

**Bylaws of the
Foothills Congregational Church
461 Orange Avenue
Los Altos, California 94022**

Revised and approved
July 11, 2010

**Article I
Name**

This Church shall be known as the "Foothills Congregational Church", City of Los Altos, Santa Clara County, California, affiliated as a member congregation of the United Church of Christ, incorporated as the Foothills Congregational Church, Inc. on May 10, 1962.

Article II

Purpose, Polity and Covenant

Section 1 – Purpose

The purpose of this church is irrevocably dedicated to bringing together followers of Jesus Christ to share in the worship of God and to make God's will dominant in the lives of all, especially as we understand it to be disclosed in the life, teachings and living presence of Jesus Christ.

Section 2 - Polity

The government and ownership of this church is vested in its members who exercise the sole responsibility for the management of all its affairs, subject in legal matters to the Articles of Incorporation granted by the Secretary of State of the State of California.

While this church is amenable to no ecclesiastical authority it accepts the obligation of mutual council and cooperation involved in the free fellowship of the associations of the Northern California Nevada Conference of the United Church of Christ, pledging itself to share in their common aims and work. In addition, we cherish the fellowship of all churches and affirm the freedom of individuals to follow the dictates of their own conscience as they are guided by the Old and New Testament scriptures and by the Holy Spirit.

Section 3 - Covenant

We covenant with you, O God, and with one another, and do bind ourselves in your presence, to walk together in all your ways, according as you are pleased to reveal yourself to us.

**Article III
Membership**

Section 1 - Members

Membership in this church shall be open to all persons who assent to its Covenant and are recommended by the Diaconate. Membership shall be by one of the following

methods: Confirmation, Profession of Faith or Letter of Transfer. They shall be received into membership at a regular church service.

Section 2 - Active Members

Active members are all persons who have been received by the Diaconate and accepted by the congregation, who maintain an active status, and who are not affiliated with any other church. All active members shall be entitled to vote.

Section 3 - Associate Members

Associate members are members in good standing of any church elsewhere, temporarily residing in this area, who are otherwise eligible for membership, but who do not wish to sever connection with their home church. They may be admitted as associate members. They shall be entitled to full privileges except the right to vote. Upon their departure their associate membership shall automatically terminate.

Section 4 - Transfer

The Clerk shall be vested with the authority to issue, upon recommendation of the Diaconate, a letter of transfer for any member in good standing who so requests.

Section 5 - Revision of Roll

A member or associate member who for two years has had no part in the life or support of the church may, upon recommendation of the Diaconate, be transferred to the Inactive Roll after being given one month's notice of this proposed action. Members so classified as inactive may be later restored to voting membership by the Diaconate.

Section 6 - Termination of Membership

The membership of any Church member may be terminated by a letter of transfer to another church, upon death of the member, at the member's request or by action of the Executive Council.

Article IV Church Year and Congregational Meetings

Section 1 - Church Year

The church year for financial and reporting purposes shall extend from January 1 through December 31.

Section 2 - Congregational Meetings

A. Annual Meeting

The Annual Meeting of the members shall be held as soon after the Church Year as the Executive Council deems suitable, and noticed at least one month in advance. The purpose of this meeting shall be to receive annual written reports that are required of all Officers, Boards, Committees and Clergy; to elect new officers and members of the Boards and Committees; to adopt the annual budget; to transact church business that has significant policy implications; and to establish plans for the next year.

B. Special Meetings

Special meetings may be called at any time by the Moderator, Senior Minister, official action of any Church Board or any five (5) active members constituted as an informal

committee. Notice of intent to hold a special meeting shall contain the specific issues to be acted upon, signed by the member issuing the announcement. Board chairpersons may sign for their Boards. All members of an informal committee must sign.

C. Notice of Meetings

Notice of all congregational meetings shall be presented in the Sunday bulletin, announced at the worship services on each of the two Sundays immediately proceeding the meeting date and shall be mailed to all active members at least fourteen (14) days prior to the date of the meeting.

D. Voting

1. Quorum

A quorum, consisting of fifty active members or ten percent (10%) of the active membership, whichever is greater, shall be necessary in order to conduct official Church business at any Congregational meeting or continuation of an adjourned meeting.

2. Simple and Super Majority

In all voting a majority vote is decisive, except that a two thirds (2/3) majority shall be required for amendment to these bylaws, dismissal of a minister, or for the sale, purchase or mortgage of Church property. The call to be Minister of this church requires a favorable vote of at least three-fourths (3/4) of those members voting. All active members of this Church are entitled to vote. Voting may be by acclamation except when a member requests a secret ballot.

3. Absentee Ballots

Attendance at meetings is considered of highest importance for discussion and voting. However, If a vote of the membership is to be taken on a particular issue at a general meeting, the Executive Council may prepare a ballot on that issue and, in notices of the meeting, shall state that ballots are available in the Church office for those members unable to attend the meeting because of being house-bound or on an extended trip. Completed absentee ballots must be received in the Church office prior to the meeting. If absentee ballots are made available, all voting on that issue at the meeting must be by ballot rather than by voice vote. Absentee ballots shall be included in a determination of quorum.

E. Adjourned meetings

Any Congregational Meeting may be adjourned for the purpose of completing the business for which it was convened, but not later than the third succeeding Sunday. The date and time of the meeting shall be given at each intervening Sunday worship service and printed in the Sunday Bulletin.

Article V Officers

Officers of the Church shall be active members. Those persons filling those positions identified with an asterisk (*) are legal officers of the Corporation.

A. Moderator: (*)

The Moderator is the lay leader of the Church elected at the Annual Meeting for one year and eligible for reelection for an additional year. The Moderator shall serve as chairperson of the Executive Council, the Executive Committee, and of all

Congregational meetings. The Moderator is an ex-officio member of all Boards with voting rights only in case of a tie vote.

B. Vice Moderator (*)

The Vice Moderator is elected at the annual meeting for one year and is eligible for re-election for one year and is a member of the Executive Council and the Executive Committee. The Vice Moderator shall assume the duties of the Moderator as necessary and assist the Moderator as directed.

C. Treasurer (*)

The Treasurer is elected at the annual meeting for one year and is eligible for re-election. The Treasurer is a member of the Finance Board, keeps all records of moneys received and disbursed, provides the Finance Board with monthly reports, and makes such disbursements as they direct. The Treasurer assists in the development of the proposed annual budget and provides an audited financial report at the Church Annual Meeting.

D. Financial Secretary

The Financial Secretary is elected at the Annual Meeting for one year and is eligible for re-election and is a member of the Finance Board. The Financial Secretary receives incoming moneys for the Church, deposits them in the designated bank account of the Church, keeps accurate records of all moneys received and of all contributors' payments. The Financial Secretary provides the Finance Board with a monthly income report and with estimates of income and reports on contributions and arranges for sale of securities given to the Church.

E. Clerk (*)

The Clerk is elected at the annual meeting, is eligible for re-election, and is a member of the Executive Council. The Clerk serves as Recording Secretary for the Executive Council and all Congregational meetings. The Clerk ensures the distribution of the Annual Report, keeps accurate records of Church admissions, transfers, removals from membership as well as records of baptism, marriages, and death. The Clerk performs such other duties as appropriate to the office of Clerk of an assembly.

F. Auditor

The Auditor shall be elected at the Annual Meeting for a term of one year and is eligible for re-election and is responsible to the Executive Council. The Auditor shall examine all of the accounts of the Church, including the Foothills Fund and all other officers and organizations. The Auditor will report the results of audits at the Annual Meeting and provide audit reports at such other times as the Executive Council may request.

**Article VI
Executive Council**

Section 1 - Executive Council

A. Membership

The Executive Council, being composed of the elected representatives of the Church active membership, is the executive body of the Church, and all Officers, Boards and

Committees shall be responsible ultimately to the Executive Council. The membership of the Executive Council shall consist of the following persons:

- The Moderator, who shall serve as chairperson
- The Vice Moderator
- The Clerk
- The Chairperson of each Board
- Members-at-large

One member-at-large for each one hundred members or fraction thereof, who are active members of the Church, and shall be elected at the Annual Meeting for a term of three (3) years, and may not be re-elected without a one-year break.

- The Minister(s), as ex-officio member(s)
- The Pastoral staff, as ex-officio member(s)

B. Responsibilities of the Executive Council

The Executive Council is the principal governing and policy-making body of the Church and shall act for the membership. The primary duties of the Executive Council include the following:

- to establish key policies and ensure that they are followed.
- to provide leadership and coordination of the work of the Boards and Committees.
- to assign Boards the primary responsibility for support of their respective staff and overseeing their work.
- to exercise oversight and control of finances and assets, including recommending annual budgets to the congregation.
- to approve and execute Church contracts subject to such approval of the membership as provided in these Bylaws. This shall include approval of all staff contracts other than ministers.
- to appoint delegates to represent the Church at meetings of the Northern California Nevada Conference of the United Church of Christ and other bodies of the Church as necessary.
- to develop long range plans.
- to ensure that the Bylaws and Procedures manuals are maintained and current.
- to encourage development of lay leadership
- to establish a Stewardship Committee for the purpose of interpreting the ministry of the church and enlisting financial support of members and friends.
- to appoint other committees and task forces as necessary to carry out specifically designated responsibilities.

Although the Executive Council acts for the membership of the church there are however, certain matters that shall be referred to the Congregation for decision. These shall include:

1. Calling a Minister
2. Executing final action on any major financial program.
3. Referring to the Congregation for final action those matters that the Executive Council decides important enough to require a vote of the Congregation.

C. Meetings

1. The Executive Council shall meet monthly at a time and date established by it, and at such other times as shall be determined.

2. All meetings are open to Church members except when a meeting is closed for consideration of personnel matters.
3. A quorum shall be a majority of the members of the Executive Council eligible to vote.

Section 2 - Executive Committee of the Executive Council

A. Membership

The Executive Committee shall consist of the Moderator, the Vice Moderator and the Chairperson of the Finance Board.

B. Responsibilities

This Committee shall have the authority to decide matters that would normally require the decision of the Executive Council but which arise and require a decision before the next scheduled meeting of the Executive Council.

Article VII Boards and Committees

Boards and Committees have the responsibilities for carrying out the Church programs. They are established to foster, develop, promote and oversee the work, the worship and the mission of the Church.

Section 1 - Membership

A. All Boards (which includes the Diaconate) shall be composed of persons who are active members of the Foothills Congregational Church except where an exception is made by action of the Executive Council.

B. Terms of office for all Board members shall be three (3) years, with terms of office so arranged that approximately one third (1/3) of all elected members of each Board shall be elected each year at the Annual Meeting.

C. Board members shall not serve more than two (2) full terms without a break of at least one year. Prior service of a partial term shall not count for this purpose.

D. Boards and Committees will strive for a balanced representation of gender.

E. Salaried personnel may not be members of any Board in their field of service.

F. The Chairperson of each Board shall automatically serve on the Executive Council.

G. Except as noted, each Board shall decide its number of members but shall have a minimum of three.

Section 2 - Meetings

A. A quorum for a Board meeting shall be a majority of its members.

B. Boards shall hold their first organizational meeting within one month of the Annual Meeting, at which time officers shall be elected.

Section 3 - Diaconate

The Diaconate shall assist and support the Minister(s) in the spiritual affairs of the Church. Its responsibilities shall include, but not be limited to:

1. Determining all matters relating to worship and the sacraments.
2. Developing and sustaining membership.
3. Providing for the spiritual nurture and growth of all Church members.

Section 4 - Outreach Board

1. This Board shall promote the involvement of the Church in expression of its social concern in local and world communities.
2. It shall educate and inform the church membership about programs of outreach carried on in the name of the church.
3. It shall supervise the benevolence plans of the Church, and shall make recommendations at the Annual Meeting for the distribution of benevolence funds.

Section 5 - Faith Development Board

1. This Board shall direct the activities associated with faith development and be comprised of the Families with Children Ministry Team, the Youth Ministry Team, the Young Adult Ministry Team and the Adult Education Ministry Team. It shall have primary responsibility for supporting and overseeing those staff members assigned to it by the Executive Council, including making recommendations regarding personnel vacancies and annual compensation.
2. The Families with Children Ministry Team shall direct the activities of the church school, children's music, young family events and other educational ministries to families with Children. This team shall work with the paid staff to ensure affirming inclusion of families with children in the life of the church.
3. The Youth Ministry Team shall direct the activities of the Middle School Fellowship and the Pilgrim Fellowship, and maintain relationships with each youth who is part of our church family, seeking to connect them to church programs whenever possible.
4. The Young Adult Ministry Team shall maintain relationships with and shall direct activities to meet the needs of church members who are away at college and local Active "young adult" Members. The Team shall also direct programs to attract young adults who are not currently members of our church.
5. The Adult Education Ministry Team shall be responsible for planning and implementing an educational program for adults, which may include, but not be limited to, Forums, Retreats and Bible Study.

Section 6 - Music Board

1. This board shall be responsible for the adult music program. and shall cooperate with the Ministers, Diaconate and other Boards in all phases of the Church music program.
2. It shall have primary responsibility for supporting and overseeing those staff members assigned to it by the Executive Council, including making recommendations regarding personnel vacancies and annual compensation..

Section 7 - Fellowship Board

The responsibility of this Board will be to foster Fellowship throughout the life of this Church.

Section 8 - Finance Board

1. The Treasurer and Financial Secretary shall be members of this Board.
2. The Board shall review the overall financial status of the Church on a continuing basis, and shall direct the activities of the Treasurer and the Financial Secretary.
3. It shall be required to approve all proposed budget overruns in excess of five hundred dollars (\$500) before commitment of expenditures.

4. During December of each year, it shall develop a preliminary budget for the following year for the review and approval of the Executive Council.

Section 9 - Property Management Board

This Board shall be responsible for all physical aspects of the Church, which includes overall property management.

Section 10- Human Resources Board

This Board shall be responsible for all personnel matters.

Article VIII Standing Committees

Section 1 - Nominating Committee

A. Membership

This committee shall consist of the chairperson(s) who shall be elected at the Annual Meeting plus the chairperson of each Board.

B. Responsibilities

1. The Committee shall submit nominations to the Executive Council for candidates to fill the elected positions on the Council, other officers, and Boards and Committees, which are voted on at the Annual Meeting.

2. The committee shall also recommend to the Executive Council candidates to fill vacancies that occur during the year on the Council, Boards and Committees. Nominees should be acquainted with the duties of the offices for which they are proposed and shall signify their willingness to serve if elected.

Section 2 - Pastoral Relations Committees

A separate Pastoral Relations Committee shall exist for each ordained Minister of the Church.

A. Membership

1. Each Committee should consist of no more than seven (7) active members and the Minister.

2. The Committee members shall be chosen by mutual agreement of the Moderator and the Minister, and shall serve for terms of not more than three (3) years.

3. Approximately one third (1/3) of the members of each Committee shall retire each year and may not serve again until after a break of at least one year.

B. Responsibilities

The responsibilities and functions of each Committee shall include:

1. To act as a communication channel between the Minister and the Congregation.

2. To act as an ombudsman to resolve any potential conflicts involving the Minister.

3. To be a support group for the Minister and family and to insure that their personal needs are met.

4. To provide a comfortable forum for the minister to discuss any matter in complete confidence.

5. To establish a regular performance review function and to recommend salary and other compensation changes to the Human Resources Committee.

Section 3 - Memorial Gifts Committee

Members of this committee shall be elected at the Annual Meeting. The purpose of the committee is to accept memorial gifts on behalf of the Church as well as to guide donors in the selection of suitable gifts whenever necessary. A summary of committee actions shall be included in the Church Annual Report.

Article IX Ministry and Professional Staff

Section 1 - Ministry

The Clergy shall be comprised of one or more Ministers, one of whom shall be the Senior Minister.

A. Requirements

1. Be ordained Minister(s) with full and regular ministerial standing in the United Church of Christ.

B. Responsibilities

1. Be responsible for the spiritual welfare of the Church.
2. In cooperation with the Diaconate, have charge of the worship services.
3. Carry on a ministry of preaching, pastoral care and overall shared leadership with the lay leaders of the Church.
4. Be ex-officio member(s) of the Executive Council and all Boards and Operating Committees.
5. The Senior Minister shall be the leader of the professional staff.
6. When there is more than one minister, the division of detailed responsibilities shall be decided by mutual agreement of the Ministers always subject to the overall responsibility to the Church membership.

C. Call and Conditions of Employment

1. The Call to be Minister of this church must be approved by a favorable vote of at least three-quarters (3/4) of the active members present and voting at a business meeting properly called and constituted for this purpose.
2. The Membership shall vote to accept or reject the candidate that has been recommended by an ad hoc Pastoral Search Committee convened by the Executive Council.
3. The call shall be for an indefinite period for as long as such services are judged satisfactory.
4. A Minister's employment may be terminated at any Annual or Special Meeting of the membership with a quorum present, by a two-thirds (2/3) vote of the active members present and voting, provided that the call of the meeting includes proper notice that a vote of the membership would be held for this purpose. Such termination shall require a sixty (60) day notice to the minister being terminated.
5. A Minister may resign with a sixty (60) day notice.
6. The church requires that its senior minister reside in a residence owned by the church for the following reasons: (a) to aid the church in finding replacement clergy in an area of high housing costs; (b) to provide the clergy and his or her family with privacy and respite while still living near the church; and (c) to expand the range of facilities available to the church for a variety of gatherings and purposes that are better held in the less formal environment of a home, such as youth meetings, church committee meetings, or spiritual direction sessions.

Section 2 - Professional Staff

A. The Executive Council in cooperation with the Senior Minister and appropriate Boards shall call additional staff as needed to handle responsibilities such as: Christian

education for children, music for both children and adults, junior high and youth fellowship activities, membership development, adult education, family ministries, organization of outreach activities, support of pastoral calling.

B. The Executive Council shall assign appropriate Boards the primary responsibility for support of their respective staff and overseeing their work.

C. The Senior Minister in cooperation with the Moderator may designate certain staff personnel as ex-officio members of the Executive Council.

D. The Executive Council in cooperation with the Senior Minister shall hire an Administrative Secretary and define duties and terms of service. The Executive Council has primary responsibility for the support and supervision of this employee.

Article X
Foothills Foundation

Section 1 - Purpose

The Foothills Foundation has been established as an Endowment Fund to receive gifts and bequests from members and friends of the Church, which are intended for:

- A. The expansion or major renovation of Church facilities or major Church projects, or
- B. To provide Outreach support to the wider community, or:
- C. For such other purposes as are approved by the Executive Council.

Section 2 - Membership

A. A Board of Trustees comprised of five (5) active Church members shall administer the Foothills Fund.

B. The Congregation shall elect members for staggered five-year terms. Interim vacancies shall be filled by the Executive Council upon the recommendation of the Nominating Committee.

C. No Trustee may serve for more than two consecutive terms, with prior service of a partial term not considered for this purpose.

Section 3 - Responsibilities Of Trustees

A. To elect annually from among their number a Chairman, Vice-Chairman, Treasurer and Secretary.

B. To manage and disburse funds under their control in a prudent manner, taking into consideration the endowment nature of such funds and the need to preserve their purchasing power.

C. To administer and manage such other funds as are entrusted to their supervision by the Executive Council.

D. To establish such bank and brokerage accounts as are necessary.

E. To make known to the Church membership the existence and purpose of the funds, and to actively encourage and facilitate the making of bequests by members and friends of the Church to such funds.

F. To obtain approval of the Congregation for disbursements from the funds which represent the use of principal.

G. To render audited financial and other reports to the Congregation at least annually.

Article XI Amendments

These Bylaws may be amended at any Annual Meeting of the Church, or Special Meeting of the Membership properly called specifically for that purpose. The amendments must be passed by a two thirds (2/3) vote of Active Members present and voting provided the Amendment was submitted in the call to the meeting which was mailed or delivered at least fourteen days prior to the meeting.

Article XII Parliamentary Authority

The rules contained in "Robert's Rules of Order, Newly Revised" shall govern this Church and its meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article XIII Ethical, Moral Conduct

Foothills Congregational Church is committed to maintain a spiritual community in which lay persons and pastors can work and worship, enjoy fellowship and render ministry together. To this end we are committed to an atmosphere free from all forms of inappropriate conduct and harassment, exploitation or intimidation, including sexual. Such behavior is prohibited by policy of the Northern California Nevada Conference of the United Church of Christ. Sexual harassment is also prohibited by law. It is the intention of Foothills Congregational Church to take whatever action may be needed to prevent, to correct, and if necessary, to initiate discipline for behavior that violates this policy. Any allegations of ethical or moral misconduct, including sexual harassment, by a member of the Clergy, professional staff or lay leadership of the church shall be addressed promptly by the Moderator following guidelines contained in the Church Procedure Manual and in accordance with the policies and procedures established by the Northern California Nevada Conference.

Article XIV Dissolution

In the event of the dissolution of the Foothills Congregational Church, all assets shall be turned over to another organization that is operated exclusively non-profit for religious or charitable purposes, which the Membership of the Church shall designate at a meeting properly called before the said dissolution. If the Membership fails to take such action, all Church property shall become vested in and administered by the Northern California Nevada Conference of the United Church of Christ or its successor, or in the absence of such determination, as the Superior Court of Santa Clara County shall determine.

Revised July 11, 2010