

THE BYLAWS OF ST. PAUL'S CHURCH

ARTICLE I: NAME AND FUNCTION

1.01 Name: This congregation is incorporated under the laws of Connecticut as "St. Paul's Church at Storrs, Inc." (hereafter St. Paul's Church)

1.02 Mission: Loving God, Loving Neighbors, Sharing Christ, Building Believers.

1.03 Vision: More people who are more like Jesus.

1.04 Values: We hold the following seven core values:

1.04.1 Biblical Teaching: The Bible is God's life affirming Word. We believe it is just as relevant today as when it was written. Through its instruction we learn about life. Through its application our lives are transformed.

1.04.2 Worship: We were created to worship God. When we live lives of worship our thoughts, our words, our actions, our passions and our talents reflect our Heavenly Father. We strive for whole-hearted devotion by freely giving ourselves over to Him.

1.04.3 Fellowship: The Holy Spirit is present wherever Jesus' followers are gathered. As a community, we foster authentic relationships by creating spaces that welcome all: seekers, believers, and doubters. We love, encourage, challenge, and support one another.

1.04.4 Service: All of Jesus' followers are called to serve. The church is where we learn to adopt a servant's heart. We imitate Jesus by serving one another.

1.04.5 Outreach: We are all called to reach out and spread Jesus' message of salvation and life. We share Christ in word and deed. We use culturally relevant and creative methods to connect with people in our community, and around the world.

1.04.6 Prayer: Through communication with God in prayer, we further His Kingdom on earth. We pray for one another, offer thanksgiving, and lift up our requests to Him. In the presence of the Holy Spirit, we listen for His instruction and direction.

1.04.7 Stewardship: Everything we own belongs to God. We confess that we have nothing outside of Him. God is generous and provides for our needs. Therefore, we take care of the gifts he has blessed us with and willingly give them back to Him.

1.05 Statement of Faith:

1.05.1 The Bible: The Bible is God's unique revelation to people. It is the inspired, infallible Word of God, and the supreme and final authority on all matters upon which it teaches. No other writings are vested with such divine authority.

1.05.2 The Nature of God: There is only one God, creator of heaven and earth, who exists eternally as three persons - Father, Son, and Holy Spirit, each fully God yet each personally distinct from the other.

1.05.3 Humankind: All people are created in God's image and matter deeply to Him. Central to the message of the Bible is that God loves people, and invites them to live in communion with Himself and in community with each other.

1.05.4 Sin and Redemption: Apart from Jesus Christ, all people are spiritually lost and, because of sin, deserve the judgment of God. However, God gives salvation and eternal life to anyone who trusts in Jesus Christ and in His sacrifice on his or her behalf. Salvation cannot be earned through personal goodness or human effort. It is a gift that must be received by humble repentance and faith in Christ and His finished work on the cross.

1.05.5 Nature of Christ: Jesus Christ, second Person of the Trinity, was born of the Virgin Mary, lived a sinless human life, willingly took upon Himself all of our sins, died and rose again bodily, and is at the right hand of the Father as our advocate and mediator. Some day He will return to consummate history and to fulfill the eternal plan of God.

1.05.6 Nature of the Holy Spirit: The Holy Spirit, third Person of the Trinity, convicts the world of sin and draws people to Christ. He also indwells all believers. He is available to empower them to lead Christ-like lives, and gives them spiritual gifts with which to serve the church and reach out to a lost and needy world.

1.05.7 Eternity: Death seals the eternal destiny of each person. At the final judgment, unbelievers will be separated from God into condemnation. Believers will be received into God's loving presence and rewarded for their faithfulness to Him in this life.

1.05.8 Community: All believers are members of the body of Christ, the one true church universal. Spiritual unity is to be expressed among Christians by acceptance and love of one another across ethnic, cultural, socio-economic, national, generational, gender, and denominational lines.

1.05.9 Church: The local church is a congregation of believers who gather for worship, prayer, instruction, encouragement, mutual accountability, and community with each other. Through it, believers invest time, energy, and resources to fulfill the Great Commandment and the Great Commission: loving God, loving neighbors, sharing Christ, building believers.

1.06 Governance: The governance of this congregation is vested in the active members who compose it as defined by Article II of these bylaws. St. Paul's Church is subject to no other ecclesiastical body.

1.07 Rights and Responsibilities: The rights and responsibilities for the operation of St. Paul's Church are designated by the members to two entities: The Board of Directors and the Pastoral Staff. All rights and responsibilities not transferred to these entities are retained by the members of St. Paul's Church.

ARTICLE II: MEMBERSHIP

2.01 Membership Qualifications:

2.01.1 Profession of Faith: To be a member of St. Paul's Church one must profess Jesus Christ as Lord.

2.01.2 Baptism: To be a member of St. Paul's Church one must be baptized. The baptism may take place either at St. Paul's Church or at one's previous church. At St. Paul's Church, we practice adult believer baptism. If baptized as an infant, we ask individuals seeking membership to confirm their baptism with a public affirmation of faith.

2.01.3 Membership Class: To be a member of St. Paul's Church one must take our Membership Class.

2.01.4 Membership Covenant: To be a member of St. Paul's Church one must sign our Membership Covenant annually.

2.01.5 Age and Privileges: At the age of 18 members become eligible to vote and may be elected as Membership Officers, Board Members, and Board Officers.

2.02 Covenant Preamble:

I agree to be an active member of St. Paul's Church through my commitment to the following:

2.02.1 Agree: I agree with the mission, vision, values, statement of faith, and governance of St. Paul's Church.

2.02.2 Attend: I will attend weekend services, small groups, and membership meetings at St. Paul's Church.

2.02.3 Pray: I will pray for the health and growth of St. Paul's Church.

2.02.4 Give: I will give a tithe to St. Paul's Church.

2.02.5 Serve: I will donate my time and my gifts to serve St. Paul's Church.

2.02.6 Invite: I will invite others to attend services, join small groups, and serve at St. Paul's Church.

2.02.7 Model: I will model Christ-like behavior. I will pursue the fruit of the spirit and avoid all forms of sexual immorality, greed, deceit and violence (Gal 5: 19-23). I will act in love toward other members of the body, practicing biblical conflict resolution when necessary (MT 18: 15-17).

With God's help, I intend to fulfill these commitments to the best of my ability.

2.03 Membership Officers:

2.03.1 Qualifications: A membership officer must be at least 18 years old and must be a member in good standing who meets the Membership Qualifications and abides by the Membership Covenant as described in sections 2.01 and 2.02.

2.03.2 Officer Positions:

2.03.2.1 The Moderator will serve as the chair of the officers and will lead membership meetings.

2.03.2.2 The Secretary will record minutes for each membership meeting.

2.03.2.3 The Sergeant-At-Arms will help facilitate membership meetings with reference to the meeting guidelines as described in Article III.

2.03.2.4 The Alternate will serve as needed in any of the above three positions in the case of an officer's absence from a meeting, resignation, or removal.

2.03.3 Terms of Service: Membership Officers will serve two-year terms, with the possibility of two consecutive terms (up to a total of four years). After a one-year sabbatical following the second term, a member is eligible for election as an officer again.

2.03.4 New Membership Officers: Before the September Membership Meeting, if the election of officers is necessary, members shall submit names of nominees to the Board of Directors. The Board of Directors will seek confirmation of an interest to serve from the nominees and will present a final list to the members. In the September Membership Meeting, members will vote to approve new officers from this list of nominees. In the event that a resignation or removal of a Membership Officer results in a need for a replacement, the Board of Directors will seek interested parties and will appoint a temporary officer or will assume the officer responsibilities until a replacement is found. Temporary officers can become full Membership Officers through a vote at a Membership Meeting as needed.

2.03.5 Resignation: Any officer wishing to resign will notify the Board of Directors in writing. Such resignation will be effective immediately upon receipt of the notice.

2.03.6 Removal: Officers can be removed from office by a $\frac{2}{3}$ majority vote of the members.

2.04 Membership Resignation or Removal: Membership is considered terminated if a member actively terminates their membership or passively fails to renew their annual Membership Covenant. In addition, a member may be removed by the Board of Directors for violations of the Membership Covenant.

ARTICLE III: MEMBERSHIP MEETINGS

3.01 Calling Meetings: The Board of Directors shall call Membership Meetings of St. Paul's Church three times a year, in January, May, and September. Meetings of the Membership will be announced at each of the two preceding Sunday services prior to the date of the meeting. In addition to three yearly meetings, members may petition the Membership Moderator, Lead Pastor, and/or Board Chair to call additional Membership Meetings. The purpose of the meeting will be announced at each of the two Sunday services, together with the time and place of the meeting. All meetings shall be held at St. Paul's Church, unless otherwise specified in the notice.

3.02 Emergency Meetings: In the case of an emergency meeting, the requirements for announcement as described in section 3.01 are waived, provided that a majority of the members are informed at least 24 hours in advance by oral or written notice and reasonable efforts are made to notify all members. Emergency meetings shall be for communication purposes only, and no action by vote (as stipulated in section 3.05) may be taken.

3.03 Quorum: Members present at any duly called meeting of the congregation shall constitute a quorum.

3.04 Voting Eligibility: Only members of St Paul's Church age 18 and over and present at the meeting shall be eligible to vote.

3.05 Voting Issues: All actions to be voted on by the members shall come from the Board of Directors. Amendments are not permitted during the voting process. The Board of Directors may bring business matters to the members as they see fit, but Membership approval is required on the following actions from them:

Require a simple majority:

1. Approval of the Annual Budget
2. Election of Membership Officers
3. Election of members to the Board of Directors
4. The establishment of new paid staff positions

Require a $\frac{2}{3}$ (super) majority:

5. Calling of members of the Pastoral Staff.
6. Actions that require St. Paul's Church to incur debts in excess of 1/12th of the current annual budget, or to purchase real estate.
7. Changes to these bylaws.
8. Rejection of an act of dissolution as established in Article VII:.
9. Rejection of a board decision to dismiss a member of the Pastoral Staff as established in section 4.10.

3.06 Conducting Meetings: Meetings will be conducted by the Membership Moderator, using the following guidelines.

3.06.1 Meeting Agenda: The agenda for each Membership Meeting will include, but is not limited to:

1. Prayer
2. Approval of previous Minutes
3. Reports from the Pastoral Staff, Board of Directors, and other committees
4. Current Business
5. Future Business

3.06.2 Motions: A motion is necessary for three instances in a meeting:

1. Motion to begin discussion of an item on the agenda
2. Motion to post-pone discussion of an item on the agenda
3. Motion to add a new item to the agenda under "Future Business"

A motion may be made by any present member. In order for a motion to pass, it must also have a second.

3.06.3 Voting: A vote will be conducted (according to the voting issues described in section 3.05) when the question has been called by either the Moderator or a present member, at which time discussion ends and voting begins. In the event that the question has been called prematurely, the Moderator may postpone the vote at his/her discretion. Voting will be conducted first by voice, by which members will indicate "yea" for approval, "nay" for rejection, or "abstain" for an abstention when called upon by the Moderator. As necessary, and at the discretion of the Moderator, voting may also be conducted by a show of hands or a written ballot. A written ballot will be used when electing Membership Officers, the Board of Directors, and for calling members of the Pastoral Staff.

3.06.4 Minutes: Minutes will be recorded for all Membership Meetings and published for members to read and review. Minutes from a previous meeting will be approved at the start of the next meeting, as described in the order of the agenda in section 3.06.

ARTICLE IV: BOARD OF DIRECTORS

4.01 Qualifications: A member of the Board of Directors must be a member in good standing, who meets the Membership Qualifications and abides by the Membership Covenant as described in sections 2.01 and 2.02.

4.02 Terms of Service: Members of the Board of Directors will serve a two-year term. If the board member desires to serve another term, the membership will vote to approve another two years of service. Board members may serve up to three consecutive terms, after which they will take a one year sabbatical.

4.03 New Board Members: The Board of Directors will consist of the Lead Pastor and no less than four members and no more than six members elected from the church membership. Before the January Membership Meeting, if the election of board members is necessary, members shall submit names of nominees to the Board of Directors. The Board of Directors will seek confirmation of an interest to serve from the nominees and will present a final list to the members. Members will vote to approve new board members from this list of nominees in the January Membership Meeting. In the event of a vacancy, resignation, or removal of a board member outside of the above schedule, the Board of Directors will follow the same process but may present all willing nominees to the members for a vote at other regularly scheduled Membership Meetings as needed.

4.04 Resignation: Any board member wishing to resign will notify the remaining Board members in writing. Such resignation will be effective immediately upon receipt of the notice.

4.05 Removal: Board members can be removed from office by a $\frac{2}{3}$ majority vote of the remaining board members.

4.06 Duties And Responsibilities: On behalf of the congregation, the Board of Directors will cooperate with the Pastoral Staff to govern St. Paul's Church through prayer, making policy decisions, evaluating the church's direction and operations, and serving as advisors to the Pastoral Staff. The board will make recommendations on certain issues to the membership for approval through a vote.

4.06.1 The Board will govern the church through prayer:

1. The board will pray for the congregation, the pastoral staff, and themselves.

4.06.2 The Board will govern the church through making decisions:

1. The board will decide on policies governing the organization and performance of the church, including:
 - a. Church mission, vision, and values
 - b. Financial policies
 - c. Facilities policies
 - d. Policies governing the board
 - e. Policies governing the Pastoral Staff
 - f. Policies governing the relationship between the Board and Pastoral Staff

2. The board will oversee the selection of members of the Pastoral Staff
3. The board will serve as an arbitrator in disputes with the Pastoral Staff.
4. The board will serve as an arbitrator in disputes within the Pastoral Staff.
5. The board, along with the Pastoral Staff, will make major decisions in emergency or unexpected situations

4.06.3 The Board will govern the church through evaluation:

1. The board will monitor and evaluate on an ongoing basis:
 - a. The Pastoral Staff
 - b. The Board
 - c. Staff and volunteer positions
 - d. The Church
 - i. The church's spiritual condition
 - ii. The church's direction
 - iii. The church's biblical doctrines

4.06.4 The Board will govern the church through cooperation:

1. The board will cooperate with the Pastoral Staff, church staff, and volunteers to fulfill the mission of St. Paul's Church.

4.06.5 The Board will govern the church through making recommendations:

1. The board will make recommendations to the membership for approval through a vote regarding the following:
 - a. Approval of the annual budget
 - b. Appointment of membership officers
 - c. Appointment of new board members
 - d. Appointment of members of the Pastoral Staff
 - e. Establishment of paid staff positions
 - f. Real estate purchases or signing real estate lease contracts for new property
 - g. Changes to church bylaws
 - h. Large expenditures (over 1/12 of the annual budget)

4.07 Legal Agent: The board of directors shall be the "Legal Agent" elected by and subject to the Membership and will oversee its business and coordinate its affiliated organizations and ministries.

4.08 Authority To Act On Behalf: The Board of Directors shall have the authority to act on behalf of St. Paul's with respect to all matters within its authority, including but not limited to the authority to buy, mortgage or lease St. Paul's property, enter into contracts, enter into binding agreements, deposit and withdraw the funds of St. Paul's and make or receive loans, and, when required by the Certificate of Incorporation or Bylaws, to act subject to the approval of members.

4.09 Liability: Any person who serves as a Board Member or other officer of the Corporation shall be immune from civil liability for damage or injury resulting from any act, error or omission made in the exercise of such persons, policy or decision making responsibilities, if such person was acting in good faith and within the scope of such person's official functions and duties, unless such damage or injury was caused by reckless, willful or wanton misconduct of such person.

4.10 Suspension or Dismissal of Pastoral and Church Staff:

4.10.1 Suspension: The Board of Directors has the authority to immediately suspend any member of the Pastoral or Church Staff, with pay, for a period up to 60 days. Suspension requires a $\frac{2}{3}$ majority vote of the entire Board. In the event of a vote of suspension of the Lead Pastor the vote shall require a $\frac{2}{3}$ majority of the entire Board excluding the Lead Pastor.

4.10.2 Dismissal: The Board of Directors has the authority to dismiss any member of the Pastoral or Church Staff. Dismissal requires a $\frac{2}{3}$ majority vote of the Board members. In the event of a vote of dismissal of the Lead Pastor the vote shall require a $\frac{2}{3}$ majority of the entire Board excluding the Lead Pastor.

4.10.3 Congregational Appeal of Suspensions or Dismissals: In the event a suspension or dismissal of a member of the Pastoral Staff, the Board of Directors will immediately notify the congregation and an automatic meeting of the congregation must be called within 21 days. The Membership can reject the Board of Directors' decision to dismiss a member of the Pastoral Staff with a $\frac{2}{3}$ majority vote.

4.11 Committees: The Board of Directors may establish any committees that it deems appropriate to help the Board of Directors carry out its obligations.

4.12 Compensation: The Board of Directors will serve without financial compensation.

4.13 Meetings: The Board of Directors shall hold regularly scheduled meetings at such time and place as may be set by a resolution of the Board. Special meetings of the Board shall be held when called by the Lead Pastor, Board Chair, or when requested by at least two Board Members. Special meetings shall be held at such time and location as the Chairperson shall specify when calling the meeting and shall require 24 hours notice to each Board Member through telephone, email, or written mail. A Board Member may waive any required notice before or after the date and time specified in the notice, but the waiver must be in writing. However, if a Board Member is in attendance at a meeting, he/she waives any required notice unless, at the beginning of the meeting, he/she objects to the holding of the meeting or transacting the business.

4.14 Action Without Meetings: Action of the Board of Directors may be taken without a meeting if written consent of each Director is obtained with respect to the particular matter and minutes are filed which show that this action is properly taken. Email is an acceptable form of written consent.

4.15 Officers: The Board of Directors shall appoint and employ the officers of the corporation, whose powers and duties are as follows:

4.15.1 Chairperson: The Chairperson of the Board functions as a specially empowered member of the board and ensures the integrity of the board's process.

4.15.2 Vice Chairperson: The Vice Chairperson, in the absence of the Chairperson, or in the event of the death or inability to act of the Chairperson, shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

4.15.3 Secretary: The Secretary is responsible for the integrity of the board documents, including but not limited to these Bylaws, Articles of Incorporation, regular and special meeting minutes, and the Board Policy Manual. The Secretary shall keep the minutes of the meetings of the Board of Directors and see that all notices are duly given.

4.15.4 Treasurer: The Treasurer is responsible for the integrity of the organization's financial records and dealings and works closely with the Pastoral Staff to provide the Board with timely financial information in order to make appropriate decisions.

4.15.5 Additional Officers: As a matter of policy, the Board may establish additional officers as it sees fit.

4.16 Indemnification: The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by law and the certificate of incorporation, and the corporation shall advance the payment of legal expenses to an officer or director in the defense of any claim for which indemnification may be available to the fullest extent permitted by law and Certificate of Incorporation.

ARTICLE V: PASTORAL STAFF

5.01 Qualifications: Members of the Pastoral Staff must be members in good standing of a church community, must meet St. Paul's Membership Qualifications, and must agree to abide by the Membership Covenant as described in sections 2.01 and 2.02.

5.02 Terms of Service: Unless otherwise specified in their call, members of the Pastoral Staff shall serve indefinitely and will direct the affairs of St. Paul's Church subject to the governance of the Board of Directors.

5.03 Hiring: The Board of Directors shall lead the search process for a new members of the Pastoral Staff. The board shall select a candidate with a $\frac{2}{3}$ majority vote. The board shall then recommend the candidate(s) to the membership to affirm the calling of members of the Pastoral Staff by a $\frac{2}{3}$ majority vote.

5.04 Duties and Responsibilities: The Pastoral Staff leads the church to fulfill its mission, live out its values, and see its vision come to fruition. The Pastoral Staff will operate within the guidelines established by the Board of Directors and ensures St. Paul's Church complies as well.

5.04.1 The Lead Pastor with the assistance of the Pastoral Staff leads the congregation through modeling how to follow Jesus Christ. This includes, but is not limited to:

1. Being a model member by faithfully living out the church's Membership Covenant.
2. Being a model follower of Jesus Christ by maintaining a vibrant devotional life.
3. Being a model representative of the church by avoiding the appearance of evil.

5.04.2 The Lead Pastor with the assistance of the Pastoral Staff lead the congregation through prayer. This includes, but is not limited to:

1. Praying for individuals in the church.
 - a. Praying for the church as a whole.
 - b. Enlisting, organizing, and mobilizing people to pray.

5.04.3 The Lead Pastor with the assistance of the Pastoral Staff lead the congregation through preaching. This includes, but is not limited to:

1. Ensuring biblical sermons are preached through
 - a. Biblical sermons at least 30 times a year.
 - b. Selecting guest, lay, and video sermons that are biblical.
2. Overseeing all teaching ministries in the church.
3. Protecting the church from false teaching.

5.04.4 The Lead Pastor directs the personnel affairs of the church. This includes, but is not limited to:

1. Directing recruitment, training, and deployment of leaders (staff and volunteer).
2. Hiring and supervising staff.
3. If necessary, firing staff in consultation with the board of directors.

5.04.5 The Pastoral Staff leads the congregation through performing pastoral duties. This includes, but is not limited to:

1. Performing baptisms.
2. Leading Communion.
3. Providing spiritual counseling.
4. Officiating at weddings and funerals.
5. Providing pastoral care to members and frequent attenders.

5.04.6 The Pastoral Staff leads the congregation through directing the affairs of the church. This includes, but is not limited to:

1. Casting vision.
2. Developing and implementing church strategies.
3. Directing church activities.
4. Overseeing church finances within the congregationally approved budget.
5. Overseeing church location and facilities.

5.04.7 The board of directors shall enact a policy to define the allocation of responsibilities between members of the pastoral staff.

As appropriate and delegated, other staff and volunteers may make decisions appropriate to their roles, but the final responsibility and therefore final authority rests with the Lead Pastor and Board of Directors.

5.05 Termination: Any member of the pastoral staff may terminate their service with by providing written notice and sixty days notice to the Board of directors.

5.06 Annual Review: The Board of Directors is responsible for a written annual review of the performance of members of the Pastoral Staff.

ARTICLE VI: AMENDMENTS OF BYLAWS:

Bylaw amendments must be approved by a $\frac{2}{3}$ majority vote by the Board of Directors prior to a membership vote. Such proposed amendments must be included in the notification of the meeting as outlined in section 3.01. A $\frac{2}{3}$ majority vote is required to amend bylaws at a Membership Meeting.

ARTICLE VII: DISSOLUTION

7.01 Act of Dissolution: The Board of Directors is vested with the power to dissolve the church. A $\frac{2}{3}$ majority vote by the board is required to dissolve St. Paul's Church. The Membership may then reject the board's decision to dissolve with a $\frac{2}{3}$ majority vote.

7.02 Assets upon Dissolution: Upon the dissolution of St. Paul's Church all assets that remain, after all debts are discharged, shall be distributed by gift or contribution without compensation to other similar not-for-profit religious corporations or organizations which are recognized as tax-exempt 501c(3) entities, under the direction of the Board of Directors.

ARTICLE VIII: CONCLUDING MATTERS

8.01 Purpose: St. Paul's Church is organized exclusively for charitable, educational, and religious purposes, including for such purposes as the making of distributions to organizations that qualify as tax-exempt organizations under section 501c(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

8.02 Compensation: No part of the net earnings of St. Paul's Church shall inure to the benefit of or be distributable to its members, board, or other private persons except that the church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in the above paragraph.

8.03 Compliance: Notwithstanding any other provision of these Articles, St. Paul's Church shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501c(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(20) of the Internal Revenue Code, or corresponding section of any future federal tax code.

8.04 Inurement: No profit, ownership, interest, dividends, or other benefits shall inure to the benefit of any member or any other person by reason of membership in St. Paul's Church.

ARTICLE IX: CERTIFICATE

We, the undersigned being all of the Board of Directors of the above named corporation, do hereby ratify and adopt the foregoing Bylaws as the Bylaws for the regulation of the affairs of said corporation.

Stephen Bell, Board Co-Chair
Joseph France, Board Chaplain
Dan Gallimore, Board Treasurer
Patrick Wagstrom, Board Co-Chair

Amended: January 31, 2016