

RESOLUTION OF THE CONGREGATIONAL BOARD RECOMMENDING AMENDMENTS TO BYLAWS

A meeting of the Congregational Board of Country Club Christian Church was held on the 13th day of February 2018, at which time the report and recommendations of the Governance Review Committee appointed in 2016 to review potential changes in the existing Amended and Restated Bylaws ("Bylaws") was reviewed and discussed; and

Upon motion duly made, seconded and unanimously carried, the Congregational Board voted to approve the recommendations of the Governance Review Committee and place the proposed changes to the Bylaws before the congregation at the annual meeting on April 8, 2018 for vote.

BE IT HEREBY RESOLVED, that upon recommendation of the Governance Review Committee and pursuant to Article IX (B) of the Bylaws, the Congregational Board recommends to the congregation amendments to the Bylaws to primarily serve the following purposes: (1) bring the Bylaws into alignment with current church practices; and (2) streamline the Congregational Board and its committees by both reducing their size to reflect current best practices and reducing time demands on volunteer Board members; and notice of the proposed amendments has been duly provided to the congregation at a congregational meeting on February 25, through publication of the proposed changes in *The Christian* and the church website, and through an additional informational meeting on March 25; and the amendments to the Bylaws shown on the document attached to and incorporated by reference in this Resolution accomplish the stated purposes and are recommended by the Congregational Board for adoption by the congregation at the annual meeting on April 8, 2018.

BE IT FURTHER RESOLVED, that upon the congregation's approval of the amendments, the amendment to Article V(B)(1) of the Bylaws changing the number of Congregational Board members from twenty-three (23) to fifteen (15) shall be implemented no later than July 1, 2019 by electing no new "at large" Congregational Board members for the fiscal year commencing July 1, 2018 and, assuming no interim loss of Congregational Board members, electing two new "at large" Congregational Board members for the fiscal year commencing July 1, 2019.



Scott Glasrud, Chair of the Congregational
Board of Country Club Christian Church

AMENDED AND RESTATED BYLAWS

OF

COUNTRY CLUB CHRISTIAN CHURCH

(As adopted on June 2, 2002 including all amendments as of ~~July 2, 2012~~ April 8, 2018)

I) Name and Membership

A. Name and Organization

The name of this corporation shall be "Country Club Christian Church," affiliated with the Christian Church (Disciples of Christ) in the United States and Canada. This corporation shall be referred to as the "Congregation" in these Bylaws. The Congregation is a general nonprofit corporation organized under the Missouri Nonprofit Corporation Act.

B. Membership

Membership of the Congregation shall consist of those who are ~~from time to time~~ identified on the membership roll as members of the Congregation.

II. Ministries and Authority of the Congregation

A. Ministries of the Congregation

The Congregation is called to witness to its faith in God as revealed in Jesus Christ. It manifests its faith through the ministry teams of the Church ~~church~~ such as practical services, outreach, education, music, and worship. Ministry teams may be added or deleted by action of the Congregational Board ~~congregational board~~ and leaders of the ~~said~~ teams shall be appointed by the staff assigned to that ministry. ~~administrative structure of four Ministries: Worship, Outreach, Spiritual Growth and Administration. There shall not be more than four such Ministries of the Congregation, although the names and structure of the Ministries may change as needs require. There shall be a lay coordinator for each Ministry who shall be appointed by the chairperson of the Congregational Board and shall work with the staff member or members assigned to such Ministry.~~

B. Authority

All authority is in and shall remain in the Congregation, except as delegated in these Bylaws. The Congregation shall elect Elders, Deacons, Endowment Trustees, members (other than *ex officio* members) and officers of the Congregational Board and the chairperson and at-large members of the Personnel Committee and shall approve the

~~eight Ministry representatives on the~~ members of the Nominating Committee at the annual meeting of the Congregation.

III. Meetings of the Congregation

A. Place of Meeting

Unless otherwise designated in the notice of a meeting, all meetings of the Congregation shall be held at the Church.

B. Annual Meeting

An annual meeting of the Congregation shall be held on a Sunday within 60 days preceding the beginning of each fiscal year on a date and at a time or times to be determined by the Congregational Board. A single meeting may be held at multiple times on the same day.

C. Special Meetings

Special meetings of the Congregation may be called by the chairperson of the Congregational Board, by resolution of the Congregational Board or by petition of five percent of the members of the Congregation. Any petition calling a special meeting shall state the purpose, place, date and time of ~~the such~~ meeting and shall be submitted to the chairperson of the Congregational Board not less than 14 days prior to the date of the meeting.

D. Voting

Each member of the Congregation shall have one vote. There shall be no cumulative voting or proxy voting. Written ballots may be required by motion properly carried at the meeting of the Congregation.

E. Notice of Meetings

Not less than one week prior to each meeting of the Congregation, notice of such meeting shall be (1) announced from the pulpit and (2) published in the official publication of the Church or mailed to members of the Congregation. Notices for all meetings of the Congregation shall state the time and place of such meetings, and, in the case of special meetings, the purpose of such meetings. Such announcements and published or mailed notices shall be deemed adequate notice of any meeting except where written notice of proposed amendments to these Bylaws is required as hereinafter specified.

F. Quorum

Presence of not less than 150 members of the Congregation shall constitute a quorum for the transaction of business at any meeting of the Congregation. If a single annual meeting is held at more than one time on the same date, the aggregate number of members present at such meeting shall be used to determine whether a quorum is present.

IV. Officers

A. Election of Officers

The following officers shall be elected by the Congregation:

1. Chairperson of the Congregational Board, who also shall serve as chairperson of the Congregation.
2. Chairperson-elect of the Congregational Board, who also shall serve as chairperson-elect of the Congregation.
3. Treasurer of the Congregational Board, who also shall serve as treasurer of the Congregation.
4. Secretary of the Congregational Board, who shall also serve as secretary of the Congregation.

Where necessary or appropriate to satisfy any requirement of law, the chairperson shall be considered, and may take action as, the president of the Congregation, and the chairperson-elect shall be considered the vice president of the Congregation, and each such person may act on behalf of the Congregation and execute agreements and documents on behalf of the Congregation in such designated capacity. In addition, the Congregational Board may elect such other officers as deemed appropriate and such officers shall have such authority and responsibilities as the Congregational Board may designate.

B. Term of Office

Officers shall be elected to serve for a one year term.

C. Vacancies

1. A vacancy shall occur when, for any reason, an officer of the Congregational Board shall be unable to complete the term for which such officer was elected.
2. In the event of a vacancy in the office of chairperson, the chairperson-elect shall serve the remainder of the term in which the vacancy occurs and for one full term thereafter.

3. In the event of a vacancy in the offices of chairperson-elect, treasurer or secretary, the Nominating Committee shall submit its nomination for the vacant office to the Congregational Board, and the Congregational Board shall elect a person to complete the unexpired term of the office in which such vacancy has occurred.

D. Responsibilities

1. The chairperson shall preside at all meetings of the Congregation and of the Congregational Board and shall perform other duties normally associated with that office.
2. The secretary shall keep accurate and complete minutes of all meetings of the Congregation and the Congregational Board.
3. The treasurer shall review the handling and the records of all monies received and disbursed to insure accuracy and completeness and shall perform such other duties in connection with the finances of the Congregation as the Congregational Board shall determine.

V. Congregational Board

A. Powers of Congregational Board

The board of directors of the Congregation shall be known as the Congregational Board, and all references to the Congregational Board herein shall be deemed references to the board of directors of the Congregation. The Congregational Board shall be deemed to be the "Official Board" for purposes of the Articles of Incorporation of the Congregation. All corporate powers shall be exercised by or under the authority, and the affairs of the Congregation shall be managed under the direction, of the Congregational Board. The Congregational Board shall hire the ministerial staff of the Congregation.

B. Membership

1. The members of the Congregational Board shall be as follows:
 - a. ~~three persons from the Worship Ministry;~~
 - ~~b. three persons from the Outreach Ministry;~~
 - ~~c. three persons from the Spiritual Growth Ministry;~~
 - ~~d. three persons from the Administration Ministry;~~
 - ~~e.a. three~~ seven members of the Congregation elected at-large;
 - b. the immediate past chairperson, the current chairperson and the chairperson-elect of the Elders;
 - c. the immediate past chairperson, the current chairperson and the chairperson-elect of the Congregation;
 - d. the chairperson of the Personnel Committee; and

- e. the treasurer of the Congregational Board.
2. At least one third of the Congregational Board shall be Elders, and the remaining members of the Congregational Board shall be Deacons. A person may not hold more than one position on the Congregational Board at any given time.
3. Members of the Congregational Board (other than *ex officio* members) shall serve in staggered three-year terms, determined, if necessary, by the Nominating Committee. In the event of a vacancy in the membership of the Congregational Board, the nominating committee shall recommend a new member for approval of the Congregational Board. That member shall serve until the next annual meeting of the Congregation, at which time the Congregation shall elect a member to fill the remaining unexpired term, if any.
4. All members of the Congregation and staff are welcome at meetings of the Congregational Board. If a majority of the Congregational Board determines that it is necessary, it may go into executive session for part or all of any meeting.

C. Meetings

The Congregational Board shall hold such meetings as it deems appropriate. Special meetings of the Congregational Board may be called by the chairperson or upon request of at least ~~six~~ four members of the Congregational Board. Except in the case of emergency meetings, at least seven days' notice of the date, time and place of each meeting of the Congregational Board shall be given to all members of the Congregational Board. At the same time notice of such meetings is given to the members of the Congregational Board, notice will also be posted on the Church website. ~~in the church office.~~

D. Quorum and Voting

A majority of the members of the Congregational Board in office immediately before a meeting begins shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of members of the Congregational Board present is the act of the Congregational Board.

E. Minutes of Meetings

The approved minutes of all meetings of the Congregational Board shall be available to any member of the Congregation or of the program staff on the Church website. ~~in the church office.~~

VI. Committees

A. General Committees

The Congregational Board may authorize committees of the Congregational Board, in addition to the committees hereinafter authorized, for such purposes as it may deem advisable. The chairperson may appoint members of such committees. Each committee shall include at least ~~two~~ one member of the Congregational Board and may also include non-Board members.

B. Finance Committee

There will be a Finance Committee, which will consist of members of the Congregation appointed by the chairperson of the Congregational Board in consultation with the Treasurer of the Congregational Board. The Finance Committee will include, but will not be limited to, members of the Congregational Board and the Endowment Trustees. The Treasurer of the Congregational Board will chair the Finance Committee. The Finance Committee will be responsible for budget, audit and stewardship functions.

C. Personnel Committee

There shall be a Personnel Committee which shall consist of the chairperson of the Personnel Committee, the chairperson, ~~the chairperson-elect~~ and the immediate past chairperson of the Congregational Board; the chairperson, ~~the chairperson-elect~~ and the immediate past chairperson of the Elders, and three members of the Congregation elected at-large by the Congregation. The at-large members shall not be members of the Congregational Board and shall serve staggered three-year terms. Vacancies shall be filled in the same manner as at-large members are originally elected. The chairperson of the Personnel Committee shall be elected by the Congregation and must be an Elder. The Personnel Committee shall (i) establish policies on personnel issues, (ii) provide for performance evaluations of, and open communications with, all Church staff, (iii) recommend salaries and benefits for all Church staff, and (iv) consider such other matters as it deems appropriate, all in the context of maintaining positive relationships between the Congregation and its staff.

D. Nominating Committee

There shall be a Nominating Committee which shall consist of the chairperson-elect of the Congregational Board, who shall chair the Nominating Committee, the chairperson of the Congregational Board, the chairperson and the chairperson-elect of the Elders and ~~a Deacon and an Elder proposed by each of the four Ministries of the Congregation.~~ three deacons and three elders. The Senior Minister of the Congregation shall be a non-voting member of the committee. The Minister of Youth of the Congregation (or the person holding the analogous program staff position) will present a slate of Youth Elders and Youth Deacons for approval by the nominating committee. ~~appoint two members of the Congregation who are middle school or high school age (at least one of whom will be high school age) to serve as voting members of the Nominating Committee for the discussion and nomination of Youth Elders and Youth Deacons, and (2) will be a non-voting member of the committee during the discussion of nomination of Youth~~

~~Elders and Youth Deacons. The eight representatives of the Ministries~~ three Deacons and three Elders of the Congregation shall be approved by the Congregation and shall serve one-year terms. Vacancies on the Nominating Committee shall be filled by the Congregational Board until the next annual meeting of the Congregation. The Nominating Committee shall be responsible for nominating persons for all positions to be elected by the Congregation, including Elders, Deacons, Youth Elders, Youth Deacons, Endowment Trustees, the members (other than *ex officio* members) and officers of the Congregational Board and the chairperson and at-large members of the Personnel Committee ~~and the Nominating Committee~~. The Nominating Committee shall actively seek input from the Congregation with respect to candidates for all positions prior to nominating the slate of nominees.

VII. Elders

A. Eldership

Elders are viewed as women and men of character and substance whose lives demonstrate their commitment to God through Jesus Christ and the Church in the following ways:

1. Elders are called to serve as role models to the Congregation through their conversation, attitude and action in everyday life and through responsible financial support of the Church.
2. Elders are called to be teachers and learners. They are committed to spiritual growth through a life-long learning process.
3. Elders are called to be visionaries. They are mindful of the Church's mission and vision statements and are willing and able to articulate their vision of the Church.
4. Elders are charged with discerning an overall sense of the spiritual life of the Congregation and lifting it up. Their role is one of guidance of the Congregation and support of the Church leadership.

Elders are not an administrative or policy-making body, but serve individually in key areas of leadership.

B. Election of Elders

1. To be eligible for election as an Elder of the Congregation, a member must have served as a Deacon.
2. ~~The Congregational Board shall establish a minimum number of Elders to serve each year.~~

2. The Congregation shall elect enough Elders each year so that following such election there shall be at least the minimum number of Elders, as established by the Congregational Board, to serve in the following year. There shall not be any maximum number of Elders.

3. Elders must financially support the Church

C. Officers.

The Elders shall elect a chairperson, a chairperson-elect and such other officers as they shall deem useful to their work in the Ministries of the Church.

D. Youth Elders

Youth Elders are members of the Congregation who are high school age youth and are viewed as demonstrating maturity in character, attitude, and faith and who actively display and model to their peers a commitment to God through Jesus Christ and the Church in the following ways:

1. Youth Elders are called to serve as role models to their peers through their conversation, attitude and action in everyday life and through responsible financial support of the Church.
2. Youth Elders participate in worship by serving at the communion table with Elders, serving communion with Deacons and serving ~~that in~~ visiting communion with Elders and Deacons.
3. Youth Elders are active in the youth ministry of the Church and support the other Ministries of the Congregation.

E. Election of Youth Elders

To be eligible for election as a Youth Elder of the Congregation, a member must meet the following criteria:

1. Youth Elders must be of high school age and be a member of the Church.
2. Youth Elders must financially support the Church.
3. Youth Elders must have served as Youth deacons and be active in the Ministries of the Church.

F. Number and Term

There may be any number of Youth Elders and Youth Deacons. Each Youth Elder and Youth Deacon will be elected for a term of one year.

VIII. Deacons

A. Deacon Program

Deacons are members of the Congregation who actively serve the Ministries of the Church in the following ways:

1. Deacons participate in leadership training and spiritual growth programs designed for Deacons.
2. Deacons serve in worship, participate actively in one or more Ministries of the Church and share generously, as they are able, of their gifts of time, talent and money.
3. Deacons work with Elders in promoting the growth and welfare of the Church. They are active in the life of the Congregation and support the program and activities of the Congregation.

Deacons are not an administrative or policy-making body, but serve the Congregation and its Ministries in a variety of ways.

B. Election of Deacons

- ~~4. The Congregational Board shall establish a minimum number of Deacons to serve each year, which number shall be determined by the needs of the Congregation. There shall not be any maximum number of Deacons.~~
1. The Congregation shall elect enough Deacons each year so that following such election there shall be at least the minimum number of Deacons ~~as established by the Congregational Board~~, to serve in the following year.
2. Deacons must financially support the Church.

C. Term

Each Deacon shall be elected for a term of three years, provided that if a Deacon is serving on the Congregational Board at the time his or her term as a Deacon would otherwise expire, that term will automatically be extended to the end of his or her term on the Congregational Board.

D. Youth Deacons

Youth Deacons are members of the Congregation who are middle school and high school age youth and actively serve the Ministries of the Church in the following ways:

1. Youth Deacons serve in worship with Deacons, including serving communion.
2. Youth Deacons participate actively in one or more Ministries of the Church.
3. Youth Deacons share, as they are able, of their gifts of time and talent.

E. Election of Youth Deacons

To be eligible for election as a Youth Deacon of the Congregation, a member must meet the following criteria:

1. Youth Deacons must be of middle school or high school age and be a member of the Church.
2. Youth Deacons must financially support the Church.
3. Youth Deacons must be active in a Ministry of the Congregation.

F. Number and Term

There may be any number of Youth Elders and Youth Deacons. Each Youth Elder and Youth Deacon will be elected for a term of one year.

IX. Miscellaneous Provisions

A. Bylaws Effective

These Amended and Restated Bylaws shall be effective upon the adoption thereof by the Congregation as designated in Section IX.B Amendments.

B. Amendments

These Bylaws may be amended at any annual or special meeting of the Congregation. Written notice of the proposed amendment or amendments and the general nature and character thereof shall be made available to members of the Congregation not less than one week prior to such annual or special meeting. A two-thirds majority of members voting at any such meeting will be required for adoption of any amendment to these Bylaws.

C. Roberts' Rules of Order

All parliamentary procedures for meetings of the Congregation and the Congregational Board shall be governed by Roberts' Rules of Order.

D. Fiscal Year

The fiscal year of the Congregation shall be established by the Congregational Board.