

September 2020 – draft of proposed Bylaws Revision

**BYLAWS
OF
SALEM UNITED CHURCH OF CHRIST, TONAWANDA, NY

ORGANIZED JULY 20, 1856 AS
GERMAN UNITED EVANGELICAL CHURCH

TONAWANDA, NEW YORK**

Incorporated January 9, 1925, under Article X Religious Laws State of New York, Certificate of Corporation filed January 28, 1925.

German United Evangelical Church of Tonawanda was changed to Salem Evangelical Church of Tonawanda pursuant to Section 40 of Article III of General Corporate Law, August 29, 1933, and filed August 30, 1933, in the Erie County Clerk's office. On January 17, 1962, the name became Salem United Church of Christ, Tonawanda, NY.

A Congregation shall adopt its own Bylaws which shall be in general accord with the Western Association of the New York Conference United Church of Christ.

BYLAWS

ARTICLE I

NAME

The name of this Church shall be Salem United Church of Christ, Tonawanda, NY.

ARTICLE II

PURPOSE AND DOCTRINE

SECTION 1: PURPOSE

It shall be the purpose of this Church to establish in this community a Christian Congregation for worship to promote the Christian life in the unity of the Spirit in the bonds of peace, and to advance the Kingdom of God, both at home and abroad.

SECTION 2: ARTICLES OF FAITH

The Articles of Faith of this Church shall be those of the United Church of Christ. Two expressions of this faith are: "The Statement of Faith" and "The Apostles Creed."

SECTION 3: HOLY SCRIPTURES

The Holy Scriptures of the Old and New Testaments are recognized as the Word of God and the ultimate rule of Christian faith and practice.

ARTICLE III

AFFILIATION

This Church is and shall be a participating member of the Western Association of the New York Conference United Church of Christ, until two-thirds (2/3) of the church's voting members at a regularly called meeting vote for its withdrawal from the same.

ARTICLE IV

CONGREGATIONAL MEETINGS

SECTION 1: ANNUAL MEETING

There shall be an Annual Meeting of the Congregation to be held in the month of January each year. The Church Council shall determine the date and hour of the meeting. The voting membership will be duly notified in writing at least ten (10) days prior to the Annual Meeting. The meeting date will be announced by the Pastor, or in the absence of the Pastor, by an Officer of the Church, and published at all Worship Services on three (3) successive Sundays immediately preceding the meeting date.

SECTION 2: ORDER OF BUSINESS – ANNUAL MEETING

The Council President shall call the meeting to order. In the absence of the President, the Church Council Vice President shall call the meeting to order.

The following order of business shall govern the Annual Meeting of the Congregation:

1. Call to order
2. Devotional
3. Reading and Approval of the Minutes of Preceding Meeting
4. Pastors' report(s)
5. Special report(s)
6. Treasurer's report
7. Budget
8. Elections of the Church Council

9. Unfinished business
10. New Business
11. Adjournment
12. Closing Prayer

The order of business may be changed by a vote of a majority of the members present. Roberts Rules of Order shall govern all meetings of the Congregation and Council, except as otherwise provided for in the Bylaws.

SECTION 3: SPECIAL MEETINGS

Special Meetings of the Congregation may be called by the Church Council whenever necessary. Upon the written request of the lesser of fifty (50) qualified members or ten (10) percent of qualified members of the Congregation to the Church Council, the Church Council must call a Special Meeting of the Congregation.

Special Meetings of the Congregation must be announced at a regular gathering of the Congregation for public worship on each of two successive Sundays immediately preceding the Special Meeting by the Pastor, or in the absence of the Pastor, by an officer of the Church. Written notice shall be given to all voting members of the Congregation at least ten (10) days prior to a Special Meeting. The written notice must state the purpose of the call. At a special meeting, no other business shall be transacted except that specified in the call. The Council President shall call the meeting to order. In the absence of a President, the Vice President shall call the meeting to order.

SECTION 4: QUORUM

Any matter requiring a vote shall be decided by a majority of the qualified voters present. A quorum shall consist of the lesser of fifty (50) qualified voters or 10 percent of the active members of the church as determined by the annual census of the Congregation published in the current Annual Report of the Congregation. All matters of business shall be voted upon by voice, unless a ballot is called for.

SECTION 5: EXCEPTIONS

If an extreme situation occurs that would preclude conducting a congregational meeting, such as a pandemic, an act of war, a natural disaster, or other unforeseen circumstance, an exception may be made by a majority vote of the Council. In such an instance, the preferred method to conduct a congregational vote would be by notice and ballot by mail. In such instance, a full written explanation would be sent to qualified members with a ballot to be returned by a specified date.

If that is not possible, an exception may be made to permit the Church Council to act on behalf of the Congregation. In any instance, however, the Church Council may not dismiss a Pastor, Amend the Bylaws, or purchase, sell, mortgage or lease of real property. If such an exception is

made, the Church Council shall notify all qualified members in writing within one week of any such vote, with a copy of the meeting minutes.

ARTICLE V

MEMBERSHIP

SECTION 1: MEMBERS

The Communicant membership of this Congregation shall consist of persons who have been received into the fellowship of the Universal Christian Church by baptism and united with this Congregation by: Confirmation; or Letter of Transfer; or Profession of Faith.

Communicant members in good and regular standing are persons who do not neglect the service of worship, including Holy Communion; who are willing to perform active service for the Church when called upon; who contribute financially as they are able; and who promote the welfare of the Church at all times.

All members are entitled to a full share in the fellowship and the spiritual blessings of the Church, and to the service(s) of its Pastor(s), officials and other workers, as well as the Christian sympathy and support of all members.

Communicant members in good and regular standing shall be entitled to all rights and privileges of membership, including the right to vote in congregational meetings when members become 18 years of age.

All appointments and nominations of individuals for any office or committee membership in this Church shall be limited to Communicant members in good and regular standing.

SECTION 2: REQUEST FOR MEMBERSHIP:

Request for membership must be made to the Pastor or Church Council. Applicants approved by the Church Council shall be introduced into membership at a regular church service. It is the policy of the Church to consider members without regard to age, race, color, sex, national origin, disability, marital status, sexual orientation, or gender identity.

SECTION 3: MEMBERSHIP RENEWAL

Communicant members shall have their membership automatically renewed annually when they remain committed to participate in worship, including Holy Communion, are willing to perform active service for the Church when called upon, contribute financially as they are able, and promote the welfare of the Church at all times. Membership may also be renewed annually by contacting the Church or Pastor. Members who have become dormant will be contacted by the **Board of Deacons and Elders** for an opportunity to renew.

SECTION 4: ALTERNATE MEMBERSHIP

For those unable to maintain membership as defined in Section 1, but who wish to initiate or maintain a relationship with the Church may request to be classified as a Friend of Salem Church (Friend). Friends shall not be entitled to the rights of Communicant Members and are not eligible to vote at Congregational meetings, nor are they eligible to serve on the Council, Boards, or any Committees. Friends shall renew their membership annually by contacting the Church or Pastor.

SECTION 5: WITHDRAWAL

Members desiring to sever membership with this Church shall apply to the Church Council for a letter of transfer or withdrawal, which shall be granted. Members who have permanently changed their residence and who are unable to attend the Church may be encouraged to obtain letters of transfer as soon as possible in order to unite with another Congregation. If they wish, they may request to become a "Friend of Salem."

SECTION 6: DISCIPLINE AND DISRUPTIONS

Church discipline is necessary to maintain a healthy church and shall be applied in cases of sexual misconduct, criminal conduct involving the church, and any forms of threats or harassment as defined by New York State Law which are also applicable to employees of Salem. The Board of Deacons and Elders and Council will investigate and review any allegations and have the right to summarily terminate the membership of the person and may include prohibiting the person from entering the church property, if applicable. The decision may be appealed in writing to the Board of Deacons and Elders. The decision of the Board of Deacons and Elders shall be presented to the Council for final determination.

SECTION 7: REINSTATEMENT

Members who withdrew from membership while in good standing, or whose membership became dormant, may request reinstatement as defined in Section 2.

Members whose membership was terminated under Section 6 may request reinstatement to the Pastor, Board of Deacons and Elders, or Council. The Board of Deacons and Elders will review the request and recommend whether or not to reinstate the person to the Council for final vote.

ARTICLE VI

GOVERNMENT AND ADMINISTRATION

SECTION 1: CONGREGATIONAL POWER

The supreme legislative and administrative power of the Congregation is vested in the Congregation itself, assembled in duly and legally called meetings.

SECTION 2: EXCLUSIVE RIGHTS OF THE CONGREGATION

It is the prerogative of the members at a duly called meeting of the Congregation to decide those questions required by the State of New York, including, but not limited to the purchase, sale, mortgage or lease of real property. A vote of the members at a duly called meeting of the Congregation is required for acceptance or termination of a Pastor, elections of the members of the Church Council, and questions of the policy of the Congregation.

The Bylaws may be amended in accordance with Article XII.

For transaction of all other business, the administration of the Church is entrusted to the Church Council.

SECTION 3: OFFICIAL YEAR

The official year of the Congregation shall be from January 1 to December 31.

SECTION 4: FINANCES OF THE CHURCH

The finances of the Congregation shall be administered by the budget system. The budget shall be composed of two parts: General Fund and Benevolences. It shall be prepared by the Finance Board and presented to the Council for acceptance before presentation to the Congregation at the next Annual Meeting. Expenditures shall not exceed the total amount of the annual budget. The necessary funds shall be secured annually through an every member canvass, carefully prepared and directed by the Council. Expenditures that exceed the total budget are subject to the vote of the Congregation.

SECTION 5: NO REMUNERATION

All Church Council members and elected Church Officers shall serve without remuneration for those duties.

ARTICLE VII

CHURCH COUNCIL

SECTION 1: CORPORATE BODY

The administration and transaction of the business of the Congregation and the Church as a corporate body are vested in the Church Council subject to the provisions of the Bylaws. The Congregation shall have a Church Council comprised of one representative from each Board, as

such Boards are defined herein. The Church Council shall also be comprised of three (3) At Large Members. The Pastor(s) are ex-officio non-voting member(s) of the Church Council. Each Council Member and Board Member shall be classified so that the terms are staggered, so a portion of their respective members expire each year. The Church Council is required to meet monthly, or more as necessary. To ensure sufficient representation, a minimum of six (6) Council Members must be present in person, via phone or online meetings for any and all votes before the Council. Each Board shall submit a written monthly report at each Council meeting.

The Church Council shall:

- Recommend Pastor(s)' salaries to the Congregation for approval.
- Determine, Communicate, and Implement the mission and strategic plan of the Church.
- Review the proposed annual budget submitted by the Finance Board for approval and submission to the Annual Congregational meeting for vote.
- Review recommendations regarding personnel decisions and policy including, but not limited to hiring, termination, rates of pay, fringe benefits, if any, and disciplinary action of employees and approve or deny same.

SECTION 2: ORGANIZATION

At the first meeting of the Church Council following the Annual Congregational Meeting, the Church Council shall organize itself by electing from members of the Council the following officers: President, Vice President, Secretary and other officers and representatives as the Church Council may from time to time designate. The representative from the Finance Board shall serve as the Treasurer of the Council. Only persons who have served two (2) years on any Board or Church Council at any time are eligible to be elected as a Church Officer. Officers of the Church Council shall also act as Officers of the Church as a corporate body.

Each Board shall elect a Chairperson from their group. The Chairperson is responsible for establishing their respective Board's meeting agenda and for maintaining communication with organizations responsible to their Board. Each Board shall elect a representative to the Council and an alternate representative, who shall report regularly to the Church Council. Each Board shall elect Representatives and Alternates for terms from one (1) month to one (1) year. The Representatives and Alternatives shall accurately represent the views of their respective Board at Council meetings and vote accordingly. Each Board will also elect a Secretary who shall prepare written minutes of all meetings for retention in the Church Office.

SECTION 3: NOMINATIONS

For the election of members to the Church Council and Boards, the President will appoint a Nominating Committee, composed of one member of each Board, and one member of the Congregation at large. The Committee will be responsible to:

- Recruit potential members of all Boards and Committees and maintain a list of members at all times to recommend members for Boards and Committees as vacancies may occur.
- Ensure that a Church member may only serve on one Board at a time, but may reside on any number of Committees while also serving on the Board.

- Present a slate of candidates for vacancies on the Council as terms of At Large members expire.
- Present a slate of candidates for vacancies on each Board.
- Nominate two Inspectors of Election for the Annual Meeting.
- Shall meet at least once a year, and more as needed.

The Nominating Committee shall exercise scrupulous care in the selection of candidates as to their fitness to serve in the highest administrative body under the Congregation, and to secure the candidate's consent beforehand. A nominee need not be present at the time of election. In the event that the Nominating Committee finds that there are qualified and willing persons more than available positions, the Nominating Committee will submit to the congregation at the Annual Congregational Meeting the entire list to be voted on. The slate of candidates will be presented at the Annual Congregational Meeting.

The Nominating Committee shall prepare the ballot in printed form. Additional nominations may be made from the floor for each office. Candidates nominated from the floor must be present.

SECTION 4: BOARD OF DEACONS AND ELDERS

The Board of Deacons and Elders shall consist of **seven to eleven (7-11) members.**

The Board of Deacons and Elders shall:

- Assist and support the Pastor(s) in the spiritual affairs of the church.
- Watch carefully over the spiritual interests of the congregation.
- Aid in visiting the sick and those with special needs.
- Oversee Christian Education.
- Oversee the Confirmation Program.
- Have original jurisdiction in matters of discipline of members, except in the case of the Pastor(s).
- Aid in the distribution of Communion.
- Admit members into full Communion and issue Letters of Transfer to members in good and regular standing upon request, with the approval of the Church Council.
- Maintain order and promote an atmosphere of fellowship and comfort during worship services.
- Keep a record of church attendance.
- Receive the offering and secure it as soon as practicable after the service.
- Provide the elements for communion and assist in distribution.
- Appoint from the congregation a minimum of twelve (12) ushers for one-year terms. Ushers are appointed to help perform the duties of Worship.
- Be responsible to submit a proposed budget annually to the Finance Committee for inclusion in the annual budget of the Church

SECTION 5: PROPERTY BOARD

The Property Board shall consist of four to seven (4-7) members.

The Property Board shall:

- Attend to the secular and business affairs of the church.
- Have custody and control of all the temporalities and property, real and personal, belonging to the Church Corporation. The Property Board shall administer the same in accordance with the discipline and rules of the Church Corporation and of the denominational body to which the church is subject, and with the provisions of law relating thereto.
- Possess all powers conferred upon them by law, regarding the execution of mortgages, deeds, contracts and all other written instruments approved by a vote of the congregation, and shall not use such property or revenues for any other purpose or divert the same from intended uses.
- Hold the property as a sacred trust for the congregation and keep the church edifice and other buildings belonging to the congregation in proper repair and adapted for uses it approves.
- Determine rules and procedures to regulate the use of the church and its buildings and be responsible for the support and maintenance of the church and its buildings.
- Be responsible for the rules and regulations, and the support and maintenance of the cemetery.
- Be responsible to submit a proposed budget annually to the Finance Committee for inclusion in the annual budget of the Church.

SECTION 6: PERSONNEL BOARD

The Personnel Board shall consist of three to five (3-5) members.

The Personnel Board shall:

- Be responsible for recommending personnel decisions and policy including, but not limited to hiring, termination, rates of pay, fringe benefits, if any, and disciplinary action of employees to the Council.
- Be responsible for the Church and Ministry Committee.
- Perform the annual review of employees.
- Be responsible to submit a proposed budget annually to the Finance Committee for inclusion in the annual budget of the Church.

SECTION 7: COMMUNITY LIFE BOARD

The Community Life Board shall consist of five to nine (5-9) members.

The Community Life Board shall:

- Be responsible to plan and manage certain fellowship events and fundraisers.
- Support special programs and events of the Church.
- Nominate members of and be responsible to oversee and assist the Bereavement Committee.
- Be responsible to oversee and assist with the Community Café.

- Be responsible to submit a proposed budget annually to the Finance Committee for inclusion in the annual budget of the Church.
- Be responsible to oversee and appoint members of the Communications Committee.

SECTION 8: FINANCE BOARD

The Finance Board shall consist of five to seven (5-7) members.

The Finance Board shall:

- Manage all finances of the Church, including all financial accounts, including, but not limited to bank and investment accounts.
- Appoint from the Congregation a minimum of three to eight (3-8) money counters.
- Nominate from the Congregation members of the Audit Committee.
- Be responsible to approve all payments and disbursements.
- Review the monthly Financial Report submitted by the Bookkeeper and Council Treasurer.
- Be responsible to oversee and assist with the Stewardship Program.
- Be responsible to review and recommend requests to the Church council for additional funding for proposals outside the annual budget.
- Prepare an annual budget for approval of the Church Council for presentation and vote by the Congregation at the annual Congregational Meeting.

SECTION 9: COUNCIL AT LARGE MEMBERS

At Large Members of the Council shall be elected from the communicant membership of the Church. Members of any Boards are not eligible to be elected to At Large positions on the Council.

SECTION 10: QUORUM

At least six (6) members of the Church Council shall constitute a quorum. A majority of Board members shall constitute a quorum. This shall include those present in person, via telephone or online meeting.

SECTION 11: ELECTIONS

All members of the Church Council At Large Members and Board Members shall be elected by ballot at the Annual Meeting. Only communicant members present at the meeting are eligible to vote. A majority vote of qualified voters present shall govern in the matter of election.

All Council At Large members and Board members shall be elected for a term of three (3) years. No member of the Church Council shall hold office for more than two (2) consecutive terms, whether by election or appointment. In the event of a Council or Board member being elected to fill a partial term for their first term, they may serve up to two (2) additional three (3) year terms in addition to the partial term served. After a lapse of one (1) year, a member is eligible for re-election or appointment.

SECTION 12: INSTALLATION

Newly elected and appointed members of the Church Council and Boards shall be installed into office at the regular Church service following their election or appointment, or as soon thereafter as possible. They shall assume their duties upon installation and shall hold office until their successors are installed.

SECTION 13: VACANCIES

Any vacancy on the At Large Council or any Board through death, resignation, or other cause may be filled by a majority vote of the Church Council or Board until the next Annual Meeting of the Congregation. That partial term shall not count as the first year of a three (3) year term.

SECTION 14: REMOVAL

Should a member of the Church Council or Boards prove unworthy of office or decline to act, the member may be suspended by a majority vote of the Council. Upon suspension, three (3) members of the Council, one of whom is the Council President or his designee shall notify the member of the suspension and reason for the suspension. The suspended member may file an appeal to the Council, and upon receipt of an appeal, the Council will then schedule a meeting at which the suspended member may respond.

Based on the recommendation of said Council members, the Council will vote at the next Council meeting whether to continue suspension or reinstate as a Council member. If the Council votes to continue suspension, and if the suspended member does not resign, the matter will be presented to the Congregation at its meeting.

SECTION 15: ORDER OF BUSINESS

The following order of business shall govern all meetings of the Church Council:

1. Call to Order
2. Opening Prayer
3. Inspirational Meditation
4. Minutes of Previous Meeting
5. Report of Pastor(s)
6. Review of Strategy and Goals
7. Financial Report
8. Board Reports
9. Committee Reports
10. Elections
11. Unfinished Business
12. New Business
13. Closing Prayer

SECTION 16: LIMITATIONS OF POWERS OF THE CHURCH COUNCIL

The Church Council shall have no power to call, settle, or remove a Pastor or to fix their salary. The Church Council shall not have the power to incur debts, beyond what is necessary for the administration of the temporal affairs of the Church and for the care of the property of the corporation, without the consent of a Congregational Meeting. The Church Council shall have no power to permanently fix or change the time, nature, or order of the public or social worship of the Church.

ARTICLE VIII

DUTIES OF CHURCH OFFICERS

SECTION 1: PRESIDENT

The President shall:

- Preside at all meetings of the Council.
- Issue the proper call for meetings of the Church Council and Congregation.
- Execute all resolutions approved by the Council and Congregation.
- Sign, along with the Chairperson of the Property Board, all contracts, deeds or other official documents or corporate instruments under the direction of the Church Council.
- Call Special Meetings of the Church Council whenever necessary.
- Approve nominations to the committees, pursuant to Article IX, Section 2.
- Perform all duties necessary to discharge the office of the President of the Church Council.
- Serve as ex officio member of all Boards and Committees

SECTION 2: VICE PRESIDENT

The Vice-President shall:

- Preside at all meetings in the absence of the President and when business pertains to the President's administration.
- Be authorized and empowered to perform the duties of the President if the President is absent or incapacitated.
- Aid and assist the President as needed.

SECTION 3: CHURCH COUNCIL SECRETARY

The Secretary of the Church Council shall:

- Record and maintain minutes of all Church Council and Congregational Meetings.
- Maintain minutes of all Board and Committee reports submitted to the Council.

SECTION 4: TREASURER

The Treasurer, in consultation with the Bookkeeper, shall direct the following duties:

- Receipt and accurate accounting of all money.
- Receipt of all bills and invoices presented.
- Approval of all payments and disbursements.
- Preparation of a monthly written financial report to the Church Council and Finance Board.
- Issuance of periodic and annual statements of giving to members.
- Perform all other duties necessary to discharge the office of Treasurer of the Church.

ARTICLE IX

EMPLOYEES AND COMMITTEES

SECTION 1: EMPLOYEES

The Church Council shall employ such persons as may be required for the Church. The President of the Church Council and the Personnel Board shall be primarily responsible to direct the work and duties of all paid employees. The President, with approval of the Church Council and Personnel Board, may delegate these responsibilities to the Pastor(s) or other designee.

Employees and their immediate families may be members of the Church Council, but they are not permitted to vote on matters involving personnel decisions and they shall not be permitted to serve on the Personnel Board.

SECTION 2: COMMITTEES

As soon as possible after the Organizational Meeting of the Church Council, the President, in consultation with the Church Council, shall appoint all committees as necessary and appropriate. All committees shall report to the Church Council. The Endowment Committee, under Article XI, is excepted under this Article.

The standing committees are:

- Nominating Committee
- Audit Committee
- Memorial Committee
- Church and Ministry Committee
- Christian Education Committee
- Communications Committee

All standing committee members shall serve for a term of three (3) years. No committee member shall serve on the same committee for more than two (2) consecutive terms. After a lapse of one (1) year, a member is eligible for re-appointment. A Committee Chair shall be elected by the committee for a term of one (1) year. A member may serve as Committee Chair of the same committee for up to six (6) consecutive years. After a lapse of one year, the member is eligible for reappointment as chair of that committee.

SECTION 3: AUDIT COMMITTEE

The Finance Board shall nominate an Audit Committee consisting of three to five (3-5) members. The Audit Committee shall audit and examine the financial records of the Church and shall report to the Church Council and to the Congregation at its Annual Meeting. No Church Council member, Finance Board Chair, or Church employee may serve as a member of the Audit Committee. The Finance Board may retain a non-member Certified Public Accountant to conduct the audit.

SECTION 4: CHRISTIAN EDUCATION COMMITTEE

The Board of Deacons and Elders shall appoint a Christian Education Committee consisting of a minimum of three to five (3-5) members. The Christian Education Director shall serve as a standing member. The Christian Education Committee shall oversee the education ministry of Salem Church and shall direct the operation of the Pre-School, making personnel recommendations to the Personnel Board for approval. The Christian Education Committee shall report to the Board of Deacons and Elders and to the Congregation at its Annual Meeting.

SECTION 5: CHURCH AND MINISTRY COMMITTEE

The Board of Deacons and Elders shall nominate the Church and Ministry Committee which shall consist of seven to nine (7-9) members representing a cross section of the church, such as: Youth, Education, Music, Council and others.

The Church and Ministry Committee shall be responsible for the following:

- Serve as the communication link between the congregation, church council and the pastor(s.)
- Help to resolve conflicts within the church.
- Annually evaluate the pastor(s) based upon the job description and mutually agreed upon performance objectives. This is to be done annually.
- Review and recommend to the Finance Board and the Board of Deacons and Elders the annual compensation for the pastor(s.) The Board of Deacons and Elders shall then recommend this to the Council for final decision.
- Assist in the orientation of a new pastor.
- Define the expectations to committee candidates before they are appointed.
- The committee may consider other responsibilities as deemed necessary.

The committee will meet biannually with the pastor(s) and may have additional meetings as needed.

SECTION 6: COMMUNICATIONS COMMITTEE

The Community Life Board shall appoint a Communications Committee which shall consist of three to five (3 to 5) members.

- Coordinate with all Boards, Committee, Church Council, Pastor(s) and staff for internal and external dissemination of information.
- Coordinate and assist staff in publishing internal communications, including, but not limited to the newsletter and announcements, using any existing methods.
- Coordinate and execute publicity and outreach via all existing methods.

The Committee shall meet quarterly or as needed.

SECTION 7: COMMITTEES, SOCIETIES AND ORGANIZATIONS

All committees, societies and organizations of the Church are accountable to the Church Council and shall report annually to the Council at its meeting in January. The Council will submit these reports to the Congregation in its Annual Report.

SECTION 8: DELEGATES TO THE UNITED CHURCH OF CHRIST

Delegates and alternates from the Congregation shall be appointed by the Church Council to attend any meeting of the Western Association of the New York Conference of the United Church of Christ and the Annual Meeting of the New York Conference. The Congregation will pay registration fees and traveling expenses for appointed delegates and the pastor(s) who attend.

ARTICLE X

PASTOR

SECTION 1: MEMBERSHIP

The Pastor(s) of this Church shall become member(s) of Salem United Church of Christ.

SECTION 2: DUTIES

The Pastor(s) shall set a good example to the Congregation. The Pastor(s) shall conduct all services on Sundays, holidays and other days as the Congregation may desire. The Pastor(s) shall direct the work of religious education, administer the Holy Sacraments, visit the sick, comfort the distressed, and shall perform all other duties necessary to faithfully discharge the obligation of Pastor in Salem United Church of Christ. Records will be kept of all services performed and an annual report will be made to the Congregation.

SECTION 3: RIGHTS

The Pastor(s) are invited to attend any meeting of the Church Council and all organizations within the Church. The Pastor(s) shall have a voice, but no vote and shall not count toward a quorum at any meeting. No other Minister shall perform any religious ceremony in the Church without the consent of a Pastor and the Board of Deacons and Elders. The Pastor(s)' salary shall be paid promptly and regularly and shall be sufficient to provide relief from temporal cares and preserve the dignity of the calling, subject to the provisions of the contract between the Pastor and the Congregation. When a Pastor assumes office, the Congregation shall pay moving expenses.

SECTION 4: APPOINTMENT

When it becomes necessary to select a Pastor, the Church Council shall report the vacancy to the Western Association of the New York Conference United Church of Christ. The Church Council President shall appoint a Search Committee to find one or more suitable candidates. The Search Committee will have five (5) to nine (9) members, with at least three (3) members of the Church and Ministry Committee and at least two (2) members from the general Congregation. Candidates from another denomination may be considered provided the Western Association of the New York Conference United Church of Christ has granted them Standing. When the Search Committee has selected a candidate, they shall report to the Church Council. A Congregational Meeting will be called by the Church Council to vote upon the question of extending a call. The Congregation shall consider only one candidate at a time and vote by ballot, for or against the call. A majority vote of the members present is necessary for election. In case a majority vote cannot be secured, the Search Committee shall continue its work until a Pastor is elected. If elected, a written call, according to the form prescribed by the Western Association of the New York Conference United Church of Christ signed by the President of the Church, shall be tendered to the Pastor-elect.

SECTION 5: INSTALLATION

Upon taking office, the Pastor and the Congregation shall mutually covenant to fulfill the mission of this Congregation as set forth in Christ's call and reflected in these Bylaws.

SECTION 6: RESIGNATION

Should a Pastor desire to resign, ninety (90) days notice of the intention to do so shall be given to the Congregation.

SECTION 7: REMOVAL

Should the Congregation become dissatisfied with a Pastor, it may ask for dismissal by a majority vote of the members present at a duly called Congregational Meeting. The intent to dismiss must be included in the call for the meeting, whether at the Annual Meeting or a Special

Meeting. In the event a vote for dismissal is approved, a Pastor's connection with the Church as its Pastor shall terminate at the expiration of ninety (90) days from the time of dismissal.

Should a Pastor be convicted of any misdemeanor or felony, that Pastor may be dismissed at once by a majority vote of the members present at a duly called Congregational Meeting. Payment of salary and all benefits shall cease upon the date of dismissal.

Removal of the pastor (s) will be conducted in consultation with the Western New York Association of the New York Conference United Church of Christ and will be consistent with the procedures of the Western Association at the time removal is considered.

ARTICLE XI

ENDOWMENT FUND

SECTION 1: PURPOSE

Whereas Christian stewardship involves the faithful management of all the gifts God has given to us, including accumulated, inherited and appreciated resources, Salem United Church of Christ hereby establishes the following Endowment Fund.

The fund created herein shall be known as **THE ENDOWMENT FUND OF SALEM UNITED CHURCH OF CHRIST**, (hereafter referred to as the "Fund").

The Endowment Fund Committee (hereinafter called the "Committee") shall be established to promote, manage and administer the Fund in accordance with guidelines herein established.

The purpose of this Fund is to enhance the mission and outreach of Salem United Church of Christ, apart from the general operation of this church.

Unless otherwise specified by the grantor, the principal amounts of the gifts of this Fund will be retained and preserved, and that only the interest and dividend earnings from the managed investments of the principal may be expended. The Committee shall determine what is principal

and income according to generally accepted accounting principles. All capital gains shall be deemed to be principal.

SECTION 2: COMMITTEE

The Committee shall consist of five members, all of who shall be active members at Salem United Church of Christ of Tonawanda, N.Y. Except as herein limited, the term of each member shall be five (5) years. Thereafter, the Endowment Fund Committee shall make recommendations for filling vacancies to the Church Council for approval and subsequent appointment. At the expiration of any term of service on the committee, a member shall be eligible for appointment after a period of one year has lapsed from the last date of their service. The Pastor and the President shall be advisor members of the committee. The advisors shall be members with a voice but without a vote.

The Committee shall meet at least quarterly or more frequently as deemed necessary in the best interest of the Fund. A quorum shall be three (3) regular Committee members. A majority of the Committee shall carry any motion or resolution.

The Committee shall elect from its membership a chairperson, financial secretary and a recording secretary. The chairperson, or a designated member, shall preside at all Committee meetings. The financial secretary shall maintain complete and accurate books of accounts for the Fund and shall be empowered to co-sign checks with the Fund Chairperson, as well as, necessary documents on behalf of the congregation in furtherance of the purposes of the Fund. The recording secretary shall maintain complete and accurate minutes of all meetings of the "Committee" and supply a copy thereof, together with a copy of financial reports to each member of the "Committee" and report to the council. Each recipient shall keep a complete file of report to be delivered to his/her successor.

The Committee shall have its books audited annually by a qualified person (who is not a member of the Committee) appointed by the church council, for presentation with its annual report at the Congregational Meeting.

The Committee may request professional counseling on investments, accounting or legal matters as deemed to be in the best interest of the Fund; at the expense of the Fund Income.

The Committee shall be empowered to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest, and in all other respects to manage and control the assets of the Fund, including stocks, bonds, debentures, mortgages, notes, or other securities or real property as in their judgment and discretion they deem wise and prudent. Any real property shall be held in the name of Salem United Church of Christ, subject to the requirements of this Fund. Guidelines, but not in any way of limitations, for Conservative Asset Investment would include:

1. Cash/Cash Equivalents (such as certificates of Deposits, Annuities and

- Investments) at 35%.
2. Equities (such as Blue chip Stocks, Mutual Funds, for Growth and Income, Balanced Mutual Funds) at 40%.
 3. Bonds (such as Corporate AAA or Government Bonds) at 25%.

The Committee shall report to the church council quarterly. All assets are to be held in the name of the Endowment Fund of Salem United Church of Christ with the exception of real property as hereinabove stated.

Members shall not be held liable for any losses which may be incurred upon the investments of the assets of the Fund, except to the extent such losses shall have been caused by bad faith, or gross negligence. Members shall not be liable for the acts or omissions of any other member. No member shall engage in any self dealing or transactions with the Fund in which the member has direct or indirect financial interest, and shall at all times refrain from any conduct in which his/her personal interest would conflict with the interest of the Fund.

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically provided herein.

SECTION 3: ACCUMULATIONS AND DISTRIBUTIONS

Earned Interest and dividends from gifts and bequests to the Fund, may be expended annually, and/or proportionately allocated for a specific project or program, and at such other times as deemed necessary and/or feasible to accomplish the following purposes:

1. Twenty-five percent (0.25)—For capital improvements and/or extraordinary building and grounds maintenance programs of Salem United Church of Christ, Tonawanda, New York, and programs designed to promote the Church as an integral part of the life of its members.
2. Fifteen percent (0.15) –For outreach into the community, including but not limited to social service agencies to which the congregation relates and to special programs designed for implement the wider church mission.
3. Sixty percent (0.60)—For any purpose listed under 1 and/or 2 above. The committee shall make recommendations to the council in regard to the above.

SECTION 4: DISPOSITION OR TRANSFER OF FUND

In the event the Salem United Church of Christ ceases to exist, either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the governing body in conformity with the approved congregational bylaws and in consultation with the denominational staff to which this congregation belongs at such time. Consultation with the denomination may be desirable for continuation of Endowment Fund obligation. Disposition shall be consistent with the requirements of the laws of the State of New York.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended at the Annual Meeting of the Congregation, or at any Special Meeting of the Congregation called for this purpose, by a two-thirds (2/3) vote of those members present and voting, provided that the proposed amendment (s) be submitted in writing to all members at least thirty days prior to the Annual or Special Meeting of the Congregation.

These Bylaws are intended to conform to the applicable law of the State of New York, and in any divergence, such law shall prevail.

ARTICLE XIII

REPEAL OF FORMER BYLAWS

All former Constitutions, Bylaws, and Resolutions inconsistent with these Bylaws are hereby repealed and declared of no effect, except that all current Church Council Members and Church Council Officers shall continue to serve until their respective terms of office expire and their successors are installed.

These Bylaws shall take effect January 24, 2021.