

BYLAWS OF THE GAYLORD UNITED CHURCH OF CHRIST

Article I: Name

The legal name of this Corporation (hereinafter referred to as this "corporation") shall be "The Gaylord United Church of Christ", doing business as "The United Church of Christ" in Gaylord, Minnesota.

Article II: Council

Section 2.1: Powers

The Council Members of this corporation shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which this corporation is organized.

The Council shall be the executive body of the church. It shall be composed of the President, Vice President, Secretary, Treasurer, and the persons who chair the following Boards: Trustees, Deaconate, Christian Education, Christian Missions, and Congregational Care and Outreach. Five (5) of its members shall constitute a quorum. The Minister shall serve as an ex-officio member of the Council without voting rights.

The Council shall carry out the policies of the church and manage the affairs of the church, including but not limited to the following affairs:

- Transact the business of the church;
- Make provision for the determining and raising of the current expense budget, mission budget, and benevolences;
- Provide for the auditing or review of financial accounts;
- Provide for the adequate support of the staff;
- Maintain a complete and accurate record of its proceedings;
- Be the custodian of all church records; and
- Report to the members of the church at its regular, annual, and special meetings.

Section 2.2: Number and Terms

The Council shall consist of no fewer than nine (9) Council Members. At their annual meeting, the Congregational Members shall elect Council Members for one year terms, and until their respective successors are elected and qualify, the necessary number of Council Members to fill any vacancy then existing on the Council and to succeed those Council Members whose term of office is then expiring. Nothing herein contained shall be construed to prevent the election of any Council Member to succeed himself.

Section 2.3: Vacancies

The Council at any meeting may accept the resignation of any Council Member submitted in writing. Any vacancy occurring among the Council by reason of death, resignation, the creation of new Council Memberships or any other circumstances, shall be filled for the unexpired term or terms of any Council Membership in which such vacancy occurs by the concurring vote of a majority of Council Members then in office.

The President shall appoint, with Council approval such standing, nominating, and special committees as deemed necessary to serve the purpose of the church. The President shall also prescribe the duties and responsibilities of each committee, also with Council approval.

Section 2.4: Removal by Council Members

The Council may remove any Council Member at any time, with or without cause.

Section 2.5: Annual Meeting of the Congregational Members

The annual meeting of the Congregational Members for the purpose of electing Council Members and officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Council.

Section 2.6: Meetings

The Council shall meet monthly or as otherwise determined by the Council. Other meetings of the Council may be held at any time or place whenever called by the President or any two Council Members. Notice of special meetings of the Council stating the time, place and purpose thereof shall be given by the secretary by mailing the same to each director at his or her residence or business address at least two (2) days before the meeting or by delivering the same personally to the director at least one (1) day before the meeting; or any combination of delivery by mail or in person provided the time specified for each type of notice is complied with. No notice need be given to any director from whom the secretary has received a written consent or waiver of notice for a particular meeting.

Section 2.7: Quorum

At all meetings of the Council, a quorum shall consist of not less than a majority of all Council Members then holding office as a director. If a quorum is not present, the meeting may be adjourned from time to time for that reason and any business which might have been transacted at the meeting as set forth in the notice thereof may be transacted at the adjourned meeting if a quorum is then present.

Section 2.8: Voting

Only Council Members present in person at the meeting may vote. There shall be neither cumulative voting nor any voting by mail. Each Council Member shall be entitled to only one vote on any matter brought before any meeting of the Council. A majority vote of the Council Members present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws. A Council Member shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Council. A Council Member who is present at a meeting of the Council when an action is taken is presumed to have assented to the action unless the Council Member votes against the action or is prohibited from voting on the action.

Section 2.9: Adjourned Meetings

When a meeting of the Council is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 2.10: Written Action

Any action required or permitted to be taken at a meeting of the Council may be taken by written action signed by the number of Council Members that would be required to take the same action at a meeting of the board at which all Council Members were present; provided

that all Council Members must be notified of the text of the written action before it is signed by any of the Council Members. All Council Members shall be notified immediately of the effective date of any such written action that is duly taken.

Section 2.11: Council Member conflicts of interest

This corporation shall not enter into any contract or transaction with:

- A. One or more of its Council Members;
- B. A Council Member of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18); or
- C. An organization in or of which a Council Member is a director, officer or legal representative or has a material financial interest;

unless the material facts as to the contract or transaction and as to the Council Member's interest are fully disclosed or known to the Council, and the Council authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Council Members (without: counting the interested Council Member), at a meeting at which there is a quorum without counting the interested Council Member.

Failure to comply with the provisions of this Section 2.11 shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

Section 2.12: Executive Committee

The Council may by unanimous affirmative action of the entire Council designate two or more of their number to constitute an Executive Committee which, to the extent determined by unanimous affirmative action of the Council, shall have and exercise the authority of the Council in the management of the business of this corporation, but shall not have the power to amend these Bylaws. Such Executive Committee shall act only in the interval between meetings of the Council and shall be subject at all times to the control and direction of the Council. The Executive Committee may meet at stated times or on notice to all committee members given by any of their own number. Vacancies in the membership of the Executive Committee may be filled by the Council at a regular meeting or at a special meeting called for that purpose.

Article III: Minister

The Council has the responsibility to establish the procedure for calling a Minister, in consultation with the Minnesota Conference of the United Church of Christ.

The members shall elect the Minister for an indefinite period. In order to terminate this relationship, at least thirty (30) days written notice shall be given by either party. Termination by the church may only be made by action of the members at a duly-called church meeting. The election and termination procedures shall be in accordance with the Constitution and By-Laws of the United Church of Christ.

Article IV: Officers

Section 4.1: General

The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Council may from time to time designate.

The Vice President, Secretary, and Treasurer shall be elected annually by the membership assembled at the Annual Meeting of the church. These officers shall be elected by the Congregational Membership to serve for terms of one year and until their respective successors are chosen and have qualified.

The President shall appoint a nominating committee to prepare a slate of candidates for the offices to be filled at the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

Any officer may at any time be removed by the Council with or without cause. The same person may hold more than one office at the same time, except the offices of President and Secretary. The officers need not be Council Members of this corporation.

Officers of the church shall have the following duties, which may be amended from time to time, as approved by the Council.

Section 4.2: President

The President shall be the chief executive and operating officer in charge of all normal daily operations of this corporation and shall preside at all meetings of the Council. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Council for the proper and necessary transaction of the business of this corporation. He or she shall concern himself with matters of long range policy, direction, and growth, and shall perform such other duties as the Council may designate from time to time.

The President shall preside at the Annual Meeting and all special meetings of the church. The President shall be President of the Council with the power to appoint special committees. The President shall be an ex-officio member of all Boards and Committees.

Section 4.3: Vice President

The Vice President shall assist the President in all normal daily operations of this corporation and shall preside at all meetings of the Council in the absence of the President. As directed by the President or the Council, he or she may temporarily:

1. Be responsible for the general supervision, direction and management of the affairs of this corporation.
2. Execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Council for the proper and necessary transaction of the business of this corporation.
3. Concern himself or herself with matters of long range policy, direction, and growth, and shall perform such other duties as the Council may designate from time to time.

In the absence of the President, the responsibilities of that office will be those of the Vice President. The Vice President shall become the President in the year following his/her term as Vice President.

Section 4.3: Secretary

The Secretary shall have the following duties and responsibilities:

- A. Keep accurate written records and minutes of all business meetings of the church and the Council;
- B. Serve as custodian of the records, documents and papers of this corporation;
- C. Provide for the keeping of proper records of all transactions of this corporation;
- D. Exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws;
- E. Perform such other duties as may be assigned to him or her from time to time by the Council;
- F. Send out proper written notices of meetings;
- G. Prepare such correspondence as directed by the President or the Council; and
- H. With the assistance of the Minister, keep an accurate register of the church membership, together with a list of admissions, transfers, baptisms, marriages, and funerals.

Section 4.4: Treasurer

The Treasurer shall keep or cause to be kept full and accurate records showing all receipts and disbursements of this corporation and shall deposit or cause to be deposited all monies and their valuable effects of this corporation in its name and to its credit in such depository or depositories as may be designated by the Council from time to time. The disbursement of all funds of this corporation shall be submitted to and approved by the President or by the Treasurer and proper vouchers or receipts for all such disbursements or payments shall be taken from the recipient thereof. A full written report of all receipts and disbursements of money and property of this corporation shall be rendered to the Council Members at their annual meetings and at such other intervals as may be requested by them, showing the financial condition of this corporation in such detail and with such supporting schedules and explanatory statements as the Council may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the Council as hereafter specified. The Treasurer shall perform such other duties as maybe assigned to him or her from time to time by the Council.

Section 4.5: Vacancies

If any office shall become vacant by reason of death, resignation or otherwise, the Council shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of this corporation, the Council may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

Section 4.6: Compensation

The Council Members, as such, shall not receive compensation. The compensation of all officers and other agents or representatives performing services for this corporation requiring compensation shall be fixed by the Council by the concurring vote of not less than a majority of the Council Members in attendance at the meeting; but nothing herein contained shall be construed to preclude any Council Member or other officer from serving

this corporation in any other capacity and receiving compensation for the fair and reasonable value of the services rendered.

Article V: Boards

Section 5.1 – General Provisions

The terms of Board members begin immediately after the annual meeting.

Section 5.2 – Vacancies

Vacancies shall be filled by Council appointment, after receiving and reviewing that Board's recommendations, but shall not be restricted to such recommendations. No person shall serve more than two (2) terms in succession on any one Board, except if a person is appointed by the Council to fill an unexpired term of less than two (2) years.

Section 5.3 – Board Member Composition and Election

Each Board shall consist of four (4) members. The initial term of membership shall be staggered to that two (2) members of the Missions Board and Congregational Care and Outreach Board shall be elected in the years ending with an even number, and the remaining three (3) Boards shall be staggered to that two (2) members shall be elected in the years ending with an odd number. After 2006, all terms shall be four (4) years.

Section 5.4 – Board Chair and Council Representative

Each Board shall nominate a Board Chair and a Council Representative from its membership. Initially, these people will serve until the Board's first subsequent election. After that subsequent election, the Board Chair and Council Representative so designated shall serve two (2)-year terms.

If the Council Representative of a Board is unable to attend a Council meeting, another Board member may be designated to attend a Council meeting in the Council Representative's place.

Section 5.5 – Trustees Board

The Trustees shall manage the church buildings and improvements to church property, keeping the same in good repair, and shall perform such other duties as designated by the Council.

Section 5.6 – Deaconate Board

The Deaconate Board shall prepare and assist in the administration of the Lord's Supper, Baptism, and Confirmation, assist the pastor in furthering the ministries of the church through the worship service, and shall perform such other duties as designated by the Council.

Section 5.7 – Christian Education Board

The Christian Education Board shall direct the educational work of the church, including Sunday School, Vacation Bible School, adult education, Youth Fellowship(s), and shall perform such other duties as designated by the Council.

Section 5.8 – Christian Missions Board

The Christian Missions Board shall direct this church's participation in the local, national, and world missions of this church and the United Church of Christ. The Board shall educate and

involve this church in Christ/s mission to the community and the world, and shall perform such other duties as designated by the Council.

Section 5.9 – Congregational Care and Outreach Board

The Congregational Care and Outreach Board shall provide spiritual, emotional, and physical support to every member of the congregation, foster a strong sense of community and support among members, and be instrumental in making visitors and new members feel welcome. The Board, with the help of the Minister and the congregation, shall provide support and will minister to others throughout the wider community, and shall perform such other duties as designated by the Council.

Article VI: Membership

Section 6.1 – Application for Membership

A person desiring to become a member of the church may be received into the church upon recommendation of the Minister and the Deaconate Board, with approval of the Council.

Section 6.2 – Duties of Members

Members are expected to fulfill the following responsibilities:

- A. To be faithful in all the spiritual duties essential to the Christian life;
- B. To attend habitually the services of this church;
- C. To give regularly for the financial support and charities of this church; and
- D. To share in the organized work of this church.

Section 6.3 – Termination of Membership

Any member in good and regular standing who desires a letter of transfer to any other Christian church is entitle to receive it upon written request. Members may be placed on an inactive list if non-resident for a period of two (2) years or not habitually worshipping with the church for the same period. Such members may be restored to the active list upon resumption of active fellowship or for purposes of transfer.

Article VII: Committees and Organizations

Section 7.1 – Committees

The President has the power to appoint, with Council approval, special committees which may be of short or long-term duration. If the committee life extends beyond (1) year, the members of that committee shall be nominated and elected in like manner as the members of church Boards. The committees shall make financial and functional reports annually or as requested by the Council.

Section 7.2 – Organizations

Church organizations, including, but not limited to, the Women's Council, Men's Fellowship, Youth groups, and the Choir(s), shall elect their own officers, but shall be in conformity with the general policies and philosophies of the church, and shall report to the Council as requested.

Article VIII: Indemnification

Any person who at any time shall serve or shall have served as a Council Member, officer or employee of this corporation, or of any other enterprise at the request of this corporation, and the heirs, executors and administrators of such person shall be indemnified by this corporation in accordance with, and to the fullest extent permitted, by Minnesota Statutes Section 317A.521 as it may be amended from time to time.

Article IX: Miscellaneous

Section 9.1: Corporate Seal

This corporation shall have no seal.

Section 9.2: Electronic Communications

A Council Member, Board Member, or Committee Member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among Council Members or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Council or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting.

Section 9.3: Amendments

The Council may amend these Bylaws by adopting a resolution setting forth the amendment. Amendments to these By-Laws may be made at any duly-called church meeting by a majority affirmative vote of the members present. Public and written notice of the text of the proposed amendment(s) shall be sent out to each member of the congregation announcing the amendment at least two (2) weeks prior to the meeting.

Section 9.4: Authority to borrow, encumber assets

No Council Member, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Council. Authority may be given by the Council for any of the above purposes and may be general or limited to specific instances.

Section 9.5: Deposit of funds

All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Council may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Council from time to time.

Article X – Sunset Provision

All amendments to these By-Laws passed at the annual meeting of the congregation in January 2006 shall be for a term of four (4) years and shall expire after the annual meeting in January 2010, unless the congregation at a duly-called meeting makes them permanent. This paragraph shall not prevent changes to the By-Law amendments passed in January 2006 and the Amendment and Restatement of the By-Laws passed in January 2006 prior to them becoming permanent. If the January 2006 Amendment and Restatement of the By-Laws is not made permanent, then the ByLaws automatically reverts to its original language prior to January 2006.

The undersigned Secretary hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of this corporation by the Council of said corporation on this 22 day of January, 2006.

Signature _____
By: _____
Its: Secretary and Incorporator