

UNIVERSITY CONGREGATIONAL CHURCH
(United Church of Christ)
Missoula, Montana
June 29, 2014

CONSTITUTION

ARTICLE I. NAME AND AFFILIATION

01. The name of this organization shall be the University Congregational Church (United Church of Christ) of Missoula, Montana.
02. University Congregational Church is a local church of The United Church of Christ.
03. This local church is incorporated in the State of Montana, is a member of the Montana-Northern Wyoming Conference of the United Church of Christ, and is affiliated with the Montana Association of Churches.

ARTICLE II. PURPOSE

04. The purpose of this church is to worship God, to realize Christian fellowship and unity, to render service to humankind, and to strive for truth, justice and peace.

ARTICLE III. STRUCTURE

05. University Congregational Church is composed of its members, whose organization includes officers, the Cabinet, committees, ministry teams, and other groupings as determined by the agreement of the members.

ARTICLE IV. MEMBERSHIP

06. This church welcomes into its membership any baptized person who accepts the Covenant of Membership as given below. As an Open and Affirming congregation, we celebrate our diversity in sexual orientation, race, abilities and religious background. Adherence to a particular doctrine is not required.
07. The members of this church comprise the decision-making body of the church. A member shares all rights and responsibilities.
08. Termination of membership may be by letter of transfer to another church, by personal request of the member, or by inactivity. Members who have become inactive will be contacted periodically by an ad hoc committee appointed by the Cabinet to determine their interest in remaining members of the church.
09. COVENANT OF MEMBERSHIP

We are a free people of the United Church of Christ, set free to love God and each other.

We regard the church as a fellowship with a common purpose, to follow Jesus Christ, striving for truth, justice and peace. We believe each person seeks a relationship with God. We believe God's will is revealed to us through our participation in a covenanted community of sharing, service, and worship within and beyond Missoula.

We will work together in the life of this congregation seeking harmony with God, humanity, and nature. We endeavor in this congregation to share our ministry in such a way that all the people of this church are encouraged and equipped to serve the ministry to which they feel called.

ARTICLE V. GOVERNANCE

10. The governing body of this church is the members assembled in a properly convened Congregational Meeting.
11. The ministry of this church is organized into a Cabinet, ministry teams, and committees elected by, authorized by, and responsible to the congregation of members. The Cabinet, ministry teams, and committees may organize and delegate to other groups as needed to complete their work under their supervision.
12. Selection and operating procedures for the Cabinet, ministry teams, and committees are described in the Bylaws Articles I, IV, and V, respectively.

ARTICLE VI. RESPONSIBILITIES

13. Members are responsible for honoring their covenant of membership.
14. The Cabinet is responsible for faithfully representing the members and shall serve as the decision-making body for significant decisions made outside of Congregational Meetings. The Cabinet shall follow this constitution and bylaws in carrying out its responsibilities and communicate and collaborate with members, pastors, staff, ministry teams, and committees as they carry out their respective responsibilities.
15. The pastor(s) are responsible for the spiritual leadership of the congregation with responsibilities to include the use of the pulpit, the sacraments, all services of public worship, and the pastoral care of membership. The pastor(s) shall also have general supervision and oversight of the administrative functions and staff necessary to the continuous daily operation of the church. The pastors shall strive to keep the Cabinet informed of all significant activities affecting the local church, conference, and national denomination.
16. Staff are responsible for carrying out duties of their positions, maintaining confidentiality, and supporting the mission of the church.
17. Specific responsibilities for the Cabinet, pastors, and staff are detailed in the bylaws.

ARTICLE VII. OFFICERS OF THE CHURCH

18. The officers of the church membership shall be a moderator, a vice-moderator, a clerk, and a treasurer. They shall have voting rights on the Cabinet.

19. The officers shall be elected at an annual Congregational Meeting to hold office until the close of the next annual meeting or until their successors have been elected.
20. Duties for each officer are described in the Bylaws, Article III.

ARTICLE VIII. CONGREGATIONAL MEETINGS

21. Properly convened Congregational Meetings require advanced notification of the meeting communicated to members at least fifteen days before such meetings, either electronically or by mail.
22. There will be two regularly scheduled Congregational Meetings per year.
23. At some time during either of the two regularly scheduled Congregational Meetings, the congregation will elect church officers, ministry teams, and standing committees, approve a statement of objectives for the upcoming year, and approve an annual budget for the fiscal year January 1 through December 31.
24. Special meetings of the congregation are called either by the moderator or by the clerk upon written request of 5 percent of the membership to act on specific items of business to be listed in the call to meeting.
25. The vote of a majority of members at a Congregational Meeting will decide the action of the church, except for constitutional revisions and calling a pastor (see Constitution, Article X and Bylaws, Article VI) .
26. All matters decided by a congregational vote require a quorum of ten percent of the church members.
27. Action items at Congregational Meetings will follow the general procedure of motion, second, discussion, and vote. The Cabinet may hold open discussion sessions prior to the Congregational Meeting.

ARTICLE IX. INVESTMENT FUNDS AND PROPERTY

28. University Congregational Church, as a duly incorporated entity in the State of Montana, has title and rights to all real and personal property located at 405 University Avenue, Missoula, MT and cash and investments held in third-party accounts.
29. The University Congregational Church has certain long-term investments that the Investment Committee will manage under the direction of the Cabinet, in compliance with the Bylaws. Those investments are divided into three categories of Investment Funds: (a) The University Congregational Church General Long-Term Fund (the "Long-Term Fund"); (b) the University Congregational Church Permanent Endowment Fund (the "Permanent Endowment"); and (c) such Other Investment Funds as the Cabinet may approve from time-to-time.

30. Upon dissolution of the church, its assets and property will be transferred to the Montana-Northern Wyoming Conference of the United Church of Christ.

ARTICLE X. AMENDMENTS

31. "God hath yet more light and truth to break forth upon us," therefore this constitution or bylaws may be amended, superseded, or revoked by two-thirds affirmative vote of members present at a duly called Congregational Meeting, provided that written notice of the proposed changes have been given to membership in the meeting announcement fifteen days before the meeting.

Paragraphs 32-99 reserved for future use. Bylaws begin at paragraph 100.

BYLAWS

100. These Bylaws, consistent with the Constitution of University Congregational Church, further define and/or structure the officers, committees, ministry teams, and membership.

ARTICLE I: CABINET

101. The Cabinet shall endeavor to discern God's leading in the church. The Cabinet reflects a representative format, drawing representation from various ministry areas and committees, as well as the membership at large. Cabinet members shall be members of University Congregational Church. The Cabinet has administrative oversight of church operations and pastoral responsibilities.

102. The Cabinet is composed of church members serving in one of the following roles:

1. the church officers (Constitution, Article V)
2. the pastor(s)
3. one representative from each ministry team
4. one representative from each standing committee, except for the Executive Committee
5. three at-large members
6. a past moderator

103. Cabinet members shall have full voting privileges on all Cabinet business. Decisions will be made by majority vote, a quorum being present. A quorum shall consist of a majority of the voting Cabinet members. The Cabinet shall meet at least eight times each year. The Cabinet shall go into executive (non-staff Cabinet members only) session to discuss confidential matters such as personnel issues.

104. The Cabinet's administrative responsibilities are to:

1. provide direction to and coordinate activities of the ministry areas and committees;
2. oversee fiscal management;
3. approve ad hoc committees;
4. appoint delegates to various meetings and conferences;
5. oversee and approve personnel policies for staff, working with the personnel committee and pastors;
6. prepare an annual budget for congregational approval at the start of each fiscal year;
7. present a statement of major objectives to the congregation;
8. take action it deems necessary to promote the mission of the church.

105. The Cabinet's pastoral responsibilities are to:

1. review the pastor's terms of call, initially and as it may change over time;
2. call for the review of the church's and the pastor's mutual calling;
3. assemble a pastoral search committee if a vacancy occurs (see Bylaws, Article VI);
4. recommend replacement of the pastor(s) to the congregation when necessary;
5. collect and summarize evaluative comments to review and provide feedback to pastors every three years;
6. to approve requests for continuing education and sabbatical leave.

106. Cabinet members shall be elected annually with terms from July 1 through June 30 (see Nominating Committee in paragraph 124), serving a maximum of six consecutive years..
107. Midterm vacancies of the Executive Committee or at-large members will be filled by Cabinet appointment, upon recommendation of the Nominating Committee. Midterm vacancies of Cabinet representatives from ministry teams or standing committees will be filled by Cabinet appointment, upon recommendation of the respective ministry team or standing committee.

ARTICLE II: PASTORS AND STAFF

108. The Cabinet will approve the pastor's specific responsibilities after consultation with the pastor and the pastoral relations committee. In addition to being the spiritual leaders of the church, the pastors are responsible for:
 1. supervising and managing the day-to-day church operations;
 2. directing ministry teams and staff carrying out the work and mission of the church;
 3. communicating with and seeking guidance from the Cabinet;
 4. representing the local church's interest with the community, conference, and national denomination, .
109. Staff is all personnel employed to carry out the ministries and the daily operations of the church staff. Staff areas may include musical programs, religious education, custodial services, administrative duties, and ministry team support. Staff will be responsible in their areas of competence to the congregation through the personnel committee. Specifically, the staff is responsible for:
 1. completing tasks assigned by the pastor(s) and their supervisors
 2. honoring stewardship of church funds and supervise volunteers who handle church funds
 3. supporting ministry teams and the work of the Cabinet
 4. presenting a positive and welcoming attitude with members, guests, and the community
 5. honoring the traditions and life of the United Church of Christ.
110. Pastors and staff shall abide by the Personnel Policies and Procedures Manual, which is periodically updated by the Personnel Committee and adopted by the Cabinet, to facilitate professional and personal development, staff supervision, and compliance with applicable laws and regulations.
111. Pastors shall be called following the procedures described in the Pastoral Search Committee section of these bylaws (Article VI).
112. Staff shall be hired upon recommendation of the Personnel Committee and pastors, after the search is authorized by the Cabinet. The Cabinet will affirm all hiring decisions as soon as practical.

ARTICLE III: OFFICERS

113. Moderator – shall have the authority to convene and preside over Congregational and Cabinet meetings. The moderator chairs the Cabinet executive committee.

114. Vice-Moderator – shall assume the duties of the moderator in his/her absence, chairs the pastoral relations committee, convenes and chairs the nominating committee, and will normally be nominated as the moderator in office in the subsequent year.
115. Clerk – shall record the minutes of Congregational and Cabinet meetings, certify the presence of a quorum at these meetings, and convene special Congregational Meetings.
116. Treasurer – shall provide reports on income and disbursements of the church at each Cabinet meeting and at the annual Congregational Meetings; ensure that records are kept of contributions and that budgeted bills and salaries are paid; obtain Cabinet approval for unbudgeted expenditures before payment; and maintain an accounting of funds other than those specific to the annual operating budget.

ARTICLE IV: MINISTRY TEAMS

117. Programs and activities in the life of the church will be carried out under the direction of broad umbrellas of ministry known as Area Coordinating Teams (ACT) representing the broad ministries within the congregation. The number, names, and purpose of ACTs shall be determined by the Cabinet.
118. Each ACT will be composed of at least four church members elected to renewable one-year terms (not to exceed three years) and a staff liaison. Additional ACT members can join the ACT without being a church member.
119. Each ACT is responsible for:
 1. the planning, fiscal support, and oversight of the activities within its specific ministry area using a model in which task force groups are generated and designated to carry out various tasks, activities, and projects by congregational volunteers;
 2. developing an annual mission statement reflecting objectives and priorities of the coming year;
 3. establishing policies specific to its area;
 4. recommending an annual budget to the Cabinet;
 5. communicating monthly with the Cabinet;
 6. coordinating with and enhancing the work of its staff liaison.
120. Each ACT shall identify a team member to nominate as the Cabinet representative for that ACT. That team member shall be a church member with full voting rights on the Cabinet, or if not a church member, a nonvoting member of the Cabinet. Should that person be unable to fill his or her term, the ACT shall identify a replacement for the remainder of the term.
121. The ACTs of the church shall reflect the church's mission. The Cabinet may add, sunset, or modify ACTs as the church's mission flexes over time. The current ACTs are:

Congregational Connections - responsible for promoting the vision of deep, intentional relationships through fellowship, small groups, and congregational caregiving programs

Faith Development - responsible for promoting the vision of welcoming and youth and young adults, providing materials and staff for those programs, working with other ministry teams as

they relate to educational programming for all ages, maintaining the library and media collections, and supporting the work of the pastors and staff responsible for family and youth/young adult ministries.

Justice and Witness - responsible for promoting the vision of transformative mission involving the intergenerational faith community in the ethical, social, environmental, and moral issues and concerns of the larger community at all levels; foster relationships with historic and new mission partners, the United Church of Christ conference and national office, including related partnerships and mission opportunities.

Worship and Spiritual Life - responsible for promoting the vision of spiritual formation through the worship life of the church including worship planning, assistance with communion, provision of music programming, enhancement of the visual surroundings through arts and aesthetics, and facilitation of other spiritually related needs such as retreats.

ARTICLE V: STANDING COMMITTEES

122. Standing committees exist on a continuous basis, with the committee charge remaining constant but committee membership changing over time. Committee members are elected annually at a Congregational Meeting and serve one-year renewable terms, unless otherwise noted. Each standing committee other than the Executive Committee shall select one committee member to be the committee chair (unless specified below) and one committee member who is not a Cabinet officer to be the committee's Cabinet representative. One person may serve both roles, or the roles may be separate. The Cabinet representative will be a full member of the Cabinet with associated responsibilities (see Bylaws Article I). Should the Cabinet representative be unable to fill his or her term, the committee shall identify a replacement for the remainder of the term.
123. Executive Committee – Charge: to coordinate the Cabinet's activities, set the Cabinet agenda, and facilitate communication between the Cabinet, staff, ministry teams, and committees. The executive committee should meet at least once a month, prior to the Cabinet meeting, to set the Cabinet agenda. The executive committee is composed of:
 1. the moderator (chair)
 2. vice-moderator
 3. treasurer
 4. clerk
 5. pastor(s).
124. Nominating Committee – Charge: to prepare an annual slate of nominees for Cabinet positions, ministry teams, and standing committees; to recommend midyear replacements for open Cabinet and standing committee positions. In preparing the slate of nominees, the committee shall review the list of church members, attempt to ascertain members' wishes, and consider recommendations from others. The slate of nominees shall be included in the notice of the annual meeting but shall not preclude nominations made from the floor of the meeting. The permission of each nominee is necessary for his/her nomination. Every effort shall be made to reflect the needed diversity of our church leadership in regard to gender, age, sexual orientation, longevity in the church and other appropriate criteria. The Nominating Committee is composed of:
 1. Vice-moderator (chair)

2. Pastor(s)
 3. Three church members
125. Personnel Committee – Charge: to write staff position descriptions (except the pastor(s)), document all related personnel policies, participate in the staff hiring process, and provide a neutral party presence during performance evaluations, if requested. The Personnel Committee is composed of at least four church members.
126. Finance Committee – Charge: to propose an annual operating budget for Cabinet and congregation approval, monitor the monthly receipts and disbursements in comparison to the budget. The Finance Committee is composed of:
1. The treasurer
 2. The church administrator
 3. At least two church members
127. Investment Committee – Charge: manage the designated and non-designated monies in long-term investment fund (s), report quarterly to the Cabinet the spendable earnings of the long-term investment fund(s), and monitor and recommend changes to investment fund(s) provisions. The Investment Committee is composed of:
4. At least four church members with staggered 3-year terms, renewable one time.
128. Pastoral Relations Committee – Charge: to maintain a relationship between the pastor(s) and the members of the congregation, consult with the pastor(s) on his/her specific responsibilities, review the mutual health of the church's call and the pastor(s)' calling, initiate discussions with the pastor(s) on confidential or sensitive issues, serve as the communicator between the pastor(s) and the congregation on all matters of mutual concern, and be a support for the on-going ministry. The Pastoral Relations Committee is composed of:
1. Vice-moderator (chair)
 2. Three church members per pastor
129. UCC Children's Center Board (subset) -- Charge: to represent the church's interest in planning, financing, and operating the preschool programs housed in the church facility for the general community. The church appoints three church members to serve on the nine-member children's center board.

ARTICLE VI: PASTOR SELECTION

130. The Cabinet appoints nine church members to a search committee. Search committee members shall represent a cross-section of the congregation.
131. The search committee will elect a chairperson (or co-chairpersons) and secretary, consult with the conference minister, consider United Church of Christ guidelines for candidate selection, select profiles and interview candidates, ask the Cabinet for a preliminary determination of salary and benefits, and regularly report its progress to the Cabinet and congregation.
132. The search committee will present its recommendation to the Cabinet for approval. The Cabinet and the search committee will jointly recommend the candidate to the congregation by letter and will call a Congregational Meeting to approve the candidate.

133. The candidate will lead the congregation to worship and be present at the beginning of the Congregational Meeting to answer questions. Church members will vote by secret ballot with three-fourths affirmative votes needed for acceptance of the candidate for a call.
134. The search committee and the Cabinet will jointly send a formal letter of call to the candidate, including specific terms of the contract, to formalize the call the congregation supported.

ARTICLE VII – THE LONG-TERM FUND

135. Purpose: The University Congregational Church Long-Term Fund is dedicated to the Mission of the Church.
136. Purpose: The Long-Term Fund consists of gifts received by the Church, other than contributions specifically donated to the University Congregational Church Permanent Endowment Fund, described Article VIII below, Other Investment Funds as described in Article IX below, and items such as plate offerings, payments on pledges, and other recurring revenues that are normally included in the Church's operating budget. The Long-Term Fund includes "designated funds" (where the donor has specified one or more particular purposes for which the funds are to be expended) as well as "non-designated funds." The Long-Term Fund provides members and friends of the Church a vehicle for planned giving, with the possibility that the principal of such gift may be invaded in certain circumstances to pay for church mission projects or long-term improvements. The Investment Committee has the authority to reject gifts of designated funds that are thought to be not within the Mission of the Church.
137. Investment policy: The Long-Term Fund will be managed by the Church's Investment Committee with a view to earning a reasonable rate of return, given the desire to avoid any substantial loss of principal and the need for a reasonable amount of liquidity. Funds in the Long-Term Fund can be invested in common stocks as well as bonds, money market securities, bank accounts, certificates of deposit, and other appropriate vehicles. The Investment Committee shall invest the funds of the Long-Term Fund in compliance with the Uniform Prudent Management of Institutional Funds Act, currently provided for in Title 72, chapter 30, or any successor statutes. Investments can be made either in specific securities or in mutual funds. Members of the Investment Committee have the responsibility and moral obligation to bear in mind the concerns of the Church in carrying out their fiduciary responsibility to the funds under management.
138. Measurement of the annual income: The income or loss for any year will be measured by deducting from the value of the Long-Term Fund at end of the year the "adjusted beginning value." The "adjusted beginning value" is the beginning value adjusted for inflation, any gifts received during the year, and any disbursements made during the year. It is calculated by multiplying one plus the annual rate of inflation by the actual beginning value, plus any gifts received during the year, minus the amount of any disbursements from the Long-Term Fund during the year. When computed in this way, the annual income includes the earnings on both designated and non-designated funds. (The inflation rate will be calculated using the Consumer Price Index for All Urban Consumers (CPI-U) for the U.S. City Average of All Items, 1982-84=100, as published by the United States Department of Labor Bureau of Labor Statistics, or its successor. A sample of the income calculation will be maintained in the Church's Long-Term Fund files.)

139. Disbursement policies.

1. With the exception of capital expenditures, disbursements will not be made from the Long-Term Fund for any item that would normally be included in the annual operating budget, as determined by reference to the budgets for the past three years. Capital expenditures can be made from the Long-Term Fund in any given year only to the extent that such expenditures exceed \$3,000.
2. After the income for the year has been determined and allocated between the designated and non-designated portions of the Long-Term Fund, the Congregation may authorize disbursements from the non-designated income for the immediate past year, plus any accumulated income or minus any accumulated loss from previous years, for any purpose except payment for items specified in number 1 of this section.
3. In addition to any disbursements from the accumulated income of the Long-Term Fund, the Congregation may authorize disbursements from the non-designated portion of the principal of the Long-Term Fund for particular purposes, but only if the Congregation itself contributes a specified portion of the total expenditure to be made for a particular purpose [see number 4 of this section).
4. If the planned expenditure from the non-designated portion of the principal of the Long-Term Fund is for additions or improvements to the facilities of the Church, the contribution by the Congregation shall be at least 20 percent of the total expenditure. If the planned expenditure from the non-designated portion of the principal of the Long-Term Fund is for mission or outreach (for example, a contribution to the UCC "Make a Difference" campaign or a contribution to assist in the startup of a new church), the contribution by the Congregation shall be at least 10 percent of the total expenditure.
5. Proposals for expenditures from the non-designated portion of the Long-Term Fund shall be processed and approved or disapproved, in succession, by Cabinet and the Congregation. Proposed expenditures from the designated portion of the Long-Term Fund need to be approved only by the Cabinet.

ARTICLE VIII: THE PERMANENT ENDOWMENT FUND

140. Purpose: The University Congregational Church Permanent Endowment Fund ("Permanent Endowment") is dedicated to providing long-term financial stability in order to carry out the Mission of the Church. Moreover, the Permanent Endowment is designed to enable donors to the Church who are so inclined to benefit from tax incentives offered by Montana or Federal tax laws to encourage contributions to permanent endowments.
- 141 Sources of funds: The Permanent Endowment consists of gifts received by the Church which are designated as gifts to the Permanent Endowment. In addition, the Cabinet may from time-to-time direct that funds of the Church be deposited in the Permanent Endowment, although any funds deposited in the Permanent Endowment are subject to the terms governing the Permanent Endowment. The Permanent Endowment provides members and friends of the Church a vehicle for planned giving, with the assurance that the principal amount of their gift will never be invaded, but will instead provide a continuous source of funds for carrying out the Mission of the Church. The Investment Committee has the authority to reject gifts of designated funds that are thought to be not within the Mission of the Church.
142. Investment policy: The Permanent Endowment will be managed by the Church's Investment Committee with a view to earning a reasonable rate of return, given the desire to avoid any

substantial loss of principal and the need for periodic distributions of income to the Church general fund. The Investment Committee shall invest the funds of the Permanent Endowment in compliance with the Uniform Prudent Management of Institutional Funds Act, currently provided for in Title 72, chapter 30, or any successor statutes. The Cabinet shall from time-to-time adopt investment policies to provide guidance to the members of the Investment Committee regarding the Church's goals and aspirations for the Permanent Endowment. The members of the Investment Committee shall have the responsibility and moral obligation to bear in mind the concerns of the Church in carrying out their fiduciary responsibility to the funds under management.

143. Governance and Policies. The Cabinet from time-to-time shall adopt such policies for the Permanent Endowment as may be necessitated by Montana law in order that contributions to the Permanent Endowment, if those gifts meet all other requirements established by Montana law, will qualify for any income tax credits that Montana law affords for contributions to permanent endowments. Such law is currently commonly known as the "Montana Qualified Endowment Credit," governed by Mont. Code Ann. §§ 15-30-2327 and -2328 (2013).
144. Disbursement policies. Disbursements from the Permanent Endowment shall be made only in compliance with the policies described in paragraph 143.

ARTICLE IX: OTHER INVESTMENT FUNDS

145. Other Investment Funds are those funds which the Cabinet has approved for ongoing oversight by the Investment Committee.
146. Other Investment Funds typically will be established in one of the following ways:
 1. An agreement between the Cabinet and the initial donor(s), which sets forth the name, purpose, anticipated term (which may be perpetual), general investment strategy, distribution standards, any framework for modification, and other pertinent provisions for governing the fund.
 2. A policy adopted by the Cabinet which sets forth the name, purpose, anticipated term (which may be perpetual), general investment strategy, distribution standards, any framework for modification, and other pertinent provisions for governing the fund.
147. Unless the governing instrument for a particular Other Investment Fund, or specific instructions from the Cabinet, prohibits consolidation, the Investment Committee, after at least 30 days' notice to the Cabinet, may combine two or more Other Investment Funds into a single Other Investment Fund, if the result does adversely affect achievement of the purposes of the Other Investment Funds that are being combined.

ARTICLE X: BYLAWS INTERPRETATION

148. If a situation arises that is not addressed in the Constitution or Bylaws, the Cabinet shall agree on the course of action. Guidance applicable to the course of action should be incorporated in the next Constitution and Bylaws revision, in accordance with Constitution, Article X.