agree in writing.
- C. This Church is dedicated to, among other concerns, the education of its members and the community. In this respect the Church has established and maintained a preschool for children. While the preschool is governed by a preschool board and is an integral part of the church, the Church governing board and the congregation shall have ultimate authority and responsibility for the pre-school. Neither the preschool nor the orientation of the educational goals of the Church may be changed without the express approval of the Members

ARTICLE III

FAITH AND COVENANTS

- A. Faith: This Church acknowledges the Trinitarian formula of life — God the Creator, God the Redeemer, God the Holy Sustainer — as its lifestyle. It acknowledges all people as one and recognizes the Bible as the sufficient rule of faith and practice. Each member of this Church shall have the undisturbed right to follow the word of God according to the dictates of their own conscience, under the enlightenment of the Sustainer. This Church recognizes two Sacraments: Baptism and the Lord's Supper, or Holy Communion.
- B. Covenants: The expression of this faith is contained in the following covenants:
1. Adult Covenant: We covenant one with another to be that sensitive and responsive part of human society which perceives and responds to God's newest thrust in the midst of history. The uniqueness and greatness of every life is radically affirmed. Our task together demands a comprehensive view of life, always pointed intentionally to the future. Our life together will involve us individually and corporately in study and worship, always maintaining a proper balance between proclamation of the Word about Life with the Deeds which make Life good. Those activities which eliminate age barriers, cut across religious dogma, reduce cultural parochialisms and engage secular people with Life's ultimate possibilities will be worthy of our best efforts.
 2. Children's Covenant: We have decided to enter into this covenant with each other and promise to try to learn more about God and Jesus Christ and to help other people learn more, too; to respect one another and our Church property; to share what we have; and to care about ourselves, our family and friends and people in the world we may not know. We will be generous with our money and our presence in those things that are part of the Church. We will be responsible for ourselves, and to others and to God for this covenant we are entering into. We know that God cares about us and all of Life the same as we do; and, with His support and help, we will keep this covenant.

ARTICLE IV

MEMBERSHIP

- A. Membership in this Church shall be open to any person who has been baptized and has accepted the Covenant of this Church and has been received at a public or

private service of this Church and has been duly enrolled on this Church membership record.

- B. Members shall pledge to worship as conducted by this Church, to live the Christian lifestyle, to share in the life and work of this Church.
- C. Any member may, on such member's request, be granted a letter of transfer or a certificate of Church membership at such point as the member wishes to change or discontinue such membership in this Church.
- D. Reasonable effort will be made at all times to keep in touch with the membership of this Church. Correspondingly, each member shall be obligated to adhere to the provisions of the Covenant and Contribute to the Church by such member's regular participation in the worship services and sacraments, active participation in the Church Community and fiscal support of the Church. Periodically, the Church shall address each Member's adherence to these requirements of Membership. To the extent that the Care & Cultivation Team determines that a Member has failed to satisfy these requirements, the Church Board may reclassify active members to inactive status, eliminating the requirement of the Church to maintain such Member on its active roll and limiting such inactive member's entitlement to benefits from Membership. In addition, if a Member fails to satisfy these requirements, upon recommendation of the Board, such Member may be reclassified to inactive status or removed from Membership by the Congregation at any duly called meeting of the Congregation.
- E. If a member is reclassified as an inactive member or removed from Membership, such member may request a hearing before the Board. The results of such hearing and the recommendations of the Board shall be reported by the Board to the Congregation for consideration to modify or sustain such reclassification or removal.
- F. Members are defined as follows:
 - 1. Active Members: An active member shall be one who has fulfilled the requirements set forth in paragraphs A and B of this Article IV. Only active members in full and regular standing who have attained age eighteen may be elected to the Board as provided in Article VI and vote in the legal transactions of the Church. All active members in full standing (including those who have not reached age eighteen) shall be privileged to act and vote on all other transactions of the Church, enjoy all the privileges of membership, and to serve on the Teams or in any other capacity to which they have been appointed or duly elected.
 - 2. Associate Members: Any person who wishes to participate in the life and work of this Church but who does not wish to formally request membership may, upon application to this Church and having been received at a public or

private service of the Church and having been duly enrolled on the Church associate membership record., be received into associate membership. It is understood that the acceptance of associate membership is not to be construed by this Church as affecting the relation of the member with another institution, and such associate membership may be terminated on request or when the participation ceases.

3. Inactive Members: An inactive member shall be one whose status has been defined in Paragraph D of this Article IV.

ARTICLE V

MINISTERIAL STAFF

A. Senior Pastor:

1. The Call: The Senior Pastor shall be called in the following manner by the members of this Church whenever a vacancy occurs.
 - (a) As soon as a senior pastoral vacancy occurs, it shall be reported to the Southwest Conference of the United Church of Christ (hereinafter "Conference").
 - (b) A Calling Committee shall be appointed by the President with the approval of the Congregation.
 - (c) The Calling Committee shall seek information concerning possible candidates, conduct interviews, handle correspondence, etc., until it is ready to make a nomination for a candidate to fill the vacancy.
 - (d) In filling a vacancy or in securing interim ministers, the Calling Committee shall seek the counsel of the Conference Committee on the Ministry. The Board may request the Conference Minister to secure the relevant information about any Minister whom it wishes to consider for the vacancy. Any minister may confer with the Conference Minister concerning a pastoral vacancy. At the minister's request, the minister's name shall be submitted by the Conference Minister for consideration by the Calling Committee.
 - (e) The Calling Committee shall submit its nomination to the Board and, if the Board approves the nomination, a congregational meeting shall be held to vote on the nominee.

- (f) The call shall be by a two-thirds vote of those active members present and voting aye or nay at a duly constituted congregational meeting called for that purpose. In the call, the terms of the relationship shall be stated in writing. The Senior Pastor, the Church and the Conference shall each receive a copy of the call and the newly called minister shall seek standing in the Conference.
 2. Duties: The Senior Pastor shall have charge of the spiritual and temporal welfare of the Church with the mutual support of the Board, the Teams and task forces. No official act shall be performed by other clergy without the Senior Pastor's consent. The Senior Pastor shall be an ex-officio member of the Teams. The Senior Pastor shall serve as the Chief Executive Officer of Shadow Rock.
 3. Termination: The termination of the pastorate shall be either upon resignation submitted in writing to the Board or by a two-thirds vote of those active members present and voting aye or nay at a duly constituted congregational meeting. Such termination shall occur after ninety days notice by either party, or upon mutual consent of the Senior Pastor and the Board.
- B. Associate Pastors. Ministers with Specialized Portfolios (e.g. Minister of Music. Minister of Youth, etc.). Assistant Ministers: If any such offices be created by the Board or vacancies occur in such offices, Associate Pastors and Ministers shall be called in the manner set forth for the Senior Pastor, with the assistance of the Team relating to the specialized portfolios
1. The services of an Associate Pastor may be terminated in a manner similar to the termination of the Senior Pastor, except that the vote shall be by the Board at a meeting called for that purpose. Termination shall require a two-thirds affirmative vote of those present and voting aye or nay. Upon resignation of the Senior Pastor, the Associate Pastor, or Minister (concurrently with all other clergy staff) shall tender their resignation to be acted upon by the new Senior Pastor and the Board.
 2. An Associate Pastor or Minister shall be assigned duties by the Senior Pastor of the Church in cooperation with the Board and the appropriate Teams relating to such offices. The Senior Pastor shall determine the general operating plan for the Ministerial Staff of the Church. It may either take the form of the conventional staff relationship or operate as a Team ministry.
 3. Associate Pastors shall be ex-officio members of the Board and all Teams. Ministers with Specialized Portfolios and Assistant Ministers may be designated by the Senior Pastor and the President as ex-officio members of appropriate Teams.

ARTICLE VI

CHURCH OFFICERS

- A. Pastors: The Senior Pastor and all Associate Pastors shall be executive officers of the Church, having executive authority over the spiritual and operational aspects of the Church; provided however, that with respect to the engaging and termination of employment on non-clergy staff, the Senior Pastor shall consult with the appropriate Team Chair Persons relating to the function of the non-clergy staff involved. The Senior Pastor shall have primary authority in all such matters. The Senior Pastor may delegate and expand or contract authority so delegated to the Associate Pastors from time to time, at In the absence of the Senior Pastor, the Associate Pastor shall act as the Senior Pastor, except to the extent restricted by the Senior Pastor. If there are more than one Associate Pastors, the Senior Pastor shall establish priority among the Associate Pastors in the absence of the Senior Pastor.
- B. President: The duties and responsibilities of the President shall include, but not necessarily be limited to, presiding at all meetings of the Congregation or Church Board, and representing the Church as the President on those occasions where such representation is necessary or appropriate and executing the formal legal actions of the Church (e.g. employment contracts with the Senior Pastor, contracts or deeds of real property, borrowing documents concerning loans in excess of Fifty Thousand Dollars [\$50,000], etc).
- C. Vice President: The Vice President shall be a member of the Church Board and shall assist the President in the performance of those duties stated in the foregoing Section B. In the absence of the President, the Vice-President shall fulfill the duties of the President. In the event of the death or resignation of the President, the Vice-President shall serve as the President of the Church until the next meeting of the Congregation.
- D. Secretary: The Secretary shall be a member of the Church Board and shall perform the statutory duties of a corporate secretary as required by Arizona law. The Secretary may have other duties assigned to such person as the Board may request and the Secretary may accept.
- E. Treasurer: The Treasurer shall be a member of the Board and shall perform such functions or duties as shall be agreeable between the Board and the Treasurer from time to time. The person serving as Chairperson of the Stewardship Team shall be ex-officio the acting Treasurer of the corporation, if and as necessary.
- F. Immediate Past-President: For the first year following the election of a new president of the Church, the person vacating the office shall become the Immediate Past President of the Church. Notwithstanding any other provision to the contrary,

as such, unless the Immediate Past President shall decline to serve, such person shall be an ex-officio voting member of the Board of Directors for a period of one (1) year thereafter; provided however, any such person may be removed from such office by the majority vote of the Members of the Board present and voting aye or nay.

- G. Election of Officers: The officers of this Church shall be active members. The President shall be elected by the Congregation at a duly constituted Congregational meeting. The Vice President, Secretary, and Treasurer shall be elected by the Board at any meeting thereof.(except to the extent that the Treasurer serves as such by being Chairperson of the Stewardship Team). The Vice-President, Secretary, and Treasurer shall serve at the convenience of the Board and may be removed or re-elected in their sole and unfettered discretion, with or without cause by a majority affirmative vote of the Board members present and voting aye or nay. The President may only be removed by the Congregation at a duly constituted meeting of the Congregation, but may be removed with or without cause.

ARTICLE VII **GOVERNING BODY**

The Governing Body of this Church shall be the members assembled in Church meeting. The vote of a simple majority of the active members present and voting aye or nay at a duly constituted meeting shall be the action of the Church, except where provided otherwise.

ARTICLE VIII **CHURCH STRUCTURE**

A. Church Board:

- a. The Church Board shall be the executive body of this Church, complying with Sections 10-451 and 10-452, Arizona Revised Statutes. It shall be composed of the Pastor or Pastors, who will be voting members, and the specific number of lay persons as the Congregation shall determine from time to time. However, the Church Board shall not have fewer than three members. In addition, the President shall be an ex-officio member of the Church board. A quorum of the Board shall be either (1/3) one-third of the number of voting board members in office immediately before a Board meeting begins, or three (3) members, whichever is greater. Team chairs and co-chairs, as well as all Shadow Rock members, are welcome at all regular meetings of the full board except where confidential personnel matters are being discussed. Team Chairs and co-chairs

may also bring matters to the board for discussion and decision by requesting a place on the agenda for any board meeting.

- b. The Church Board shall organize each year under the President and its members who are elected by the Congregation. It shall then coordinate the formation and the work of the Church Teams as identified in section B.2.
- c. After adoption of the Bylaws, the leadership of the Church shall be nominated and elected by the Governing Body to serve until the next annual meeting of the Church.
- d. The Officers of the Church together with the Pastor or Pastors shall serve as the Executive Committee of the Board. The Executive Committee shall meet from time to time to provide assistance with preparation for Board meetings, establishing the agendas and general guidance for the conduct and content of Board meetings and which shall have the responsibility and authority to act for and on behalf of the Board between meetings of the Board.
- e. Church Board members may be elected for as many as three consecutive one year terms. After a member has served three consecutive terms on the Church Board, the member will not be permitted to serve on the Church Board for a period of one year thereafter. After the 'one year period, the member is eligible for reelection to the Church Board.
- f. Nominations shall be made for the Church Board and for delegates to the Conference's Annual Meeting (in accordance with Conference Bylaws) by a Nominating Committee, appointed by the Church Board each year at a meeting prior to the annual election. The nominating committee shall serve for a period of one (1) year to provide personnel to fill vacancies as needed or requested.
- g. Voting may be by voice, raising of hands or written ballot. The candidate or candidates receiving a simple majority of the votes cast shall be elected.
- h. When elected, the Church Board members may be installed as shall be determined by the Pastor, but may involve a public installation with the Covenant: "I promise to the best of my ability, God helping me, to be faithful in my duties as a member of this Board." If, in the opinion of the Church Board, this covenant has not been fulfilled by a member, the member may be replaced.
- i. Subject to the approval and direction by the Congregation, the Church Board shall develop and be responsible for Church-wide planning and coordination. It shall consider the entire task of the Church, discuss with the Ministerial Staff the general direction of the activities of the Church, and cooperate with them in the formation of a well rounded program. The Church Board acts for the Congregation between congregational meetings. It may submit to the

Congregation, at the annual meeting, a comprehensive program involving the chief objectives of the Church for the coming year. The Church Board may from time to time, designate certain individuals as temporary members of the Executive Committee.

B. Teams:

For the purposes of organizational efficiency, the work of the Church shall be organized under a number of Teams, each of which is lead by a chairperson(s) who is elected by the Congregation.

1. General Provisions:

- a. Election: All Team Chairpersons related to the Teams shall be presented for election by the Nominating Committee at the annual meeting of the Congregation, as outlined for the Church Board in Article VIII A 6-8 above.
- b. Number: The Teams shall include the Chairperson(s) plus at least three additional working members.
- c. General Responsibilities: Each Team should be not only the initiator of study and action in its respective field, but should also be the executor of those actions or recommendations emanating from the Church Board, or any official ad hoc committee, and duly referred to them. Upon election of the Team Chairperson(s), one of the first tasks for the Team to address shall be to prepare and submit the Team's mission statement for the following twelve months to the Board for approval and coordination with other Teams.

2. Specific Provisions:

- a. Care & Cultivation Team: This Team shall have the responsibility to nurture and promote a community of care and concern, to provide care to the members of the congregation, including ministry, visitation, food and other assistance, at all times needed, but primarily in times of trauma or other unusual need.
- b. Education Teams (Children, Youth and Adult): It shall be the responsibility of these Teams to encourage and develop the physical, intellectual and spiritual interests and talents of the children, youth and adults using all available resources. In keeping with the understandings inherent in the covenant of this Church, the Education Team's members shall strive to awaken each individual to the Great News that we are all unique, great and unrepeatable.

- c. Facilities Team: The internal life of the Congregation relative to care and maintenance of buildings and all legal affairs will occupy the efforts of this Team.
- d. Festival Gardens Team: This Team shall consist of the Trustees of the Festival Gardens Trust, elected by the Congregation each year and shall be responsible for the oversight and operation of the Festival Gardens.
- e. Growth Team: The Growth Team is dedicated to promoting growth and new membership at Shadow Rock. This includes creating a welcoming environment to our visitors, inviting people in our community to various events through mailings, community and city-wide publicity, etc. and helping new members to the Church become acquainted with and involved in the life of Shadow Rock. Ideally, this Team is made up of a cross section of individuals who represent different age groups, life-styles, talents, etc. All are welcome to join this Team - it thrives on new ideas and perspectives.
- f. History Team: This Team shall record and maintain a record of the history of Shadow Rock. The Shadow Rock Historian shall be the Chairperson of this Team.
- g. Local/Global Team: This Team shall have the responsibility for the care of people on a local community and world dimension. This care shall express the concern for age levels, cultural bridge building and ecumenical endeavors. The smallest detail of record keeping to the largest global mission will be the scope of care of the Local/Global Team.
- h. Music/Arts Team: This Team shall be responsible for the development of music, dance, drama and all other types of fine arts; it shall address the need for worship decor; and it shall encourage these interests and talents in the Congregation.
- i. Pastor/Parish Relations Team: This Team shall establish and maintain communications between the Pastor and Members with respect to all matters, including but not limited to liturgy, services and other matters of concern to the Pastor and Members.
- j. Personnel Team: This Team shall assist in the establishment of personnel policies for paid and volunteer staff, together with the hiring of additional staff and other related issues.
- k. Sports Team: This Team shall focus its energy on providing fellowship,

participation and enjoyment of physical fitness and spectator sports.

- l. Financial Oversight Team: The Financial Oversight Team is responsible for a monthly review of and appropriate action concerning check book activity, current expenses, current income, and current balance sheet for Shadow Rock, the Shadow Rock Pre-School, the Shadow Rock Foundation and the Shadow Rock Festival Garden.
- m. Fund Management Team: The Fund Management Team is responsible for a monthly review of and appropriate action concerning funds and investments of Shadow Rock.
- n. Stewardship Fulfillment Team: The Stewardship Fulfillment Team is responsible for managing fund raising efforts and overseeing pledge campaigns.
- o. Wellness Team: The Wellness Team promotes activities which contribute to actualization of the wellness potential of our families and the larger community. Under the direction of the parish nurse, the Team provides information and education about health issues, sponsors the Touchtones, provides support and lends medical equipment.
- p. Worship:
- q. Other Teams: Additional Teams may be created by the Board or Congregation as shall be determined by them from time to time to perform additional functions that may be needed. Examples include, but are not limited to Pastor Parish Relations Team and Worship and Liturgy Team.

3. Qualifications

Election or appointment to Membership on the Board of Directors or any Team is not restricted to members of this Church.

ARTICLE IX **CHURCH MEETINGS**

A. The annual meeting of the Congregation shall be held at least once each year as

shall be determined by the Church Board for the purpose of receiving reports, electing President, Board Members, and Team Chairpersons, as provided by these Bylaws, and to transact such other business as may properly come before the meeting. Since the Congregation is the policy setting body of the Church, copies of the Annual Report shall be made available for the members' perusal and discussion at the annual meeting. The fiscal year of the Church is the calendar year.

- B. Special meetings of the Congregation may be called by the Senior Pastor, the President, the Board or by a petition to the Board signed by not less than thirty of the active members in good standing, specifying the nature of the business they wish to have considered at such a special meeting. The Board shall call the meeting within three weeks of the first regular or special meeting of the Board following the receipt of the petition. At least two weeks, but not more than three weeks should elapse between the call and the holding of the annual or any special meeting. Adequate notice of, and reason for such meetings, shall be made to the Congregation; provided however that the inclusion or exclusion of general or specific references in such notice shall not restrict the subject matter of any meeting. Written notice of a meeting shall be printed in the Church Bulletin, announced in Church services at least two Sunday services prior to the meeting. Such notice shall contain date, time, place and general purposes.

ARTICLE X

CHURCH MEMBERSHIP IN OTHER ORGANIZATIONS

The Church may hold membership in, send delegates to and support, financially and otherwise, charitable organizations whose purposes and goals are consistent with those of this Church.

ARTICLE XI

AUXILIARY AND SPONSORED ORGANIZATIONS

Community organizations or groups using the Church property may be granted use privileges by the Board upon terms and conditions as they shall determine from time to time. Appropriate fees for such facility use may be set by the Board.

ARTICLE XII

AMENDMENTS

Amendments to these Bylaws may be made by any duly called meeting of the Congregation by an affirmative vote of two-thirds of the members present and voting aye or nay for or against the amendments, provided public announcement of the text of the proposed amendment(s) has been made at least two weeks prior to the meeting.

As amended June, 2010.

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