

ByLaws
First Congregational United Church of Christ
Grand Marais, MN

I. Minister

1. The Minister is the principal administrator of the church and is in full standing in the United Church of Christ and serves with professional freedom as a spiritual leader of the congregation in pastoral, priestly, and prophetic roles.
2. The Minister is called by a two-thirds vote of the membership, to hold office without limitation of time, performing all duties belonging to the office of ordained minister in the United Church of Christ. Employment relations with the minister may be dissolved either by a two-third (2/3) vote of the membership present at a congregational meeting called for that purpose, or by the Minister by written notice to the Church board.
3. The Minister has the authority to sign all contracts on behalf of the church on all matters which have been budgeted or otherwise authorized by the Board with the dollar limit so authorized.
4. In the event of a vacancy for Minister, the Board of Directors, in consultation with the Congregation, shall either:
 - a. appoint a Search Committee to find a Settled Minister candidate. This minister would be called by congregational vote. (see Bylaw I.2.) An Interim Minister would be hired by the Board to serve during the time the Search Committee needed to complete their work.

OR

- b. appoint a Hiring Committee to find a Designated Term Minister candidate. This minister would be hired by the Board of Directors. This minister could, by mutual agreement, be called by congregational vote at the end of that designated term and become Settled Minister.

The Committee will work with and consider only ministers who make application through the Conference Office.

II. Governing Authority

1. The government of this church is vested in its members, who exercise the right of control in all its affairs, subject, however, to applicable laws of the State of Minnesota.
2. This corporation, which shall have perpetual existence, shall not have capital stock and shall not afford pecuniary gains, incidentally or otherwise, to its members except as reasonable compensation for services. There shall be no personal liability of members for corporation obligations.
3. Except as provided by Minnesota Statutes Section 317A.257, Subd. 2, persons who serve the corporation as unpaid directors, officers, trustees, members or agents shall not be civilly liable for any acts or omissions, if the acts or omissions were made in good faith, within the scope of their responsibilities as a director, officer, trustee, member or agent of the corporation, and do not constitute willful or reckless misconduct.

III. Meetings of Members

1. A congregational meeting of the members shall be held at least annually after reasonable notice has been given by the Board of Directors, for the purpose of electing officers and directors, approving a financial plan, receiving financial and program reports, and transacting other business as necessary.
2. A congregational meeting may be called by the Board of Directors or by a petition signed by members numbering at least 50% of the average weekly worship attendance.
3. Notice: Proper notice of each congregational meeting shall be provided by the Board of Directors at least 7 days in advance. Notice in the regularly distributed church newsletter is sufficient written notice if it meets the prescribed time-frame.
4. Voting and Quorums: The vote of a majority of members present at the meeting shall be the action of the church. A quorum shall be members in attendance numbering at least 50% of the average weekly worship attendance._

IV. Board of Directors

1. Size and Membership: The Board of Directors of this corporation shall consist of seven (7) members elected by the congregation for two-year, staggered terms. Term of office begins on the first of the month following the election. These 7 members shall consist of: Moderator, Vice Moderator, Secretary, Treasurer, and three at large members. Four (4) members shall constitute a quorum.
2. Meetings: The Board of Directors shall meet at least 10 times per year. Special meetings are subject to the Moderator's call. Board meetings shall be open to the members of the Congregation, except that meetings or portions of meetings which pertain to personnel issues are closed. When necessary, the Board of Directors may participate in meetings and vote by telephone or email.
3. The purpose of the Nominating Committee is to build, strengthen and sustain the members of our church in terms of recruitment and coordination and leadership development. The Nominating Committee consists of 2 Board members and 1-2 members of the congregation at large. The nominating committee shall submit to the congregation one candidate for each vacant position on the Board of Directors for election at a Congregational Meeting.
4. The Board of Directors shall have the authority to establish by appointment other committees and ministry teams for whatever purposes and for whatever duration it chooses, maintaining accountability to First Congregational United Church of Christ mission and purpose.

V. Property

1. The church may in its corporate name, sue or be sued, acquire by purchase, gift, devise, bequest, or otherwise own, hold, invest, reinvest or dispose of property, both real and personal for such work as the church may undertake and may purchase, own, receiver hold, manage, care for and transfer, rent, lease, mortgage, or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the church; it may receive and hold in trust both real and personal property and invest and reinvest the same and make any contracts for promoting the mission and purposes of the church.
2. Upon dissolution of the church, its assets and all property and interest of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Minnesota Conference of the United Church of Christ.

VI. Rules of Order

1. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these ByLaws.

VII. Amendments

1. These ByLaws may be amended by the vote of not less than two-thirds majority of the voting members present at a duly constituted congregational meeting. Rules of quorum apply.
2. Notice of any such meeting and text of amendments shall be made available not less than two weeks before the meeting to each voting member of the congregation.