

**AMENDED AND RESTATED BY-LAWS  
SYLVANIA UNITED CHURCH OF CHRIST**

ARTICLE I. NAME

The name of this church shall be SYLVANIA UNITED CHURCH OF CHRIST.

ARTICLE II. OBJECT

The object of this church shall be to bind together followers of Jesus Christ for the purpose of sharing in holy worship and in making God's will dominant in the lives of humankind, individually and collectively, especially as that will is set forth in the life, teachings, death and living presence of Jesus Christ. Believing that the church is the Body of Christ and that its mission is to welcome into its membership all who confess Jesus Christ as Lord, and believing that the church is the Body of Christ and that its mission is to fulfill scripture "that they may all be one" (John 17:21), this church shall welcome into its membership all who confess Jesus Christ as Lord.

ARTICLE III. POLITY

This church acknowledges Jesus Christ as its head and finds in the Holy Scriptures, interpreted by the Divine Spirit through reason, faith and conscience, its guidance in matters of faith and discipline.

The government of this church is vested in its members, who exercise the right of control in all of its affairs, subject in legal matters to the Articles of Incorporation granted it by the Secretary of State of the State of Ohio.

While this church is amenable to no ecclesiastical judicatory, it accepts the obligations of mutual council, comity, and cooperation involved in the free fellowship of the United Church of Christ and pledges itself to share its common aims and work.

ARTICLE IV. DOCTRINE

This church recognizes the Bible as the sufficient rule of faith and practice, and holds that living in accordance with the teachings of Jesus Christ is the true test of fellowship. Each member shall have the right to follow the Word of God in a sense of responsible freedom, mindful of the larger church, under the enlightenment of the Holy Spirit and the dictates of conscience.

ARTICLE V. VISION, MISSION & CALL

Sylvania United Church of Christ, united by the bond of the Spirit, reflects and celebrates God's unconditional love as we accept the challenge and joy of discipleship.

We are called to . . .

- ◆ worship in ways that honor and strengthen our relationship with God
- ◆ nurture our faith through a deeper understanding of Scripture, tradition and our experiences of God moving in and among us
- ◆ develop and embrace our God-given gifts in order to create a vital community
- ◆ serve with love and justice, in partnership with others, that we may find wholeness in Christ for our lives and our world
- ◆ offer hospitality with a joyful spirit to those within and beyond our doors
- ◆ as a community, we will do these things through the vision, mission and call of the church as determined by it from time-to-time

#### ARTICLE VI. MEMBERSHIP

The members of this church shall be persons who have been received by: (a) presentation of satisfactory letters of transfer from other churches; (b) reaffirmation of faith, if necessary, if letters are not available; or (c) confession of faith and baptism.

##### A. RECEPTION:

1. New members shall be received at a time ordered by the Worship Board. Any who are unable to attend in public may be received by the minister, acting on behalf of the church. Members shall pledge themselves to attend the regular worship services of the church; celebrate the Lord's Supper; to live the Christian life; to share in the life and work of the church and to contribute to its support and benevolences; and to seek diligently the spiritual welfare of the membership and the community.
2. Members of other Christian churches who are temporarily residing in the community and wish to maintain membership in such other churches but to worship and work with this church may be received, on recommendation of the Membership Development Board, as associate members without prejudice to their membership in their "home" church. Unless otherwise provided herein, associate members shall have all rights, privileges and responsibilities of voice and vote at meetings.
3. The church welcomes all persons who are not active members or associate members, but who desire to participate in the service and activities of the church, but they shall not have the rights, privileges and responsibilities of voice and vote at meetings.

##### B. TERMINATION:

The continuance of membership shall be subject to the principles and usage of the United Church of Christ, especially as follows:

1. Any member who desires a letter of transfer to another church, upon request is entitled to receive it. Membership shall terminate when a letter is granted. Letters addressed to churches in general shall not be granted.
2. If a member requests in writing to be released from membership obligations, the church shall patiently endeavor to secure that member's continuance in its fellowship; failing in such effort, the Membership Development Board may, upon approval by Cabinet, grant the request and terminate membership.
3. Members whose addresses are unknown, or who have not participated in the programs of this church for two years, or have not contributed to its support, may, by vote of the Membership Development Board, be removed from the rolls as members.

C. ELIGIBILITY TO SERVE AS A CHURCH OFFICER:

Unless otherwise restricted by these By-Laws, any person who is in active member shall be eligible to serve as a Church Officer.

D. POWERS OF THE CONGREGATION:

The congregation, comprised of all members of the church, shall have the overall, general power over the operation of the church and, except as delegated to the Cabinet, or otherwise in these By-Laws, the powers of the congregation shall be to:

1. Call, ordain and install the Pastor(s) of Sylvania United Church of Christ
2. Dissolve the pastoral relationship of a Pastor
3. Purchase and sell all real property of Sylvania United Church of Christ
4. Approve the annual budget
5. Elect the Officers of the church as denominated by these By-Laws
6. Empower the Officers of the church to carry out the day to day business of the church
7. Amend the By-Laws
8. Approve all capital campaigns of the church
9. Consider other matters referred to the congregation by Cabinet.

## ARTICLE VII. SERVICE AND MEETINGS

### A. WORSHIP:

Services of worship shall be held for all who wish to attend at specified hours each Sunday, except when temporarily suspended due to an emergency situation.

The Sacrament of the Lord's Supper shall be celebrated at such times as the Worship Committee may determine. The Table shall be open to all who wish to participate.

Other services for worship, inspiration, prayer, and study may be held as determined by the ministry staff. The baptism of adults or children shall be administered during the regular Sunday worship service. In extenuating circumstances, a private baptism may be arranged with a member of the Worship Committee present with the pastor.

### B. EDUCATION:

The church shall conduct educational and experiential programs whose express purpose shall be to nurture the faith of all participants of the church, regardless of their age. The church shall seek to further enhance knowledge of the Bible and understanding of its contents. It shall also work to develop a relation to all aspects of the world in which we live.

### C. SERVICE:

The church shall promote, develop, and carry out programs whose purposes are to educate and involve its members in the work, missions, programs and activities of the church, within the church itself and beyond in the greater community and world, on individual, small group, and congregational levels, through service and financial support of its benevolences.

### D. BUSINESS:

#### 1. ANNUAL CONGREGATIONAL MEETING AND CALENDAR YEAR:

The Annual Meeting shall be held during the month of January to receive the yearly reports of the Officers, Boards, Committees, and other organizations of the church; adopt the annual budget; and to approve plans for the current year; and transact other business. The official financial year of the church shall be a calendar year.

2. MID-YEAR CONGREGATIONAL MEETING:

The Mid-Year Congregational Meeting shall be held in the month of June to approve and elect the slate of Officers, Board chairpersons and Committee members, and to transact any other business deemed necessary. All newly elected Officers, Board chairpersons, and Standing Committee members shall assume their duties on July 1<sup>st</sup> of each year and will continue in office until their successors are elected or they are unable to fulfill their term of office.

3. SPECIAL CONGREGATIONAL MEETINGS:

Special Meetings for business may be called by (i) the ordained ministry staff, (ii) the Cabinet, (iii) the Moderator, or (iv) by written petition of five percent (5%) of the active members stating the purpose of the meeting and/or issues to be addressed. If requested by petition, the meeting shall be called by the Cabinet within three weeks of receipt of such petition. Any notice of a Special Meeting shall state the nature of the business which may be transacted at the meeting, and the agenda for the meeting shall be limited to the purpose stated in the notice.

4. NOTICES:

Notices for Annual, Mid-Year and Special Meetings of the congregation shall be (i) read from the pulpit at a regular service of worship on Sunday, (ii) published in the Sunday bulletin and newsletter of the church, in electronic or hard-copy format, on two occasions, or (iii) by mailing a notice of the meeting to the last known address of each active member, and in all cases at least fourteen days prior to the scheduled meeting.

5. QUORUM:

Ten percent (10%) of the active members in attendance at a duly noticed Annual, Mid-Year or Special Meeting of the congregation shall constitute a quorum to transact business at any such meeting.

6. VOTING:

Voting shall be by voice vote or a show of hands unless a majority of those in attendance request written ballots. Unless otherwise required, a majority vote of those in attendance is decisive, and all active members of the church are entitled to vote.

## ARTICLE VIII. LEADERSHIP

### A. MINISTRY

The ministry of the church shall be the following:

#### 1. PASTORS

When any full-time, ordained pastor has been elected and has accepted the call, the association to which the church belongs shall be invited to sit as Ecclesiastical Council for the purpose of installing or recognizing the pastor in accordance with the established usage.

Any full-time, ordained pastor shall be called for an indefinite time by a two-thirds vote of the active members, and shall become a member of the church and of the association.

While the term of the call shall be indefinite, the active members may at any time by a majority vote of the active members, at a meeting called for the purpose, request a pastor's resignation. The expectation is that it will be presented within sixty days, unless otherwise agreed. Likewise, sixty days notice shall be given in case the pastor wishes to leave. In the case of loss of ministerial standing on the part of the pastor, the call shall cease at once.

2. Other ministry or program staff, including associate pastors, may be called or hired from time-to-time, on a part-time or full-time basis, by the active members (in the case of ordained pastoral staff) or by the Personnel Board, with the advice and consent of the Senior Pastor, as may be determined, and as adopted in any then-current structure and process manual, or similar document adopted by Cabinet.

### B. OFFICERS

The Officers of the church shall be the following:

#### 1. MODERATOR

The Moderator shall be elected for a term of two years. After service of a full term, there shall be one year of ineligibility for re-election. The Moderator shall ordinarily preside at all congregational meetings of the church and at all regular and special meetings of the Cabinet, and shall serve ex officio on the Budget Work Group of the Stewardship Board.

2. VICE-MODERATOR

The Vice-Moderator shall be elected for a term of two years, and shall be anticipated to succeed to the office of Moderator. The Vice-Moderator shall serve as vice-president of the Cabinet, shall preside at congregational or Cabinet meetings in the Moderator's absence, and shall serve ex officio on the Personnel Board.

3. CLERK/PARLIAMENTARIAN

The Clerk shall be elected for a term of two years. After service of two full consecutive terms, there shall be one year of ineligibility for re-election. The Clerk shall keep a faithful record of the meetings of the congregation and of the church Cabinet, serving as a member and its secretary. The Clerk shall ensure that a register is maintained containing data of all births, deaths, marriages, transfers and any other information pertaining to changes in church membership or other statistical affiliation of the Church. The Clerk shall ensure that the annual written statistical data is correct for the Annual Report and the Mid-Year Congregational Report.

4. TREASURER

The treasurer shall be elected for a term of two years and may be re-elected for successive terms. The Treasurer shall oversee the general financial operations of the church, reporting regularly thereon to Cabinet and to Stewardship Board, and shall report directly to the congregation during the Annual and Mid-Year Meetings and as otherwise necessary. The Treasurer shall also receive instructions on the outreach budget and disbursements from the Christian Outreach Board, and shall serve in an advisory capacity on the Budget Committee. The Treasurer shall oversee receipts and deposits, maintaining a checking account and safe deposit box in the name of the church; disburse funds for bills, salaries, expenses, etc. only as authorized by Cabinet and annual budget. The Treasurer shall also maintain sufficient books to render complete, detailed reports on the financial condition of the church.

5. AUDITOR

The Auditor shall be elected for a term of one year and may be re-elected for successive one year terms. At the end of each calendar year the Auditor shall make an independent audit of the books of the Treasurer, the Financial Secretary, and other church accounts and shall prepare a report of these audits for the Stewardship Board and for the Moderator for presentation to the Cabinet and/or congregation.

6. OTHER OFFICERS

Other church officers may be designated and/or elected as the congregation may determine.

7. CHAIRS OF PROGRAM BOARDS

The chairs of all Boards shall be Officers of the church and be elected by the vote of the active members.

8. TERM OF OFFICE

Except as otherwise provided in these By-Laws, the term of service for each Officer shall be two (2) years, with the opportunity to serve an additional two (2) years, for a maximum of four (4) years, before standing aside for at least one (1) year. Any officer who is selected to fill an unexpired term of not more than one (1) year, shall be eligible to serve the maximum term of the office.

ARTICLE IX. THE CHURCH CABINET

The Church Cabinet shall consist of the Moderator, the Vice-Moderator, the Clerk, the Treasurer, and 9 members elected by the congregation to chair the Boards, as established in Article X, below.

Except for those powers reserved to the congregation, the Cabinet shall be the governing body of the church and shall determine the policies and procedures of the church and oversee the policies, programs and administration of the church. To this end, Cabinet may adopt, and revise from time to time as it may determine, a structure and process manual, or similar document. It shall coordinate all interests and activities of the church, providing leadership for the congregation. It shall nominate the Nominating Committee and shall inform its chairperson of positions to be filled. It shall be the governing body of the church in the interval between congregational meetings. It shall be responsible only to the members of the church.

ARTICLE X. BOARDS

It shall be the general purpose of each Board to conduct strategic planning and to create new initiatives within its purpose and mission, and to monitor, nurture, and promote a specific area of church life. The Boards will be free to create those committees, work groups and ministries which they deem necessary to accomplish this vision and mission.

A. CHRISTIAN OUTREACH BOARD

It shall be the work and purpose of this Board to encourage and promote the involvement of lay people in work and mission of the church both within the church and beyond it in the community and world. The Board shall seek to educate the members about the mission of the church and about specific mission projects in order to create greater understanding of and support for local, national, and international concerns.

The Board shall also be responsible to assist in determining an annual outreach budget, to oversee special offerings and appeals, and for informing the congregation about activities of our mission partners.

B. DIACONATE BOARD

The Board shall be responsible for assisting and guiding the pastor(s) to develop the spiritual vitality and life of the members of the church.

C. STEWARDSHIP BOARD

The Board shall be responsible for the care, custody, and use of the tangible properties of the church to promote its vision and mission. It shall be responsible for determining the policies by which the operational and financial affairs of the church are administered. It shall administer the annual operating budget approved by the congregation, and shall advise the Treasurer, oversee the Financial Secretary, and coordinate with the Auditor.

D. WORSHIP BOARD

The Board shall work with the pastoral and program staff to plan and coordinate regular and special worship and musical activities in the life of the church.

E. FAITH FORMATION BOARD

The Board shall create and implement faith formation, educational, and other experiences for individuals of all ages, to support and develop each member's faith journey, at any point on the spiritual journey, with special emphasis on selecting, integrating, and coordinating curriculums for these purposes.

F. MEMBERSHIP DEVELOPMENT BOARD

The Board will adopt and promote new membership growth of the church and encourage member integration into the life of the church from first visit and after. It will be responsible to develop programs for follow-up with visitors, development of church informational motives for use with visitors, and providing hospitality to visitors during services.

The Board will also be responsible to maintain the membership rolls of the church, in coordination with the Clerk, including an annual review of the membership rolls.

G. HEALTH MINISTRIES BOARD

The Board will work with the Director of Health Ministry to promote the health and wholeness of all members, individuals, families and the congregation as a whole, nurturing us to be a faithful caring community reaching out to those in need physically, mentally or spiritually and to those who cannot reach out for themselves.

H. CONGREGATIONAL LIFE BOARD

The Board is responsible to create, plan and supervise occasions and events designed to foster Christian fellowship and support among the members, individuals of all ages, and families of the church.

I. PERSONNEL BOARD

The Board will be responsible for the oversight of all non-pastoral staff personnel matters, including the development of policies and procedures, including job descriptions and related information, conduct of all personnel hiring and dismissals (in consultation with the Senior Pastor), conduct of performance reviews, address staff grievances, and oversee salary issues particularly in conjunction with budget preparation.

ARTICLE XI. COMMITTEES

A. STANDING COMMITTEES

Standing committees may be created or terminated by the Cabinet, but shall be authorized and elected by, and directly responsible to, the congregation. After serving two full consecutive terms, an elected committee member shall be ineligible for re-election to that committee for one year. Except as expressly stated to the contrary herein, each committee shall organize itself and select its own chair.

1. ENDOWMENT COMMITTEE

The Endowment Fund Trustees Committee shall consist of four persons nominated by the Nominating Committee, and elected at the Mid-Year Congregational Meeting to serve for a term of four years. The terms of the members of the Endowment Fund Trustees Committee shall be set by the Nominating Committee so that the term of one of the members expires each year so as to assure staggered terms and an ongoing rotation of members. A fifth member shall be appointed annually by the Stewardship Board.

After serving one full term, an elected member shall be ineligible for one year for re-election to the committee. Membership on this committee shall not preclude service on any Board, Committee, or elected office.

It shall be the responsibility of the committee to promote, manage, and invest the Endowment Fund consistent with the establishing resolutions of the congregation, as authorized from time to time, and the internal policies and procedures adopted by the committee. The committee, through its treasurer, shall make quarterly reports to the Stewardship Board and submit a written summary for the annual report.

## 2. NOMINATING COMMITTEE

- a. The members of the Nominating Committee shall be nominated by the then-current Nominating Committee and elected by the congregation. The Nominating Committee should be careful to recommend individuals who are representative of, and well acquainted with, the congregation.
- b. It shall consist of no more than 8 members; two of the members shall be drawn from the Cabinet, one of whom shall chair the committee.
- c. The term of service for the Nominating Committee shall be for one year, and be elected at the annual meeting of the congregation in January.
- d. The Nominating Committee will present a slate of officers to be voted on at the mid-year meeting of the congregation. Should unexpired vacancies in any office occur during the year, the Nominating Committee, in concurrence with the Cabinet, will fill the vacancy temporarily.
- e. The Nominating Committee shall nominate the Officers of the Cabinet and Trustees of the Endowment Fund. Because of possible conflict of interest, it is recommended that the spouse/partner or other family member of a paid employee not be considered for election to the Cabinet or the Trustees of the Endowment Fund.

## 3. SEARCH COMMITTEE

At such time as it is necessary to call a senior pastor or associate pastor to the church, Cabinet shall establish a Search Committee consisting of between twelve and twenty members, selected by the Nominating Committee at the request of Cabinet, who shall be confirmed by the congregation for the purpose of conducting a search and call of a new pastor, consistent with the then-current policies and procedures for the search and call process as is established by the Northwest Ohio Association and/or the Ohio Conference of the United Church of Christ, in coordination with Association and Conference representatives. In selecting members, diversity in all regards among the members should be

maintained, except that an effort should be made to assure that persons with personnel/human resources experience, particularly in recruitment, be included.

The terms of a call agreement shall be determined by the committee, in consultation with the Budget Committee and the Personnel Committee, consistent with compensation and terms and conditions guidelines of the Association and/or Conference, and shall be determined in conjunction with, but subject to congregational approval of, the call.

#### 4. PASTORIAL RELATIONS COMMITTEE

The Pastoral Relations Committee shall consist of between five and seven members. Its members and a designated chairperson shall be selected by the Nominating Committee at the request of the Cabinet, in consultation with the pastors, and approved by the congregation. It shall serve as the liaison between the pastor(s) and the congregation and shall review the pastors relationship with respect to ongoing terms of call, salary, job description and mutual expectations, leaves of absence for conferences, training, sabbatical or personal matters shall be referred to the committee for recommendation to the Cabinet. In addition, concerns pertaining to lay-clergy relationship that may arise from within the staff or congregation may be referred to the committee for consideration. A separate committee may be established for each full-time pastor called by the church.

#### 5. AD HOC COMMITTEES

Cabinet may create additional committees on a temporary or continuing basis as needs may indicate.

### ARTICLE XII. AUXILIARY ORGANIZATIONS

All organizations connected with the church are regarded as contributing arms of the church and are part of its life and mission. For purposes of organization as needs are recognized, an organization can be created by members of the church. Such organizations(s) shall be under the general supervision of a specific Board or Committee which shall represent them on the Church Cabinet.

### ARTICLE XIII. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present and voting at any annual, mid-year, or special meeting, provided that written notice of the proposed amendment shall have been given at least fourteen days prior to said meeting. Any amendment shall be effective upon passage and shall supersede and take the place of all prior inconsistent by-laws and amendments, or portions thereof, which are thereby repealed.

#### ARTICLE XIV. BY-LAWS REVIEW

The Bylaws shall be reviewed bi-annually by a By-Laws Review Committee appointed by the Cabinet.

#### ARTICLE XV. GENERAL PROVISIONS

All meetings of the congregation, the Cabinet, Boards, and Committees shall be conducted in accordance with Robert's Rules of Order, as revised.

Approved at the congregational Annual Meeting on January 27, 2013.