

**ARTICLES OF FEDERATION & BY-LAWS**  
**of the**  
**HEALDSBURG COMMUNITY CHURCH<sup>1</sup>**  
[MONTH OF PASSAGE], 2015

**Article I**  
**NAME**

The name of this organization shall be Healdsburg Community Church. All references to the Healdsburg Community Church in these Articles of Federation shall refer to and be the corporation of The Methodist Church of Healdsburg and the corporation of The First Presbyterian Church of Healdsburg.

**Article II**  
**OFFICE OF THE FEDERATION**

The federation shall maintain its principal place of business in the city of Healdsburg, Sonoma County, California, but may have offices and transact business at such other places as the Council may from time to time permit.

**Article III**  
**MEMBERSHIP**

Persons who believe that Jesus Christ is their Lord and their Savior, and have been baptized as a sign of their faith and who commit themselves to be faithful servants of Christ are entitled to be members of Healdsburg Community Church.

The membership of this church shall be composed of the members of the Methodist Church of Healdsburg, and the Healdsburg Presbyterian Church and all others who unite, or desire to unite, by profession of faith, reaffirmation of faith, or by letter from any Christian Church, and are received in the manner prescribed by the Methodist Church and/or the Presbyterian Church of the USA.

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<sup>1</sup> At the Healdsburg Federated Church Stated Council Meeting on October 9, 2001 the Council approved to adopt **Healdsburg Community Church** as the name change recommended by the Envisioning Team.

At a duly noticed Special Congregational Meeting on November 4, 2001 the congregation voted by secret written ballot and approved changing the name from Healdsburg Federated Church to **Healdsburg Community Church**, and all appropriate legal and necessary changes in respect to corporation, by-laws, and Denominational bodies.

**Article IV  
PASTORS**

Pastors of the Healdsburg Community Church shall be chosen from the Presbyterian Church of the USA in accordance with the procedures of that denomination.

**Article V  
PROPERTY**

The ownership of all property shall be vested one-half in the Corporation of the Methodist Church of Healdsburg and one-half in the Corporation of the Healdsburg Presbyterian Church.

**Article VI  
CHURCH COUNCIL**

Except as otherwise provided by these Bylaws, the PC(USA) Book of Order, the United Methodist Book of Discipline, and state law, all of the affairs and activities of Healdsburg Community Church shall be controlled and directed by a Council consisting of the Pastor, Co-Pastors, Associate Pastors and twelve elders in active service. The Council shall be the Board of Trustees for purposes of the California Nonprofit Corporation Law. All members of the Council are entitled to vote.

At the annual congregational meeting each year, four persons shall be elected to the Church Council for a term of three years. No member of the Council shall be eligible for re-election until one year shall have elapsed after his retirement from office.

The Church Council shall direct the use of all properties for the work of the Church, shall have charge of raising and expending funds, shall be an advisory board to plan with the pastor the program of Church work, shall employ staff as are necessary, and may delegate to either denominational board or a committee any matters in connection with the work of the Church; may select the Sunday School Superintendent, counselors of young people's groups, and appoint committees as may be necessary, and supervise all forms of work of the Church.

Should any difference of opinion arise between the Council and any board or organization of the Church, the Council, as the body having the superior responsibility for the welfare and program of the Church, shall have the final authority to make decisions, and any such decision shall prevail unless reversed or modified by a higher judicatory.

The Pastor shall be ex-officio Moderator of the Church Council. The Moderator shall preside at the meetings of the Council, shall call special meetings when desired and act in any capacity generally devolving on the moderator. Whenever the Pastor is unable to attend or other reasons make it advisable that another Moderator shall preside, a Moderator shall be chosen in accordance with the Book of Order. The Pastor shall be the Chairman of the Board of Directors of the Church for purposes of the California Nonprofit Corporation Law.

The Council shall annually elect from its members a President of the Congregation, who shall be an officer of the Church, shall execute contracts and agreements authorized by the Council and shall perform any and all other duties which the Council shall from time to time prescribe for that office.

The Council shall annually elect a Clerk, who shall be the secretary of the Church for purposes of the California Nonprofit Corporation Law. The Clerk of the Council shall keep and be responsible for a legible and accurate record of its proceedings as required by the Book of Order and the Book of Discipline. Such record shall be submitted to the Presbytery of Redwoods for inspection at least once a year and shall be available to the Presbytery upon request. The Clerk shall give and serve all notices of the Church required by law or these Bylaws.

The Council shall annually elect a Treasurer, who shall be the chief financial officer of the Church for purposes of the California Nonprofit Corporation Law. The Treasurer shall have custody of the funds of the Church and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Church, and shall deposit all monies and other valuable effects in the name and to the credit of the Church in such depositories as shall be designated by the Council, rendering a statement to contributors and a summary statement of funds to the Council as the Council directs. The Treasurer shall have such other powers and duties as prescribed by the Council or by law.

Two-third of the Elders in active service (rounding down to whole numbers), with a Moderator, shall constitute a quorum, except for the reception of members, when the quorum shall be the Moderator and two (2) members of the Council. Decisions of the Council shall be binding when passed by a majority of those present and voting.

**Article VII  
FINANCIAL MANAGEMENT**

The Council shall make an annual report to the congregation setting forth the following:

- a) A statement of the funds and investments of the Church; and
- b) The receipts and disbursements for the previous year; and
- c) An estimate of the receipts and disbursements for the ensuing year.

**Article VIII  
CONGREGATIONAL MEETINGS**

The annual meeting of the congregation shall be held in January of each year, the date and hour to be set by the Church Council. Each organization of the church shall submit a written report for inclusion in the Annual Report booklet. The election of various officers and members of the Church Council shall take place at this time. The Pastor and the treasurer or member of the finance committee shall make annual reports.

The Council may call special meetings of the Congregation. Notice of special meetings shall be given from the pulpit during public worship and published in the Church bulletin on the two preceding Sundays. At such meetings no business shall be transacted except such as is named in the notice.

The Pastor shall preside at all meetings of the Congregation. The Clerk of the Council shall prepare the Minutes of these meetings. The Council at its next regular meeting shall review minutes. When approved by the Session, these Minutes shall be final.

Twenty percent (20%) of the active members of the Church shall constitute a quorum for the transacting of business at either an annual or special meeting of the Congregation.

**Article IX  
VOTING**

For the purpose of carrying on the business of congregational meetings, all active members shall be entitled to vote. In matters pertaining to the corporate business of the church, voting persons must be 18.

Whenever in these Bylaws a two-thirds vote is specified, it shall be interpreted to mean two-thirds of all those present and voting.

The manner of voting is to be determined by the Church Council.

An active or communicant member shall be defined in the Discipline of the Methodist Church and/or the Book of Order of the Presbyterian Church of the USA.

**Article X  
LIABILITY**

No officer or member of any board acting for this federation shall be personally liable for the debts, liabilities, or the obligations of the federation.

**Article XI  
DENOMINATIONAL RELATIONS**

Officers of the California Conference of the Methodist Church and the Presbytery of the Redwoods shall be contacted upon matters of concern to the parent churches and their officers shall be invited to attend the annual meetings of this church.

**Article XII  
AMENDMENTS**

The Articles of Federation & Bylaws may be amended by a two-thirds vote of the members at a regular annual meeting, or at a special meeting of the congregation, notice of which has been given from the pulpit at two regular Sunday morning services. This notice shall state the time and place of the meeting, the reason therefore, and the proposed change in the Articles & Bylaws.

**Article XIII  
ADOPTION**

These Articles of Federation & Bylaws shall be effective when approved by a two-thirds vote of the members of the Healdsburg Community Church at a congregational meeting called for the purpose of adopting these Articles & Bylaws.

**Article XIV**  
**NOMINATING COMMITTEE**

There shall be a Nominating Committee elected to identify nominees for the Church Council, the Nominating Committee for the following year, and when necessary, a Pastor Nominating Committee, who display in their life and work a deep Christian faith and commitment, are active members in good standing, and meet the standards set forth for church officers in the Book of Discipline of and/or the Book of Order. The Committee will also nominate persons to the congregation to fill any vacancies that may occur during the year.

The Nominating Committee shall consist of five (5) members chosen annually. No member of the Committee shall serve more than two (2) years consecutively. The Committee shall consist of seven (7) members. Two members of the Church Council will be identified by the Council and will serve on this committee, one serving chairperson and the other as vice-chairperson. The vice-chairperson will serve as the chair the following year. The remaining members shall be people identified by the Nominating Committee as active members of the congregation who have demonstrated an active love and loyalty to Jesus Christ and his church. They will be elected by the Congregation for a term of three years at the annual meeting or at a special meeting called for that purpose. The Pastor shall be a member of the Nominating Committee ex officio but without vote. The Nominating Committee shall cause to be published with the notice of the congregational meeting at which it is to present its report the names of the persons whom, as of the time of the notice, the committee has decided to place in nomination.

If there are nominations from the floor, the identified person must: (1) prior to the congregational meeting, consent to be nominated and (2) meet the above stated criteria.

**Article XV**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of order Newly Revised shall govern the Healdsburg Community Church in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order in the Book of Discipline of The United Methodist Church or the Book of Order of the Presbyterian Church (USA).

Approved by Council  
[date]

Approved by Congregation  
[date]

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Clerk of Council