

AMENDED AND RESTATED

BYLAWS

ST. PAUL'S UNITED CHURCH OF CHRIST GERMAN TOWNSHIP

Article I. NAME

The name of the church is St. Paul's United Church of Christ German Township. ("St. Paul's").

Article II. FAITH AND COVENANT

Section 1. Faith. This church recognizes as its sole head Jesus Christ, Son of God and Savior. It acknowledges as kindred in Christ all who share in this confession. We look to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit to foster our creative and redemptive work in the world. We recognize the faith of the historic church as instructive for a life of faith and affirm the responsibility of the Church and of individuals in each generation to make this faith their own. Two expressions of this faith are: The Apostles' Creed and the UCC Statement of Faith. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, we recognize two Sacraments: Baptism, and the Lord's Supper or Holy Communion.

Section 2. Covenant. We covenant with one another to seek and respond to the Word and Will of God. We purpose to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of the Church to witness to the gospel of Jesus Christ in all the world, worship God, and strive for truth, justice and peace. As did our ancestors, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the Kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

Article III. AFFILIATION AND GOVERNANCE

Section 1. Affiliation. St. Paul's freely joins in covenant with the United Church of Christ, banding together for mutually supportive ministry and mission with other local churches in the Evansville Tri-State Association, the Indiana-Kentucky Conference, and the wider United Church of Christ.

Section 2. Governance. The governance of St. Paul's resides in its members, consistent with the Constitution of the United Church of Christ, and subject to these Bylaws and to applicable laws of the State of Indiana and of the United States.

Article IV. MEMBERSHIP

Section 1. Qualification. The membership of St. Paul's shall consist of baptized persons who are received as members by confirmation, affirmation of faith, or letter of transfer from another church.

Section 2. Reception. Members will ordinarily be received during a regular worship service. In unusual or time-critical circumstances, the Senior Minister, together with one or more members of St. Paul's, may receive candidates into membership.

Section 3. Voting. Members shall have the right to vote at all congregational meetings and to serve on the Council of St. Paul's and shall have such additional rights as are specified in these Bylaws.

Section 4. Dual Membership. A person who desires to retain an existing membership in another congregation may join St. Paul's as an associate member. Associate members shall be entitled to all the privileges of membership, except that an Associate Member may not receive a letter of transfer under Section 5 of this Article.

Section 5. Transfer or Withdrawal. Any member may, upon request, be released from membership and receive a letter of transfer and recommendation to another church.

Article V. CONGREGATIONAL MEETINGS

Section 1. Annual Meeting. The congregation will meet in the first quarter of each calendar year to approve the annual budget, elect Council members, and attend to such other business as may be appropriate (the meeting shall hereinafter be referred to as the "Annual Meeting"). The date of the Annual Meeting shall be established by the Council.

Section 2. Call. The Senior Minister, the Council President, or the Council may call additional congregational meetings as needed. The Council shall be required to call a meeting upon the written request, delivered to the Council, of at least 10 members of St. Paul's.

Section 3. Notice. Notice of all congregational meetings, specifying the nature of the business to be transacted, shall be given by at least three of the following methods: (1) United States mail deposited not less than three weeks prior to the meeting; (2) by email to members providing a current email address to St. Paul's not less than two weeks prior to the meeting; (3) announcement during services and in the bulletin for two consecutive Sundays; and (4) using the One Call Now or similar calling service not less than two weeks prior to the meeting.

Section 4. Quorum. The presence of the lesser of 20% of the members or 50 members shall be considered a quorum for the purposes of transacting business at any congregational meeting.

Section 5. Voting Requirement. A decision made by a majority of the members present at a meeting at which a quorum is present shall be considered a decision of the congregation, except as otherwise provided in these Bylaws. A written ballot shall be used on any other matter if requested by the Council or at least ten members of St. Paul's. Voting by proxy or absentee ballot shall not be permitted.

Section 6. Rules of Procedure. Meetings shall be conducted in an informal but orderly style that encourages participation. Robert's Rules of Order may be used to facilitate discussion and decision-making, as the President (or Vice President, if the Vice President is conducting the meeting) deems appropriate.

Article VI. COUNCIL

Section 1. Duties. The Council is St. Paul's primary governing body, acting as a fiduciary on behalf of, and accountable directly to, the membership. The Council's duties include, but are not limited to:

- Serving as stewards of St. Paul'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;
- Overseeing and ensuring that St. Paul'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 adopted policies;
- Setting policies to guide the work of the Council, staff, volunteers, ministry teams, and the congregation as a whole, but leaving day-to-day decision making to the appropriate individuals, committees and teams;
- Overseeing St. Paul's finances and church related accounts, including development of a proposed annual budget, and raising funds to support the annual budget and any special campaigns; and
- Providing direction to, and oversight of, the Senior Minister on behalf of the congregation.

Section 2. Qualifications. Any member of St. Paul's shall be eligible to serve on the Council.

Section 3. Number and Term. The Council will have nine to eleven voting members as may be elected by the congregation from time to time. A Council Member may serve two successive two-year terms.

Section 4. Ex Officio. The Senior Minister shall be an ex officio member of the Council, without voting rights, and shall attend Council meetings except when

personnel matters directly related to the Senior Minister are being discussed. In the event the Senior Minister is unable to attend a Council meeting, he or she may appoint another staff member who shall attend the meeting in his or her place, except when personnel matters directly related to the Senior Minister or the staff member so appointed are being discussed.

Section 5. Meetings. The Council shall meet no less than six times per year, at a time and location to be determined by the Council. Meetings of the Council may be called by the Senior Minister, President, Vice President or any two Council Members. A regularly established meeting schedule may be adopted by the Council. Council meetings shall be open to the congregation, except that the Council may meet in closed session when the matters under consideration require confidentiality. Minutes of Council meetings (except for closed-session meetings) will be made available for review in the church office.

Section 6. Resignation and Removal. A Council member may resign at any time by giving written notice to the Council. Additionally, a Council member may be removed from the Council by a majority vote of the members present at a duly called congregational meeting. In the event of a Council vacancy, whether by resignation, removal or otherwise, the remaining Council members may, by majority vote, appoint a qualified member of St. Paul's to fill the vacancy. Any Council member so appointed shall serve until the next Annual Meeting and shall thereafter be eligible for nomination to serve the remaining term, if any, of the seat to which he or she was appointed, and up to two additional consecutive terms, but in no case to exceed five consecutive years of service.

Section 7. Voting. A simple majority of the Council shall be considered a quorum for the purposes of transacting business. The action of a majority of Council members present at a meeting at which a quorum is present shall be the action of the Council, except as otherwise provided in these Bylaws. A tie vote will be treated as a failure of a measure to obtain a majority necessary to adopt a proposed action.

Section 8. Electronic Participation. Any one or more Council members may participate in a Council meeting by means of a conference telephone or other communications device that allows all persons participating in the meeting to communicate with each other. Such participation shall be deemed presence in person at the meeting.

Section 9. Action without a Meeting. In the event of a time sensitive decision that cannot reasonably be postponed to a regular meeting, an action taken by a majority of Council members without a meeting is deemed to be Council action if (a) all Council members have been notified of the proposed action and have been given an 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 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

Article VII. OFFICERS

Section 1. Election. The Officers of St. Paul's shall be a President, Vice President, Secretary, and Treasurer. The Officers shall be elected from among the Council members by majority vote of the Council at its first meeting following the Annual Meeting, or as soon thereafter as is practical. Officers shall serve for a one-year term, which shall begin on the date of election and end at the conclusion of the Council meeting at which a successor is elected. An officer may succeed himself or herself until the conclusion of his or her term as a Council Member.

Section 2. Resignation and Removal. An Officer may resign at any time by giving written notice to the Council. Additionally, an Officer may be removed from office by an affirmative vote of the Council at a duly called meeting. In the event of an Officer vacancy, whether by resignation, removal or otherwise, the Council may, by majority vote, elect another member of the Council to fill the vacancy.

Section 3. President. The President shall preside at all meetings of the congregation and shall perform such other duties as the Council or congregation may from time to time determine.

Section 4. Vice President. The Vice President shall assume the functions and responsibilities of the President when the President is absent or incapacitated and shall perform such other duties as the Council or congregation may from time to time determine.

Section 5. Treasurer. The Treasurer, under the direction of the Council, shall provide oversight and guidance to the staff in managing the financial affairs of St. Paul's, ensuring that (a) all bills and obligations of St. Paul's are paid in a timely manner, (b) accurate records are kept of all disbursements, (c) confidential records are maintained of all financial pledges and contributions, and (d) financial reports are prepared monthly and at such other times as the Council may request. In addition, the Treasurer shall assist in the preparation of the annual budget and perform such other duties as the Council or congregation may from time to time determine.

Section 6. Secretary. The Secretary shall take minutes of, publish, and preserve the official actions of the Council and of the congregation.

Section 7. Execution of Documents. The President, Vice President, Secretary, and Treasurer shall be empowered to sign documents and contracts on behalf of St. Paul's in accordance with these Bylaws and applicable policies.

Article VIII. STANDING COMMITTEES AND AD HOC COMMITTEES

Section 1. Standing Committees. The standing committees appointed by the Council shall be Personnel, Christian Education, Mission, Memorial Fund, Endowment, Cemetery, Trustee, and Pastor-Parish Relations Committees. along

with such additional committees as the Council may establish pursuant to Section 3 of this Article.

(a) The Personnel Committee shall provide education, support, advice and oversight to the Council and church staff on matters related to staffing and personnel and shall perform such specific or additional duties as the Council may from time to time determine. The Personnel Committee shall be composed of at least three individuals from the congregation, who shall be appointed by the Council to serve for such terms as the Council shall designate. The Council, with input from the Senior Minister, shall appoint the chair of the Personnel Committee, who shall be a member of St. Paul's. The Personnel Committee shall be responsible for establishing personnel policies and ensuring that an effective staff evaluation process is implemented.

(b) The Christian Education Committee shall provide education, support, advice and oversight to the Council and church staff on matters related to Christian Education for all ages and shall perform such specific or additional duties as the Council may from time to time determine. The Christian Education Committee shall be composed of at least three individuals from the congregation, who shall be appointed by the Council to serve for such terms as the Council shall designate. This committee may select its chairman from among its members.

(c) The Mission Committee shall provide education, support, advice and oversight to the Council and church staff on matters related to missions and mission support by St. Paul's and shall perform such specific or additional duties as the Council may from time to time determine. The Mission Committee shall be composed of at least three individuals from the congregation, who shall be appointed by the Council to serve for such terms as the Council shall designate. This committee may select its chairman from among its members.

(d) The Memorial Fund Committee shall provide advice and oversight on matters related to memorial gifts presented to St. Paul's and shall perform such specific or additional duties as the Council may from time to time determine. The Memorial Fund Committee shall be composed of at least three individuals from the congregation, who shall be appointed by the Council to serve for such terms as the Council shall designate. This committee may select its chairman from among its members.

(e) The Endowment Committee shall provide advice and oversight to the Council and church staff on matters related to the endowment funds of St. Paul's and shall perform such specific or additional duties as the Council may from time to time determine. The Endowment Committee shall be composed of at least three individuals from the congregation, who shall be appointed by the Council to serve for such terms as the Council shall designate. This committee may select its chairman from among its members.

(f) The Cemetery Committee shall administer and provide support, advice and oversight to the Council and church staff on matters related to the St. Paul's cemetery and shall perform such specific or additional duties as the Council may from time to time determine. The Cemetery Committee shall be composed of at least three individuals from the congregation, who shall be appointed by the Council to serve for such terms as the Council shall designate. The Cemetery Committee shall appoint amongst its members a Cemetery Superintendent.

(g) The Trustee Committee shall provide education, support, advice and oversight to the Council and church staff on matters related to St. Paul's property and shall perform such specific or additional duties as the Council may from time to time determine. The Trustee Committee shall be composed of at least four individuals from the congregation, who shall be appointed by the Council for such terms as the Council shall designate. A member of the Council shall be appointed as head trustee and shall chair the Trustee Committee.

(h) The Pastor-Parish Relations Committee shall provide support, advice to the Senior Minister and shall perform such specific or additional duties as the Council may from time to time determine. The Pastor-Parish Relations Committee shall be composed of at least four individuals from the congregation, at least two of whom shall be appointed by the Council and two of whom shall be selected by the Senior Minister to serve for such terms as the Council shall designate. This committee may select its chairman from among its members.

Section 2. Nominating and Other Ad Hoc Committees. The ad hoc committees appointed by the Council shall include the Nominating Committee, and any additional committees as the Council may establish pursuant to Section 3 of this Article.

(a) Approximately three months prior to the Annual Meeting, the Council shall appoint three individuals from the congregation to serve on the Nominating Committee. The congregation shall be given an opportunity to recommend Nominating Committee candidates for consideration by the Council. The members of the Nominating Committee need not be members of the Council. This committee may select its chairman from among its members.

(b) The Nominating Committee shall prepare a slate of members as Council nominees to present to the members of St. Paul's for a congregational vote at the Annual Meeting. Council nominees shall be selected by the Nominating Committee in accordance with guidelines adopted by the Council and approved by the congregation. The congregation shall be given an opportunity to recommend Council candidates for consideration by the Nominating Committee. The Nominating Committee shall announce the slate of Council candidates to the congregation no less than two weeks prior to the Annual Meeting. The slate may or may not include more candidates than the number of vacancies on the Council.

(c) At the Annual Meeting, members of St. Paul's shall have the right to nominate candidates in addition to those on the slate, provided that the nominee has previously consented to the nomination.

(d) The term of the members of the Nominating Committee shall end at the conclusion of the Annual Meeting.

Section 3. Additional Ad Hoc Committees. The Council may appoint such additional standing committees and ad hoc committees as it deems necessary to assist in the work of the Council and St. Paul's. The Council shall determine the membership and duties of each such committee, and the terms of committee members, at the time the committee is established.

Section 4. Transition Rule. All committees existing at the time of the adoption of these Bylaws shall continue in existence as ad hoc committees until such time as the Council may otherwise decide.

Article IX. MINISTERS AND STAFF

Section 1. Search. Ministerial searches for settled ministers shall be conducted in accordance with policies and procedures recommended by the Council in consultation with Indiana-Kentucky Conference staff and approved by majority vote of the members present at a duly called congregational meeting. Provided, however, an interim minister may be selected and hired by the Council. An interim minister who serves during a ministerial search period shall not be eligible to be called for the permanent ministerial position.

Section 2. Duties. Except as may otherwise be provided in a separate call agreement, the Senior Minister serves at the pleasure of the congregation and is responsible for attending to the congregation's spiritual needs. The Senior Minister is also the head of staff and shall exercise general supervision of all staff, other ministers and ministry programs, in accordance with Council policies. The Senior Minister reports directly to the Council.

Section 3. Term. The term of a minister is indefinite, but a minister's resignation may be requested by a two-thirds vote of the members present at a duly called congregational meeting, with such resignation to be effective within 90 days. A minister may resign of his or her own volition by giving no less than 90 days written notice to the Council, provided that the Council, taking into account the circumstances of the resignation, may accept a notice period of less than 90 days.

Section 4. Supervisory Role. The Senior Minister and staff shall be responsible for the day-to-day operations of St. Paul's, in accordance with policies and procedures adopted by the Council.

Section 5. Definition. For purposes of this Article, the term "minister" shall mean the Senior Minister and any associate or assistant minister whose position at St. Paul's would require licensing or ordination.

Article X. MINISTRIES

Section 1. Staff and Laity. The ongoing work in support of the vision and mission of St. Paul's shall be carried out by staff, and by lay volunteers and ministry teams operating under the guidance of staff.

Section 2. Ministry Teams. Ministry teams shall be created or approved by staff in response to the interests and needs of the congregation, and in accordance with applicable Council policies. Ministry teams shall be encouraged to operate collaboratively and creatively, seeking to engage the passions and interests of individual team members.

Article XI. FISCAL YEAR

St. Paul's fiscal year shall begin on January 1 of each calendar year and end on December 31. However, budget authority shall continue in the same amounts as in effect at December 31 until the adoption of a new budget at the Annual Meeting which will have a retroactive effect to January 1 of such year.

Article XII. PROPERTY; FINANCES

Section 1. Powers, Property, Expenditures. All property of the church shall be under the jurisdiction of the Council. In accordance with these Bylaws and applicable laws and policies, St. Paul's may, in its corporate name, sue or be sued, enter into contracts, acquire by purchase, gift, devise, bequest, or otherwise, and own, hold, invest, reinvest, manage, lease, encumber, sell, transfer or dispose of, property, both real and personal, for the general purposes of the church. Notwithstanding the foregoing, real property shall not be purchased, sold, transferred, leased, mortgaged or otherwise encumbered without obtaining the consent of the congregation by a two-thirds vote of the members present at a duly called congregational meeting. Additionally, congregational approval, by majority vote of the members present at a duly called congregational meeting, shall be required for any non-budgeted expenditure of an amount greater than \$10,000.00.

Section 2. Funds. All funds of St. Paul's, including those of any committee, team, subgroup, or affiliated organization such as Scouts, shall be under the jurisdiction of the Council and the Treasurer shall be an authorized signatory on each such account. No account shall be opened in the name of St. Paul's or using its tax identification number without the approval of the Council. An internal audit of each such account shall be conducted annually by an ad hoc committee of the Council appointed for such purpose.

Section 3. Records. The records, accounts and financial systems of St. Paul's shall be reviewed at least once in every three-year period by an outside firm or individual(s) with appropriate background and experience approved by the Council. A written report, summarizing the results of the review, will be presented to the Council and made available to individuals from the congregation upon request.

Article XIII. DISSOLUTION

The congregation may dissolve St. Paul's by a two-thirds vote of the members present at a duly called congregational meeting. Upon dissolution of St. Paul's and after all obligations have been met, the assets of St. Paul's shall be transferred to such other organizations or entities as shall be specified in a plan of dissolution approved by a two-thirds vote of the members present at a duly called congregational meeting, provided that any such organization or entity specified in the plan of dissolution shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any successor Internal Revenue Law. In developing a plan of dissolution, St. Paul's shall confer with the appropriate representative(s) of the wider United Church of Christ. For purposes of this Article, the assets of St. Paul's shall include all real and personal property and any interest in real or personal property, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after dissolution.

Article XIV. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the members present at any duly called congregational meeting, provided that the text of the proposed amendment has been provided to the congregation along with the notice of the meeting. The Council or any 10 or more members of St. Paul's may propose amendments.

Article XV. EFFECTIVE DATE

These Bylaws supersede and replace all preceding bylaws and shall take effect upon the affirmative vote of two-thirds of the members present at a congregational meeting duly called for the purpose and at which a quorum is present.

Adopted by the Congregation on November 10, 2019