

Revised and adopted September 29, 2020

**CONSTITUTION**

**&**

**BY-LAWS**

**MT. ZION UNITED CHURCH OF CHRIST  
YORK, PA**

**REVISED AND ADOPTED:**

September 29, 2020

Effective January 1, 2007

**1. NAME AND REGISTERED OFFICE**

1.1.NAME. The legal name of this church shall be Mt. Zion United Church of Christ.

1.2.REGISTERED OFFICE. The registered office of the church shall be at 1054 Ridgewood Road, York, Pennsylvania, 17406, until changed by an appropriate amendment of the articles of incorporation.

**2. PURPOSES**

2.1.PURPOSES. The purposes of this church are to worship God; promote religion, charity and education according to the doctrines of Holy Scripture.

**3. AFFILIATION WITH THE UNITED CHURCH OF CHRIST**

3.1.AFFILIATION. This church shall be a part of the United Church of Christ, or its continuing body, and shall be governed by the Constitution, By-laws, rules and regulations of said Church.

**4. FAITH, SACRAMENTS & COVENANT**

4.1.FAITH: This church acknowledges as its sole Head, Jesus Christ, the Son of God and Savior of humankind. It acknowledges as brothers and sisters in Christ, all who share this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own, the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers and it believes God is still speaking, to that end it affirms the responsibility of the Church in each generation to make this faith its own.

4.2.STATEMENT OF FAITH: This church recognizes as one expression of our faith, "The United Church of Christ Statement of Faith" in the form of a doxology.

4.3.SACRAMENTS: In accordance with the teaching of our Lord and the practice prevailing among Protestant Christians, this church recognizes two sacraments: Baptism and Holy Communion.

4.4.COVENANT: The members of this church covenant one with another to seek and respond to the Word and the Will of God. We purpose to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of this church to witness to the Gospel of Jesus Christ in all the world, while worshipping God and striving for truth, justice and peace. As did our forbears, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the

Kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

**5. MEMBERSHIP**

5.1. INCLUSIVITY. Membership in this church shall be open to any person without regard to gender, race, ethnicity, color, national origin, disability or sexual orientation.

5.2. DEFINITION. Members are persons who attend worship, celebrate the Lord's Supper, and/or contribute financially to the support of the church. The By-Laws may establish more specific qualifications and procedures for membership.

**6. CONGREGATIONAL AUTHORITY AND RESPONSIBILITY**

6.1. CONGREGATIONAL AUTHORITY. The supreme legislative and administrative power of the church is vested in the membership, assembled in congregational meeting.

6.2. CONGREGATIONAL RESPONSIBILITY. It shall be the responsibility of the congregation to decide such questions as the buying and selling of real property, building projects, extensive repairs of church property, hiring or terminating pastors, the salaries of church personnel, and the church budget. The congregation may establish such guidelines as will determine the work of the church. For the transaction of all other business, the administration of the church is entrusted to the Council.

**7. CONGREGATIONAL MEETINGS**

7.1. REGULAR MEETINGS. Two congregational meetings shall be held each year, one in the Spring and one in the Fall. Council shall determine the date of each meeting. Public notice of each meeting shall be given in accordance with Section 7.03.

7.2. SPECIAL MEETINGS.

- A. A special meeting of the congregation may be called by the Council when deemed necessary.
- B. A special meeting of the congregation shall be called by the Council upon written petition signed by not less than ten percent (10%) of the Members of the congregation. In such case, the Council shall call said meeting within three (3) weeks of receiving said petition.
- C. Public notice of each special meeting, whether held pursuant to Section 7.02A. or Section 7.02B., shall be given in accordance with Section 7.03.

7.3. PUBLIC NOTICE OF MEETINGS. Except as otherwise provided in this Constitution, public notice of the time, place and purpose of any congregational meeting shall be given at least two weeks in advance of said meeting. Only such business as has been mentioned in the call may be transacted at the meeting.

7.4. QUORUM. Except as otherwise provided in this Constitution, a quorum at a congregational meeting shall consist of 10% of the Members.

7.5. REMOTE CONGREGATIONAL MEETINGS. Council has the authority to call a Congregational meeting using an electronic platform in the event that the congregation cannot gather in person. (approved by congregation 9.29.20)

## 8. COUNCIL

8.1. COUNCIL AUTHORITY. The administration of the church is vested in the Council.

8.2. MEMBERSHIP. The Council shall be composed of the Pastor(s), ex-officio (without vote), and at least twelve (12) members, selected as set forth in the By-Laws.

8.3. COMMITTEES AND ORGANIZATIONS. All committees and organizations are subordinate to the Council and shall report annually to the congregation.

## 9. OFFICERS

9.1. OFFICES. The officers of this church shall be the President (referred to as the "Moderator"), the Vice President (referred to as the "Vice Moderator"), the Secretary, the Treasurer, the Financial Secretary and the Assistant Financial Secretary.

9.2. SELECTION OF OFFICERS. The Council shall organize itself each January. A Moderator and Vice Moderator shall be elected from among the members of Council. The Council shall also elect a Secretary, a Treasurer, a Financial Secretary, and an Assistant Financial Secretary. The Secretary, the Treasurer, the Financial Secretary and the Assistant Financial Secretary must be Members of the church, but need not be members of Council.

9.3. TERM OF OFFICE. Each officer shall serve a term of one year. The Secretary, Treasurer, the Financial Secretary and the Assistant Financial Secretary may be re-elected for an unlimited number of years. The Moderator and Vice Moderator may also be re-elected, so long as that Officer remains a member of Council.

9.4. RESIGNATION AND REMOVAL. An officer may resign at any time by submitting a letter of resignation to the Council. The Moderator or Vice Moderator shall automatically be removed as such officer if said Officer ceases to be a member of

Council. Any officer may be removed by Council, by a two-thirds vote in favor of removal.

9.5. FILLING VACANCIES. Council may elect a member of Council to fill a vacancy in the office of Moderator or Vice Moderator for the length of the unexpired term. Council may elect a Member of the church to fill a vacancy in the office of Secretary, Treasurer, Financial Secretary or Assistant Financial Secretary for the length of the unexpired term.

## 10. CLERGY

10.1. PASTORS. The Church shall have one or more Pastors. In addition, the Church may at its discretion call Associate and/or Assistant Pastor(s).

10.2. MEMBERSHIP ON COMMITTEES AND OTHER ORGANIZATIONS. The Pastor(s) shall be a member ex officio (without vote) of all committees of, and other organizations in, the church.

## 11. PROPERTY

11.1. AUTHORITY TO PURCHASE, HOLD AND SELL PROPERTY. The church may in its corporate name sue or be sued, acquire by purchase, gift, bequest or otherwise and own, hold, invest, reinvest or dispose of property both real and personal for such work as the church may undertake and may purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer and convey such property for the general purposes of the church; it may receive and hold in trust both real and personal property and invest and reinvest the same and make any contracts for promoting the objects and purposes of the church.

11.2. DISPOSITION OF PROPERTY UPON DISSOLUTION. Upon dissolution of the church, its assets and all property and interests for which it shall then be possessed, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Penn Central Conference of the United Church of Christ, of which this church is a part.

## 12. DISSOLUTION OR MERGER

### 12.1. PROPOSAL AND ADOPTION.

A. Dissolving this church, or merging this church with one or more other churches, may be proposed by a resolution of Council.

- B. Dissolving this church, or merging this church with one or more other churches, may be proposed by a petition signed by at least 10% of Members of the church and presented to Council.
- C. Any proposal to dissolve this church, or merge this church with one or more other churches, whether proposed pursuant to Section 12.01A. or Section 12.01B., shall be submitted to a vote of the Members at a special congregational meeting. The quorum for such meeting shall be 20% of the Members of the church. In order for the proposal to be adopted, it must be approved by a two-thirds vote in favor of dissolution or merger.

**12.2.PUBLIC NOTICE.** At least thirty days prior to the special meeting described in Section 12.01, the Secretary shall send written notice of the meeting (together with the text of any proposal to dissolve this church, or to merge this church with one or more other churches) to all Members.

### **13. AMENDMENTS**

#### **13.1.PROPOSAL AND ADOPTION.**

- A. Amendments to this Constitution may be proposed by a resolution of Council.
- B. Amendments to this Constitution may be proposed by a petition signed by at least 10% of Members of the church and presented to Council.
- C. Every proposed amendment to this Constitution, whether proposed pursuant to Section 13.01A. or Section 13.01B., shall be submitted to a vote of the Members at a duly called congregational meeting. In order for any proposed amendment to be adopted, it must be approved by a two-thirds vote in favor of the amendment.

**13.2.PUBLIC NOTICE:** In addition to the public notice required by Section 7.03, the text of all proposed amendments to this Constitution shall be publicly displayed in a prominent location within the church for at least two weeks prior to any meeting at which the proposal will be considered.

# **BYLAWS**

## **REVISED AND ADOPTED:**

November 26, 2006

Effective January 1, 2007

Revised: June 5, 2011

Revised: September 29, 2020

## 1. **Members**

1.1.QUALIFICATIONS. Membership in this church shall be open to any person who (i) has been baptized, and (ii) has been confirmed, or presents a letter of transfer, or makes a “Profession of Faith” or “Reprofession of Faith” in Jesus Christ as Lord and Savior.

1.2.DUTIES OF MEMBERS. All members shall strive to regularly attend worship and the celebration of the Lord’s Supper; to live the Christian life; to share in the life and work of the church; to financially contribute to its support and benevolence; and to seek diligently the spiritual welfare of the congregation.

1.3.PRIVILEGES OF MEMBERS. Members shall have voice and vote at congregational meetings. Non-members shall not have a vote at congregational meetings, but may be permitted to speak at congregational meetings.

1.4.PROCEDURE FOR BECOMING A MEMBER. A person desiring to affiliate with the church shall be publicly received in a worship service and, upon the conclusion of said service, shall be deemed a Member.

### 1.5.ANNUAL REVIEW OF MEMBERSHIP ROLL.

- (A) The Membership roll shall be reviewed annually by the Council or a committee designated by Council. The Council or committee shall identify every Member who was not active during the preceding year. Such members are persons who failed to do any of the following during the preceding year:
  - (1) attend worship,
  - (2) commune,
  - (3) contribute financially to the support of the church.
- (B) Each member who was not active during the preceding year shall be reminded of his or her duties by letter and/or personal call by a member of Council.
- (C) Any member who was not active during the preceding year shall be removed from the Membership roll if said person, for a second consecutive year, fails to do any of the following:
  - (1) attend worship,
  - (2) commune,
  - (3) contribute financially to the support of the church.
- (D) Any member whose name is removed from the Membership roll pursuant to this section shall be promptly notified of this action in writing.

1.6.RESIGNATION OF MEMBERS. A Member desiring to be released from membership shall submit a written request to a Pastor. Such request shall be approved by a Pastor and the Council. The Secretary shall issue the appropriate letter of release.



1.7. RELOCATION OF MEMBERS. Members who have permanently changed their residence to other cities or communities and who can no longer take an active role in the life of the congregation, shall be urged by a Pastor and Council to unite with a congregation in their new community as soon as possible, and obtain a letter of transfer.

## 2. CONGREGATIONAL MEETINGS

2.1. SPRING CONGREGATIONAL MEETING. At this meeting, the officers of the church, the Pastor(s), and all church organizations, shall submit their Annual Reports, in written form. The congregation may discuss and act upon any additional business mentioned in the call.

2.2. FALL CONGREGATIONAL MEETING. At this meeting, members of the Council and the Cemetery Board shall be elected, and the budget shall be presented for action by the congregation. The congregation may discuss and act upon any additional business mentioned in the call.

2.3. ACTION BY THE CONGREGATION. The vote of a majority of Members present at a duly called congregational meeting shall be the action of the church, unless otherwise provided for in the Constitution or By-Laws.

## 3. COUNCIL

3.1. COMPOSITION. The Council shall consist of the Pastors (ex officio, without vote), two youth representatives (with vote) and twelve Members of the church (with vote).

3.2. YOUTH REPRESENTATIVE. The youth representatives must be Members of the church. The youth representatives shall be between 15 and 22 years of age. The youth representatives shall be elected by the Council at its June organizational meeting, for a term of September through June.

3.3. QUALIFICATIONS. All Members of the church are eligible to serve on the Council, except that a member of Council having served a three-year term shall not serve on Council for a period of twelve (12) months from the end of said term.

3.4. TERM OF OFFICE. Members of Council (other than the Pastors and the Youth Representative) shall serve a term of three (3) years, taking office in January, following their election. Four (4) such Council Members shall be elected by the congregation each year.

3.5. NOMINATION. A committee of at least three appointed by the Council shall be formed to nominate persons to serve on Council (other than the Youth Representative), committees, and in other elected offices. Public notice of such

nominations shall be made by verbal announcement from the pulpit during worship, and/or by printed announcement in the worship bulletin, and/or by letter at least two weeks before the election. Nominations for each office may be made from the floor with the prior consent of the nominee.

3.6.ELECTION. Council members elected by the congregation shall be elected by majority vote at the Fall congregational meeting. Following their election, members of Council shall be publicly ordained and/or installed into office.

3.7.RESIGNATION AND REMOVAL. Any member of Council (other than a Pastor) may resign at any time by submitting a letter of resignation to the Council. Any member of Council shall automatically be removed from Council if said member fails to attend three consecutive meetings of Council without valid excuse. Any member of Council shall automatically be removed from Council if said member ceases to be a Member.

3.8.FILLING VACANCIES. Vacancies on Council or any committee shall be filled by an appointment of Council for the length of the unexpired term.

3.9.DUTIES OF COUNCIL MEMBERS. It shall be the duty of all members of the Council to:

(A) Take seriously the high calling of their office.

(B) Assist and support the Pastor(s) in the Spiritual Affairs of the church and maintaining order in the House of God.

(C) Provide the elements of the Lord's Supper and see to their distribution.

3.10.REGULAR MEETINGS. The Council shall meet at least once every month, August through May, for the transaction of such business that may properly come before it.

3.11.SPECIAL MEETINGS. Special meetings may be called by the Moderator.

3.12.QUORUM. A majority of Council members shall constitute a quorum. Clergy members of Council shall not be counted in determining the presence of a quorum.

3.13.ACTION BY COUNCIL. The vote of a majority of members present at a Council meeting shall be the action of the Council, unless otherwise provided for in the Constitution and By-Laws.

3.14.POWER OF COUNCIL.

(A) *General*. Council is invested with the administration of this church, and shall transact the business of the church, make provision for determining and raising funds to support the current expense budget and church missions and benevolences, provide for the auditing of financial accounts and provide adequate

support for the staff. It shall keep a complete and accurate record of its proceedings, be responsible for the compilation and safekeeping of all church records as well as an accurate record of the proceedings of its regular and special meetings. All acts and deliberations of the Council are subject to the will of and revision by the congregation.

(B) Specific Powers and Limitations. Without limiting the generality of the foregoing, Council is specifically empowered to:

(1) Adopt policies or a policy manual for the administration of church matters. All policies must be consistent with the Constitution and By-Laws.

(2) Authorize any non-budgeted expense, in an amount not to exceed 5% of the current expense budget. Any non-budgeted expenditure in excess of this limitation must have the approval of the congregation.

(3) Borrow funds in an amount not to exceed 5% of the current expense budget, in the event of an emergency. Borrowing funds in excess of this limitation must have the approval of the congregation.

3.15. COMMITTEES AND ORGANIZATIONS. The Council shall form, or permit the formation of, permanent or temporary committees and organizations as it deems appropriate and necessary to carry out the work of the church.

#### 4. **OFFICERS**

4.1. SELECTION. The election of officers shall be one of the first items of business at the Council's January meeting. The Vice Moderator from the prior year shall serve as Moderator until a Moderator is elected.

4.2. MODERATOR. The Moderator shall preside at all meetings of the Council and the Congregation. The Moderator shall be a member ex officio (without vote) of all committees and organizations of the church.

4.3. VICE-MODERATOR. The Vice-Moderator shall assist the Moderator and in the event of the Moderator's absence, assume the role and duties of Moderator.

4.4. SECRETARY. The Secretary shall keep a record of all meetings of the Council and the congregation, be responsible for all documents of the church, and conduct any necessary correspondence.

4.5. TREASURER. The Treasurer shall pay, or cause to be paid, the bills and obligations of the church and issue financial reports.

4.6. FINANCIAL SECRETARY. The Financial Secretary shall maintain a record of financial contributions from members and non-members, issue giving statements and statistical reports, and assist the Treasurer in reconciling financial records.

4.7. ASSISTANT FINANCIAL SECRETARY. The Assistant Financial Secretary shall assist the Financial Secretary, and in the event of a vacancy in the office of Financial Secretary, shall assume the role and duties of the Financial Secretary.

## **5. CLERGY**

5.1. QUALIFICATIONS. The congregation shall elect as Pastor, Assistant Pastor or Associate Pastor ("Clergy"), only a minister who has been recommended or approved by the Association of which the church is a part.

5.2. SELECTION. The Council shall appoint a Pastoral Search Committee, charged with the responsibility of seeking a candidate to fill the Clergy position. The Search Committee shall present to the Council the name of the candidate it recommends to fill the position. Upon receipt of the name of the nominee from the Search Committee, the Council shall call a meeting of the congregation to act on the nomination. A majority vote of the congregation constitutes a call.

5.3. CALL AGREEMENT. The terms of the relationship between the candidate and the Church shall be stated in the Call Agreement. The Call Agreement shall be consistent with the Constitution and By-Laws.

5.4. TENURE. Clergy shall be called for an indefinite period of time.

5.5. RESIGNATION AND REMOVAL. Clergy may resign at any time by submitting a letter of resignation to the Council. Clergy may be terminated by the action of the Council and the congregation. Unless the parties agree otherwise, in the event of either resignation or removal, three (3) months advance notice shall be given by the party terminating the employment relationship.

5.6. POWERS AND DUTIES. It shall be the duty of Clergy to: set a good example to the congregation; ensure that all services are conducted on Sundays, and such other days as the congregation may desire; to direct the work of religious education; administer the Holy Sacraments; visit the sick; comfort the distressed; and perform all such duties as are outlined in the Clergy's job description. Clergy shall keep a record of all services performed and make a report of same to the Council and the congregation. Clergy shall be a member, ex officio (without vote) of all committees and organizations in the church.

## **6. LIMITATION OF LIABILITY; INDEMNIFICATION**

## 6.1. LIMITATION OF PERSONAL LIABILITY OF COUNCIL MEMBERS.

(A) A member of Council shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) the Council member has breached or failed to perform the duties of his or her office as defined in Section 6.02; and

(2) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

(B) The provisions of this Section shall not apply to (a) the responsibility or liability of a Council member pursuant to any criminal statute; or (b) the liability of a Council member for the payment of taxes pursuant to local, state or federal law.

## 6.2. STANDARD OF CARE AND JUSTIFIABLE RELIANCE.

(A) A Council member shall stand in a fiduciary relationship to the church, and shall perform his or her duties as a Council member, including his or her duties as a member of any committee of the Council upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the church, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Council member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the church whom the Council member reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which the Council member reasonably believes to be within the professional or expert competence of such person;

(3) A duly-designated committee of the Council upon which he or she does not serve, as to matters within its designated authority, which committee the Council member reasonably believes to merit confidence.

(B) A Council member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(C) In discharging the duties of their respective positions, the Council, committees of the Council and individual Council members may, in considering the best interests of the church, consider the effects of any action upon employees,

upon persons with whom the church has business and other relations and upon communities which the offices or other establishments of or related to the church are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 6.02(A).

(D) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Council member or any failure to take any action shall be presumed to be in the best interests of the church.

6.3. INDEMNIFICATION IN THIRD PARTY PROCEEDINGS. The church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the church) by reason of the fact that he or she is or was a representative of the church, or is or was serving at the request of the church as a representative of another enterprise or organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the church, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

6.4. INDEMNIFICATION IN DERIVATIVE ACTIONS. The church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the church to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the church, or is or was serving at the request of the church as a representative of another enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the church and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the church unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

6.5. MANDATORY INDEMNIFICATION. Notwithstanding any contrary provision of these by-laws, to the extent that a representative of the church has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or 6.04, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.6. DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Unless ordered by a court, any indemnification under Section 6.03 or 6.04 shall be made by the church only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(A) by the Council by a majority vote of a quorum consisting of Council members who were not parties to such action, suit or proceeding; or

(B) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion.

6.7. ADVANCING EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the church in advance of the final disposition of such action, suit or proceeding as authorized by the Council in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the church as authorized in this Article.

6.8. INDEMNIFICATION OF FORMER REPRESENTATIVES. Each such indemnity may continue as to a person who has ceased to be a representative of the church and may inure to the benefit of the heirs, executors and administrators of such person.

6.9. INSURANCE. The church shall have the power to purchase and maintain insurance on behalf of any person who is or was a Council member, officer, employee or agent of the church or is or was serving at the request of the church as a director, officer, employee or agent of another enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the church would otherwise have the power to indemnify such person against such liability.

6.10. RELIANCE ON PROVISIONS. Each person who shall act as an authorized representative of the church shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## 7.

## FINANCES

7.1.FISCAL YEAR. The fiscal year of this organization shall begin January 1 and end December 31.

7.2.BUDGET. The finances of the church shall be administered by the budget system. The budget shall be prepared in all details by a committee of the Council, and approved by the Council before being presented to the congregation.

7.3.AUDIT. The Council shall have the financial books audited each year. The audit report shall be presented to the Council at a regular Council meeting in the spring. A summary of the audit shall be included with the Annual Reports of the church. A full copy of the audit shall be retained by the Secretary and a copy made available to any Member wishing one.

## 8. **RULES OF ORDER**

8.1.RULES OF ORDER. Robert's Rules of Order (most recent edition) shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution or Bylaws.

## 9. **AMENDMENTS**

### 13.3.PROPOSAL AND ADOPTION.

- A. Amendments to these By-Laws may be proposed by a resolution of Council.
- B. Amendments to these By-Laws may be proposed by a petition signed by at least 10% of the Members of the church and presented to Council.
- C. Every proposed amendment to these By-Laws, whether proposed pursuant to Section 13.03A or Section 13.03B, shall be submitted to a vote of the Members at a duly called congregational meeting. In order for any proposed amendment to be adopted, it must be approved by a majority vote in favor of the amendment.

13.4.PUBLIC NOTICE: In addition to the public notice required by Section 7.03 of the Constitution, the text of all proposed amendments to these By-laws shall be publicly displayed in a prominent location within the church for at least two weeks prior to any meeting at which the proposal will be considered.