

CONSTITUTION
OF
WAYZATA COMMUNITY CHURCH

Restated June 1, 2014

**Constitution of
Wayzata Community Church
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**CONSTITUTION
OF
WAYZATA COMMUNITY CHURCH**

Article One – Name

The name of this Church shall be Wayzata Community **Church**.

Article Two - Aspirations

Members of this Church aspire to bind together followers of Jesus Christ for the purpose of sharing in the worship of God and in revealing God's will in the lives of humankind, individually and collectively, especially as that will is set forth in the life, teachings, death, and living presence of Jesus Christ. The vision of this Church is to inspire the world with the inclusive love of Jesus. Its mission is to be a caring community drawn together by God's grace and called personally to live out Christ's love.

Article Three - Polity

3.1 This Church acknowledges Jesus Christ as savior and finds in the holy scriptures, interpreted by the Divine Spirit through reason and faith and conscience, guidance in matters of faith and discipline.

3.2 The governance of this Church is vested in its Members, who exercise the right of control in all its affairs. Members adopt this Constitution as a statement of principles and a body of rules for the operation of this church in accordance with Minnesota Statutes Chapter 315 under which it is organized.

3.3 Members of this Church accept the obligations of mutual counsel, respect and cooperation involved in the free fellowship of the United Church of Christ and pledge to share its common aims and work, in the tradition of our Congregational heritage.

Article Four - Beliefs

4.1 Each Member shall have the undisturbed right to follow the word of God according to the dictates of the Member's own conscience, under the enlightenment of the Holy Spirit. The following statements of belief, therefore, are not tests of membership, but express the spirit in which the Members interpret the word of God.

4.2 Members believe in God's unconditional love and grace that extend to all people through Jesus Christ, whose life reveals God's redeeming work in the human family, and in the Holy Spirit that brings them into closer harmony with God, creation, one another and themselves.

4.3 Members as disciples follow the path of Jesus Christ while respecting other pathways to God. They encourage each person's individual spiritual journey embracing a variety of sacred practices. They reach out in love to those in need locally, nationally, and internationally. They find more grace in the search for meaning than in absolute certainty. They are united by faith, called to serve, and inspired to think.

Article Five - Covenant and Membership

5.1 Covenant. Members of the Church covenant with the Lord and one another, and bind themselves together in community in the presence of God, to walk together in all God's ways as revealed in God's blessed word of truth.

5.2 Membership. The Church invites into membership all people who seek to follow Jesus Christ. To be formally admitted as Members, persons must complete such process as the Board of Deacons prescribes under Article Eight below. The Church welcomes as guests all people who wish to participate in its worship and volunteer for its ministries so they and Members may share and learn in faith and service with each other.

Article Six - Meetings of Members and Definitions

6.1 **Authority of Members.** This Constitution vests in Members all authority to conduct the affairs of this Church except authority specifically delegated to others in this document. Members shall elect a Council, Board of Deacons, Nominating Board, Moderator, Vice-Moderator, and other Officers, all as defined below. Candidates shall be nominees presented by the Nominating Board to Members and any persons nominated by Members from the floor. Members are further empowered to approve the hiring of called Clergy as defined below, approve annual budgets, and vote on such other matters as prescribed below.

6.2 **Financial Commitments and Real Estate.** Members reserve exclusive authority to approve at an Annual or Special Meeting the purchase, sale, transfer, or other conveyance of real estate of the Church. Gifts of real estate to the Church shall be considered conveyances if Council accepts them for real estate use, but not if Council accepts them as contributions to be converted to cash. Members also must approve at an Annual or Special Meeting the incurrence of debt or making of financial commitment binding the Church in excess of 25% of the total of pledged and non-pledged contributions in the prior fiscal year.

6.3 **Annual Meetings.** Members shall hold Annual Meetings at a time and date set by Council, at which Members shall receive yearly reports of Officers and Ministry Groups as directed by Council; elect Officers, delegates and representatives; approve budgets; and transact other business properly brought before Members.

6.4 **Special Meetings.** The Senior Minister, Moderator, or Council may call a Special Meeting of Members by notifying the Secretary. Members also may call a Special Meeting to exercise their authority described in section 6.1 above, including rejection of actions of Council, by delivering to the Secretary a written request from at least one hundred (100) Members. The request shall

describe in reasonable detail the reasons for and purpose of the requested meeting and no other business may be transacted. After a Special Meeting is called, the Secretary shall notify the Moderator as soon as possible. Members shall print and sign their names to the request so their memberships can be verified. The Moderator then shall set a date for the meeting to be held within sixty days after the date of notification or written request.

6.5 **Notice.** The Church shall give at least two (2) weeks' notice of the time and place for Annual and Special Meetings by: (a) written notice mailed or electronic communication sent to all Members, (b) notice published in Church bulletins at all Sunday public worship services, and (c) notice posted to an Internet-based platform of the Church. Notices of Special Meetings shall identify the person or group requesting the meeting and describe in reasonable detail the reasons for and purposes of the meeting.

6.6 **Quorum.** A quorum consists of one hundred fifty (150) Members.

6.7 **Voting.** Unless otherwise provided in this Constitution or required by law, Members who attend duly called Annual or Special Meetings where a quorum is present shall take action by the affirmative vote of a majority of votes cast. The call or dismissal of called Clergy, however, shall require the affirmative vote of 2/3 of votes cast. Members shall vote by voice or show of hands unless a majority of Members adopt a motion to require written ballots or another method. Proxy voting is not permitted.

6.8 **Removal of Persons in Office.** Members may remove a Council member, Deacon, Nominating Board member, Officer or Ministry Group member with or without cause by the affirmative vote of a majority of votes cast at an Annual or Special meeting in compliance with the voting requirements of the previous section.

Article Seven - Church Council

7.1 **Elections.** At each Annual Meeting, Members shall elect lay Members to a Church **Council** from persons nominated by the Nominating Board as provided in Article Nine below, or persons nominated from the floor. Members shall elect the number of lay Members needed to compose the Council as described in section 7.6 below. For purposes of Minnesota Statutes Chapter 315 under which this Church is organized, any reference to Council in this Constitution shall be deemed a reference to a board of trustees.

7.2 **Functions; Duties.** In collaboration with Members, Officers, Clergy, and lay leaders, and with advice from its Ministry Groups (defined below), Members authorize Council to:

7.2.1 set policy for Church ministries, personnel, property, finances, and operations;

7.2.2 visualize Church Aspirations and ministries;

7.2.3 create, delegate duties to, and disband Ministry Groups other than the Board of Deacons and the Nominating Board in performance of its governance functions, except that Council shall maintain lay governance boards that promote the Beliefs of Members

described in Article Four above, and the Board of Deacons shall determine whether a board does so;

7.2.4 review and approve the objectives, plans, programs and budgets of Ministry Groups;

7.2.5 assign responsibilities, monitor performance, resolve differences, and require actions of Officers;

7.2.6 manage Clergy;

7.2.7 set Church fiscal and operational years; and

7.2.8 take actions it deems necessary or desirable to further these functions.

7.3 **Ministry Groups.** Ministry Groups shall mean the Board of Deacons, Nominating Board, and such other boards, committees, task forces and other groups of Members, by whatever name given them in this Constitution or in the Rules of Procedure (described in the next section), to which Council has delegated authority and duties to carry out the business of the Church.

7.4 **Rules of Procedure.** Council shall prescribe Rules of Procedure (**Rules**) consistent with this Constitution to provide for Ministry Groups and set out detailed processes for the orderly transaction of business, conduct of ministries, implementation of its authority, and discharge of its responsibilities. Council shall have continuing authority to modify or expand its Rules by a 2/3 majority of votes cast. Prior to the vote to do so, Council shall give at least two weeks prior notice of proposed changes to Members by: (a) electronic communication sent to all Members, (b) publication in Church bulletins at all Sunday public worship services, and (c) posting to an Internet-based platform of the Church. The notice shall include a description of the proposed changes in reasonable detail, to enable Members to give input to Council for its consideration. The authority and duties of the Board of Deacons and Nominating Board prescribed in this Constitution, however, may be changed only by Members by amendment to this Constitution.

7.5 **Matters Central to Beliefs.** The preceding functions notwithstanding, actions of Council in matters central to Beliefs (as set out in Article 4 above) must be approved by the Board of Deacons to become effective. If Council and Deacons cannot agree on such an action, or if Council and the Board of Deacons do not agree such an action is central to Beliefs, Members shall resolve the impasse at an Annual or Special Meeting.

7.6 **Composition; Terms.** Council shall consist of the Moderator, Vice-Moderator, and twelve (12) to fifteen (15) other elected lay Members, all of whom shall be voting members of council. The Senior Minister, Finance Director, Personnel Director, Planning Director and Secretary shall serve as ex-officio members of Council with voice but no vote. The Immediate Past Moderator also may serve as a voting member as provided in section 11.4 below. Council members shall serve staggered terms of three years. The terms of Council members elected as Vice-Moderator, Moderator and Immediate Past Moderator, however, shall be extended by the number of years they serve in those capacities. Persons who have served at least two years as elected Council members shall not be eligible for re-election until at least two years after their terms expire.

7.7 **Meeting Frequency/Rules of Order/Member Access.** Council shall conduct regular meetings not less frequently than six (6) times each year. The Senior Minister, Moderator or any

three Council members, upon two days by electronic communication notice to all Council members, may call special meetings of Council. Council shall conduct its meetings under Robert's Rules of Order if the presiding chair of the meeting determines that the orderly transaction of Church business requires them. All meetings of Council shall be open to Members except for executive sessions it convenes to address confidential matters as provided in Robert's Rules of Order.

7.8 **Quorum.** Attendance by a majority of Council members entitled to vote shall constitute a quorum for the transaction of business at their regular and special meetings. Members may attend physically or by voice transmission. If a quorum exists when a duly called meeting is convened, attending members may continue to transact business until adjournment, even if the withdrawal of one or more members leaves fewer attending than the number originally required for a quorum.

7.9 **Majority Vote.** At meetings where the quorum requirement is met, Council shall take action by the affirmative vote of a majority of voting members attending physically or by voice transmission, unless a greater number is specified herein. Proxy voting is not permitted.

7.10 **Action by Writing or Electronic Communication Without a Meeting.** Any action Council can take at a meeting may be taken without a meeting if approved by written resolution signed by, or if consent is given in authenticated electronic communication by, the number of voting members required to take action had all members been present. Authenticated means communications contain information from which recipients can reasonably conclude they were sent by purported senders.

7.11 **Other Service of a Council Member.** While serving on Council, voting members may not serve as an Officer other than Moderator, Vice-Moderator or Immediate Past Moderator. They also may not serve concurrently on a Ministry Group other than one of the Council's own committees unless Council makes an exception based on the needs of the Church and the temporary nature of the duties required.

7.12 **Vacancies.** If a Council member other than an Officer is unable or unwilling to serve, the Nominating Board shall furnish to Council the names of one or more nominees for the vacancy. Council shall appoint a person from those nominees to fill each vacancy until the next Annual Meeting, at which time Members shall elect a successor to fill the vacancy for any remainder of the term.

7.13 **Communication.** Council shall keep reasonably detailed minutes and records of all meetings. It shall make summaries of its actions and the actions taken by Ministry Groups electronically available to Members in a timely manner. If the Church Secretary advises Council that a Ministry Group is not providing summaries of its actions taken, it shall take steps it deems necessary to obtain them.

Article Eight – Board of Deacons

8.1 **Elections.** At each Annual Meeting, Members shall elect lay Members to the Board of Deacons as their representatives in matters of faith ministry. Deacons shall be elected from persons nominated by the Nominating Board as provided in Article Nine below or persons nominated from

the floor. Members shall elect the number of persons needed to compose the Board as described in section 8.3 below.

8.2 Functions; Duties. The Board of Deacons shall advise and cooperate with Members, Council members, Clergy, staff and lay leaders in ministering to the spiritual life of the Church community, including but not limited to the following matters:

8.2.1 Worship. In faithful and earnest consultation with Clergy, the Board of Deacons shall set Sunday and other worship services, the sacrament of the Lord's Supper, baptisms and other services for inspiration, prayer and study, on and off Church property.

8.2.2 Clergy Assistance. The Board of Deacons shall advise and consult with Clergy and provide assistance requested by Clergy, including the administration of the sacrament of the Lord's Supper, baptisms, and other religious ceremonies.

8.2.3 Ministry to the Needy. The Board of Deacons shall counsel and minister to the sick, the poor, and persons in need, and administer and distribute donations made by Members to a fund known as the Deacons Fund created by the Board to support its ministries.

8.2.4 Church Membership. The Board of Deacons shall collaborate with the Ministry Group responsible for membership to prescribe a process for persons to join the Church congregation. The process shall include orientation to persons interested in becoming members and shall make public their agreement with the covenant set out in Article Five above. Persons admitted to membership shall be received by Church members at a worship service or by Clergy acting on their behalf. Deacons also shall direct Staff to prescribe a process for keeping records of Members and determining which Members have become inactive. The Board shall assure that information about these processes is readily available to visitors and the general public.

8.2.5 Budget. The Board of Deacons shall recommend to Council annual budgets for its planned expenses and administer funds Council provides.

8.2.6 Other Duties. The Board of Deacons shall perform additional functions and duties they determine are incidental to the spiritual life of the Church

8.3 Composition; Terms. The Board of Deacons shall consist of no fewer than twelve (12) elected lay Members, all of whom shall be voting members. Members shall serve staggered three-year terms. The Senior Minister or designee shall serve as an ex-officio member with voice but no vote.

8.4 Conduct of Business. The conduct of business and the taking of action by the Board of Deacons with or without a meeting shall be the same as provided for Council in Sections 7.7 through 7.10 above. The Board shall keep reasonably detailed minutes and records of all meetings and shall make summaries of its actions electronically available to Members in a timely manner.

8.5 Vacancies. If a voting member of the Board of Deacons is unable or unwilling to serve, the Nominating Board shall give to the remaining Board the names of one or more nominees to fill the vacancy. The Board of Deacons shall appoint a person from those nominees to serve until the next

Annual Meeting, at which time Members shall elect a successor to fill the vacancy for any remainder of the term.

8.6 **Deacons Emeriti.** After their terms on the Board expire, Deacons may choose to remain available to perform such continuing service as they and the Board may agree. Such a person shall have the status of Deacon Emeritus.

Article Nine - Nominating Board

9.1 **Elections.** At each Annual Meeting, Members shall elect lay Members to a Nominating Board as their representatives to select and nominate candidates for Council; the Board of Deacons; the Directors of Finance, Personnel and Planning; the Secretary; and such other positions as Council may direct. Members shall elect Nominating Board members from persons nominated by Council or persons nominated from the floor. Council shall nominate persons who generally represent the makeup and interests of Members and who have been Members active for a sufficient time to know and appreciate the ministries and business of the Church. Members shall elect the number of persons needed to compose the Council as described in section 9.3 below.

9.2 **Functions; Duties.** The Nominating Board shall recruit and invite into service the nominees this Constitution requires and assist Ministry Groups to ensure they successfully fill their vacancies. The Nominating Board shall solicit nominations from Members and consult with staff and such other persons it deems proper. The Nominating Board shall endeavor to assure that nominees for Council and the Board of Deacons generally represent the makeup and interests of Members and are knowledgeable about the offices for which they are nominated. No person can be nominated for a position listed in Section 9.1 above while serving on the Nominating Board.

9.3 **Presentation of Nominees.** The Nominating Board shall report its slate of nominees for positions listed in Section 9.1 above to Council prior to the Annual Meeting, and its chairperson shall present the slate to Members at the Annual Meeting. The congregation shall elect members to the positions listed in Section 9.1 above from those nominees or persons nominated from the floor.

9.4 **Composition; Terms.** The Nominating Board shall be composed of fourteen (14) to eighteen (18) lay Members, all of whom shall be voting members. Nominating Board members shall serve staggered terms of two years and thereafter may serve no more than two successive terms for a total of four additional years. Terms of approximately half of the members of the Nominating Board shall expire at each Annual Meeting.

9.5 **Conduct of Business.** The conduct of business and the taking of action by the Nominating Board with or without a meeting shall be the same as provided in this Constitution for Council in Sections 7.7 through 7.10 above. The Board shall keep reasonably detailed minutes and records of all meetings and shall make summaries of its actions electronically available to Members in a timely manner. The Board also shall maintain records of nominations to support its ongoing work.

9.6 **Vacancies.** If a member of the Nominating Board is unable or unwilling to serve, Council shall appoint a successor to serve until the next Annual Meeting, at which time Members shall elect a successor to fill the vacancy for the remainder of the term.

Article Ten – Clergy and Staff

10.1 **Clergy.** The Church shall retain **Clergy** by calls of Members or by Council hiring process as described below to lead and assist Members in their spiritual journeys.

10.2 **Call/Dismissal of Senior Minister.** The Church shall call and may dismiss a Senior Minister by the affirmative vote of two-thirds of Members present at an Annual or Special Meeting. The vote to call or dismiss a Senior Minister shall follow the process described in Section 6.7 above. The term of service of a Senior Minister shall be indefinite. A Senior Minister must be ordained and professionally qualified to serve in ministry. In the event of loss of such professional ministerial standing, the authority and duties of a Senior Minister shall immediately cease.

10.3 **Duties of Senior Minister.** Unless otherwise directed by Council, the duties and responsibilities of the Senior Minister shall be as follows:

10.3.1 Be responsible for the spiritual welfare of the Church and the Members, invite people into the Church as followers of Christ, direct all worship services, preach the Gospel and administer sacraments, all with the assistance of Council and the Board of Deacons;

10.3.2 Direct and support other Clergy in their respective assignments in the ministries and life of the Church;

10.3.3 Serve as an ex-officio, non-voting member of Council;

10.3.4 Serve, or designate another Clergy to serve, as an ex-officio, non-voting member of the Board of Deacons; and

10.3.5 Perform such other duties as may be specified in the Senior Minister's call and/or as the Senior Minister and Council may agree.

10.4 **Absence of Senior Minister.** In case of temporary but extended absence of a Senior Minister from the Church by reason of vacation, sabbatical, leave of absence, sickness, disability or other cause, the Senior Minister, in consultation with the Moderator and Personnel Director, shall appoint other Clergy to perform the duties of the Senior Minister for the duration of such absence. If the Senior Minister fails to do so, the Moderator, subject to approval by Council, shall do so.

10.5 **Other Clergy.** If Council determines the need for additional Clergy, Council may retain Other Clergy either by call under the same process as provided above for the Senior Minister or by such hiring process as Council directs. Other Clergy who are called are subject to termination under the same process as for the Senior Minister. Council action to hire or dismiss Other Clergy under its own process does not require the approval of Members, but is subject to the general authority vested in Members under Section 3.2 above to control the affairs of the Church. Other Clergy shall perform duties assigned by the Senior Minister and Council.

10.6 **Staff.** Council may retain paid and volunteer administrative staff members and prescribe their duties as it determines.

Article Eleven - Officers

11.1 **Elections.** At each Annual Meeting, Members shall elect from among lay Members, nominated as set forth in Section 7.1 above, the following Officers who shall perform duties as this Constitution prescribes and tasks incidental to those duties. Their terms shall begin as directed by Council.

11.2 **Moderator.** The Moderator shall serve a term of one year and may not serve a successive term. The Moderator shall serve as lay leader of the Church, the elected voice of Members to reconcile the interests of Members, Council, Officers, Clergy and Staff. The Moderator shall serve as chairperson of Council and preside over Annual and Special Meetings of Members.

11.3 **Vice-Moderator.** The Vice-Moderator shall serve a term of one year assisting the Moderator as the Moderator shall direct. The Vice-Moderator shall fulfill the functions and responsibilities of the Moderator in the Moderator's absence.

11.4 **Immediate Past Moderator.** After the term of a Moderator ends, the Moderator shall thereafter serve as Immediate Past Moderator for a successive term of one year. That person shall serve as a voting member of Council unless that person and Council agree on alternative service such as a Church project to which the Immediate Past Moderator can contribute.

11.5 **Finance Director.** The Finance Director shall also hold the title of Treasurer. The Finance Director shall serve a term of three years and thereafter may serve only one successive term of three additional years. The Finance Director shall keep custody of all Church funds and ensure the maintenance of its financial records. The Finance Director shall report to Council and the Finance Committee at such times and on such matters as they direct.

11.6 **Personnel Director.** The Personnel Director shall serve a term of three years and thereafter may serve only one successive term of three additional years. The Personnel Director shall report to Council at such times and on such matters as Council directs.

11.7 **Planning Director.** The Planning Director shall serve a term of three years and thereafter may serve only one successive term of three additional years. The Planning Director shall report to Council at such times and on such matters as Council directs.

11.8 **Secretary.** The Secretary shall serve a term of three years and thereafter may serve no more than two successive terms for a total of six additional years. The Secretary shall:

11.8.1 Take and keep reasonably detailed minutes and records of Annual and Special Meetings of Members, Council meetings, and such other meetings as Council directs;

11.8.2 Make a summary of actions taken at such meetings readily available to Members in a timely manner;

11.8.3 Give legal notice of meetings as required by this Constitution;

11.8.4 Call Special Meetings upon valid request;

11.8.5 Transact correspondence needed by Council but not specified in this Constitution;

11.8.6 Monitor and encourage Ministry Groups to fulfill their obligations to provide reasonably detailed summaries of actions taken that Council has requested; and

11.8.7 Perform other duties legally required or customary for the office of clerk or secretary of an organization.

11.09 **Other Officers.** Members at a duly called and conducted Annual or Special Meeting may elect lay Members to other Officer positions that Council may request from time to time. Such Officers shall hold office for terms established by Members and perform the duties for which they were elected.

11.10 **Staggered Terms.** Terms of service for Directors and Other Officers shall be staggered so that no more than two of these positions are subject to election at any one Annual Meeting.

11.11 **Vacancy.** If a Moderator is unable or unwilling to serve, the Vice Moderator shall serve as Moderator for the remainder of the term. If an Immediate Past Moderator is unable or unwilling to serve, Council shall not appoint and Members shall not elect a successor, and the position shall remain vacant for the remainder of the term. If any other Officer is unable or unwilling to serve, Council shall appoint a successor from among its members to serve until the next Annual Meeting, at which time Members shall elect a successor to fill the vacancy for any remainder of the term.

11.12 **Break in Service.** Upon the resignation or removal of a Moderator, Vice-Moderator, or Immediate Past Moderator before the expiration of the term to which that person was elected, or upon the expiration of a person's term as Immediate Past Moderator, such person shall not serve as a member of Council for the next two years or as chairperson of a Ministry Group for the next one year.

Article Twelve – Amendment

Members can amend this Constitution, in whole or part, at a duly called Annual or Special Meeting where a quorum is present, upon the affirmative vote of two-thirds of Members. Notices of proposed amendments shall be given in accordance with Section 6.5 hereof, except that notices must be given at least thirty (30) days in advance of the meeting, the Church must publicly post an additional notice on its premises, and an Officer or Clergy must announce the meeting at all services on the two Sundays immediately preceding the meeting.