AMENDED AND RESTATED BYLAWS
OF
UNIVERSITY CHRISTIAN CHURCH

(Adopted May 27, 2008; Revised Jan. 26, 2010, May 24, 2011, May 27, 2014, & May 24, 2016)

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Article 1
The Congregation

1.1 Nature and Purpose. University Christian Church (the "***Congregation***") is a Texas non-profit corporation organized for the religious purpose of proclaiming the Gospel of Jesus Christ.

1.2 Disciples of Christ. While the Congregation is subject to no other ecclesiastical body, it recognizes and sustains the obligation of mutual counsel and cooperation, commonly expressed by congregations affiliated with the Christian Church (Disciples of Christ) as a "covenant relationship", with the Trinity-Brazos Area of the Christian Church (Disciples of Christ) in the Southwest and other bodies of the Christian Church (Disciples of Christ).

1.3 Leadership Groups. The Congregation shall be governed by the following groups (each, a "***Leadership Group***"), with each Leadership Group having the duties and responsibilities as described in these Bylaws:

Membership. The Membership, composed of all Members of the Congregation, which has the power to govern the Congregation directly through the exercise of the powers described in Article 2 and indirectly through the other Leadership Groups.

Assembly. The Assembly of Congregational Leaders (the "***Assembly***"), composed of various Members, each (when meeting as a member of the Assembly) referred to as a "***Delegate***". The Delegates shall be Members who are then serving as an Assembly Elder, a Deacon, a Ministry Division Leader or a Steward, or who have been selected as a Student Delegate.

Elders. The Elders, composed of 24 individuals (each, an "***Assembly Elder***") selected by the Members to serve as a Delegate to the Assembly, and other individuals (the "***Continuing Elders***") who in prior years have been selected or designated as an Elder of the Congregation or who are specifically elected as a Continuing Elder.

Deacons. The Deacons, composed of 30 individuals selected by the Members (each, a "***Deacon***").

Ministry Division Leaders. Members selected to serve as a leader of a Ministry Division (each, a "***Ministry Division Leader***").

Board of Stewards. A Board of Stewards (the "Board"), composed of 15 individuals selected by the Assembly (each, a "***Steward***"), together with the current Chair of Elders and the current Chair of Deacons, for a total of 17 voting members of the Board.

Officers. 3 Stewards who have been selected by the Assembly to serve as the Board Chair, Board Vice Chair or Board Secretary (each, an "***Officer***").

CLG. The Committee on Leadership and Governance (the "***CLG***"), composed of 9 individuals (each, a "***CLG Member***"), 6 of which are At Large CLG Members and 3 of which are Designated CLG Members.

Administrative Committees. A Finance Committee, a Personnel Committee, an Endowment Committee, and a Building and Grounds Committee (each, an "***Administrative Committee***") whose committee chair and committee members are selected by the Board of Stewards.

Other Committees and Groups. Other committees and groups with the duties and responsibilities as determined from time to time by the Board of Stewards.

1.4 Staff. The business of the Congregation is administered and the programs of the Congregation are implemented by the Leadership Groups in conjunction with the senior minister of the Congregation (the "***Senior Minister***") and other employees of the Congregation (each, a person on the UCC "***Staff***").

Article 2
Members

2.1 Requirements of Membership. Any person may become a member of the Congregation (a "***Member***") if that person expresses the desire to become a Member, has confessed faith in Jesus Christ as the Son of God, and has been baptized.

2.2 Termination of Membership. A person shall no longer be deemed a Member if that person requests to be removed as a Member of the Congregation. If a person is no longer a Member, then that person's status as a Delegate, Elder, Deacon, Ministry Division Leader, Steward, Officer, CLG Member, Administrative Committee member, or member of any other committee or group of the Congregation shall also terminate automatically.

2.3 Responsibilities of Membership. Each Member, by accepting membership in the Congregation, covenants that he or she shall strive to embody in faith and action the message of Christ, and shall in his or her individual manner contribute to the life of the Congregation through participation in worship and communion, sharing in the life and ministries of the Congregation, contributing services and material resources, and serving the welfare of the other Members of the Congregation and the larger community.

2.4 Rights of Members. Each Member is entitled to vote at all meetings of the Membership. Each Member is entitled to attend all meetings of the Assembly, the Board of Stewards and all other Leadership Groups, except for portions of those meetings when the Leadership Group is meeting in Executive Session. Each Member is entitled to review and copy all agendas and minutes of all meetings of all Leadership Groups and all books and records of the Congregation, except that the amount and identity of the donor of particular gifts may not be disclosed without the consent of the donor. Each Member may submit a request to the CLG to investigate any question or concern about the possible noncompliance with the bylaws, resolutions or policies of the Congregation.

2.5 Membership Meetings.

(a) Calling a Membership Meeting. A meeting of the Membership shall be held if called by the Board of Stewards or the Assembly, or if a petition signed by at least 100 Members is submitted to the Board Chair requesting that a meeting of the Membership be held. The matters to be discussed and voted upon at the meeting of the Membership shall be designated in the motion or petition for the call of the meeting of the Membership.

(b) Time and Place of Membership Meetings. A meeting of the Membership called by the Board of Stewards or the Assembly shall be held at the date, time and place designated in the motion for the call of the meeting which was approved by the Board of Stewards or the Assembly. A meeting of the Membership called by petition of the Members shall be held at a date, time and place as designated by the Board Chair, which must be within 30 days after the date that the Board Chair receives the petition signed by the requisite number of Members.

(c) Purpose of Membership Meeting. Only the matters included in the motion or petition for the call of a meeting of the Membership may be discussed or voted upon at that meeting of the Membership.

(d) Notice of Membership Meetings. The Board Secretary shall cause a notice of the date, time and place of each meeting of the Membership, along with a general description of the matters to be discussed and voted upon at that meeting, to be posted as provided in Section 12.1 at least 14 days before the date of the meeting.

(e) Quorum for Membership Meetings. A quorum for a meeting of the Membership shall be at least 200 Members.

(f) Voting by Members. Each Member may cast one vote on all matters to be determined at a meeting of the Membership. Votes shall be cast orally, except that voting shall be by written ballot either if the Board Chair determines in his or her discretion (based on the matter at issue) that voting on the matter should be by written ballot, or if the use of written ballots is requested by at least 100 of the Members in attendance at the meeting. Except as specifically provided otherwise in these Bylaws, all matters brought before a meeting of the Membership shall be decided by a simple majority vote of the Members attending the meeting and casting a vote on the matter.

(g) Actions requiring Membership Approval.

[1] In order for the Congregation to call a Senior Minister, the person recommended by the Assembly to be called as Senior Minister must be approved at a Membership meeting by at least a 2/3rd supermajority of the Members attending the meeting and casting a vote on the matter.

[2] A person may be removed as an Elder or Deacon by the Membership for any reason if the removal is approved at a Membership meeting by at least 2/3rd of the Members attending the meeting and casting a vote on the matter.

[3] In order to dissolve the Congregation, merge or consolidate the Congregation with another entity, or sell all or substantially all of the assets of the Congregation, that action must be approved at a Membership meeting by at least 2/3rd of the Members attending the meeting and casting a vote on the matter.

Article 3
Assembly

3.1 ***Composition***. The Members of the Congregation that serve in the Assembly of Congregational Leaders (the "***Assembly***") are referred to as "***Delegates***". Each Member who is currently serving as an Assembly Elder, Deacon, Steward, or Ministry Division Leader, or who has been selected as a Student Delegate as provided below, shall be a Delegate to the Assembly.

3.2 ***Student Delegate Selection***. Each Ministry Division Leader for the Ministry Divisions with primary responsibility for college students and youth participating in Chi Rho and CYF (Christian Youth Fellowship), working in consultation with the person on the Staff with primary responsibility for those category of students, shall in April or May of each year select up to 2 college students and up to 2 students in either Chi Rho of CYF participating in that Ministry Division (each, a "***Student Delegate***") to serve a 1 year term as a Delegate to the Assembly during the next Program Year (as defined in Section 12.10). The applicable Ministry Division Leader has the authority to remove any Student Delegate at any time and for any reason. A student selected as a Student Delegate has the same rights and responsibilities in the Assembly as all other Delegates.

3.3 ***Staff Participation***. The Senior Minister and any other person on the Staff selected by the Senior Minister shall attend Assembly meetings and may participate in discussion of the business of the Assembly, but do not have the authority to vote, make or second motions, or exercise any other procedural authority at an Assembly meeting.

3.4 ***Term of Service***. Each person who is a Delegate as a result of serving as an Assembly Elder, Deacon, Steward or Ministry Division Leader shall serve as a Delegate for so long as that person continues to serve in one of those positions. Each Student Delegate (other than a Student Delegate filling a vacancy) shall serve a 1-year term beginning on the first day of the next Program Year after his or her selection.

3.5 ***Vacancies***. If a person is selected to fill a vacant position as an Assembly Elder, Deacon, Steward, Ministry Division Leader or Student Delegate, then that person shall automatically become a Delegate serving the remainder of the term of the position the person is filling. If a vacancy occurs in the position of Student Delegate, then the Ministry Division Leader for that group of students has the authority to select another student to fill that vacancy.

3.6 ***General Policy Responsibilities***. While the Board of Stewards has the general responsibility to make and carry out operational decisions for the Congregation, the Assembly has the responsibility to adopt general or specific policies on any matter which are binding upon the Board of Stewards and other Leadership Groups, so long as the policy does not remove a responsibility or right expressly given to a Leadership Group in these Bylaws. Policies of the

Assembly must be followed by the Board of Stewards when the Board of Stewards authorizes expenditures or incurs obligations.

3.7 Specific Responsibilities and Duties. In addition to its general authority to set policies for the Congregation, the Assembly has the specific responsibility and duty to:

(a) Stewards and Officers.

[1] Select the Stewards and Officers, in the manner provided in these Bylaws; and

[2] Remove any person serving as a Steward or Officer from that position, if the removal is approved at an Assembly meeting by the vote of at least 2/3rd of the Delegates present at the meeting and voting on the issue.

(b) Financial.

[1] Review and approve or not approve any operating budget for the Congregation proposed by the Board of Stewards;

[2] Review and approve or not approve any capital expenditure submitted to the Assembly for approval by the Board of Stewards as provided in Section 7.6(d)(4);

[3] Review and approve or not approve the incurring of any obligation or debt on behalf of the Congregation submitted to the Assembly for approval by the Board of Stewards as provided in Section 7.6(d)(6); and

[4] Provide guidance or recommendations to the Board of Stewards for revisions to a proposed operating budget, capital expenditure, obligation or debt that is not approved by the Assembly.

(c) Congregational and Other Matters.

[1] Receive and review reports from the Board of Stewards, Ministry Division Leaders, the Senior Minister or any other Leadership Group, discuss any matter concerning the Congregation, and submit proposals or recommendations to the Board of Stewards with respect to any matter;

[2] Call a Membership meeting, and designate agenda items to discuss or vote upon at Membership meetings;

[3] Approve or not approve a proposal by the Board of Stewards to call a Senior Minister and submit an approved candidate to the Congregation for approval, or to end the employment of a Senior Minister; and

[4] Adopt or not adopt any proposed amendment to the Certificate of Formation or Bylaws of the Congregation.

3.8 Assembly Meetings.

(a) Calling an Assembly Meeting. An Assembly meeting shall be held if called by the Board Chair or the Board of Stewards, or if a petition signed by at least 12 Delegates is submitted to the Board Chair requesting that an Assembly meeting be held. The Board Chair shall ensure that at least 3 Assembly meetings are held during each Program Year.

(b) Time and Date of Assembly Meetings. An Assembly meeting called by the Board Chair shall be held at the date, time and place designated by the Board Chair. An Assembly meeting called by resolution of the Board of Stewards or by petition of the Delegates shall be held at a date, time and place as designated by the Board Chair, which must be within 30 days after the date that the resolution of the Board of Stewards is adopted or the date that the Board Chair receives a petition signed by the requisite number of Delegates.

(c) Agenda. The matters to be discussed and voted upon at an Assembly meeting shall be designated by the Board Chair, in the motion approved by the Board of Stewards for the call of an Assembly meeting, or in the petition of the Delegates for the call of the Assembly meeting. If an Assembly meeting has been called, any Delegate (including the Board Chair) may add a matter to be discussed and voted upon at that meeting by delivering a description of that matter to the Board Chair at least 5 days prior to the date of the meeting. The Board Chair, in consultation with the Senior Minister and the Board of Stewards, may include on any Assembly meeting agenda one or more activities, programs and events to facilitate informal dialogue, discussion, reflection and celebration.

(d) Notice of Assembly Meetings. The Board Secretary shall cause a notice of the date, time and place of each Assembly meeting, along with a general description of the matters to be discussed and voted upon at that meeting, to be posted as provided in Section 12.1 at least 7 days before the date of the meeting. If any additional agenda item is added by a Delegate, then the Board Secretary shall cause a general description of the additional item to be promptly added to the posted notice of the meeting.

(e) Quorum for Assembly Meetings. A quorum for an Assembly meeting shall be at least 35 Delegates.

(f) Actions Taken at Assembly Meeting. The Delegates may discuss any matter affecting the Congregation at any Assembly meeting, but shall not be entitled to vote on a particular matter unless the matter has appeared on the posted agenda for that meeting at least 5 days prior to the date of the meeting.

(g) Voting by Delegates. Each Delegate may cast one vote on all matters to be determined at an Assembly meeting. Votes shall be cast orally, except that voting shall be by written ballot either if the Board Chair determines in his or her discretion (based on the matter at issue) that voting on the matter should be by written ballot, or if use of written ballots is

requested by at least 25 Delegates in attendance at the meeting. All matters brought before the Assembly at a meeting (other than the selection of Stewards) shall be decided by a simple majority vote of the Delegates attending the meeting and casting a vote on the matter, unless otherwise expressly stated in these Bylaws.

(h) Executive Session. The Assembly may meet in executive session, subject to the terms and conditions described in Section 12.6.

Article 4
Elders

4.1 Number and Classification. There shall be 24 Assembly Elders, selected in the manner described in these Bylaws. The Continuing Elders shall consist of all other persons who are Members and who have at any time been selected, appointed or designated as an "Elder" of the Congregation. The term "***Elders***", as used in these Bylaws, means the Assembly Elders and the Continuing Elders collectively, and the term "***Elder***" means a Member that is either an Assembly Elder or Continuing Elder.

4.2 Chair of the Elders; Vice Chair of the Elders; Secretary of the Elders.

(a) Selection. On or before May 31, the Elders shall select from among the Elders persons to serve as Chair of the Elders, Vice Chair of the Elders, and Secretary of the Elders, for a term and with duties as the Elders determine from time to time. The Chair of the Elders, Vice Chair of the Elders, and Secretary of the Elders may be either Assembly Elders or Continuing Elders. The persons selected as Chair of the Elders, Vice Chair of the Elders, and Secretary of the Elders can be removed as Chair of the Elders, Vice Chair of the Elders, or Secretary of the Elders and a new Chair of the Elders, Vice Chair of the Elders, or Secretary of the Elders selected by a vote of a majority of the Elders who are present and voting on the issue at a meeting of the Elders. The removal of a person as Chair of the Elders, Vice Chair of the Elders, or Secretary of the Elders does not remove that person as an Elder.

(b) Duties. The Chair of the Elders shall preside at all meetings of the Elders. The Chair of the Elders shall also attend all meetings of the Board of Stewards and may participate in the discussion of any issues covered in the Board of Stewards meeting, especially as the issues relate to the responsibilities of Elders. The Chair of the Elders is entitled to vote, make or second a motion, or exercise any other procedural authority at a Board of Stewards meeting.

4.3 Term of Service.

(a) Length of Term. Except as provided below, each Member selected as an Assembly Elder shall serve a 3-year term beginning on the first day of the next Program Year after his or her selection. If a Member has been selected as an Assembly Elder to fill a vacant position, then that person shall serve the remainder of the term of the position being filled. The terms of the Assembly Elders shall be staggered, so that each year 8 Assembly Elders shall be selected for a 3-year term. A Member selected as an Assembly Elder who completes his or her

term as an Assembly Elder shall then be considered a Continuing Elder, and shall remain as an Elder of the Congregation until his or her death or resignation or removal as an Elder.

(b) Maximum Length of Service. No person may serve as an Assembly Elder for more than 3 consecutive years. A person who has completed a term of service as an Assembly Elder may serve again as an Assembly Elder, so long as a period of at least 1 year has passed since the last day of his or her prior term of service.

4.4 Eligibility. Each Member is eligible to be selected to serve a term as an Assembly Elder unless that Member is a person on the Staff or has served as an Assembly Elder, Deacon or Steward within a 1-year period prior to the first day of the term for which the Member would be selected. A Continuing Elder may be selected for the position of Assembly Elder, so long as that person meets the eligibility requirements set out above.

4.5 Vacancies.

(a) Removal. A person may be removed as an Elder by the Membership for any reason if the removal is approved at a Membership meeting by the vote of at least 2/3rd of the Members present at the meeting and voting on the issue.

(b) Filling Vacancies. If a vacancy occurs in the position of an Assembly Elder, then the vacancy may be filled by an eligible Member selected by the CLG who is a Continuing Elder. The person selected by the CLG to fill the vacancy shall serve for the remaining term of the position that was vacated. If a vacancy occurs prior to February 1 of a Program Year, then the CLG may elect, instead of filling the vacancy in the manner described above, to have the vacancy filled under the leadership selection process described in Section 10.

4.6 Responsibilities. All persons selected or serving as Elders should act as leaders of the Congregation in the performance of any duties expressly delegated to them, in committed participation and support of the ministries of the Congregation, and in stewardship of their time, talents and financial resources. Each Assembly Elder is expected to attend all Assembly meetings and to participate as a Delegate to the Assembly. Each Elder is expected to attend all meetings of the Elders. Each Elder is expected to serve in accordance with his or her individual talents and interests in capacities of Ministry Division service or administrative responsibility for the Congregation. Each Elder should seek opportunities for spiritual and intellectual enrichment as a member of a faith community. Each Elder is expected to fulfill the responsibilities of an Elder in worship services and as a spiritual leader of the Congregation.

Article 5
Deacons

5.1 Number. There shall be 30 Deacons, selected in the manner described in these Bylaws.

5.2 Chair of the Deacons; Vice Chair of the Deacons; Secretary of the Deacons.

(a) Selection. On or before May 31, the Deacons shall select from among the Deacons persons to serve as Chair of the Deacons, Vice Chair of the Deacons, and Secretary of the Deacons, for a term and with duties as the Deacons determine from time to time. The persons selected as Chair of the Deacons, Vice Chair of the Deacons, and Secretary of the Deacons can be removed as Chair of the Deacons, Vice Chair of the Deacons, or Secretary of the Deacons and a new Chair of the Deacons, Vice Chair of the Deacons, or Secretary of the Deacons selected by a vote of a majority of the Deacons who are present and voting on the issue at a meeting of the Deacons. The removal of a person as Chair of the Deacons, Vice Chair of the Deacons, or Secretary of the Deacons does not remove that person as a Deacon.

(b) Duties. The Chair of the Deacons shall preside at all meetings of the Deacons. The Chair of the Deacons shall also attend all Board of Stewards meetings and may participate in the discussion of any items discussed in those meetings, especially as those items relate to the responsibilities of Deacons. The Chair of the Deacons is entitled to vote, make or second a motion, or exercise any other procedural authority at a Board of Stewards meeting.

5.3 Term of Service.

(a) Length of Term. Except as provided below, each person selected as a Deacon shall serve a 3-year term as a Deacon beginning on the first day of the next Program Year after his or her selection. If a person has been selected as a Deacon to fill a vacant position, then that person shall serve the remainder of the term of the position being filled. The terms of the Deacons shall be staggered, so that each year 10 Deacons shall be selected for 3-year terms.

(b) Maximum Length of Service. No person may serve as a Deacon for more than 3 consecutive years. A person who has completed a term of service as a Deacon may serve again as a Deacon, so long as a period of at least 1 year has passed since the last day of his or her prior term of service.

5.4 Eligibility. Each Member is eligible to be selected to serve a term as a Deacon unless that Member is a person on the Staff or has served as an Assembly Elder, Deacon or Steward within a 1-year period prior to the first day of the term for which the Member would be selected.

5.5 Vacancies.

(a) Removal. A person may be removed as a Deacon by the Membership for any reason if the removal is approved at a Membership meeting by the vote of at least 2/3rd of the Members present at the meeting and voting on the issue.

(b) Filling Vacancies. If a vacancy occurs in the position of a Deacon, then the CLG may nominate an eligible Member to serve as a Deacon to fill the vacancy. The CLG shall notify the Board Secretary of the name of the person nominated to fill the vacancy. The Assembly shall vote to approve or not approve the nominee at an Assembly meeting by a majority vote of the Delegates present at the meeting and voting on the issue. If the person

nominated by the CLG is approved by the Assembly, then that person shall fill the vacancy and shall serve as a Deacon for the remaining term of the position that was vacated. If a vacancy occurs prior to February 1 of a Program Year, then the CLG may elect, instead of filling the vacancy in the manner described above, to have the vacancy filled under the regular leadership selection process provided in Section 11.

5.6 Responsibilities. All persons selected or serving as Deacons should act as leaders of the Congregation in the performance of any duties expressly delegated to them, in committed participation and support of the ministries of the Congregation, and in stewardship of their time, talents and financial resources. Each Deacon is expected to attend all meetings of the Assembly and to participate as a Delegate to the Assembly. Each Deacon is expected to attend all meetings of the Deacons. Each Deacon is expected to serve in accordance with his or her individual talents and interests in capacities of Ministry Division service or administrative responsibility for the Congregation. Each Deacon should seek opportunities for spiritual and intellectual enrichment as a member of a faith community. Each Deacon is expected to fulfill the responsibilities of a Deacon in service to the Congregation.

Article 6
Ministry Divisions

6.1 Composition. The Ministry Divisions perform the mission and ministry of UCC by organizing its life and work in such areas as Christian Education, Worship, Outreach, or other areas that the Board of Stewards may designate. The Board of Stewards, in collaboration with the Senior Minister, develops the list of active Ministry Divisions annually and submits the list to the Assembly for approval. The Senior Minister or designee serves as staff liaison non-voting advisory member on all Ministry Divisions. The Senior Minister, in consultation with the Chair of that Ministry Division and the Board of Stewards Chair, selects the designated staff liaison for a Ministry Division, if appropriate. Other Staff may attend Ministry Division meetings upon the direction of the Senior Minister.

6.2 Term of Service.

(a) Length of Term. Each Member selected as a Ministry Division Leader by the Board of Stewards shall serve for the particular Program Year determined by the Board of Stewards. If a Member has been selected as a Ministry Division Leader to fill a vacant or newly created position, then that person shall serve the remainder of the Program Year.

(b) Maximum Length of Service. No Member may serve as the Ministry Division Leader for the same Ministry Division for more than 2 consecutive years. If a person has served as the Ministry Division Leader in a Ministry Division for the maximum consecutive number of years, then a period of at least 2 years must pass before that Member may again serve as the Ministry Division Leader for that Ministry Division. Members of the Ministry Divisions shall serve 3 year terms, and the terms of service for members of each Ministry Division shall be staggered so that the service terms of 1/3 of the Members of any Ministry Division shall expire each year.

6.3 ***Eligibility***. Every Member is eligible to serve as a Ministry Division Leader, unless that Member is a person on the Staff or has reached the maximum length of service as that Ministry Division Leader as provided above. UCC Staff are ineligible to serve on any Ministry Division. Members having contracts with UCC are eligible to serve but must disclose the potential conflict to the Board of Stewards and the Board of Stewards must note that potential conflict in its minutes. Members may serve on any Ministry Division at the same time as any other member of their family; however, those family members shall share only one vote in meetings of that Ministry Division.

6.4 ***Selection.*** In March or April of each year, the Senior Minister, in collaboration with the Board of Stewards and the existing leadership of the Ministry Divisions, shall nominate a Chair for each Ministry Division, called the Ministry Division Leader. The list of nominated persons will be submitted to CLG to establish their eligibility to serve in a Ministry Division, and then the Ministry Division Leaders shall be presented to the Assembly for approval. The Ministry Division Leaders, in consultation with the Senior Minister or designee for that Ministry Division, shall select at least 4 other members for their Ministry Division and report the initial members of the Ministry Division to the Board of Stewards Secretary by May 31.

6.5 ***Resignation.*** A member of a Ministry Division may resign by delivering written notice to the Ministry Division Leader. A Chair of a Ministry Division may resign by delivering written notice to the Board of Stewards Secretary.

6.6 ***Vacancies***.

(a) Removal. A Ministry Division Leader may be removed as Chair of a Ministry Division by the Board of Stewards at any time and for any reason if the removal is approved at a Board of Stewards meeting by a vote of the majority of Stewards present at the meeting and voting on the issue or 7 Stewards, whichever is greater. The Ministry Division Leader, in consultation with the Senior Minister or designee for that Ministry Division, may remove a Ministry Division member at any time and for any reason if the removal is approved by a majority of the Ministry Division members.

(b) Replacement. If a vacancy occurs in the position of a Ministry Division Leader, then the vacancy shall be filled by an eligible Member selected by the Board of Stewards. If a vacancy occurs in a position for a Ministry Division member, then the vacancy shall be filled for the remainder of that positions' unexpired term by an eligible Member selected by the Ministry Division Leader in consultation with the Senior Minister or designee for that Ministry Division. The Ministry Division Leader or Member selected by the Board of Stewards to fill the vacancy shall serve for the remainder of the Program Year.

6.7 ***Responsibilities of Ministry Division Leaders***.

(a) Each person selected as a Ministry Division Leader shall serve as the chair of all meetings of that Ministry Division.

(b) Each Ministry Division Leader and each member of a Ministry Division committee should work cooperatively with the person on the Staff designated to assist with that Ministry Division to ensure that the Ministry Division provides the benefits and fulfills its role as determined from time to time by the Board of Stewards.

(c) Each Ministry Division Leader should ensure that the time, talents and financial resources of the Congregation devoted to that Ministry Division are used properly to fulfill the overall Congregational goals.

(d) All Ministry Division Leaders are expected to provide input to the Assembly, the Board of Stewards and the Finance Committee in determining operating budgets for the Congregation.

(e) All Ministry Division Leaders or their representatives are expected to attend each Assembly meeting and any Leadership Group meeting as may be necessary.

(f) In collaboration with Senior Minister or designees as staff liaisons, the Ministry Division Leaders, Senior Minister, and staff liaisons may meet as a Ministry Council to coordinate the ministry and mission of the church.

6.8 Responsibilities of Ministry Divisions.

(a) Each Ministry Division cooperates with the Senior Minister or designated staff liaison to fulfill its mission within the overall mission and ministry of UCC and collaborates with the Finance Committee to develop and manage its budget.

(b) The Senior Minister or designee provides reports regarding the work, achievements, and decisions of Ministry Divisions to the Board of Stewards, Assembly, and Members. The Senior Minister may request the designated liaison and Ministry Division Leader for a Ministry Division to provide in-depth reports to the Board of Stewards, Assembly, or Members.

(c) Each Ministry Division develops and maintains written policies and procedures that describes their decision-making process, identifies the desired skills and knowledge for its members to aid them in the selection process, and identifies the nature and purpose of the type, purpose, any subcommittees needed to perform its mission. These shall be submitted to the Board of Stewards annually for their review and acceptance and shall be revised as needed, at least once every other year.

(d) Ministry Division subcommittees shall hold meetings that are open to members, take minutes of meetings, assist with the development and management of their annual budget as appropriate, and report at least twice yearly to their Ministry Division.

6.9 Meetings.

(a) Ministry Divisions and subcommittees shall provide acceptable notice of all meetings during which decisions affecting the congregation will be made.

(b) All meetings of Ministry Divisions and subcommittees are open to Members.

(c) A copy of the minutes of all Ministry Divisions and subcommittee meetings shall be forwarded to the designated UCC Staff contact for archiving.

6.10 Ministry Council. The Senior Minister may call a meeting of the Ministry Division Leaders, Senior Minister Designees for the Ministry Divisions, and the Board of Stewards Officers to plan and coordinate the ministries of UCC.

Article 7
Board of Stewards

7.1 Number and Responsibilities. There shall be 15 Stewards, selected in the manner described in these Bylaws, together with the current Chair of the Elders and the current Chair of the Deacons, for a total of 17 voting persons on the Board. All persons selected or serving as Stewards should act as leaders of the Congregation in the performance of any duties expressly delegated to them, in committed participation and support of the ministries of the Congregation, and in stewardship of their time, talents and financial resources. Each Steward is expected to attend all meetings of the Assembly and to participate as a Delegate to the Assembly.

7.2 Term of Service.

(a) Length of Term. Except as provided below, each Member selected as a Steward shall serve a 3-year term beginning on the first day of the next Program Year after his or her selection. If a Member has been selected as a Steward to fill a vacant position, then that person shall serve the remainder of the term of the position being filled. The terms of the Stewards shall be staggered in 3 groups, so that in general each year 5 Stewards shall be selected.

(b) Maximum Length of Service. No person may serve as a Steward for more than 3 consecutive years, except that a person may serve as a Steward for 4 consecutive years if, during the 3rd year, that person is also selected to serve as Board Chair for the 4th year, in which case that person's term as a Steward shall end at the expiration of the 4th year. A person who has completed a term of service as a Steward may serve again as a Steward, so long as a period of at least 1 year has passed since the last day of his or her prior term of service.

7.3 Eligibility. Every Member is eligible to serve as a Steward, unless the Member has served as a CLG Member during the Program Year in which the Member would be nominated and selected as a Steward, or has reached the maximum consecutive length of service as a Steward provided above. UCC Staff are not eligible to serve as a Steward. Members shall not serve as a Steward at the same time as any other member of their family.

7.4 Vacancies.

(a) Removal. A person may be removed as a Steward by the Assembly for any reason if the removal is approved at an Assembly meeting by the vote of at least 2/3rd of the Delegates present at the meeting and voting on the issue.

(b) Filling Vacancies. If a vacancy occurs in the position of Steward, then the CLG may nominate an eligible Member to serve as a Steward to fill the vacancy. The CLG shall notify the Board Secretary of the name of the person nominated to fill the vacancy. The Assembly shall vote to approve or not approve the nominee at an Assembly meeting by a majority vote of the Delegates present at the meeting and voting on the issue. If the person nominated by the CLG is approved by the Assembly, then that person shall fill the vacancy and shall serve as a Steward for the remaining term of the position that was vacated. If a vacancy occurs prior to February 1 of a Program Year, then the CLG may elect, instead of filling the vacancy in the manner described above, to have the vacancy filled under the regular leadership selection process provided in Section 10.

7.5 General Responsibilities. The Board of Stewards has the general responsibility and authority to govern and manage the business and affairs of the Congregation, subject to the authority of the Assembly to establish policies that are binding on the Board of Stewards and to the rights and responsibilities of other Leadership Groups as described in these Bylaws. The Board of Stewards may not authorize expenditures or incur obligations in contravention of a policy of the Assembly.

7.6 Specific Responsibilities and Duties. The Board of Stewards has the specific responsibility and duty to take the following actions, so long as the actions are not inconsistent with these Bylaws or any policies established by the Assembly:

(a) Policies.

[1] Establish, interpret and enforce policies;

[2] Submit to the Assembly, in collaboration with the Senior Minister, an annual statement of goals and vision for the Congregation and an annual evaluation of the Congregations' progress toward those goals and vision;

[3] Receive and review reports from the CLG or other Leadership Groups concerning the effectiveness of the governance structure, policies and processes of the Congregation and the compliance by the Congregation with its own bylaws, resolutions and policies;

[4] Consult with the CLG and submit proposals for amendments to these Bylaws to the Assembly;

[5] Submit reports on matters concerning the Congregation to the Assembly, and receive and review recommendations from the Assembly on matters concerning the Congregation; and

[6] Establish specific authority, procedures and responsibilities for each Administrative Committee.

(b) Programs.

[1] Create and designate general ministry divisions which include similar ministry areas (the "***Ministry Divisions***") or other programs of the Congregation for any purpose and duration as the Board of Stewards may determine, or modify or abolish any Ministry Division or program, in each case in consultation with the Senior Minister and other persons on the Staff;

[2] Establish goals and define areas of responsibility for each Ministry Division;

[3] Receive and review Ministry Division reports; and

[4] Create, modify or abolish other committees or groups of the Congregation (including, without limitation, search committees for the Senior Minister or other person on the Staff), for any purpose and duration and with any authority or limitations as the Board of Stewards may determine.

(c) Leadership Selection.

[1] Select or remove the Ministry Division Leader of each Ministry Division;

[2] Select or remove the chair and members of each Administrative Committee;

[3] Maintain a list of the chair and all members of each Administrative Committee; and

[4] Select or remove the chair and members of each committee or group of the Congregation created by the Board of Stewards, or delegate the responsibility of selection and removal to another person or group.

(d) Financial.

[1] Review proposed operating budgets for the Congregation submitted by the Finance Committee, revise any proposed operating budget or create a new proposed operating budget that the Board of Stewards deems advisable, and submit recommendations for operating budgets to the Assembly for approval;

[2] Authorize all expenditures contained within an operating budget approved by the Assembly;

[3] Review and revise any proposed budget for capital expenditures of the Congregation;

[4] Submit to the Assembly for approval any proposal to make capital expenditures during a fiscal year which equal or exceed 5% of the total approved operating budget for that fiscal year;

[5] Incur obligations or debts on behalf of the Congregation during a fiscal year (other than obligations and debts included within an approved operating budget or capital expenses approved by the Assembly) which in the aggregate do not exceed 5% of the total approved operating budget for that fiscal year; and

[6] Submit to the Assembly for approval any proposal to incur obligations or debts (other than obligations and debts included within an approved operating budget or capital expenses approved by the Assembly) which exceed 5% of the total approved operating budget for the current fiscal year.

(e) Contracts and Real Estate.

[1] Enter into any contract on behalf of the Congregation, or authorize any other person or entity to enter into any contract on behalf of the Congregation, upon terms and conditions as approved by the Board of Stewards; and

[2] Sell, lease or otherwise transfer any real estate owned by the Congregation, and authorize any Steward, group of Stewards or other person(s) designated by the Board of Stewards to execute any documents needed for the sale, lease or transfer on behalf of the Congregation.

(f) Personnel.

[1] Submit to the Assembly a proposal to call a Senior Minister or to end the employment of a Senior Minister;

[2] Supervise and support the Senior Minister and other persons on the Staff, and review, modify, approve or reject any recommendations from the Senior Minister relating to the persons on the Staff or programs of the Congregation;

[3] Review, modify, approve or reject job descriptions, recommendations for hiring, salaries, employment contracts, benefits, leave, and other administrative matters related to persons on the Staff proposed by the Senior Minister;

[4] Solicit input from the Assembly on the performance of the Senior Minister and other persons on the Staff which can be used as part of the evaluation process; and

[5] Consult with the Senior Minister in connection with the Senior Minister's designation of one or more persons on the Staff to work with specific Ministry Divisions.

(g) Members and Meetings.

[1] Maintain a list of all Members;

[2] Call Membership meetings, designate agenda items to discuss or vote upon at Membership meetings, and set the date, time and place of the Membership meetings called by the Board of Stewards; and

[3] Call Assembly meetings, designate agenda items to discuss or vote upon at Assembly meetings, and set the date, time and place of Assembly meetings called by the Board of Stewards.

(h) General.

[1] Designate methods for posting notices and delivering Meeting Notices; and

[2] Assume responsibility for and exercise all authority regarding the affairs of the Congregation which are not specifically assigned to another group or person, and in general serve as the "board of directors" of the Congregation for purposes of Texas law, subject to the authority of the Assembly and the provisions of these Bylaws.

7.7 Board of Stewards Meetings.

(a) Calling a Board of Stewards Meeting. A Board of Stewards meeting shall be held if called by the Board Chair or the Senior Minister, or if a petition signed by at least 3 Stewards is submitted to the Board Chair requesting that a Board of Stewards meeting be held. The Board Chair shall call a monthly Board of Stewards meeting, unless the Board Chair determines that a meeting for that month is unnecessary.

(b) Time and Place of Board of Stewards Meetings. A Board of Stewards meeting called by the Board Chair shall be held at the date, time and place designated by the Board Chair. A Board of Stewards meeting called by the Senior Minister or by petition of the Stewards shall be held at a date, time and place as designated by the Board Chair, which must be within 20 days after the date that the Board Chair receives a request from the Senior Minister or a petition signed by the requisite number of Stewards.

(c) Agenda. The matters to be discussed and voted upon at a Board of Stewards meeting shall be designated by the Board Chair or in the petition for the call of the Board of Stewards meeting. If a Board of Stewards meeting has been called, the Senior Minister and any Steward (including the Board Chair) may add a matter to be discussed and voted upon at that

meeting by delivering a description of that matter to the Board Chair at least 5 days prior to the date of the meeting.

(d) Notice of Board of Stewards Meetings. The Board Secretary shall cause a notice of the date, time and place of a Board of Stewards meeting, along with a general description of the matters to be discussed and voted upon at that meeting, to be posted as provided in Section 12.1 at least 7 days before the date of the meeting. If any additional agenda item is added by a Steward, then the Board Secretary shall cause a general description of the additional item to be promptly added to the posted notice of the meeting.

(e) Quorum for Board of Stewards Meetings. A quorum for a Board of Stewards meeting shall be 10 persons on the Board.

(f) Actions at Board of Stewards Meeting. The Board of Stewards may discuss any matter affecting the Congregation at any Board of Stewards meeting, but shall not be entitled to vote on a particular matter unless the matter is an Emergency Matter (defined below) or has appeared on the posted agenda for that meeting at least 5 days prior to the date of the meeting.

(g) Voting by Stewards. Each person on the Board may cast one vote on all matters to be determined at a Board of Stewards meeting. Votes shall be cast orally, except that voting shall be by written ballot either if the Board Chair determines in his or her discretion (based on the matter at issue) that voting on the matter should be by written ballot, or if use of written ballots is requested by at least 5 persons on the Board in attendance at the meeting. All matters brought before the Board of Stewards at a meeting shall be decided by a simple majority vote of the persons on the Board attending the meeting and casting a vote on the matter, unless otherwise expressly stated in these Bylaws.

(h) Executive Session. The Board of Stewards may meet in executive session, subject to the terms and conditions described in Section 12.6.

(i) Emergency Matters. The Board Chair may call an emergency meeting of the Board of Stewards for a specific purpose without satisfying the Meeting Notice requirements, or may add an additional item to the agenda of any previously scheduled Board of Stewards meeting after the 5 day deadline provided in subsection 7.7(f) above, only if the matter could result in a material financial loss to the Congregation or would materially and adversely affect the Congregation, and the loss or adverse effect would in all likelihood occur if action is delayed in order to satisfy the requirements for Meeting Notices otherwise provided in these Bylaws (an "***Emergency Matter***").

(j) Action by Consent of Board of Stewards without a Meeting. Except as provided below, the Board of Stewards may not take any action except during a duly called Board of Stewards meeting at which the minimum number of Stewards are present. If the Board of Stewards has previously approved taking an action in general terms, but a more specific resolution of the Board of Stewards is needed to clarify or ratify the specific action to be taken, or if the action to be taken is one which could be discussed and voted upon in executive session, then the Board of Stewards may take an action relating to those matters if a written consent

authorizing the action or adopting a resolution relating to that action is confirmed by at least 10 persons on the Board.

7.8 Officer Positions and Eligibility. The Officers shall consist of a Board Chair, a Board Vice Chair and a Board Secretary. In order to serve as an Officer, that person must be a Steward.

7.9 Officer Term of Service.

(a) Length of Term. Except as provided below, each Member selected as an Officer shall serve a 1-year term in that office beginning on the first day of the next Program Year after his or her selection. If a person has been selected as an Officer to fill a vacant position, then that person shall serve for the remainder of the term of the position being filled.

(b) Maximum Length of Service. No person may serve in any particular office for more than 2 consecutive years. A person may serve as an Officer for more than 2 consecutive years so long as no more than 2 consecutive years are served in the same office.

7.10 Officer Vacancies.

(a) Removal. A person may be removed as an Officer by the Assembly for any reason if the removal is approved at an Assembly meeting by the vote of at least 2/3rd of the Delegates present at the meeting and voting on the issue.

(b) Filling Vacancies. If a vacancy occurs in the position of an Officer, then the CLG may nominate a Steward who is eligible to serve in that office as an Officer to fill the vacancy. The Assembly shall vote to approve or not approve the nominee at an Assembly meeting by a majority vote of the Delegates present at the meeting and voting on the issue. If the person nominated by the CLG is approved by the Assembly, then that person shall fill the vacancy and shall serve as an Officer in that office for the remaining term of the position that was vacated. If a vacancy occurs prior to February 1 of a Program Year, then the CLG may elect, instead of filling the vacancy in the manner described above, to have the vacancy filled under the regular leadership selection process provided in Section 11.

(c) Interim Functions. If a vacancy occurs in the position of Board Chair, then the Board Vice Chair shall perform the functions of the Board Chair until the Assembly has filled that vacancy. If a vacancy occurs in the position of Board Vice Chair or Board Secretary, then the Board of Stewards shall select from among the Stewards a person to perform the functions of the vacant office until the vacancy has been filled by the selection of that Officer as described in subsection (b) above.

7.11 Officer Specific Responsibilities and Duties. Each Officer has the responsibilities and duties described below:

(a) Board Chair.

[1] The Board Chair shall preside at all meetings of the Congregation, the Assembly and the Board of Stewards.

[2] The Board Chair may call a meeting of the Assembly or Board of Stewards. The Board Chair may designate items to be included on the agenda of a meeting of the Assembly or Board of Stewards.

[3] The Board Chair may determine the date, time and place of any meeting of the Congregation, the Assembly and the Board of Stewards. The Board Chair may determine if written ballots should be used for any vote at a meeting of the Congregation, the Assembly or the Board of Stewards.

(b) Board Vice Chair.

[1] If the Board Chair is absent from a meeting of the Congregation, the Assembly or the Board of Stewards, then the Board Vice Chair shall preside at that meeting.

[2] If the Board Chair has notified the Board of Stewards that he or she is or will be temporarily unavailable to fulfill any duties of the Board Chair for a particular period of time, then the Board Vice Chair shall fulfill those duties until the Board Chair notifies the Board of Stewards that he or she can resume the duties of Board Chair.

(c) Board Secretary.

[1] The Board Secretary shall cause notices to be posted of the date, time and place of each meeting of the Congregation, the Assembly and the Board of Stewards, along with a description of matters to be discussed and voted upon at that meeting. The Board Secretary (or in his or her absence, another person designated by the Board Chair) shall determine if a quorum is present at each meeting of the Congregation, the Assembly and the Board of Stewards.

[2] The Board Secretary shall cause notices to be posted of the list of nominees for selection of Assembly Elders, Deacons, Stewards, Officers and At Large CLG Members.

[3] The Board Secretary shall prepare the ballots to be used for voting on the selection of Assembly Elder, Deacons, Stewards, Officers and At Large CLG Members, if needed.

[4] The Board Secretary shall cause notices to be posted of the list of persons selected by the Board of Stewards as Ministry Division Leaders or as chair or member of each Administrative Committee.

[5] With the assistance of UCC Staff designated by the Senior Minister, the Board Secretary shall cause to be kept and maintained a permanent archive of the minutes of all meetings of the Members, Board of Stewards, CLG, Assembly, Administrative Committees and subcommittees, Ministry Divisions and subcommittees, and assist the Weekday School in creating and keeping a legally appropriate archive. In collaboration with the Senior Minister and the Chairs of these groups, the Board Secretary shall develop and maintain appropriate written policies for access to non-confidential and non-privileged minutes as well as restriction from access to confidential or privileged minutes, consistent with denominational guidelines and local, state and federal law.

[6] The Board Secretary shall accept on behalf of the Board of Stewards and the Congregation the resignation of any person from the position of Assembly Elder, Deacon, Steward, Officer, Student Delegate, Ministry Division Leader, CLG Member, or Administrative Committee chair or member.

Article 8
Administrative Committees

8.1 ***Composition***. The Administrative Committees shall include the following: Building & Grounds, Endowment, Finance, and Personnel. The Senior Minister or a designee serves as a non-voting advisory staff liaison on all Administrative Committees. The Senior Minister, in consultation with the Chair of that Committee and the Board of Stewards Chair, may select a non-voting advisory staff liaison designee for each Administrative Committee. Other Staff may attend Administrative Committee meetings at the direction of the Senior Minister.

8.2 ***Term of Service***.

(a) Length of Term. Each person selected as a chair of an Administrative Committee shall serve a 1-year term beginning on the first day of the next Program Year after his or her selection. If a person has been selected as a chair or member of an Administrative Committee to fill a vacant position, then that person shall serve the remainder of the term of the position being filled. Members of the Administrative Committees shall serve 2 year terms, and the terms of service for members of each Administrative Committee shall be staggered so that the service terms of 1/2 of the Members of any Administrative Committees shall expire each year.

(b) Maximum Length of Service. No person may serve as the chair of a particular Administrative Committee for more than 2 consecutive years. A person selected as the chair of an Administrative Committee who has completed a term of service may serve again as the chair of that Administrative Committee, so long as a period of at least 2 years has passed since the last day of his or her prior term of service. No person may serve as a member of an Administrative Committee for more than 4 consecutive years. A person who has completed a term of service may serve again as a member on an Administrative Committee, so long as a period of at least 1 year has passed since the last day of his or her prior term of service.

8.3 ***Eligibility***. Each Member is eligible to be selected to serve a term as the chair or a member of an Administrative Committee, so long as the Member is not a person on the Staff.

Current Board of Stewards members cannot serve as voting members of any Administrative Committee; however, each Administrative Committee shall include at least one current Board of Stewards member as a non-voting advisory member of that Administrative Committee. All Administrative Committee chairs may serve as non-voting advisory members of the Finance Committee. Former Board of Stewards members are ineligible to serve as voting members or chair of any Administrative Committee for 1 year after the last day of his or her prior term of service on the Board of Stewards. Staff and their family members are ineligible to serve on the same Administrative Committee. Family members of staff are ineligible to serve on the Finance Committee or Personnel Committee, and it is suggested that family members of staff should not serve on any Administrative Committee. Members engaged in business transactions with UCC are eligible to serve but must disclose the potential conflict of interest to the Board of Stewards and the Board of Stewards must note that potential conflict of interest in its minutes. Members may not serve as a voting member on more than one Administrative Committee at the same time. Members shall not serve on the same Administrative Committee at the same time as any other member of their family.

8.4 Selection Process. In April or May of each year, the Board of Stewards shall select persons to serve as chair and members of each Administrative Committee for the next Program Year. Each Administrative Committee shall have one chair and at least 4 other members. The Board of Stewards may from time to time for any reason add or remove any chair or member of any Administrative Committee, so long as the minimum number of members is maintained. Any person not specifically selected to serve for the next Program Year shall be deemed to have been selected to serve from the date of selection through the end of the current Program Year.

8.5 Resignation. A member or Chair of an Administrative Committee may resign by delivering written notice to the Board of Stewards Secretary.

8.6 Vacancies.

(a) ***Removal.*** A person may be removed as Chair or member of an Administrative Committee by the Board of Stewards at any time and for any reason if the removal is approved at a Board of Stewards meeting by a vote of the majority of Stewards present at the meeting and voting on the issue or 7 persons on the Board, whichever is greater.

(b) ***Replacement.*** If a vacancy occurs in any Administrative Committee, the vacancy shall be filled by an eligible Member selected by the Board of Stewards. The Member selected by the Board of Stewards to fill the vacancy shall serve for the remainder of the program year.

8.7 Responsibilities.

(a) Each Administrative Committee shall report and be accountable to the Board of Stewards.

(b) Each Administrative Committee shall advise the Board of Stewards on issues to which that Administrative Committee has been given responsibility, and shall carry out decisions made by the Board of Stewards which relate to those areas.

(c) Each Administrative Committee develops and maintains written policies and procedures that describes their decision-making process, identifies the desired skills and knowledge for its members to aid the Board of Stewards in the selection process, and identifies the nature and purpose of all subcommittees who assist the Administrative Committee in performing its mission. These policies and procedures shall be submitted to the Board of Stewards annually for their review and acceptance and shall be revised as needed, at least once every other year.

(d) Each Administrative Committee Chair or representative is expected to attend each Board of Stewards meeting, each Assembly meeting and any other Leadership Group meeting as may be necessary.

(e) Administrative subcommittees shall hold meetings that are open to members, take minutes of meetings, assist with the development and management of their annual budget as appropriate, and report at least twice yearly to their Administrative Committee.

8.8 Meetings.

(a) Administrative Committees and subcommittees shall provide acceptable notice of all meetings during which decisions affecting the congregation will be made.

(b) All meetings of Administrative Committees and subcommittees are open to Members.

(c) A copy of the minutes of all Administrative Committee and subcommittee meetings shall be forwarded to the designated UCC Staff contact for archiving.

(d) Quorum for any Administrative Committee meeting is at least half of the total number of persons serving on that Administrative Committee, including all voting members and non-voting advisory members; however, a minimum of 4 voting members of that Administrative Committee must be present.

8.9 Building and Grounds Committee. Mission: The Buildings & Grounds Committee supports the ministries of UCC by maintaining and managing the real property of the congregation in a financially and environmentally responsible manner.

8.10 Endowment Committee. Mission: The Endowment Committee supports the ministries of UCC by managing the Endowment, comprised of assets that a donor restricted as a permanent gift or assets that the Board of Stewards designated as permanent investments. It also develops investment policies in collaboration with the Finance Committee for acceptance by the Board of Stewards and approval of the Assembly, selects and reviews investment managers to assure income activity consistent with the policies, encourages gifts to UCC's endowment funds, and recommends to the Board of Stewards for Assembly approval any changes in income distribution rate or allocation of income to the ministries of UCC.

(a) Definition of Endowed Funds. Any funds or gifts which are given to the Congregation upon the express condition that the principal be held on a permanent basis, and any other funds of the Congregation received from any source which are designated by the Board of Stewards as "endowment funds" shall be considered endowment funds of the Congregation.

(b) Investment Policies. The Endowment Committee, working in conjunction with the Finance Committee, may from time to time jointly propose endowment investment policies which may be adopted by the Assembly.

(c) Investment Subcommittee. The Endowment Committee may appoint an Investment subcommittee, made up of some of the members of the Endowment Committee, which shall have the authority to manage and supervise the investment of endowment funds within the guidelines provided in the endowment investment policies adopted from time to time by the Assembly.

(d) Protection of Gifts to Endowment. The principal portion of any gift of endowment funds shall not be spent for any reason, unless the terms of the gift specifically authorize the distribution or use of all or portions of the principal of the gift. Income from endowment funds can be used for any purpose as determined by the Assembly or Board of Stewards.

(e) Information. The Endowment Committee shall develop and implement a plan to alert the Members to the existence and purpose of the endowment funds. The Endowment Committee shall deliver a report to the Assembly at least annually which shall include a list of new gifts received, income received, allocation of income and total value of the endowment funds.

8.11 Finance Committee. Mission: The Finance Committee supports the ministries of UCC by providing oversight of UCC's finances, making recommendations for authorized expenses to the Board of Stewards and other leadership groups, informing the members and other internal groups about the financial condition of the congregation or group, supervising the annual pledge campaign, and collaborating with other leadership groups in the development of their budgets.

8.12 Personnel Committee. Mission: The Personnel Committee supports the ministries of UCC by developing search procedures for ministerial staff other than the Senior Minister following guidelines described in 11.1(d), assuring that each ministerial staff person has a Pastoral Relations Committee, reviewing the UCC Employee Handbook at least every other year, and assisting the Senior Minister or designee to develop a schedule of salary ranges by position category. The Committee develops and performs a comprehensive evaluation of the Senior Minister annually. The Personnel Committee shall make every good faith effort to resolve conflicts with all members of the Staff and the Senior Minister, and shall develop appropriate personnel dispute resolution policies and procedures. Policy decisions regarding personnel are recommended to the Board of Stewards for approval.

(a) ***Responsibilities.*** The Personnel Committee:

[1] Formulates policies relating to the employees of UCC;

[2] Works closely with the Senior Minister and Human Resources manager;

[3] Coordinates the evaluation of Senior Minister and oversees evaluation of staff;

[4] Supervises and supports the Senior Minister and other Staff;

[5] Reviews, modifies, approves, or rejects Senior Minister recommendations relating to Staff or congregational programs;

[6] Reviews, modifies, approves, or rejects job descriptions, recommendations for Staff hiring, salaries, employee contracts, benefits, leave, and other administrative matters that the Senior Minister proposes; and

[7] Submits to the Board of Stewards any proposal to end the employment of a Senior Minister.

Article 9
Committee on Leadership and Governance

9.1 Number; Chair, Vice Chair; Secretary. There shall be 9 CLG Members, 6 of which are At Large CLG Members and 3 of which are Designated CLG Members. The CLG Members shall select from among the CLG Members persons to serve as Chair of the CLG, Vice Chair of the CLG, and Secretary of the CLG for a term and with duties as the CLG Members determine from time to time. The persons selected as Chair, Vice Chair and Secretary of the CLG can be removed as Chair, Vice Chair or Secretary of the CLG and a new Chair, Vice Chair or Secretary of the CLG selected by a vote of a majority of the CLG Members who are present and voting on the issue at a meeting of the CLG. The removal of a person as Chair, Vice Chair or Secretary of the CLG does not remove that person as a CLG Member.

9.2 Term of Service.

(a) Length of Term for At Large CLG Members. Except as provided below, each Member selected as an At Large CLG Member shall serve a 2 year term on a calendar year basis beginning on the next January 1 after the date that he or she was selected. The terms of the At Large CLG Members shall be staggered, so that each year 3 At Large CLG Members shall be selected for 2 year terms. If a person has been selected as an At Large CLG Member to fill a vacant position, then that person shall serve the remainder of the term of the position being filled.

(b) Maximum Length of Service for At Large CLG Members. No person may serve as an At Large CLG Member for more than 2 consecutive years. A person who has previously

served as an At Large CLG Member may be selected again as an At Large CLG Member, so long as a period of at least 1 year has passed since the last day of his or her prior term of service.

(c) Length of Term for Designated CLG Members. Each person serving as a Designated CLG Member shall serve a 1-year term on a calendar year basis beginning on January 1 and ending on the next December 31.

9.3 Designated CLG Members. The 3 Designated CLG Members are the 3 persons who, as of January 1 of the calendar year of service, hold the positions as the immediate past Board Chair, the immediate past Chair of the Elders, and the immediate past Chair of the Deacons. A person who becomes a Designated CLG Member due to his or her former leadership position as of January 1 shall continue to be a Designated CLG Member for the full calendar year, despite the fact that another Member may become the person in that former leadership position at some point later in that calendar year.

9.4 At Large CLG Member Eligibility. Every Member is eligible to serve as an At Large CLG Member, other than Members who during the At Large CLG Member nomination and selection process are either serving as, or have been nominated by the CLG for the position of, Steward; however, the Elders may not nominate an Elder and the Deacons may not nominate a Deacon to serve as an At Large CLG Member. Members shall not serve on the CLG at the same time as any other member of their family.

9.5 Selection of At Large CLG Members.

(a) At Large Nominees Nominated by the Board of Stewards, Elders or Deacons. On or before September 15 of each year, the Board of Stewards, the Elders and the Deacons shall each select 1 person who is eligible to serve as an At Large CLG Member as their nominees for the position of At Large CLG Member for the next calendar year. The Board of Stewards, the Elders and the Deacons shall deliver the name of their nominees to the Board Secretary on or before September 15. The Board Secretary shall cause a notice of the names of all persons nominated as At Large CLG Members by the Board of Stewards, the Elders and the Deacons to be posted promptly after September 15.

(b) Voting. The Assembly shall vote on all nominees for the position of At Large CLG Members at an Assembly meeting held between September 15 and December 31. Each Delegate shall vote either to confirm or reject each person who has been nominated by the Board of Stewards, Elders or Deacons. A nominee shall be deemed to have been selected as an At Large CLG Member to serve a 2-year term beginning on the next calendar year if that nominee is confirmed by a majority of Delegates present at the meeting and voting on the issue.

(c) Additional Nominations. If member nominated by the Board of Stewards, Elders or Deacons for the position of At Large CLG Member is rejected by the Assembly, then that nominating leadership group shall select another person who is eligible to serve as an At Large CLG Member to be their nominee for that position, and shall notify the Board Secretary of the name of that person. The Assembly shall vote at the next Assembly meeting to confirm or reject

the new nominee. This process shall continue until all open At Large CLG Member positions are filled.

9.6 Vacancies.

(a) Removal. A person may be removed as a CLG Member by the Assembly for any reason if the removal is approved at an Assembly meeting by the vote of at least 2/3rd of the Delegates present at the meeting and voting on the issue.

(b) Filling At Large CLG Vacancies. If a vacancy occurs in the position of At Large CLG Member, then the vacancy shall be filled by a person nominated by the Designated CLG Members and confirmed by the Assembly. The person selected to fill the vacancy as provided in this Section shall serve for the remaining term of the position that was vacated.

(c) Filling Designated CLG Vacancies. If a vacancy occurs in the position of a Designated CLG Member because of the resignation or removal of a person who was a Designated CLG Member, and if at the time of the vacancy another person qualifies as that Designated CLG Member, then that person shall become the Designated CLG Member filling that position. If a vacancy occurs in the position of a Designated CLG Member but is not filled in the manner described above, then the vacancy shall be filled by a person nominated by the remaining CLG Members and confirmed by the Assembly. The person selected to fill the vacancy as provided in this Section shall serve for the remainder of the calendar year.

9.7 Responsibilities. The CLG has the following specific responsibility and duty to take the following actions:

(a) Leadership Selection.

[1] Maintain a list of all Elders, Deacons, Ministry Division Leaders and Stewards;

[2] Cause notices to be posted for nominations for the positions of Steward, Officer, Assembly Elder and Deacon;

[3] Review nominations submitted and select and submit a slate of nominees for the positions of Assembly Elder, Deacon, Steward or Officer;

[4] Nominate persons to fill any vacancy in the position of Assembly Elder, Deacon, Steward or Officer; and

[5] Identify and make recommendations to the Board of Stewards, Ministry Division Leaders and persons on the Staff concerning Members who appear willing and able to serve in various service and leadership capacities.

(b) Congregational Oversight.

[1] Monitor volunteer lay participation and support of Ministry Divisions and programs, including participation by persons serving in a Leadership Group;

[2] Communicate and counsel persons serving in a service or leadership position in the Congregation who may require assistance or relief with respect to matters entrusted to them;

[3] Evaluate the effectiveness of Congregational governance structures and processes, report to the Assembly and Board of Stewards on the compliance of the Congregation with its own bylaws, resolutions and policies, and submit suggestions for improvements to the Assembly and Board of Stewards;

[4] Recommend amendments to these bylaws to the Board of Stewards; and

[5] Investigate questions or concerns raised by any Member about possible non-compliance with these Bylaws, resolutions or policies of the Congregation, and report to that Member and to the Assembly and Board of Stewards any finding of noncompliance.

9.8 CLG Meetings.

(a) Calling a CLG Meeting. A CLG meeting shall be held if called by the Chair of the CLG or by any 3 CLG Members. The CLG shall meet as often as the CLG Members deem necessary, but at least quarterly.

(b) Notice of CLG Meetings. The CLG shall notify the Board Secretary of the date, time and place of each CLG meeting, and the Board Secretary shall cause a notice of that meeting to be posted as provided in Section 12.1 at least 7 days before the date of the meeting.

(c) Quorum for CLG Meetings. A quorum for a CLG meeting shall be at least 5 CLG Members.

(d) Actions at CLG Meeting. The CLG may discuss any matter affecting the Congregation at any CLG meeting and may vote or take any action within its responsibilities and duties without the requirement that the action be included on any posted notice or agenda.

(e) Voting by CLG Members. Each CLG Member may cast one vote on all matters to be determined at a CLG meeting. All matters brought before the CLG at a meeting shall be decided by a simple majority vote of the CLG Members attending the meeting and casting a vote on the matter.

(f) Executive Session. The CLG may meet in executive session, subject to the terms and conditions described in Section 12.6. The discussion of nominees for positions as Assembly Elders, Deacons, Stewards and Officers shall be conducted in an open meeting. However, prior

to conducting a vote to determine the slate of nominees for those positions, the CLG must call an executive session and may not allow any person other than a CLG Member to be present during the final discussions and voting upon nominees for those positions.

Article 10
Leadership Selection

10.1 Notice of Nomination Process. The CLG shall cause a notice to be posted as provided in Section 12.1 on or before January 15 of each year which solicits:

(a) written submissions from all Members of persons to be considered by the CLG for nomination to serve as an Assembly Elder or Deacon; and

(b) written submissions from Delegates of persons to be considered by the CLG for nomination as a Steward or Officer.

The notice shall inform the Members and Delegates of their ability to make submissions, encourage the submission of comments about nominees, describe the number of positions to be filled (and, if applicable, which of those positions are to fill a vacancy and the remaining length of that term), and prescribe a method by which the nominations and comments may be delivered to the CLG. The notice shall include all leadership selection criteria that will be used by the CLG to evaluate all nominees, and those criteria shall be based on the Responsibilities of Membership described in Section 2.3. Submissions for Assembly Elders, Deacons, Stewards and Officers must be submitted to the CLG on or before February 15. Only Members are eligible to be submitted for consideration or to serve as a member of any Leadership Group.

10.2 Nominees Selected by CLG. The CLG shall consider each person submitted by a Member or a Delegate, but the CLG is not limited to those persons in considering or selecting its nominees. The CLG shall select Members who are eligible to serve in the applicable leadership position as its slate of nominees for Assembly Elders, Deacons, Stewards and Officers. The CLG may not nominate any current CLG Member for the position of Assembly Elder, Deacon, Steward or Officer. The number of nominees on its slate shall equal the number of positions to be filled so that there will be 24 Assembly Elders, 30 Deacons, 15 Stewards, a Board Chair, a Board Vice Chair and a Board Secretary during the next Program Year. The CLG shall deliver its slate of nominees to the Board Secretary on or before April 1, noting the name of each nominee and whether the nominee is nominated for a full or partial term position (and if partial, whether the nomination is for a 1- or 2-year term). On or before April 1, the Board Secretary shall promptly post a written notice of the names of the persons nominated by the CLG.

10.3 Other Nominations.

(a) For Assembly Elder or Deacon. Members may nominate one or more persons who are eligible to serve as an Assembly Elder or Deacon to be included on the ballot for selection as Assembly Elder or Deacon. In order for Members to directly nominate a person to serve as an Assembly Elder or Deacon, a petition nominating that person must be signed by at least 12 Members and delivered to the Board Secretary on or before April 15. If the person is being nominated for less than a full term, then the petition shall note that the person is being nominated for a partial term, noting the number of years of the partial term.

(b) For Steward or Officer. Delegates may nominate one or more persons who are eligible to serve as a Steward or Officer to be included on the ballot for selection as a Steward or Officer. In order for Delegates to directly nominate a person to serve as a Steward or Officer, a petition nominating that person must be signed by at least 12 Delegates and delivered to the Board Secretary on or before April 15. The petition shall note the names of any persons being nominated for a 1-year term, if applicable.

10.4 Notice of Nominees. The Board Secretary shall cause a notice of the names of all persons nominated by the CLG, the Members or the Delegates for Assembly Elders, Deacons, Stewards and Officers to be posted promptly after April 15. The notice shall note the names of any persons who are nominated for only a partial term, noting the number of years of the partial term.

10.5 Voting.

(a) Date of Voting. The Members shall vote on all nominees for the positions of Assembly Elder and Deacon at a meeting of the Membership held between April 30 and May 31. The Assembly shall vote on all nominees for the positions of Steward and Officers at an Assembly meeting held between April 30 and May 31, with the vote for Officers occurring immediately after the vote for Stewards.

(b) Number of Positions. Each year there shall be 8 Assembly Elder positions and 10 Deacon positions to be filled for 3 year terms, 5 Steward positions to be filled for 3 year terms, and each Officer position to be filled for a 1-year term. If a vacancy occurs in a position of Assembly Elder, Deacon, Steward or Officer, then the CLG may determine (as provided in Sections 4.5(b), 5.5(b), 7.4(b) and 7.10(b)) to fill the vacancy pursuant to the leadership selection process described in this Article 10. The written ballot (if any) used for voting on nominees shall state the number of Assembly Elders, Deacons and Stewards to be selected, and if applicable shall note which nominees are for positions that will serve less than a full term.

(c) Number of Votes. Each Member shall be entitled to cast up to the number of votes in each of the elections of Assembly Elders and Deacons as equals the number of each of those positions being filled, but may not cast more than one vote for any individual nominee. Each Delegate shall be entitled to cast up to the number of votes in the election of Stewards as equals the number of Steward positions being filled, but may not cast more than one vote for any

individual nominee. Each Delegate shall be entitled to cast one vote in the election for each Officer position.

(d) Vote Determination. In each election for Assembly Elder, Deacon or Steward, the Members nominated for full term positions shall be voted upon as a group, and the Members nominated for any partial term position shall be voted upon as a group. The nominees in each group with the most votes equal to the number of open positions shall be the persons selected to serve in that position for the full or partial term stated, as applicable, beginning on the first day of the next Program Year. In the election of Officers, the nominee receiving the most votes for the Officer position shall be the person selected to serve in that position beginning on the first day of the next Program Year.

(e) Notice of Selection. The Board Secretary shall cause a notice of the names of all Members selected as Assembly Elders, Deacons, Stewards and Officers to be posted promptly after their selection. The Board Secretary shall also notify the CLG of the name of each Member selected as Assembly Elders, Deacons, Stewards and Officers.

10.6 Special Election of Officer. If a Member who has been nominated for a position as an Officer has either resigned or been removed as a Steward, or if a Member who has been nominated for a position as an Officer was also nominated as a Steward but not selected, then that person's name shall be removed from the ballot for the Officer position. If the names of all nominees for a particular Officer position have been removed from the ballot as provided above, then, during the Assembly meeting held for selection of Officers, nominations for persons to serve in that office shall be solicited from the Delegates at that meeting. Each nominee must be a Member who will serve as a Steward during the next Program Year and who is eligible to serve in that office. The Delegates shall vote at that meeting from the list of eligible nominees to select the person to serve in that office for the next Program Year.

***10.7 Special Election of Continuing Elder*.** Any Delegate may submit a nomination to the CLG of a person who has been a Member of UCC for at least one year, who has previously served as an Elder in a Christian Church (*Disciples of Christ*) congregation and is in good standing or who is an ordained minister of the Christian Church (*Disciples of Christ*) in good standing, as a Continuing Elder. The nomination must be accompanied by (1) written evidence of the nominee's satisfactory service as an Elder in the prior congregation or of the nominee's ordination as a Christian Church (*Disciples of Christ*) minister; (2) a petition signed by at least three Elders of the Congregation urging that the member's name be placed in nomination for selection as a Continuing Elder; and (3) a statement establishing that the nominee is qualified to serve as an Elder under Article 4.6. The CLG may, in its discretion, nominate the proposed Continuing Elder for approval or disapproval by the Board of Stewards. Upon approval of the Continuing Elder nomination by the Board of Stewards, it shall be submitted for approval or disapproval by the Assembly.

10.8 Resignations and Removals. A person may resign as an Assembly Elder, a Continuing Elder, a Deacon, a Student Delegate, a Ministry Division Leader, a Steward, an Officer or a CLG Member by delivering a notice of resignation to the Board Secretary. The resignation will be effective immediately upon delivery of that notice. Any person who resigns or is removed as an

Assembly Elder, Deacon, Student Delegate, Steward or Ministry Division Leader shall automatically be deemed to have resigned or been removed as a Delegate. A person may elect to resign as an Assembly Elder and remain as a Continuing Elder. A person may elect to resign as an Officer and remain as a Steward.

Article 11
Staff

11.1 Senior Minister.

(a) Eligibility. The Senior Minister of the Congregation shall be ordained and in good standing in the Christian Church (Disciples of Christ). Voluntary or involuntary loss of good standing shall disqualify an individual from serving as Senior Minister.

(b) Expectations. The Senior Minister shall serve as the spiritual leader of the Congregation and shall perform the duties that usually pertain to that office in Disciples of Christ Congregations, as more specifically described in the UCC Letter of Calling. The Senior Minister shall be a non-voting advisory member of all organized groups, auxiliaries, and committees within the church, except for the CLG. The Senior Minister shall have general supervision of all employees, including Ministerial Staff and Staff, and be responsible for the coordination of their work. The Senior Minister is responsible to the Congregation through the Board of Stewards. The Senior Minister selects Ministry Staff to serve as designee or liaison to Administrative Committees and Ministry Divisions, in collaboration with lay leaders of the Administrative Committees or Ministry Division for whom the designee is selected. The Senior Minister shall follow the principals found in the Ministerial Code of Ethics for the Christian Church (Disciples of Christ).

(c) Membership Rights. UCC requires its Senior Minister to be a Member. An individual in the Senior Minister's family may not serve as a Steward, on the CLG, or on any Administrative Committee; however, they may serve as a member, but not chair, of the Elders, Deacons, or any Ministry Division Committee or Subcommittee, or as a person on the UCC Staff with the permission of the Board of Stewards, who shall grant permission freely except if service creates perceived or actual conflict of interest.

(d) Search & Call. The Board of Stewards shall select between 9 and 12 members and a chair, including any with voice but not vote, and 2 alternates to serve as a search committee. The Chair of the Board shall serve without vote. Alternates shall be numbered and shall serve in numerical order if a committee member resigns from the committee due to inability to serve or conflict of interest as defined below. The committee shall serve until the position has been successfully filled or until the members have been released from service on the committee by the Board of Stewards at the committee's written request.

[1] The Search and Call Committee shall solicit names of prospective candidates from the congregation, the Area and Regional Offices of the CCDOC, and other appropriate sources, and continue their search until it has selected a candidate by

unanimous (100 percent vote of the Search Committee) to present to the Board of Stewards.

[2] The Board of Stewards must approve the candidate by unanimous (100 percent vote of the Board of Stewards) at a called or regular meeting of the Board of Stewards. Upon Board of Stewards approval of the candidate, the Board of Stewards shall forward the recommendation to the Assembly for approval by a supermajority 2/3 vote. Once approved by the Assembly, the Assembly shall forward the recommendation to the Membership for approval by a supermajority 2/3 vote of the Members present and voting. For administrative efficiency, the Assembly and Membership may vote at the same meeting, so long as 1) the meeting is a specially called meeting of the Assembly and Membership for the express purpose of approving the call of a Senior Minister and 2) the Assembly vote occurs prior to the vote of the Membership.

[3] Conflict of Interest: individuals who are related to a candidate or who have business relationships with a candidate must resign from service on the search committee until the candidate is no longer under consideration. The individual who, therefore, has a conflict of interest with the search should prayerfully consider whether recusal or resignation would be in the best interests of the congregation. Only the individual shall make this determination. If the individual discerns that resignation is proper, then the Board of Stewards shall replace the individual with an alternate.

(e) Review. The Personnel Committee shall perform an annual review of the performance of the Senior Minister following procedures established and published in the Personnel Committee policies and procedures. The Committee reports to the Board of Stewards, the Assembly, and the Membership, the results of that evaluation, mindful of information that is privileged or confidential.

(f) Termination. Prior to a voluntary termination of service and employment, the Senior Minister shall provide a minimum of 60-days written notice to the Board of Stewards.

[1] The Personnel Committee may recommend the termination of the Senior Minister by a supermajority of 2/3 vote of the Personnel Committee. The approved recommendation to terminate the Senior Minister is then forwarded to the Board of Stewards for approval by a supermajority of 2/3 of Board of Stewards members. A recommendation to terminate the Senior Minister may also be initiated by the Board of Stewards. If approved by the Board of Stewards, the recommendation will be presented to the Assembly for approval by a simple majority vote.

[2] Immediately following any termination of the Senior Minister, the Board of Stewards shall appoint a temporary Head of Staff to serve until the position of Senior Minister is filled, and the Board of Stewards shall select a Search Committee to select an Interim Senior Minister from outside of the current Staff and Membership following the procedures for call of a Senior Minister, reduced in size and scope, as appropriate.

(g) Retired Senior Minister Members. A Senior Minister who voluntarily concludes a term of service at UCC and retires from active service as a DOC minister is a Retired Senior Minister. A Retired Senior Minister who chooses to remain a Member of UCC is a "Retired Senior Minister Member". In keeping with the customs and expectations found in the Ministerial Code of Ethics for the Christian Church (Disciples of Christ), a Retired Senior Minister Member and their family shall be expected to separate themselves from active participation in the life of UCC's congregation for a period of 2 years after the end of employment.

11.2 Ministry Staff.

(a) Eligibility. Ministry Staff shall be ordained and in good standing in the Christian Church (Disciples of Christ). Those who are ordained or licensed shall have the title "Associate Minister"; those who are not ordained or licensed shall have the title "Director." Loss of standing, whether voluntary or involuntary, will disqualify an individual from serving as Ministry Staff.

(b) Expectations. Ministry Staff shall perform duties as assigned by the Senior Minister. Ministry Staff report to the Senior Minister as part of the church staff. Ministry Staff shall follow the principals found in the Ministerial Code of Ethics for the Christian Church (Disciples of Christ).

(c) Membership Rights. UCC expects all Ministry Staff to be Members for the duration of their service as employees. Ministry Staff may attend and speak at meetings of the Assembly and Membership and may vote in meetings of the Membership. Except as assigned by the Senior Minister, Ministry Staff may not serve on any Ministry Division Committee or Subcommittee. Ministry Staff may not serve as Stewards, on the CLG, on any Administrative Committee, or as an Assembly Elder or Deacon. An individual in the Ministry Staff's family may not serve as a Steward, on the CLG, or on any Administrative Committee; however, they may serve as a member, but not chair, of the Elders, Deacons, or any Ministry Division Committee or Subcommittee, or as a person on the UCC Staff with the permission of the Board of Stewards, who shall grant permission freely except if service creates perceived or actual conflict of interest.

(d) Search & Call. The Personnel Committee in collaboration with the Board of Stewards will form a search committee and search for an appropriate candidate. The scope and scale of the committee and its search will be appropriate for the position. The committee will continue its search until it has a candidate to present to the Board of Stewards. The Board of Stewards must approve the candidate by a supermajority vote of 2/3 of those present and voting at a regular or called meeting of the Board.

(e) Review. Ministry Staff are evaluated at least annually following the procedures published in the UCC Employee Handbook.

(f) Termination. Ministry Staff shall follow the procedures in the UCC Employee Handbook for their own voluntary termination. For involuntary termination of Ministry Staff, the Senior Minister shall follow the procedures in the UCC Employee Handbook.

(g) Former Ministry Staff. Ministry Staff who voluntarily conclude a term of service at UCC are Former Ministry Staff. Any Former Ministry Staff who chooses to remain a Member of UCC is a "Former Ministry Staff Member". A Former Ministry Staff Member and their family shall be excluded from serving in a Leadership Group for 2 years after the end of employment.

11.3 Staff.

(a) Eligibility. Any other employees of UCC not described or defined above in Sections 11.1 or 11.2 are Staff. UCC encourages all Staff to consider membership. Staff who choose to be Members are "Staff Members". Qualifications and any required credentials are specific to each position and are documented in the position announcement and description.

(b) Expectations. The Senior Minister assigns Staff duties following procedures published in the UCC Employee Handbook.

(c) Membership Rights. Staff Members may attend and speak at meetings of the Assembly and Membership and may vote in meetings of the Membership. Staff or any individual in the Staff's family may serve as a Steward, on the CLG, on any Administrative Committee, or as a member of the Elders, Deacons, or any Ministry Division Committee or Subcommittee, or as a person on the UCC Staff with the permission of the Board of Stewards, who shall grant permission freely except if service creates perceived or actual conflict of interest.

(d) Search & Call; Hiring. Staff are called or hired following the procedures found in the UCC Employee Handbook.

(e) Review. Staff are evaluated at least annually following the procedures published in the UCC Employee Handbook.

(f) Termination. Staff shall follow the procedures in the UCC Employee Handbook for their own voluntary termination. For involuntary terminations of Staff, the Senior Minister shall follow the procedures in the UCC Employee Handbook.

11.4 Emerita/Emeritus Ministers.

(a) Eligibility. Retired Senior Ministers and Retired Ministry Staff who are ordained or licensed are eligible to be selected as Emerita/Emeritus Ministers if they are at least 55 years old, served as a minister at UCC for at least 2 years prior to retirement, are no longer actively engaged in a call to ministry, and have exhibited integrity and spiritual maturity in their service to UCC. Service as an Interim or Transitional Minister of another congregation will not disqualify an otherwise qualified individual. Emerita/emeritus status is an honorary title awarded as a sign of affection and gratitude for distinguished service to the congregation.

(b) Selection. Upon the recommendation of the Senior Minister, the Board of Stewards may designate any Retired Senior Minister or Retired Ministry Staff who qualify as an Emerita/Emeritus Minister.

(c) Privileges. Emerita/Emeritus Ministers have no pastoral authority, nor are there any continuing pastoral expectations.

(d) Title. The Emerita/Emeritus Minister uses the title of their most senior position held at UCC preceded with the word "Emerita/Emeritus," such as "Emerita/Emeritus Senior Associate Minister of Administration."

Article 12
General Administrative Provisions

12.1 Posting of Notices. When in these Bylaws a notice is required to be "posted", then the notice shall be deemed to have been posted on the date that a written version of the notice is physically posted upon a bulletin board located within the main building of the Congregation at a location designated by the Board of Stewards as the place where Congregational notices are to be posted, and one or more of the following has also occurred:

(a) a version of the notice is included in any publication of any nature which is mailed or physically distributed to all or substantially all of the Members who have provided the Congregation with a current mailing address;

(b) a version of the notice is included in any electronic communication (such as an email) which is transmitted to all or substantially of the Members who have provided the Congregation with an email address or other information to allow for the transmission and receipt of the communication;

(c) a version of the notice is included within the principal website maintained by the Congregation; or

(d) a version of the notice is distributed or made available to generally all of the Members under any other method approved by the Board of Stewards (with a notice of the method adopted by the Board of Stewards having been posted in one of the other manners described above at least 60 days before that method of notice is effective).

12.2 Delivery of Meeting Notices. If a person is entitled or required to receive any notice of the date, time and location of a meeting, an agenda of items to be discussed or voted upon at that meeting, or a copy of the minutes of matters discussed and action taken at a meeting (collectively called "***Meeting Notices***"), then the Meeting Notice shall be deemed to have been delivered to that person on the date that any of the following have occurred:

(a) a written version of the Meeting Notice is physically delivered to that person;

(b) a written version of the Meeting Notice is mailed to that person at the mailing address of that person as maintained in the records of the Congregation;

(c) a version of the Meeting Notice is included in any electronic communication (such as an email) which is transmitted to the Member at the email address of that person as maintained in the records of the Congregation; or

(d) a version of the Meeting Notice is distributed or made available to the person under any other method approved by the Board of Stewards (with a notice of the method adopted by the Board of Stewards having been posted in one of the manners described in Section 12.1 above at least 60 days before that method of delivery is effective).

12.3 Location and Time of Meetings. The date and time of all meetings of the Membership, the Assembly or the Board of Stewards shall be a date and time that is reasonably convenient to allow a majority of the Members, Delegates or persons on the Board of Stewards, as applicable, to attend. All meetings of the Membership, Assembly or Board of Stewards shall be held at the main building of the Congregation, unless the nature of the meeting or condition of the main building of the Congregation renders that location inconvenient, in which case the meeting may be held at a location in the City of Fort Worth that is reasonably convenient to a majority of the Members, Delegates or persons on the Board of Stewards, as applicable. When possible and appropriate, electronic meetings using available technology is encouraged in an effort to make the most efficiently use of Members' time and to reduce the impact on UCC's campus resources.

12.4 Meeting Notices. Notice of the scheduling of any meeting of a Leadership Group and the proposed agenda for that meeting shall be delivered to each person who is a member of that Leadership Group at least 7 days prior to the scheduled date of the meeting.

12.5 Voting by Proxy; Improper Voting. Voting by proxy by any Member, Delegate, persons on the Board of Stewards or CLG Member is not permitted. No person may vote on any matter which, under applicable law, he or she is not permitted to vote upon.

12.6 Executive Session. If during a meeting of any Leadership Group an agenda item arises which involves an Executive Session Matter (defined below), then that Leadership Group may determine that the Executive Session Matter be discussed and voted upon in executive session. The term "***Executive Session Matter***" is a matter which involves (1) existing or threatened litigation, (2) personnel reviews and decisions, or (3) final discussions and voting upon nominees for Leadership Positions by the CLG as provided in Section 9.8(f). The determination of whether a matter is an Executive Session Matter, and whether the Executive Session Matter is to be discussed and voted upon in executive session, shall be determined by a vote of a majority of the members of that Leadership Group present at the meeting and voting on the issue. If the Leadership Group determines that an Executive Session Matter should be discussed and voted upon in executive session, then no person may be present in the executive session portion of the meeting other than the members of that Leadership Group and any persons that the Leadership Group specifically requests to participate, in whole or in part, in that executive session. Upon the completion of the executive session, the meeting shall be reopened to any other Member who desires to attend, and at that time the result of any decision made by that Leadership Group during the executive session shall be announced and reported in the minutes. If an executive session occurs during a meeting, the minutes of that meeting shall only include a reference to the

fact that the applicable Leadership Group went into executive session, and shall state the decision (if any) made during the executive session.

12.7 Rules of Order. The current edition of *Robert's Rules of Order* shall govern the conduct of the proceedings and meetings of the Membership and any Leadership Group, except to the extent in conflict with applicable law or as otherwise provided in the Certificate of Formation of the Congregation or these Bylaws (as amended from time to time) or in a resolution or policy adopted by the Assembly or the Board of Stewards.

12.8 Ballots. If, as part of the voting for selection of Assembly Elders, Deacons, Stewards or At Large CLG Members, any Members are nominated other than the slate of nominees proposed by the CLG or Designated CLG Members, as applicable, then the ballot for that vote shall be prepared by the Board Secretary, shall indicate which nominees were made by the CLG or Designated CLG Members, as applicable, and shall indicate which nominees which have been nominated to fill unexpired terms and the length of the unexpired term to be filled.

12.9 Availability of Records. The Board Secretary shall compile and maintain copies of all Meeting Notices, agendas and minutes of each Leadership Group. Those records shall be maintained at the main building of the Congregation, and shall be readily available for review and copying by any Member. The records of all financial transactions of the Congregation shall be maintained at the main building of the Congregation, and, except as noted below, shall be readily available for review and copying by any Member. The records relating to the amount of any particular gift or the identity of the giver of any gift shall not be disclosed, unless express permission has been granted by the giver.

12.10 Fiscal and Program Year. The fiscal year of the Congregation shall be from January 1 through December 31. The Program Year of the Congregation shall be from June 1 through May 31.

12.11 Indemnity and Insurance.

(a) Indemnity. The Congregation shall indemnify and advance expenses to any person who [i] is or was a Delegate, Steward, Officer, member of any other Leadership Group, employee, or agent of the Congregation or [ii] serves or has served at the request of the Congregation as a director, officer, partner, venturer, trustee, employee, agent, or similar functionary of another entity, trust, employee benefit plan, or other enterprise, to the fullest extent that a non-profit corporation may or is required to grant indemnification to a director or officer under the Texas Business Organizations Code or as otherwise permitted or required by common law.

(b) Insurance. The Congregation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any person to be indemnified as specified in Section 12.11(a) against any expense, liability or loss, whether or not the Congregation would have the power to indemnify that person against the expense, liability or loss under applicable law.

12.12 Amendment of Certificate of Formation and Bylaws.

(a) The Certificate of Formation for the Congregation may be amended only by a Board of Stewards' resolution presented to and adopted by the Assembly in the manner described in this Section.

(b) These Bylaws may be amended only by a Board of Stewards' resolution presented to and adopted by the Assembly in the manner described in this Section. Amendments to these Bylaws may be initiated by the Board of Stewards, or through recommendations presented to the Board of Stewards by the CLG or any group of at least 25 Members. Before any resolution on proposed amendments to these Bylaws can be presented to the Assembly, the resolution must be approved by at least 2/3 of the persons on the Board of Stewards present at the meeting and voting on the issue.

(c) Before any vote can be taken by the Assembly on a proposed amendment to the Certificate of Formation or to these Bylaws, the proposed amendment must have been presented at an Assembly meeting held at least 30 days prior to the date of the vote. In addition, the text of the amendment must be posted as provided in Section 12.1 for at least 30 days prior to the date of the Assembly meeting at which the proposed amendment is voted upon by the Delegates.

(d) A change in the name of the registered agent of the Congregation or a change in the address of the registered office of the Congregation can be approved simply by a vote of the Board of Stewards, and shall not be deemed an amendment to the Certificate of Formation or to these Bylaws for purposes of this Section.