

**BYLAWS
OF
PEACE UNITED CHURCH OF CHRIST
ROCHESTER, MINNESOTA**

These bylaws supersede and replace all previous bylaws including those as amended July 1978. The Bylaws were adopted in accordance with our Articles of Incorporation.

ARTICLE I. RELATION OF CHURCH TO STATE

A. Incorporation as a Minnesota Non-Profit Corporation

Peace United Church of Christ, being a particular Congregation of the United Church of Christ, is a Minnesota non-profit corporation and is hereafter referred to as PUCC.

B. Relation of Bylaws to Laws of the State

These bylaws are subject to the laws of the United States of America and the State of Minnesota.

ARTICLE II. OBLIGATION TO THE UNITED CHURCH OF CHRIST

A. Relation of Bylaws to the United Church of Christ

These bylaws are subject to the rules and regulations of the General Synod of the United Church of Christ (as outlined on this website: <https://www.ucc.org/church-resources/>, the rules and regulations of its Minnesota Conference (refer to <https://www.uccmn.org/>), and the Articles of the Incorporation of PUCC.

B. Minnesota Conference

1. Lay delegates from PUCC shall be elected following the Church Council Officers and Delegates Standard Operating Procedures, pending amendments of these procedures.
2. The Minnesota Conference will determine the number of lay delegates.
3. A portion of registration, travel, and lodging expenses of the Pastoral Staff and lay delegates shall be paid by PUCC.
4. PUCC shall provide monies to the delegates for special offerings that are collected during the conference meeting.
5. Delegates shall report back to the Church Council at a meeting designated by the Church Council and/or PUCC as appropriate.

C. Church and Conference Support

1. PUCC shall regularly contribute towards the support of all ministries of the United Church of Christ through contributions to Our Church's Wider Mission (OCWM).

D. Conference Reports

1. PUCC, through its Pastoral Staff or church council, shall regularly report to the Conference office.

ARTICLE III. LEGISLATION AND ADMINISTRATION

A. Legislation and Administration

The legislative and administrative power of PUCC is vested in the Congregation itself, assembled in a legally-called meeting as provided in these Bylaws.

B. Congregational Prerogative

1. It is the prerogative of the Congregational meeting to decide such questions as:

- a. Buying and selling of property
 - b. Building projects
 - c. Extensive repairs of church property
 - d. The call and/or termination of a pastor
 - e. Questions of the polity and policy of the Congregation and the UCC
 - f. Budget approval
 - g. Changes in the Articles of Incorporation and Bylaws
2. For the transaction of all other business, the administration of Pucc is entrusted to the Church Council.
 - a. Church Council members
 - b. Church Council is chosen and composed as provided in the Articles of Incorporation and Bylaws.
 - c. Church Council will operate according to the Standard Operating Procedures of Church Council, pending amendments of these procedures.

ARTICLE IV. MEMBERSHIP, PRIVILEGES, AND DUTIES

- A. Baptized persons, regardless of age or location of Christian baptism, and duly received into communion by confirmation, by letter of transfer, by profession of faith or adult baptism, and who are active within Pucc, shall be known as Members of Pucc.
- B. A process, as determined and authorized by the Church Council, will be established to allow these members to demonstrate active membership or request removal from the membership roster. After this process, those who have not appropriately responded, or have indicated to have their names removed, will be removed from the active membership list.
- C. People interested in membership in this congregation may be made known to the Pastor or a Church Council member.
- D. Before an individual is accepted as a member of this Congregation either by profession of faith or letter of transfer, the individual may meet with the pastor to cover these items:
 1. General church history, history of the United Church of Christ, and the history of the local congregation.
 2. Church Doctrine.
 3. Membership requirements, duties and responsibilities, and benefits of church membership.
 - i. Members are considered voting members if they are
 1. Legal adult members of Pucc
 2. Age 17 and below, baptized, and confirmed may vote on issue that are not legal or monetary in nature.
 - ii. Privileges
 1. Each member and visitor of Pucc are entitled to share in fellowship and spiritual blessing of Pucc and to the sympathy and support from its members.
 2. Active members are entitled to the services of its Pastoral Staff, officials, and other workers, to voice, vote, and hold office, unless otherwise stated in the Articles of Incorporation or Bylaws.
 - iii. Duties
 1. The duty of all members is to take an active part in the ministries of the church.
 - a. Regular participation in worship, study and spiritual formation groups, and support of youth faith formation.

- b. Regular monetary and moral support of the church, its leaders, staff, and ministries.
- 4. Peace Church Ministry structure.
- E. To be accepted as a member, a non-baptized individual must be baptized and attend the instruction and make a public confession of faith at a designated worship service.
- F. The expenses related to this instruction shall be paid by PUCG.

ARTICLE V. MEETINGS OF THE CONGREGATION

A. Members Entitled to Vote

All Members shall have the right to voice and vote on all questions affecting the ecclesiastical and corporate affairs of PUCG unless restricted by Article IV.

B. Annual Meeting of the Congregation

There shall be an Annual Meeting of the Congregation held the third Sunday after the first Monday in January each year. If the Church Council deems it to be appropriate, the Church Council will decide on a different date and give notice to PUCG. Specific agenda items include, but are not limited to:

1. Approval of final budget.
2. Presentation of year-end fiscal reports, ministry team reports, and annual reports of the church from previous year.
3. Installation of new Church Council members and introduction of church officers.

C. Semi-Annual Meeting of the Congregation

There shall be a Semi-Annual Meeting of the Congregation held the third Sunday after the first Monday in September each year. If the Church Council deems it to be appropriate, the Church Council will decide on a different date and give notice to the Congregation. Specific agenda items include, but are not limited to:

1. Proposal and voting on the following year's budget.
2. Presentation and election of Church Council nominations.
3. Presentation and election of Delegates for Minnesota Conference Annual Meeting.

D. Special Meetings

1. Special Meetings may be requested for a specific purpose by:
 - a. The Church Council
 - b. The Pastoral Staff of the church
 - c. Upon written request of fifty Voting Members of the Congregation or fifty percent of the total number of Members, whichever is lesser.
2. The business to be conducted at Special Meetings of the Congregation shall be limited to the purpose specifically listed in the written request for the Special Meeting.
3. The Church Council shall issue a notification of a Special Meeting within thirty days after the request has been received.
4. The Special Meeting shall be held within 60 days from the date of Congregational notification.

E. Notice of Annual, Semi-Annual, and Special Meetings

Proper notification shall consist of written notice including the date, time, purpose and place of the meeting and shall be mailed not less than 7 days, nor more than 30 days before the meeting, to each Member using addresses from the church records. Notice in the regularly distributed eCommunication and/or church newsletter is sufficient written notice if it meets the prescribed timeframe.

F. Quorum

Fifty voting Members of PUCG or fifty percent of the total number of Members, whichever is lesser, shall constitute a quorum to transact business at any meeting.

G. Prayer at Meetings

All meetings of PUCC shall be opened and closed with prayer.

H. Rules of Procedure

Subject to the requirements of the Constitution of the United Church of Christ, meetings of the Congregation shall be conducted in accordance with a modified Robert's Rules of Order along with an approval by consensus model.

ARTICLE VI. THE PASTORAL STAFF

A. Responsibilities of the Pastoral Staff

1. To set good examples to the Congregation.
2. To conduct worship services.
3. To oversee the work of religious education.
4. To administer Holy Communion.
5. To visit the sick and comfort the distressed.
6. To perform such duties as specified in the Call Agreement as determined by the Church Council.
7. To keep a record of all services performed and make an annual report of the work to PUCC and to the Conference.
8. To make announcements as directed by the Church Council.
9. Upon a request for an individual to assist or officiate in a religious ceremony, the Pastoral Staff has the right to review and approve.
10. Each Pastor is an ex officio member without vote of the Church Council and all organizations within the church.

B. Vacancy in the Office of Pastor

1. It shall be the responsibility of the Church Council to secure a candidate for the Pastoral Staff in the event of vacancy.
2. As soon as a Pastoral vacancy occurs, the Church Council shall report the vacancy to the Conference Minister.
3. In filling a vacancy or in securing supply ministers for the period of vacancy, the Church Council or its delegates may seek the counsel of the Minnesota Conference Staff.
4. The Church Council shall present to PUCC the name of the candidate recommended to fill the vacancy.
5. A majority vote of PUCC at an official Congregational Meeting constitutes a call.

C. The Call

1. In the call, the terms of the relationship shall be stated including:
 - a. The agreement of the Church to participate in the pension fund of the United Church of Christ.
 - b. The Pastor's health insurance program.
 - c. Other terms agreed upon by the candidate and the committees.
 - d. The Pastor, the Church, and the Minnesota Conference shall receive a copy of the Call Agreement.
2. Service of Installation or Recognition
 - a. When a Pastor accepts a call to this Church, the Church and the Pastor shall join in requesting the Minnesota Conference to arrange for a service of installation or recognition.
 - b. A report of this service shall be signed by the appropriate representatives of the Minnesota Conference, and copies shall be forwarded to the office of General Synod.
3. The Pastor shall be called for an indefinite period.

4. Discipline of the Pastor shall conform to the Articles of Incorporation and Bylaws of the United Church of Christ.

D. Termination of Call

1. To terminate this relationship, three months' notice shall be given by either party unless otherwise agreed upon by the Church Council.
2. The procedure shall be in accordance with the Articles of Incorporation and Bylaws of the United Church of Christ.
3. When a Pastor seeks to terminate the call, the Church Council may accept the resignation of the Pastor without the Congregation voting to dissolve the relationship. After acceptance by the Church Council, the Pastor is to let the Congregation know by letter of resignation.
4. When the Church Council seeks to terminate the call, the Congregation must approve to dissolve the relationship by a majority vote at an officially called Congregational meeting.
5. The Church Council shall send notice of termination to the Minnesota Conference for appropriate action.

ARTICLE VII. DISPUTES

A. Interpretation of the Articles of Incorporation and Bylaws

All disputes as to the interpretation of the Articles of Incorporation and these Bylaws shall be heard and decided by the majority vote of the Church Council.

B. Review of the Church Council

1. The Congregation may review and reverse decisions made by the Church Council at a Congregational Meeting.
2. The Church Council decisions may be reviewed by the authorized judicatories of the Minnesota Conference or the General Synod.

ARTICLE VIII. PROPERTY, GIFTS AND ALTERATIONS

A. Property

1. PUCC may in its corporate name
 - a. Sue and be sued,
 - b. Hold, purchase and receive title by gift, grant or other conveyance of and to any property, real or personal,
 - c. With the power to mortgage, sell or convey the same, pursuant to state laws.
2. All records of PUCC are the property of PUCC.
3. The property of PUCC, whether real or personal, and all monies and legacies shall be under the care of the Church Council.
4. The Church Council shall hold the property as a sacred trust for PUCC and keep the church property and buildings belonging to PUCC in proper repair and adapted for uses it approves.
5. The purchasing or selling of property, the borrowing of money which encumbers the property of the church, and the remodeling and erection of buildings shall conform to the state laws and be determined only by a majority vote of the voting members assembled at duly convened Congregational meetings and corporate meetings, and entitled to vote thereon, as is provided elsewhere in this document.
6. In the case of a division in the membership of PUCC, both parties shall submit the questions of the right to the assets and property to the Conference and the decision of said judiciary shall be binding on all members of PUCC.

7. In case of a dissolution of PUCC, the assets and title to the property shall vest in the Minnesota Conference of the United Church of Christ.

B. Gifts

Gifts by individuals or organizations, of real-estate or registered motor vehicle except gifts of money or securities, must first be approved by Church Council.

C. Alterations

Any alterations of any property of PUCC must be approved by Church Council.

ARTICLE IX. AMENDMENTS

A. Amendments

1. These Bylaws may be amended by a majority of the active Members present at any Annual, Semi-Annual or at any Special Meeting PUCC called for that purpose, provided that notice of the meeting at which such amendments are to be considered shall include the full text of the proposed amendments.
2. Rules of quorum apply.

B. Notice of Meeting

Notice of the meeting at which amendments are to be considered shall be given according to these Bylaws.

ARTICLE X. SPECIAL RESTRICTIONS

The Congregation is organized exclusively for religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The property of this Congregation is irrevocably dedicated to these purposes, and, except as appropriate to further these purposes, no part to the net earnings or assets of this Congregation shall inure to the benefit of a director, officer, or member of the Congregation or any private individual. Except as appropriate to further these purposes, this Congregation does not and shall not, incidentally or otherwise, afford pecuniary gain to, nor shall any part of the net earnings of the corporation inure to the private benefit of its members, directors, or officers. Provided, however, that the Congregation may pay its members, directors and officers out-of-pocket expenses incurred in the performance of their duties, and may lease and purchase from, sell to and otherwise deal with its members, director, officers, and others in real and personal property, and may hire members, with approval, to perform professional services (e.g., maintenance, repair, accounting, legal, construction, pastoral services, etc.).

Under Section 501(c)(3) of the Internal Revenue Code 501(c)(3) organizations may not engage in activities that are considered to be political campaign interventions. Guidance is based on information provided from the UCC's General Counsel, such as

<https://www.ucc.org/election-year-reminder-churches-can-be-political-but-not-partisan/>.

The Congregation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE XI. DISSOLUTION

Upon the dissolution of PUCC, or disaffiliation of PUCC with the United Church of Christ, assets shall be distributed to the Minnesota Conference of the United Church of Christ or its successor organization. If it is not possible to distribute the remaining assets to them, the Church Council shall distribute the remaining assets to an exempt organization(s) operating exclusively for charitable, educational, religious, or scientific purposes. All of these possible

asset receiving organizations would be organizations with an exempt purpose under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Changes to this bylaw require a vote in favor by a larger than two-thirds majority of the members of the congregation.