



**FIRST UNITED CHURCH OF OAK
PARK**

POLICIES & PROCEDURES MANUAL

Chapter I: Governance

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INTRODUCTION

A. Purpose

Chapter I is a compilation of policies and procedures for implementing the governance provisions of the Church's Constitution, for further delineating the roles, responsibilities, and decision-making authorities of the participants in the Church's governance, and for setting forth the processes by which decision-making and conflict resolution occur.

The Constitution supersedes any perceived conflict between the Constitution and the policies and procedures contained in this manual.

It is intended that Chapter I along with all other Chapters of this manual be treated as "one", a systematic compilation of ways of working and living in community to further the Church's mission.

B. Organization

Where helpful, each principal section contains a reference to the Article of the Constitution that the policies and procedures are intended to implement. Parenthetical references are provided to provisions of the former compilation of policies and procedures ("P&P") and to Council approval dates for particular provisions. The approval date given at the end of each section is the date Council approved the section as a whole. All capitalized terms have the same meaning as defined in the Constitution.

There are five Appendices to this Chapter. Appendix A is the Constitution. Appendix B contains a description of each team constituted as of the date the Council approved this Chapter. Appendix C identifies the Ministries constituted as of the date the Council approved this Chapter. Appendix D is the template for submission of a proposed motion for Council's consideration. Appendix E is the Conflict-of-Interest Policy to be acknowledged by all congregational members who serve as an Elder, Deacon, officer, or member of a team or similar group of the Church.

I. GOVERNANCE OVERVIEW

Section I is a brief overview of the Church's history, purpose, and governing structure and participants. As noted, more detail is provided in the Sections that follow.

A. Legal Name, Contact Information, and Corporate Seal

First United Church of Oak Park
848 Lake Street
Oak Park, Illinois 60301

Phone: 708-386-5215
E-mail: office@firstunitedoakpark.com
Website: <https://www.firstunitedoakpark.com>

The corporate seal is maintained in the office of the Manager of Operations (or equivalent job title). The Council Moderator, Vice-Moderator, Clerk, Treasurer, and the Lead Pastor are authorized to use the corporate seal as required to endorse official and legal documents on behalf of the Church.

B. Governing Documents and Tax Exempt Status

First United Church of Oak Park (the "Church") is a nonprofit Illinois corporation organized for religious purposes in accordance with:

- Its Constitution, as most recently amended May 19, 2019;
- Its Articles of Incorporation filed April 15, 2019 with the Illinois Secretary of State;
- The Illinois General Not for Profit Corporation Act.

The IRS recognizes the Church as a 501(c) (3) tax-exempt organization.

C. Statement of Purpose

The purpose of the Church is to be the people of God, acting individually and together to do God's work in the world. To accomplish that purpose, the Church will communicate by word and deed the Good News of Jesus Christ, celebrate the sacraments, nurture the spiritual growth of the members of the congregation, work for Christian community within the congregation and the Church universal, render service to all people, and strive for righteousness, justice, and peace. (*Constitution Article II*)

D. History

The Church is a union church of the Presbyterian Church (U.S.A.) and the United Church of Christ. It was formed on May 4, 1975, by the unification of the First Presbyterian Church of Oak Park and the First Congregational Church of Oak Park. Originally organized as a corporation under the Illinois Religious Corporation Act, on April 15, 2019, the Church became a corporation under the Illinois General Not for Profit Corporation Act of 1986. (*Constitution Article I*)

The Church is a member of the Chicago Presbytery of the Presbyterian Church (U.S.A.) and the Chicago Metropolitan Association of the United Church of Christ.

E. Governing Council

The Church Council is the governing board of the Church, to which its teams and all other groups constituted at its direction, the First United Church Nursery School Board, and the Board of Deacons are responsible. (*Constitution Article VI(1)*) Elected by the members of the congregation, the Council is comprised of 13-17 members, including when feasible two youth members. (*Constitution Article VI(2)*)

The Council is responsible to set the strategic goals and priorities of the Church and to develop an annual Ministry Outline, for approval by the congregation, which details the Church's most significant priorities for the Church year and the manner and means by which the priorities are to be accomplished. (*Constitution Article VI(1)(6)(b)*)

The Council serves as the Board of Directors under the Illinois General Not for Profit Corporation Act. (*Constitution Article VI(6)(p)*)

The Council's responsibilities, membership, terms of service, meetings and other requirements are set forth in Sections III and V.

F. Church Officers

The Church has four Officer positions: Moderator; Vice-Moderator; Clerk; and Treasurer. The Moderator, Vice-Moderator, and Clerk are members of the Council and are elected by the Council. These three positions constitute the Council Leadership. (*Constitution Article VI(4)*) The Moderator serves as the President, and the Clerk serves as the Secretary, of the Board of Directors under the Illinois General Not for Profit Corporation Act. (*Constitution Article VI(6)(p)*) The Moderator, Vice-Moderator, and Clerk are elected to one-year terms and are eligible for re-election to one additional one-year term. (*Constitution Article VI(4)*)

The Treasurer is elected by the Council. (*Constitution Article VI(6)(f)*) The Treasurer serves as an *ex officio* member of the Council, without the right to vote, unless the Treasurer is simultaneously serving as an elected Elder on the Council, in which case the Treasurer is a fully participating, voting member of the Council. The Treasurer is elected to a three-year term, which may be renewed for up to an additional three years.

The responsibilities of the Church Officers are set forth in Section IV.

G. The Lead Pastor and Other Clergy Staff

The Lead Pastor is the Head of Staff and supervises all other Clergy and non-Clergy Staff. (*Constitution Article XII(2)*) The Lead Pastor and other members of the Clergy Staff who have been nominated by a Pastoral Search Committee or who are candidates to serve on the Clergy Staff for an indefinite duration are called by the congregation at a special meeting of the congregation. Candidates to serve for a definite term as members of the Clergy Staff are elected by the congregation at a special meeting of the congregation. (*Constitution Article VI(6)(k); Article XI(4)*)

A Pastoral Search Committee is constituted by the Council and elected by the congregation when there is a vacancy in the Clergy Staff that the Council determines should be filled by calling an ordained pastor for an indefinite duration. (*Constitution Article XI(1)*)

The Lead Pastor and all Clergy Staff are *ex officio* members of the Council with all rights of participation except the right to vote. (*Constitution Article VI(2)*)

H. The Board of Deacons

The Board of Deacons is elected by the members of the congregation. (*Constitution Article IX*) It is responsible for nurturing a culture of care within the Church community and overseeing and coordinating the tasks of pastoral care. The Board is accountable to the Council. (*Constitution Article VII*)

The Board of Deacons' responsibilities, membership, terms of service, meetings and other requirements are set forth in Section VIII.

I. Nominating Committee

The Nominating Committee is elected by the members of the congregation. (*Constitution Article IX*) It is responsible, among other duties, to identify and nominate candidates for election by the congregation to serve as Elders on the Council, as Deacons on the Board of Deacons, and as members of the Nominating Committee. (*Constitution Article VIII*)

The Nominating Committee's responsibilities, membership, terms of service, meetings and other requirements are set forth in Section IX.

J. Pastoral Search Committee

The Pastoral Search Committee, also known as the Pastoral Nominating Committee, is responsible for conducting a search for an ordained pastor for an indefinite duration and recommending the monetary and other terms of call for the congregation's approval. The committee is composed of 5-9 members, including when feasible one youth member. The Lead Pastor or Interim Lead Pastor serves as an *ex officio* member, without vote. (*Constitution Article XI*)

Further details about the Pastoral Search Committee may be found in Section X.

K. Teams of the Church Council¹

Teams are established by, and accountable to, the Council, which designates their authority and responsibilities. The Council has the authority to disband or reconfigure existing teams, committees, or establish such other working groups, as it deems advisable to implement the goals and objectives set forth in the Church's Ministry Outline. (*Constitution Article VI(1); Article VI(6)(c)*) Chairs and memberships of teams are subject to approval by the Council. (*Constitution Article VI(6)(c)*)

Team responsibilities, membership, terms of service, meetings and other requirements are set forth in Section XI. The currently constituted teams and their roles are identified in Appendix B, which the Clerk is responsible to keep updated. The current chairs of teams are listed on the Church's Website.

L. Ministries

The Council has formed teams into Ministries. The current Ministries and the teams that compose them are shown on Appendix C. The Council has the authority to reconfigure the Ministries as it deems appropriate based on the Ministry Outline and priorities established by the congregation. (*Constitution Article VI(6)(c)*)

M. The First United Church Nursery School Board

As the Nursery School operations and finances have become incorporated in the overall Church operations and finances, the Nursery School Board functions under the auspices of the Church Council, with financial, operational and polity matters subject to Council review and approval.

N. Congregational Meetings

The Church convenes the congregation annually to adopt the Ministry Outline and supporting budget for the year (the "Annual Meeting"), and to elect members of the Council, the Board of Deacons, and the Nominating Committee (the "Election Meeting"). (*Constitution Article XIII(1)-(2)*)

¹ On May 19, 2020, the Council approved a change in terminology, with "committees" to be renamed "teams." The term "committee" is retained in this Chapter for committees that are required by, and named in, the Constitution.

The Annual Meeting and the Election Meeting are scheduled by the Council and may occur on the same day.

The Council will call a special meeting of the congregation when it determines a meeting is necessary, when the Lead Pastor or 25 members of the Church request a special meeting, or when the congregation is asked to call or elect a candidate for the Clergy Staff, or to accept or request the resignation of a member of the Clergy Staff (“Special Meeting”). (*Constitution Article XIII(3); Article XI(4); Article X(5)*)

Congregational meetings are covered in more detail in Section XIII.

O. Robert’s Rules of Order

The most recent edition of Robert’s Rules of Order governs all proceedings of the Church Council and congregational meetings.

P. Fiscal Year

The Church’s fiscal year runs from July 1 through June 30. (*Council Approval 05-19-2021*)

Approved by Council: 5-18-2021

II. CONGREGATIONAL MEMBERSHIP

A. Receipt into Membership

1. The Council is responsible for approving the receipt of new members to the Church. (*Constitution Article V(1)*)
2. In conjunction with a Council team (currently, the Newcomers Team), the Council ensures that opportunities are provided for persons interested in exploring membership to learn about the Church, its mission and programs, and its polity and governance. Participation in such opportunities is strongly encouraged but is not a requirement of membership.
3. The Council votes to receive new members, after which the new members confirm their desire to become members, and are received by the congregation into membership, during a worship service.

B. Categories of Membership

1. Members are received either as active or associate members. (*Constitution Article V(2)*)
2. An active member is one who regularly participates in the life, worship, and governance of the Church, and contributes to the financial support of the Church. (*Constitution Article V(2)*)
3. An associate member is one who has a primary affiliation with another religious body, resides temporarily in the community (such as a college student), or is a member of a Presbytery or other similar body who is not permitted under that body's rules to become an active member of a church. An associate member participates in the life, worship, governance, and support of the Church in the same manner as an active member, except as noted in paragraph 4 below. (*Constitution Article V(2)*)
4. Active and associate members have rights to vote and participate in the governance of the Church, except an associate member may not serve in a role of Council Leadership (defined as Moderator, Vice-Moderator, and Clerk). (*Constitution Article V(2); Article VI(4)*)

C. Membership Roll

1. The Clerk is responsible to ensure the Church maintains an updated roll of Church members, showing who is an active member and who is an associate member, the date each member joined, and the date membership ended. Membership ends at the

member's request, by the member's death, or by other circumstances justifying removal of the member from the Church's roll.

2. A member who has requested a letter of transfer to another church and/or to be released from membership will be removed from the membership roll on approval by the Council. (*Constitution Article V(3)*)
3. The Clerk is responsible to ensure the membership roll is reviewed annually so that the Church reports updated membership numbers to the denominations. A member who has not communicated with the Church or contributed to its support for a period of two years may be, but is not required to be, removed from the membership roll by vote of the Church Council. (*Constitution Article V(3)*)
4. Ordinarily, before recommending the removal of a member's name from the membership roll for inactivity, the Clerk and the Lead Pastor, or persons under their direction, will exercise best efforts to ascertain whether the member intends to return to active participation or if there are circumstances explaining the member's inactivity such that removal from the roll is not appropriate. If Council votes to approve removal, the Lead Pastor will send notice, at the member's last known address, to inform the member that he or she has been removed from the membership roll.

D. Expectations and Rights of Membership

1. Members are expected to abide by the covenant contained in Article IV of the Constitution.
2. Members have the right to:
 - Call members of the Clergy Staff nominated by a Pastoral Search Committee (*Constitution Article XI*);
 - Elect other members of the Clergy Staff (*Constitution Article VI(6)(k); Article XI(4)*);
 - Elect members of the Council, the Board of Deacons, and the Nominating Committee (*Constitution Article XIII(2)*);
 - Vote to approve the Ministry Outline and annual budget (*Constitution Article XIII(1)*);
 - Require the Council to call a Special Meeting if joined in a written request by at least 24 other congregational members (*Constitution Article XIII(3)*);
 - Attend open sessions of Council meetings and team meetings;

- Vote to accept a resignation request by a Clergy Staff member and, if necessary, dissolve the terms of call (*Constitution Article X(5)(a)*);
 - Vote to request the resignation of a Clergy Staff member and dissolve the terms of call (*Constitution Article X(5)(b)*).
3. Members are expected to refrain from voting at a congregational meeting on any matter with respect to which the member has a conflict of interest. (*Constitution Article XIII(4)(c)*) A member has a conflict of interest if the member stands to derive a personal benefit from voting on the matter in a way that is unique to that member and not shared by the congregational membership as a whole.

Approved by Council: 5-18-2021

III. THE CHURCH COUNCIL

A. Eligibility to Serve

1. Church membership (active or associate) is required to serve on the Council. (*Constitution Article V(2)*)

B. Term of Service

1. The term of office of a Council member is three years, with a one-time option to stand for election by the congregation to serve an additional year up to a maximum of five years. Youth members (under age 20) may serve a term of one to three years. (*Constitution Article VI(3)*)
2. Council members are elected to classes as nearly equal in number as possible with the term of only one class ending each year. (*Constitution Article IX*)
3. The term of service of a Council member is based on a starting date of July 1 and an ending date of June 30, to coincide with the Church's fiscal year. (*P&P 5.6.1, Council Approval 4-21-2020*)
4. Council members whose terms have most recently ended are invited to attend the first meeting of the Council's new term to be recognized for their service and to discuss their experience and give advice and encouragement to the newly constituted Council.
5. The term of service of a Council member who also is serving as an Officer (*i.e.*, Moderator, Vice-Moderator, Clerk, or Treasurer) continues until the election of a successor Officer, to cover any gap between July 1 and the next Officer election and to assist in transitioning Officer responsibilities. (*P&P 5.6.2, Council Approval 4-21-2020*)
6. The term of service of a Council member appointed by the Council to fill an unexpired term commences on the date specified by the Council and ends the following June 30, unless elected by the congregation to serve for a longer term.

C. Ordination and Installation

1. Before beginning their term of service on the Council, (a) newly elected members who have not previously been ordained are to be ordained and installed at a worship service on a date set by the Council; (b) newly elected members who have previously been ordained are to be installed at a worship service on a date set by the Council; and (c) all newly elected members are to receive Church Leadership Orientation. (*Constitution Article VI(2)*) Church Leadership Orientation is described in Section VII.

2. The Clerk is responsible to ensure that Council members who are appointed to fill unexpired terms have access at the start of their service to the Church Leadership Orientation materials stored on SharePoint. If elected by the congregation to continued service, they are to attend the next orientation session for newly elected members. (*Modified P&P 5.6; Council Approval 6-20-2017*)

D. Responsibilities

1. The Council's authorities and responsibilities as the governing board of the Church include:
 - To set the strategic goals and priorities of the Church and to identify and direct the manner and means to achieve those goals and priorities (*Constitution Article VI(1)*);
 - To regularly report to the congregation on the Council's activities and progress toward achievement of goals and priorities (*Constitution Article VI(1)*);
 - To serve as the steward of the Church's resources (*Constitution Article VI(1)*);
 - To develop, and present to the congregation for approval, a Ministry Outline that specifically details the most significant priorities of the coming Church year and an annual unified budget to support the implementation of that outline (*Constitution Article VI(6)(b)*);
 - To form new, or continuing existing, teams or other groups as it deems necessary, to assign duties and authority to each group, and to guide and monitor the work of each group in order to fulfill its responsibilities and the goals of the Ministry Outline (*Constitution Article VI(6)(c)*);
 - To have charge of all financial affairs of the Church (*Constitution Article VI(6)(f)*);
 - To recommend to the congregation the hiring and terms of hire of all Clergy Staff (with the exception of positions for which a Pastoral Search Committee has the responsibility to recommend candidates to the congregation) (*Constitution Article VI(6)(k)*);
 - To conduct an annual review of the Lead Pastor through the Council Leadership (*Constitution Article X(4)*);
 - To form a Pastoral Search Committee and recommend its membership for approval by the congregation, when a Clergy Staff vacancy occurs which, the Council believes should be filled by an ordained pastor for an indefinite duration (*Constitution Article XI(1)*);

- To appoint Non-Clergy Staff in consultation with the Lead Pastor (*Constitution Article XII(1)*);
 - To appoint delegates to represent the congregation at meetings of the Affiliated Denominations (*Constitution Article XIV(3)*).
2. As the governing board of a 501(c)(3) nonprofit corporation, the Council is responsible to ensure that the Church has established policies and procedures for adhering to governing tax laws and for monitoring activity that may jeopardize the Church's tax-exempt status. *See* Sections XXI and XXII of this Chapter for Council's responsibilities with respect to the Church's participation in political campaign activities and lobbying activity.
 3. The Council also is responsible for understanding the major risks to which the Church is exposed, reviewing those risks on a periodic basis and ensuring that systems have been established to manage them. To this end, it annually reviews the Church's insurance program for general liability and directors' and officers' liability insurance and reviews the Church's policies and procedures for its governance, financial operations, employee management, and administration to ensure they are up-to-date and properly enforced.
 4. In consultation with the Lead Pastor, the Council is responsible to promote the spiritual health and well-being of the congregation.
 5. *See* Section XV of this Chapter for the Council's obligations with regard to approvals and authority for entering into contracts and other legal documents.

E. Resignation or Departure

1. A Council member may resign from the Council with Council's consent. A Council member whose membership with the Church ends automatically ceases to be a member of the Council.
2. The Council promptly will take steps to fill the unexpired term of a Council member who has resigned or whose membership with the Church has ended, by obtaining a special nomination from the Nominating Committee. A two-thirds affirmative vote of the Council is required to appoint the nominee to fill the unexpired term. If the unexpired term is greater than one year, at the next Election Meeting the congregation will vote on the appointed member to complete the unexpired term. (*Constitution Article IX*)

Approved by Council: 5-18-2021

IV. CHURCH OFFICERS

A. Officer Positions

The Church has four Officers: Moderator, Vice-Moderator, Clerk, and Treasurer. The Moderator, Vice-Moderator, and Clerk are members of, and elected by, the Council and serve as the Council Leadership. (*Constitution Article VI(4)*) The Treasurer may be, but is not required to be, a member of the Church Council and is elected by the Council.

1. Moderator. The Moderator is responsible to:
 - Be a leader with the Vice-Moderator and the Clerk in caring for the spiritual growth and well being of the congregation and its members;
 - With the Vice-Moderator, Clerk, and Lead Pastor, plan for the upcoming Council meeting;
 - With the Vice-Moderator and the Clerk, review all materials submitted by teams, staff, and any others in advance of Council meetings and designate the materials to be provided to the Council for its review, approval or discussion;
 - Convene, lead, and adjourn meetings of the Council;
 - Convene, lead, and adjourn meetings of the congregation;
 - Work with the Vice-Moderator, Clerk, and Lead Pastor on the orientation program for all incoming members of the Council and the Board of Deacons, and for incoming chairs of teams;
 - Conduct the annual review of the Lead Pastor with the Vice-Moderator and Clerk;
 - Communicate issues and concerns of the congregation to the Vice-Moderator, Clerk, and Lead Pastor, and as appropriate to the Council;
 - Preserve and model the spiritual nurture of Council as a leadership team;
 - Plan the Annual Meeting with the Vice-Moderator, Clerk, Lead Pastor, and other staff;
 - Have general expertise in parliamentary procedure, as documented in the most recent edition of Robert's Rules of Order;
 - Keep the congregation informed of Council's actions and decisions;

- Sign legal and financial documents as required and permitted.

(Modified P&P 5.3, Council Approval 4-19-2011)

2. Vice-Moderator. The Vice-Moderator is responsible to:

- Be a leader with the Moderator and Clerk in caring for the spiritual growth and well being of the congregation and its members;
- Work as a collaborative member of the Council Leadership and acquire the knowledge to assume the role of the Moderator, if so elected by the Council;
- Assist the Moderator, Clerk, and Lead Pastor with the planning and coordination of the Council agendas;
- With the Moderator and the Clerk, review all materials submitted by teams, staff, and any others in advance of Council meetings and designate the materials to be provided to the Council for its review, approval or discussion;
- Work with the Moderator, Clerk, and Lead Pastor on the orientation program for all incoming members of the Council and the Board of Deacons, and for incoming chairs of teams;
- With the Moderator and Clerk, participate in the annual review of the Lead Pastor;
- Serve in the Moderator capacity if the Moderator is unable to be present for meetings or any other official function (i.e., Congregational Meeting, New Member breakfast, etc.);
- Serve as the parliamentarian during Council and congregational meetings;
- Manage the Elder on Duty schedule and recruit volunteers for each Sunday.

(Modified P&P 5.4, Council Approval 4-19-2011, updated 7-21-2015)

3. Clerk. The Clerk is responsible to:

- Be a leader with the Moderator and Vice-Moderator in caring for the spiritual growth and well being of the congregation and its members;
- With the Moderator and the Vice-Moderator, prepare the agenda for monthly Council meetings;

- With the Moderator, Vice-Moderator, and Lead Pastor review all materials submitted by teams, staff, and any others in advance of Council meetings and designate the materials to be provided to the Council for its review, approval or discussion;
- Ensure that the agenda and packet of designated materials for the Council's review, approval or discussion are distributed to the Council in advance of the meeting;
- Work with the Moderator, Vice-Moderator, and Lead Pastor on the orientation program for all incoming members of the Council and the Board of Deacons, and for incoming chairs of teams;
- With the Moderator and Vice-Moderator, participate in the annual review of the Lead Pastor;
- Ensure that notice of an Annual Meeting, Election Meeting, and Special Meeting is provided to the congregation as required (see Section XII for the requirements);
- Update this Governance chapter as described in Section XXIII;
- Record the minutes of the Council and congregational meetings;
- Ensure that membership rolls are maintained, reviewed, and updated as required in Section II;
- Preserve records carefully, and furnish extracts from these records when required by other governing bodies, such as the denominations;
- Have a working understanding of UCC and PCUSA policies and procedures;
- Complete and submit annual Presbytery and UCC statistical reports;
- Follow procedures for communicating Council records and appropriate denominational information to the congregation;
- Coordinate with the Church's legal advisor to ensure the preparation and timely filing by the assigned staff of all documents required to be submitted to maintain the Church's 501(c)(3) status and status as a corporation under the Illinois General Not for Profit Corporation Act;
- Sign legal and financial documents as required and permitted;
- Maintain a record of lobbying activity as required in Section XXII(E)(4);

- Distribute and obtain Council members' signed agreement to comply with the Church's Conflict of Interest Policy. (The Conflict of Policy may be found in Appendix E.)

(Modified P&P 5.5, Council Approval 4-19-2011, updated 7-21-2015)

4. Treasurer. The Treasurer is responsible to:

- Oversee the Church's financial records and reports ensuring that the Council's policies are followed and that the Church's overall financial assets are appropriately managed and administered;
- Ensure that clear policies, internal controls, and separation of duties are in place that govern the collection, handling, recording, receipting, use, expenditure, and reporting of funds within the Church;
- In conjunction with the Finance Team, advise the Church Council on the ongoing financial position of the Church against the annual budget;
- Work with Administrative Staff to ensure that necessary insurance (property, officer's liability insurance with indemnification, etc.) is in place and reviewed and maintained;
- Oversee the preparation of the Annual Budget and monthly and annual financial reports;
- Review and approve the reconciliation of bank statements with the general ledger;
- Review and approve journal entries;
- Oversee the issuing of Church credit cards including limits, uses, and payments;
- Serve as an *ex officio* member of Church Council, the Finance Team, and associated sub-groups;
- Coordinate a full financial review of all financial books and records conducted every year by a public accountant or team members versed in accounting procedures;
- Participate with the supervisor, Finance and Personnel Teams in the review of the financial staff.

(P&P 5.9.2; Council Approval 10-18-2018)

B. Eligibility to Serve

1. Active Church membership is required to serve as Moderator, Vice-Moderator, and Clerk. (*Constitution Article V(2)*) Church membership is not required to serve as the Treasurer.

C. Election of Officers

1. At the Council's first meeting of the fiscal year, the Council is required to elect a Moderator and a Clerk. (*Constitution Article VI(4)*) The Council may also elect a Vice-Moderator. (*Constitution Article VI(4)*)
2. The election will be moderated by the outgoing Moderator or by the Lead Pastor if the Moderator is up for reelection. Only newly-installed Elders and Elders continuing on the Council are entitled to vote in the election. A simple majority vote is required to elect the Moderator, Vice-Moderator, and Clerk. Following the election, the elected Moderator will assume leadership of the meeting. (*Modified P&P 5.6, Council Approval 6-20-2017*)
3. If a candidate for the Vice-Moderator position has not been identified as of the Council's first meeting, a Vice-Moderator will be elected by the Council once a candidate has been identified. In the interim, until a Vice-Moderator is elected, the Moderator will assume the Vice-Moderator's responsibilities. The Clerk will serve as the Moderator for any congregational meetings the Moderator is unable to attend, and will serve as the parliamentarian until a Vice-Moderator is elected.
4. The Council takes up the election of the Treasurer at such times as necessary to ensure the Treasurer position remains filled.

D. Terms of Service

1. The term of the Moderator, Vice-Moderator, and Clerk is one year, which may be renewed, upon reelection by the Council, for one additional one-year term. (*Constitution Article VI(4)*) The term of a Vice-Moderator who is elected mid-year ends June 30. The Vice-Moderator may be reelected to a one-year term at the end of the initial term.
2. The term of the Treasurer is three years, which may be renewed for up to an additional three years. (*P&P 5.9.2; Council Approval 10-18-2018*) The term of a Treasurer who is not a member of the Church will be set by the engagement agreement as approved by Council.

Approved by Council: 5-18-2021

V. COUNCIL PROCEEDINGS

A. Meetings

1. The Council meets on a regular schedule on dates that are published to the congregation. Currently, the Council meets on the third Tuesday of the month. All deadlines set forth in this chapter for submission of motions and materials for Council presume the current meeting date. The Council may also hold special meetings in person on dates beyond the regular schedule as its work and projects demand.
2. Council meetings occur at the Church's address, unless the Council designates and provides notice of another location reasonably accommodating attendance. (*Constitution Article VI(5)*) In exigent circumstances, the Council may hold meetings electronically rather than in person. See Subsection B below.
3. Regularly scheduled Council meetings are open to attendance by members of the congregation. Congregational members who wish to be heard at a Council meeting are required to follow the procedure under Meeting Agenda (subsection D(2) below).
4. Emergency Meetings: In the event of an emergency, the members of the Council Leadership and the Lead Pastor (or Interim Lead Pastor) may serve as an Executive Committee. The Executive Committee has all the authority of the Council as required to act with respect to the emergency. Meetings of the Executive Committee may be called by any member of the Executive Committee, on no less than two hours' notice in writing by email, by facsimile or other electronic means, or by telephone, and two members of the Committee will constitute a quorum. Within seven days of any such emergency meeting, a meeting of the Council will be held, or a written communication will be made to the Council, to review any action of the Executive Committee. (*Pe&P 5.12, Council Approval 3-20-2020*)
5. Meetings with Chairs of Teams, the Board of Deacons, and Other Groups: On at least a biannual basis, the Council convenes a meeting with chairs of teams, the Board of Deacons, and other groups as Council determines, to discuss each group's activities and progress toward achievement of assigned projects in the Ministry Outline.

B. Electronic Meetings

1. Council Leadership may convene meetings electronically, rather than in-person, when exigent circumstances exist making in-person meetings risky from a public health standpoint or otherwise inadvisable.
2. The means by which electronic meetings may occur are by use of methods that afford the opportunity for simultaneous communication among participants.
3. The methods that are permissible include, but are not limited to:

- a. Full-featured Internet, or combination Internet/telephone, meeting services that integrate audio (and optionally video), text, and voting capabilities, such as Zoom, AdobeConnect, GoToMeeting, and Cisco WebEx; and
 - b. Teleconference calls.
4. Council Leadership is responsible to ensure that any needed quorum for a vote exists and to provide clear instructions on the methods to participate and vote.

(P&P 5.13, Council Approval 5-19-2020)

C. Actions Without A Meeting (Electronic Voting)

1. Any action required to be taken at a meeting of the Council may be taken without a meeting in the following manner: in writing by email, or by facsimile or other electronic means by which the members entitled to vote are given the opportunity to vote for or against the proposed action, and the action receives approval of a majority of the members casting votes, provided that the number of voters would constitute a quorum if such action had been taken at an in-person meeting. Unless otherwise determined by the Council Moderator, voting will remain open not fewer than five days after delivery of the ballot. *(Constitution Article VI(5))*

D. Meeting Agenda

1. Council Leadership and the Lead Pastor collaborate to develop a proposed agenda for Council meetings. At each meeting, the Moderator presents the proposed agenda for adoption, along with any approved additions, by the Council.
2. Any member of the Clergy or Non-Clergy staff or congregation may request to be heard at a Council meeting by submitting a written request to the Council Leadership not later than two Mondays before Council's scheduled Tuesday meeting, explaining the matter the member wishes to raise at the meeting. A request may be submitted after this date, but there is no guarantee that it will be included on the agenda of the Council's next meeting. Council Leadership will inform the member whether and when the requested matter will be placed on a meeting agenda.
3. If Council Leadership decides not to include the matter on the agenda as requested, it will so inform the member making the request and inform the full Council of the member's request and Council Leadership's reason for denying the request.
4. The Clerk is responsible to ensure that the proposed meeting agenda and materials designated by Council Leadership for review and discussion are sent by email to all Council members no later than the Friday prior to the scheduled Council meeting, and are posted to the Council Packet section of SharePoint.

E. Motions

1. Proposed motions for the Council's consideration are to be submitted on the template found at Appendix D. (*Council Approval 10-15-2020*)
2. The proposed motion must be received by the Clerk no later than two Mondays before Council's next scheduled Tuesday meeting. A proposed motion may be submitted after this date, but there is no guarantee that it will be included on the agenda of the Council's next meeting. (*Council Approval 10-15-2020*)
3. For a proposed motion to be considered by the Council, the motion must be made by a member of the Council, and seconded by another member of the Council. Team chairs or members do not have the authority to make or second motions at Council meetings.
4. In most cases, the chair (or co-chair) of the team that submitted the proposed motion is expected to attend the Council meeting at which the motion is to be raised to answer questions and to provide any additional information as may be requested. The Council Moderator may permit another team representative to serve as the team's representative for these purposes.

F. Team and Staff Reports

1. Reports of Board of Deacons' meetings, Nominating Committee meetings, team meetings, and staff reports are received and reviewed by the Council as part of its proceedings. The deadline for submission of these materials to the Clerk is the Thursday before Council's next scheduled Tuesday meeting.
2. The biannual reports of the Board of Deacons, the Nominating Committee, and other teams are to be submitted to the Clerk by the deadlines set forth in Sections VIII(G), IX(G) and XI(G).

G. Executive Sessions

1. General Purpose. Council may adjourn to a closed, executive session to discuss sensitive matters requiring confidentiality. Such matters include, but may not be limited to, personnel issues, confidential matters in the Lead Pastor's State of the Staff report, litigation, and consultations with an attorney. Motions may be made and voted on in an executive session.
2. Process. Council will follow Robert's Rules of Order for moving into and concluding an executive session.

3. Attendance. In general, only Council members and the Lead Pastor are permitted to attend, and all others in attendance at the meeting are excused. The Moderator may permit others to attend in the Moderator's discretion. Should the matter relate to the performance of the Lead Pastor, the Lead Pastor, too, normally will be excused.

4. Minutes. The Council meeting minutes will reflect that a motion was made to enter and exit executive session and the length of time the executive session was held. Minutes of matters discussed in executive session are prepared in a separate document from the Council meeting minutes and are to be labeled Confidential and distributed to Council members only. Whenever possible, any decisions made in executive session are to be reflected in the Council meeting minutes, without including the discussion preceding the decision. Council members will make no copies of the executive session minutes, will not share the contents with anyone, will discuss them only with other Council members, and will either save those documents in a secure location or destroy them. A permanent secure electronic file of executive session minutes will be maintained by the Clerk, and passed on to successor Clerks. Minutes of executive session from previous Councils will be disclosed only to Council Leadership or to others who have been authorized in writing by a Council Officer. *(Modified P&P 5.8, Council Approval 6-20-2017;)*

Approved by Council: 5-18-2021

VI. COUNCIL LIAISONS

A. Appointment

1. The Council is responsible to assign a Council member to serve as the Council liaison to the Board of Deacons, the Nominating Committee, each team, the First United Nursery School Board, and any other group constituted by the Council for which the Council deems a liaison necessary or advisable.

B. Role and Voting Rights

1. The role of the Council liaison is to bridge the relationship between Council and the group to which the liaison is assigned, helping it respond to Council leadership and helping the Council respond to its needs for support. *(Modified P&P 5.7, Council Approval 6-19-2012)*
2. Liaisons are expected to regularly attend meetings of the group to which the liaison is assigned so that the liaisons are fully informed of the group's activities and workload.
3. A team may communicate to the Council through its liaison if the team believes its responsibilities should be reduced or enlarged. Any change in the responsibilities must be approved by the Council.
4. Council liaisons have full participatory rights in team proceedings including the right to vote.
5. Council liaisons should not serve as chair of the group to which assigned unless the Council approves.

Approved by Council: 5-18-2021

VII. CHURCH LEADERSHIP ORIENTATION

A. Requirement for Pre-Service Orientation

1. The Council is responsible to provide for the orientation and leadership development of elected leaders of the Church and such other leaders as the Council sees fit. (*Constitution Article VI(6)(e)*)
2. Orientation of newly elected Council members and Deacons is to occur prior to the beginning of their service in the elected positions. (*Constitution Article VI(2); Article VII(3)*)
3. Incoming chairs of teams are encouraged to attend orientation prior to commencement of their service.

B. Orientation Materials and Topics

1. Council Orientation: The materials and topics listed below may be included in the orientation of all new members of the Council. The topics may be covered orally, in writing, or by both means. Materials suggested for reading in preparation for orientation are posted on the Council SharePoint drive under “Sourcebook – Suggested Reading” and materials for future reference are posted under “Sourcebook – Reference Materials.” The Clerk of Council is responsible for scheduling the orientation.
 - a. First United’s history;
 - b. The Scriptural and theological foundations of church leadership;
 - c. The governance polities of the Presbyterian Church (U.S.A.) and the United Church of Christ;
 - d. The sources of First United’s governance, including its Constitution;
 - e. The role and responsibilities of Council members;
 - f. First United’s budget process and financial reporting;
 - g. First United’s Ministry Outline;
 - h. Responsibilities of Team Chairs.
2. Deacons: New members of the Board of Deacons attend with newly elected Council members the orientation sessions covering the above topics. In addition, new Deacons are provided orientation by their Staff Liaison on their roles and responsibilities and on principles and practices for creating a culture of care within the

Church community. The Staff Liaison is responsible for scheduling this additional orientation.

3. Team Chairs: Chairs are invited to attend the orientation sessions covering the above topics. In addition, chairs are provided orientation by the Clerk of Council on the requirements of teams as outlined in the Church Governance Chapter. The Clerk of Council is responsible for scheduling this additional orientation.

Approved by Council: 5-18-2021

VIII. THE BOARD OF DEACONS

A. Eligibility to Serve

1. Church membership (active or associate) is required to serve on the Board of Deacons.

B. Responsibilities

1. The Board of Deacons is responsible for nurturing a culture of care within the Church community, providing care to individual congregants in coordination with the Clergy Staff, overseeing and coordinating the tasks of congregational care, and performing such other duties as the Council assigns. (*Constitution Article VII(1)*)

C. Term of Service

1. Deacons are elected for a three-year term, with the opportunity, if elected by the congregation, to extend service for two additional one-year terms. (*Constitution Article VII(3)*)
2. Deacons are elected to classes as nearly equal as possible with the term of only one class ending each year. (*Constitution Article IX*)
3. The term of service is based on a starting date of July 1 and an ending date of June 30, to coincide with the Church's fiscal year. (*Council Approval 4-21-2020*)

D. Ordination and Installation

1. Before beginning their term of service as a Deacon, (a) newly elected members who have not previously been ordained are to be ordained and installed at a worship service on a date set by the Council; (b) newly elected members who have previously been ordained are to be installed at a worship service on a date set by the Council; and (c) all newly elected members are to receive Church Leadership Orientation. (*Constitution Article VII(3)*)
2. Church Leadership Orientation is described in Section VII.

E. Chair

1. Members of the Board of Deacons will elect a chair (or co-chairs) at its first meeting of the fiscal year. A secretary and vice-chair may also be elected.
2. Chairs are elected for a one-year term and are eligible to be reelected to one additional one-year term. (*Constitution Article VII(4)*) A vice-chair typically will serve for a period

not to exceed one year, with the expectation the vice-chair will then succeed to the chair position.

3. The chair is responsible for distributing and obtaining Deacons' signed agreement to comply with the Church's Conflict of Interest Policy. (The Conflict of Interest Policy may be found in Appendix E.)
4. The chair is responsible to attend meetings convened by the Council to discuss the group's activities and progress toward achievement of assigned projects in the Ministry Outline.
5. The chair is responsible to ensure that Council-required reports are submitted when due.
6. The chair is responsible to collaborate with the Nominating Committee on succession planning for leadership of the Deacons.
7. If the Board of Deacons has submitted a proposed motion for Council consideration, the chair, or another representative authorized by the Council Moderator, is responsible to attend the Council meeting at which the motion will be considered, to answer questions or provide additional information regarding the motion.

F. Meetings

1. The location of meetings is determined by the chair. Meetings may be held by electronic means as permitted by Section V(B).
2. The Board of Deacons will meet at least quarterly, and more frequently as the chair determines is necessary based on the responsibilities and work of the Deacons.

G. Requirements

1. The Deacons will report a summary of each meeting on the template required by the Council and submit the report to the Clerk of the Council as set forth in Section V(F).
2. In addition to the meeting reports, the Deacons are required to provide Council with two summary reports describing its activities as well as its progress on any matters assigned under the Church's Ministry Outline – one on or before February 1 describing such activity in the first half of the year, and the second on or before June 15, summarizing such activity for the full year. The full-year report will be included in the Annual Report provided to the congregation.
3. The Deacons will prepare, and keep updated, an outline of the processes followed to fulfill the Deacons' responsibilities, to help smooth transitions with changes in the chair and membership. The chair will ensure the updated outline is stored on SharePoint (or the current storage site).

4. The Deacons will submit any proposed motions and supporting documentation on the template directed by the Council and in the time frame set forth in Section V(E).

Approved by Council: 5-18-2021

IX. THE NOMINATING COMMITTEE

A. Eligibility to Serve

1. Church membership (active or associate) is required to serve on the Nominating Committee.

B. Responsibilities

1. Article VIII of the Constitution provides that the Nominating Committee is responsible for compiling slates of candidates with the suitability to serve effectively as Elders on the Church Council, as Deacons on the Board of Deacons, and as members of the Nominating Committee.
2. The Nominating Committee also is responsible to lead succession planning for leadership positions of the Church, including for Church Officer positions (Moderator, Vice-Moderator, Clerk, and Treasurer), chair of the Board of Deacons, and chairs of teams. In this role, the Nominating Committee collaborates with the Clergy Staff, Church leaders, team chairs and others to identify potential leaders.
3. The Nominating Committee has primary responsibility for constituting the memberships of teams. This responsibility serves to further the succession planning for leadership positions by ensuring the development of knowledge and experience to become effective leaders, and to coordinate the recruitment of new members to avoid simultaneous recruitment of new members by multiple teams. The Nominating Committee will work in consultation with teams, meeting with them at least annually to discuss team plans and needs for recruiting new members. (*Constitution Article VIII(1); Modified P&P 6.1, Council Approval 1-17-2012*)
4. The Nominating Committee is to engage in a process to collect and compile information from congregants that identifies their gifts, talents, and interests, which will assist the Nominating Committee to identify candidates for serving on the Council, on the Board of Deacons, and as members of a team.
5. The Nominating Committee also identifies candidates to serve as Elders and Deacons based on (a) the Nominating Committee's knowledge of individuals with the skills, experience, demeanor, judgment, and spirituality to effectively serve; (b) a process initiated by the Nominating Committee by which congregants self-nominate or nominate others to serve; and (c) the leadership succession plan developed by the Nominating Committee. In all cases, the Nominating Committee evaluates potential candidates as to their suitability to serve in a nominated role. (*Constitution Article VIII(1)*)
6. The Nominating Committee prepares an annual slate nominating one congregational member for each open position on the Council, the Board of Deacons, and the

Nominating Committee, for election at the Election Meeting. (*Constitution Article IX*)
Each nominated person must consent to being nominated.

7. The Nominating Committee is responsible to compile biographical information for each candidate on the slate, providing such information as the year the candidate joined the church, the candidate's family, the candidate's prior participation in the life of the Church, and the reasons the candidate feels called to serve in the nominated role. The Nominating Committee is to coordinate publication of the biographical information and slate with the Clerk of Council.
8. If a vacancy arises on the Council, the Board of Deacons, or the Nominating Committee between annual Election Meetings, the Nominating Committee identifies and nominates a congregational member, with that member's consent, to fill the vacancy by appointment of the Council. (*Constitution Article IX*) A "vacancy" is defined as a resignation or departure that results in the Council, the Board of Deacons, or the Nominating Committee having fewer than the Constitutionally-required minimum number of members.
9. The Nominating Committee provides the Council with rosters of team chairs and team members annually, shortly after the start of the fiscal year, and periodically updates the rosters as membership changes. (*Constitution Article VIII(1)*) The Nominating Committee is responsible to ensure the rosters are maintained as a church record on ACS.

C. Membership

1. The Nominating Committee is comprised of no fewer than five members, with one member being a current Council member. That member may also serve as the Council Liaison to the committee. (*Constitution Article VIII(2)*)

D. Term of Service

1. Members are elected for a term of two years with the opportunity, if elected by the congregation, to extend service for three additional one-year terms. (*Constitution Article VIII(3)*). The term of service is based on a starting date of July 1 and an ending date of June 30. (*Pe&P 5.6.1, Council Approval 4-21-2020*)
2. Nominating Committee members are elected to classes as nearly equal as possible with the term of only one class ending each year. (*Constitution Article IX*)

E. Committee Leadership

1. At the committee's first meeting of the fiscal year, the committee will elect a chair (or co-chair) and a secretary may also be elected. The committee is encouraged to develop a succession plan for committee leadership, including by election of a vice-chair to succeed the chair.

2. The chair and secretary may serve for two years. The Council may agree to extend the service. (*Modified P&P 6.3, Council Approval 2-20-2013*) A vice-chair typically will serve for a period not to exceed one year, with the expectation the vice-chair, if elected, will then succeed to the chair position.
3. The chair and secretary are not required to leave the committee after serving in their positions but may remain on the committee as a member for the remainder of the term. (*P&P 6.3, Council Approval 2-20-2013*)
4. The chair is responsible for monitoring committee member turnover to prevent more than 50% of the committee turning over within one year. (*P&P 6.3, Council Approval 2-20-2013*)
5. The chair is responsible for distributing and obtaining committee members' signed agreement to comply with the Church's Conflict of Interest Policy. (The Conflict of Interest Policy may be found in Appendix E.)
6. The chair is responsible to attend meetings convened by the Council to discuss the group's activities and progress toward achievement of assigned projects in the Ministry Outline.
7. The chair is responsible to ensure that monthly and biannual reports to the Council are submitted when due.

F. Meetings

1. The location of meetings is determined by the chair. Meetings may be held by electronic means as permitted by Section V(B).
2. The Nominating Committee will meet at least quarterly, and more frequently as the chair determines is necessary based on the committee's responsibilities and work.

G. Requirements

1. The Nominating Committee will report a summary of each meeting on the template required by the Council and submit the report to the Clerk of the Council as set forth in Section V(F).
2. In addition to the meeting reports, the Nominating Committee is required to provide Council with two summary reports describing its activities as well as its progress on any matters assigned under the Ministry Outline – one on or before February 1 describing such activity in the first half of the year, and the second on or before June 15, summarizing such activity for the full year.
3. The Nominating Committee will prepare, and keep updated, an outline of the processes followed to fulfill the committee's responsibilities, to help smooth

transitions with changes in the chair and membership. The chair will ensure the updated outline is stored on SharePoint (or the current storage site).

4. The Nominating Committee will submit to the Council the proposed slate of candidates for election at the Election Meeting and their biographical information at least three weeks in advance of the date of the Election Meeting.

Approved by Council: 5-18-2021

X. PASTORAL SEARCH COMMITTEE

A. Formation

1. A Pastoral Search Committee (also referred to as a Pastoral Nominating Committee in the Constitution) is formed when there is a vacancy in the Clergy Staff that the Council determines should be filled by an ordained pastor called for an indefinite duration. (*Constitution Article XI(1)*)
2. The congregation approves the formation and membership of a Pastoral Search Committee at a Special Meeting called for that purpose. (*Constitution Article XI(1)*)

B. Membership

1. The Pastoral Search Committee is to be representative of the whole membership and consist of at least 5 and no more than 9 members, including at least one youth member, if feasible. (*Constitution Article XI(2)*) Members of the Pastoral Search Committee must be active or associate members of the Church.
2. The Lead Pastor (or Interim Lead Pastor) also serves as an *ex officio* member, without vote. (*Constitution Article XI(2)*)

C. Responsibilities

1. The Pastoral Search Committee nominates a minister for a call to the Clergy Staff and recommends the monetary and other terms of call. The nominated candidate normally is to be chosen from the ministerial rolls of the Presbyterian Church (U.S.A.) or the United Church of Christ. (*Constitution Article XI(3)*)
2. The committee is to update the congregation on the status of the search at least quarterly, at a worship service or in writing. (*Constitution Article XI(3)*)
3. When the committee is ready to recommend a candidate, it will inform the Council of its recommendation and the Council will call a Special Meeting of the congregation for the purpose of considering the committee's recommendation and the proposed terms of call. (*Constitution Article XI(4)*)
4. The Council does not have the authority to override the Pastoral Search Committee's recommended candidate.

D. Approval of Candidate

1. A two-thirds affirmative vote of the members of the Church present and voting at the Special Meeting is required to call the candidate and approve the terms of call.
(Constitution Article XI(4))

Approved by Council: 5-18-2021

XI. TEAMS OF COUNCIL

A. Eligibility to Serve

1. Church membership is not required to join a team but non-members are not permitted to serve on the Personnel Team, the Nominating Committee or the Pastoral Search Committee or as team chairs.

B. Role

1. As used in Section XI, the term “team” includes any group regularly constituted by the Council (such as the teams listed in Appendix B). The term does not include the Nominating Committee or the Pastoral Search Committee, as these are groups that are required or governed by provisions of the Constitution and are appointed by the congregation, not by the Council. Unless directed by the Council, the provisions contained in this Section also do not apply to a group or task force charged with a special project.
2. Teams are constituted by, and serve at the pleasure of, the Council. In general, they assist the Council in carrying forward an integrated program of activity for the Church’s mission and advancing the Church’s priorities and goals as expressed in the annual Ministry Outline and otherwise expressed. (*Constitution Article VI(6)*)
3. A team may recommend to the Council, either directly or through its Council liaison, that the Council assign new or different responsibilities to it, or to reduce its responsibilities, but it lacks the authority to amend its responsibilities without the Council’s approval.
4. The currently constituted teams of the Council and their Council-delegated areas of responsibility are found in Appendix B.

C. Membership

1. Unless the Council permits otherwise, a team is required to have at least five members, not including the Council and Staff liaisons. There is no maximum number of members who can serve on a team.
2. The Council has adopted a special policy concerning membership on the Personnel Team. This may be found in Appendix B in the description of the Personnel Team.
3. The Nominating Committee has primary responsibility for constituting the membership of teams and recruiting new members.

D. Term of Service

1. Unless otherwise set by the Council, the term of service of a team member is two years, with the option of renewal for three additional one-year terms, for a maximum of five years. *(Modified P&P 6.3, Council Approval 5-19-2020)*
2. The term of service of a team member is based on a starting date of July 1 and an ending date of June 30, to coincide with the Church's fiscal year. *(P&P 6.4, Council Approval 4-21-2020)*
3. A team may accept new members who start their service throughout the year. *(P&P 6.3, Council Approval 5-19-2020)* To avoid service terms ending off-cycle, and for ease of determining team membership needs going forward, the new member's end date should be computed as if that member's start date were July 1, unless the new member's service on the team has been for less than six months, in which case the period of service does not count toward the term.

E. Team Leadership

1. At the team's first meeting of the term, the team will elect a chair. A co-chair, a secretary, and a vice-chair may also be elected. The team is to work collaboratively with the Nominating Committee in the development and implementation of a succession plan for team leadership, which may include appointment of a vice-chair to succeed the chair.
2. The chair and the secretary may serve for up to two years. The Council may agree to extend the service. *(Modified P&P 6.3; Council Approval 5-19-2020)* A vice-chair typically will serve for a period not to exceed one year, with the expectation that, if elected, the vice-chair will then succeed to the chair position.
3. The chair, vice-chair, and secretary are not required to leave a team after serving in their roles but may remain on the team as a member. *(P&P 6.3; Council Approval 5-19-2020)*
4. The chair is responsible to maintain the list of members, denoting when each member's service began and when the member's term ends. The chair is to provide this list to the Nominating Committee. The chair, in coordination with the Nominating Committee, also is responsible to monitor team membership to guard against more than 50% of the team rolling off each year. *(Modified P&P 6.3, Council Approval 5-19-2020)*
5. The chair is responsible to distribute and obtain team members' signed agreement to comply with the Church's Conflict of Interest policy. (The Conflict of Interest policy may be found in Appendix E.)
6. The chair is responsible to provide orientation for new team members on the team's responsibilities and internal processes.

7. The chair is responsible to attend meetings convened by the Council to discuss the group's activities and progress toward achievement of assigned projects in the Ministry Outline.
8. The chair is responsible to ensure that monthly and biannual reports to the Council are submitted when due.
9. If the team has submitted a proposed motion for Council consideration, the chair, or another representative authorized by the Council Moderator, is responsible to attend the Council meeting at which the motion will be considered, to answer questions or provide additional information regarding the motion.

F. Meetings

1. The location of meetings is determined by the chair. Meetings may be held by electronic means as permitted by Section V(B).
2. The team will meet at least quarterly, and more frequently as the chair determines is necessary based on the team's responsibilities and work.

G. Requirements

1. The team will report a summary of each meeting on the template required by the Council and submit the report to the Clerk of the Council as set forth in Section V(F).
2. In addition to meeting reports, the team is required to provide Council with two summary reports describing its activities as well as its progress on any matters assigned under the Ministry Outline – one on or before February 1 describing such activity in the first half of the year, and the second on or before June 15, summarizing such activity for the full year. The full year report will be included in the Annual Report to the congregation.
3. The team will prepare, and keep updated, an outline of the processes followed by the team to fulfill its responsibilities, to help smooth transitions with changes in the chair and membership. The chair will ensure the updated outline is stored on SharePoint (or the current storage site).
4. The team will submit any proposed motions and supporting documentation on the template directed by the Council and in the time frame set forth in Section V(E).

Approved by Council: 5-18-2021

XII. STAFF MEMBER LIAISONS

A. Responsibility to Appoint

1. The Lead Pastor is responsible to appoint staff members as liaisons to the Board of Deacons, the First United Nursery School Board, the Nominating Committee, and teams of the Council.

B. Role of Staff Member Liaison

1. The role of the staff liaison is to serve as a bridge between the group to which the staff member is assigned and the Church's Clergy and Non-Clergy Staff as a whole, and to provide support to the assigned group.
2. A team may communicate to the Council through its staff liaison if the team believes its responsibilities should be reduced or enlarged. Any change in the responsibilities must be approved by the Council.
3. Staff member liaisons serve as *ex officio* members of the groups to which they are assigned, with full participatory rights but without the right to vote.

Approved by Council: 5-18-2021

XIII. CONGREGATIONAL MEETINGS

A. Annual Meeting

1. The Council will convene an Annual Meeting, on a date of its choosing. The purpose of the Annual Meeting is for the Council to present the annual Ministry Outline and supporting budget to Church members for their approval, for Church members to receive yearly reports of staff, officers, and teams, and for conducting such other business as the Council determines. (*Constitution Article XIII(1)*)
2. The Annual Meeting typically is held at the Church following the worship service. In exigent circumstances, the Annual Meeting may be held electronically using a method approved for electronic meetings of the Council as described in Section V(B).
3. The Annual Meeting may be convened on the same date as the Election Meeting.
4. The Clerk is responsible to ensure that notice of the Annual Meeting is posted on the Church Web site and in the Messenger Bell at least two weeks before the date of the meeting, as well as announced in the worship bulletin on at least two Sundays before the day of the meeting. (*Constitution Article XIII(1)*)

B. Election Meeting

1. The Council will convene an annual Election Meeting, on a date of its choosing, for the purpose of electing persons to open positions on the Council, the Board of Deacons, and the Nominating Committee. (*Constitution Article XIII(2)*)
2. The Election Meeting may be convened on the same date as the Annual Meeting.
3. The Election Meeting typically is held at the Church following the worship service. In exigent circumstances, the Election Meeting may be held electronically using a method approved for electronic meetings of the Council as described in Section V(B).
4. The Clerk is responsible to ensure that notice of the Election Meeting is posted on the Church Web site and in the Messenger Bell at least two weeks before the date of the meeting. The Clerk is also responsible to ensure that the date of the Election Meeting and the slate of candidates to be considered for election are announced in the worship bulletin on at least two Sundays before the day of the meeting. (*Constitution Article XIII(2)*)
5. Any member of the Church may at the meeting make a nomination from the floor with the consent of the person being nominated. (*Constitution Article IX*) If the nomination receives a second, then the person is added as a candidate to the slate.

6. If the number of candidates on the slate is equal to or less than the number of open positions, then voting may proceed on the slate as a whole. If the slate contains more candidates than open positions, then the voting must occur candidate by candidate. In that case, the Election Meeting may be adjourned to allow for preparation of a ballot for voting for individual candidates. Members may only vote for the number of open positions. Example: if there are 5 candidates for 4 open positions, then members may cast a vote in favor of only 4 candidates. The 4 candidates who received the most votes are elected.

C. Special Meeting

1. A Special Meeting will be convened when:
 - (a) the Council determines a meeting is necessary to conduct business, or for the congregation to vote on hiring a candidate to the Clergy Staff or accepting or requesting a Clergy Staff member's resignation (*Constitution Article XIII(3); Article VI(6)(k); Article X(5)*);
 - (b) the Lead Pastor determines a meeting is necessary (*Constitution Article XIII(3)*);
 - (c) twenty-five members of the congregation make a written request for a meeting (*Constitution Article XIII(3)*); and
 - (d) the Pastoral Search Committee has identified a candidate for the congregation to call to the Clergy Staff (*Constitution Article XI(4)*).
2. Unless another location or method of meeting is announced, a Special Meeting is held at the Church on the date set by the Council. (*Constitution Article XIII(a)*) In exigent circumstances, a Special Meeting may be held electronically using a method approved for electronic meetings of the Council as described in Section V(B).
3. The Clerk is responsible to ensure that notice of the Special Meeting and the nature of the business to be transacted is made to the Church membership (a) in writing (which may be electronic supplemented by reasonable efforts to contact members who do not use electronic mail) not less than seven days before the Special Meeting; and (b) in an announcement during a Sunday worship service not less than one week before the meeting. (*Constitution Article XIII(3)*)

D. Amendments to the Constitution

1. Amendments to the Constitution may be considered for a vote by the congregation at an Annual Meeting, at an Election Meeting, or at a Special Meeting. (*Constitution Article XVII*)

2. Article XVII of the Constitution contains special rules concerning the timing, frequency, and substance of the notice to the congregation about proposed amendments. The Clerk is responsible to ensure these rules are complied with.

E. Rules for Congregational Meetings

1. A quorum for the Annual Meeting, Election Meeting, and Special Meeting consists of fifty members, except in the case of certain amendments to the Constitution that require a quorum of 100 members. (*Constitution Article XIII(4)(b); Article XVII*)
2. The affirmative vote of a simple majority of members present and voting at an Annual Meeting, Election Meeting, and Special Meeting is required to pass a motion (*Constitution Article XIII(c)*), except (a) a two-thirds vote of the members present and voting is required to hire a candidate to the Clergy Staff (*Constitution Article XI(6)(k)*), and (b) a two-thirds vote of the members present and voting is required to amend the Constitution (*Constitution Article XVII*)
3. A member must be present to vote, unless voting by proxy is permitted by the meeting notice. (*Constitution Article XII(4)(c)*)

Approved by Council: 5-18-2021

XIV. POLICY CONCERNING AUTHORITY AND DISCRETION OF LEAD PASTOR

A. Governing Principles

1. Both the Lead Pastor and the Council have important roles and responsibilities in the governance of the Church, with each vested with certain authority necessary to discharge those responsibilities. Often the responsibilities are shared or are to be fulfilled in consultation with each other.
2. The Church expects the Lead Pastor and the Council, along with all other participants in the Church's governance, to work collectively in discipleship and good faith and collaboratively to the greatest extent possible, informed at all times by mutual respect and grace.
3. At the same time, the Council, and other participants in the Church's governance, should recognize the unique gifts and skills that the Lead Pastor brings to First United and trust the Lead Pastor to utilize those talents appropriately and in the best interests of the Church.

B. Guidelines

1. The Lead Pastor's responsibilities are set forth in the Lead Pastor's terms of call and position description. Broadly characterized, the Lead Pastor's primary responsibilities are to:
 - (a) Establish First United's spiritual and theological direction and focus in worship, sacraments, and prayer;
 - (b) Provide pastoral care for the congregation;
 - (c) Interpret and promote mission and program priorities as established by the Council;
 - (d) As Head of Staff, act as the supervisor of all Church employees;
 - (e) Serve as the primary representative of the Church in its relationships with the Oak Park community, the Affiliated Denominations, and the Church's mission partners.
2. In the areas of spiritual and theological direction and focus, and pastoral care (items (a) and (b) above), while such matters will often be appropriate topics for Council consideration and collaboration, prior Council approval of the Lead Pastor's exercise of authority typically is not expected and is left to the judgment of the Lead Pastor.
3. With respect to the Lead Pastor's role as Head of Staff and primary representative of the Church to the community, denominations and mission partners, as well as in the

Lead Pastor's implementation of mission and program priorities (items (c), (d), and (e) above), the Lead Pastor should consult with the Council before implementing on his or her own significant new initiatives or actions or material changes from existing practice. For example, in the Personnel context, the Lead Pastor is expected to report to the Church Council on the "state of the staff," on a quarterly basis or more frequently as appropriate, so that the Council may fulfill its shared responsibility with the Lead Pastor to promote a healthy, productive work environment and so that the Council is apprised of any issues involving, or potentially involving, discipline or termination of any person employed by the Church.

4. It is expected that the Council Leadership will provide guidance to aid a new Lead Pastor in determining whether any particular initiative is significant or new, or whether any change in practice is material.
5. The Lead Pastor is expected to consult with the Council with respect to any proposed termination of a Church employee's employment or authorizing the expenditure of funds in a manner not contemplated by the current Church budget (except in exigent circumstances, in which case the Lead Pastor should confer with Council Leadership).

Council Approval 4-9-2019

Approved by Council: 5-18-2021

XV. POLICY CONCERNING APPROVALS AND AUTHORITY TO ENTER INTO CONTRACTS AND OTHER DOCUMENTS

A. Governing Principles

1. Authority to enter into contracts, agreements, applications, litigation-related documents, and the other documents described herein must be expressly given. No one has implied authority to enter into the documents described herein.
2. Except as expressly provided herein, congregational members and Church volunteers do not have the authority to enter into documents that may impose requirements or obligations on the Church.

B. Documents Requiring Council Approval

1. The approval of the Council is required to enter into or sign “legal documents or instruments,” defined as follows:
 - Employment agreements with Non-Clergy Staff;
 - Pleadings, filings or other documents used in litigation involving the Church;
 - Agreements or other documents relating to corporate governance, partnerships, reorganizations, mergers, dissolution and other similar corporate matters;
 - Trust agreements;
 - Insurance applications;
 - Loan applications, loan agreements, and ancillary documents required or relating to a Church loan;
 - Applications for bank or investment accounts;
 - Applications for grants or funding by outside groups;
 - Membership agreements with outside organizations (for example, Lighthouse Foundation, BUILD, United Power)
 - Other contracts, agreements or documents having significant impact on the finances or the mission of the Church, including but not limited to contracts and agreements that:
 - Are anticipated to have a total contract value of \$5,000 or more;

- Will result in Church commitments extending more than one year (with respect to agreements that automatically renew, such as software subscriptions, each renewal is considered a one-year agreement which does not require Council approval);
 - Include provisions by which the Church agrees to indemnify or provide insurance for others;
 - Have a potential to result in significant and unanticipated Church liabilities or costs;
 - Involve regular or recurring use of Church property by third parties (one-time use that is contracted pursuant to a form facilities use agreement does not require Council approval);
 - Involve acquisition of audit, accounting, legal, consulting, or other professional services; or
 - Could expose the Church to controversy or criticism or would be inconsistent with the mission of the Church.
2. Council may require that legal documents or instruments be reviewed by an attorney and/or receive the recommendation of teams or other groups before Council will authorize signing or entering into the document or instrument. Staff and teams should consult with Council Leadership about the level of approvals required before submitting a legal document or instrument to Council for its approval.
 3. Council will designate the person(s) with authority to sign documents that it has approved be signed or entered into. The approved person must indicate he or she is signing the approved document as an authorized representative of the Church. Whenever possible, authority should be given to an employee of the Church rather than a volunteer. When a document requires the signature of a Church officer, then authority may be given to the Council Moderator, Vice-Moderator, Clerk, or Treasurer. Authority by Council to enter into one specific agreement or contract does not constitute authority to enter into agreements or contracts of the same type or relating to the same subject matter.
 4. In extraordinary circumstances when the Council approval is not feasible due to time constraints, the Executive Committee (comprised of the Moderator, Vice-Moderator, Clerk, and Lead Pastor) may assume responsibility for final approval and execution, and will report the action to the Council as required by Section V(A)(4).

C. Lead Pastor, Staff, and Council Leadership Authority

1. The Lead Pastor, and such other members of the Clergy and Non-Clergy Staff as the Lead Pastor approves, may negotiate and execute routine agreements for which the total contract value is less than \$5,000, such as routine purchase orders, service agreements extending for one year or less, and supply orders, if: (a) the agreement does not constitute a “legal document or instrument” as defined above; and (b) the expenditure has been budgeted for in the current operating budget.
2. Council Leadership and the Treasurer may negotiate and execute contracts, agreements and other documents only if authorized by the Council to do so.
3. Persons authorized under Section C to sign documents must indicate they are signing the approved document as an authorized representative of the Church.

D. Documents Requiring Congregational Approval

1. The Clergy Staff's employment agreements and terms of call. (*Constitution Article VI(6)(k)*)
2. Documents to buy, sell, mortgage, lease, or transfer real property of the Church. (*Constitution Article VI(6)*)

Approved by Council: 5-18-2021

XVI. POLICY FOR ADDRESSING CONCERNS WITH CHURCH STAFF PERFORMANCE

This Section identifies the principles and procedures to follow when a congregant has a concern about the performance of an employee and when an employee has a concern about the performance of a fellow employee. The goal of the principles and procedures is to provide the means by which such concerns can be surfaced and resolved efficiently and productively involving only those whose participation is needed to effectively address the concern.

A. Concerns of a Congregant About Employee Performance

1. **Governing Principles**: When addressing concerns about an employee's performance, or failure to comply with a Church policy or procedure, all parties who are involved should keep in mind the following principles:

- Confidentiality, fairness and mutual respect, informed by a degree of compassion and grace by all involved, should be maintained at all times;
- Clear communication is critical; time and patience are often needed for all parties to understand the issue clearly, and to collaboratively consider creative actions to resolve the concern; and
- Issues should be resolved at the earliest possible time, with involvement from only those persons whose involvement is directly required.

2. **Policy**

(a) Except in exigent circumstances, the congregation member who is concerned should first seek to resolve the concern through respectful conversation with the employee who is the subject of the concern, preceded by notice to the employee's supervisor. The supervisor may elect to participate in such conversation. If the concern is resolved, documentation of the concern and its resolution will be maintained in the subject employee's personnel records.

(b) If the matter is not resolved through such conversation, then the congregation member should submit a statement to the employee's supervisor, with a copy to the Lead Pastor and to the chair of the Personnel Team. If the concern relates to the performance of the Lead Pastor, then the statement should be submitted to the Moderator of the Church Council, with a copy to the chair of the Personnel Team. The statement must be in writing, identify the person reporting the concern (the "Reporting Person") and the employee(s) involved, detail the concern, and provide any supporting documentation (the "Statement of Concern" or "Statement"). The Reporting Person must submit the Statement on a strictly

confidential basis, should not distribute or disclose it or otherwise discuss the matter with any person other than those investigating or seeking to resolve it, and should adhere to the Church's expectation that all employees and congregants treat others with respect, courtesy, and dignity. The Reporting Person must be willing to discuss the reported concern with those investigating it. The chair of the Personnel Team will give a copy of the Statement to the subject employee.

(c) Policies and procedures applicable to a Statement of Concern following its submission, including its investigation, resolution, and reporting of the result, are contained in the Personnel Handbook in "Concerns; Procedures" (Section VI), which may be renamed or amended from time to time.

(d) The Church will not retaliate, nor allow any employee or other Church representative to retaliate, against any person who in good faith reports a concern under this policy or participates in an investigation of the reported concern. An employee who does retaliate will be subject to disciplinary action, up to and including termination of employment.

(e) The procedures described herein are not the exclusive means by which concerns with an employee's performance may be identified or addressed. Performance concerns may be identified and addressed through review procedures provided for in the Church's Constitution and Personnel Handbook, as well as by policies and procedures authorized by the Church Council. Nothing herein shall alter an employee's at-will employment status.

(P&P 9.6, Council Approval 5-21-2019)

B. Concerns of an Employee About Employee Performance

Section VI of the Personnel Handbook describes the procedures that an employee may follow to report a concern that any other Church employee is not satisfactorily performing his or her job, is violating a Church policy or procedure, is acting in an unlawful or improper manner, or has mishandled an employee matter.

(Council Approval 5-21-2019 when approved Personnel Handbook)

Approved by Council: 5-18-2021

XVII. WHISTLEBLOWER POLICY

A. Policy

1. First United requires all employees, members serving on the Council, the Board of Deacons, the First United Nursery School Board, and all other teams, as well as all volunteers engaged in Church activities, and vendors and third parties with whom the Church does business, to observe high standards of business and personal ethics, honesty, and integrity in the conduct of their duties and responsibilities and in transacting business with the Church, and to comply with all applicable laws and regulations.
2. In addition to, but related to, the policies and procedures described in Section XVI, this Whistleblower Policy is to ensure that concerns about actual or suspected unethical, illegal or dishonest conduct by anyone related to the Church (whether employee, member, or volunteer engaged in Church activity) or who does business with the Church (whether vendor or third party) are surfaced and addressed.

B. Procedures

1. If an employee, Church member, volunteer engaged in Church activities, or vendor or third party with whom the Church does business (collectively, "Reporting Person") has a concern or complaint about actual or suspected unethical, illegal or dishonest conduct by another Church member or volunteer acting for or on behalf of the Church in any capacity, or by any vendor or third party with whom the Church does business, then that Reporting Person should submit a report to the Lead Pastor and the Moderator of the Church Council. If the subject of the concern relates to or is the Lead Pastor, then the Reporting Person should give the report to the Moderator of the Church Council and the chair of the Personnel Team, and if the subject of the concern relates to or is the Moderator of the Church Council, then the Reporting Person should give the report to the Lead Pastor.
2. The report must be in writing, must identify the persons involved, and must detail the concern or complaint. The report may be submitted on a confidential basis, but the Reporting Person must be available to discuss the concern or complaint with the Church's investigators.
3. A report will be promptly investigated by or under the supervision of the person(s) receiving the report, and corrective action will be taken, if any is warranted by the investigation. The Reporting Person will be advised when the investigation has been completed and its resolution.

C. No Retaliation; Good Faith

1. The Church will not retaliate, nor allow any employee or other Church representative to retaliate, against any person who in good faith reports actual or suspected unethical, illegal or dishonest conduct. An employee or representative who does retaliate will be subject to disciplinary action, up to and including termination of employment.

Approved by Council: 5-18-2021

XVIII. RELATIONSHIP WITH THE DENOMINATIONS

A. Equal Support of Denominations

1. The Constitution requires that in each year the Church will financially support the work of each of the denominations with which the Church is affiliated (the “Affiliated Denominations”) in equal amounts. (*Constitution Article XIV(1)*)
2. The Church makes an annual per capita payment to the Chicago Presbytery and a payment of an equal amount to the Chicago Metropolitan Association designated for its Covenanted Share Goal to fund Our Church’s Wider Mission. These payments are based on the Church’s reporting of its membership and are covered in paragraph B below.
3. The Church also uses discretionary funds to support projects or other activities of the denominations. For discretionary support, the Council is responsible to ensure that all teams that have responsibility to allocate discretionary funds to the denominations (a) in fact allocate funds to the denominations; and (b) allocate those funds in equal amounts. Teams with such responsibility, including but not limited to the Faith in Action Team, are required to submit proposed allocations during the budget preparation process for Council’s approval. Council is responsible to ensure that the budgeted amounts are disbursed as approved.

B. Per Capita and Related Payments

1. The Constitution requires the Church to report annually its total membership to each of the Affiliated Denominations, apportion one-half of the total to each denomination, and pay the per capita assessment as payable under denominational requirements. (*Constitution Article XIV(4)*). The Council is responsible to ensure that the per capita payments are made as required by the Constitution.
2. The Chicago Presbytery imposes a per capita payment, and the Metropolitan Association imposes a per capita pledge to the Illinois Conference Covenanted Share Goal to fund Our Church’s Wider Mission, based on the congregation’s membership.
3. The procedures for calculation and payment of these payments are as follows:
 - Each January, the Moderator, Vice-Moderator, or the Clerk is to review the Per Capita Assessment from the Presbytery of Chicago for the following year. Typically, the prior year invoice and the next year assessment are received together in October.
 - Each January, the Moderator, Vice-Moderator, or the Clerk is to review the Illinois Conference Covenanted Share Goal to fund Our Church’s Wider Mission

(OCWM). The Church's pledge for the upcoming year is communicated through this form. Typically, this form is received in December.

- Each January, the Manager of Operations determines the number of church members. (Associate Members and unconfirmed youth are not included.) This information is included in the Chicago Presbytery Annual Statistical Report which is completed and submitted by the Clerk by February 1st. The Church reports half its membership to the Presbytery and half to the Illinois Conference.
- Each August, the Moderator, Vice-Moderator, or the Clerk will draft a letter to the congregation soliciting per capita contributions. The letter should be reviewed by the Lead Pastor and Council Leadership. The letter should be sent to the congregation each September. Past letters may be located on Sharepoint.
- When the letter is ready for mailing, the Communications Administrator will print it on church letterhead and coordinate the mailing with the Clerk.
- The Clerk will prepare bulletin announcements or e-blasts for the next (4) weeks requesting per capita contributions as indicated in the letter. Additional announcements may be made as needed.
- Each December, First United receives an invoice from the Presbytery as mentioned above. The invoice should represent the membership that was reported in the prior year's Annual Statistical Report times the assessment fee. This invoice is paid per standard procedures.
- At the same time the check is sent to the Presbytery, a check for the identical amount, payable to the Illinois Conference of the UCC, should be sent with a cover letter. In the memo field of the check, call out the following: 20xx Annual "Our Church's Wider Mission."

C. Denominational Delegates

1. The Constitution requires the Council to appoint at least one member for each of the Affiliated Denominations to serve as a delegate representing the congregation at denominational meetings. Each denomination sets the number of permitted delegates. (*Constitution Article XIV(3)*)
2. The Constitution permits delegates to serve for so long as they and the Council agree. (*Constitution Article XIV(3)*) The Council may appoint a delegate for a set term of years or for an indefinite duration, as the Council and the delegate agree.
3. Although by agreement a delegate may serve for longer than a year, the Council appoints or renews delegates on an annual basis. The Council will determine if a currently appointed delegate wishes to continue to serve and, if so, whether continued service is in the best interest of the Church.

4. When a new delegate is desired or required, the Council will appoint a delegate based on its consideration of the following criteria: (a) the potential delegate's background with and knowledge of the polity and activities of the denomination; (b) the potential delegate's judgment, maturity, and spirituality; (c) the potential delegate's involvement in and commitment to the life of the Church; and (d) such other factors as the Council deems relevant. The delegate to the Presbyterian denominational meetings should be a current or former Elder. A delegate must be an active member of the Church and consent to the appointment.
5. Delegates cannot be told how to vote at denominational meetings. They are independent decision makers and must be free to listen for the word of Christ on matters requiring a vote. (*Presbyterian Polity*, at pages 5-6).
6. Delegates are expected to report to the Council in writing on significant actions occurring at denominational meetings promptly after the meeting.

D. Conflicting Denominational Requirements

1. The Constitution provides that in the event of conflicting requirements of the Affiliated Denominations that are material to the governing structure embodied in the Constitution, the Council will petition the governing bodies of the denominations to resolve the conflict. (*Constitution Article XIV(2)*)
2. The question what is "material" to the Church's governing structure is necessarily subject to interpretation and left to the judgment of the Council.
3. Examples of what Council, in its discretion, could consider a material conflict requiring resolution would be a denominational requirement that Council membership be greater than the range prescribed by the current Constitution, or a prohibition that the Church Council may perform any of the duties and responsibilities delegated to it by the Constitution.
4. Any resolution of a conflict that is suggested by the denominations that involves a change to the Church's governing structure as prescribed by the Constitution must be approved by the congregation in a revised Constitution.

Approved by Council: 5-18-2021

XIX. INDEMNIFICATION AND ADVANCEMENT OF FEES

A. Governing Policy

1. Article XV of the Constitution provides for the indemnification of any Elder, Deacon, officer, employee, volunteer, or member of a committee (“Indemnified Party”) who is made party to any action, suit or proceeding by reason of having served in such a role, if the person acted in good faith and in a manner reasonably believed to be in the best interests of the Church and without any reason to believe his or her conduct was unlawful.
2. In most cases, the Church will have acquired insurance that will provide an attorney and will pay the attorney’s fees and expenses for the representation of an Indemnified Party.
3. This policy authorizes the advancement of fees and expenses for an Indemnified Party in the event the Indemnified Party is not covered by the Church’s insurance policy or if the Indemnified Party is required to retain his or her own attorney to defend the lawsuit or other proceeding.

B. Advancement of Fees

1. Attorney fees and expenses incurred by an Indemnified Party in defending a civil or criminal action may be paid by the Church in advance of final disposition of such action, as authorized by the Church Council in the specific case, upon receipt of a promise in writing by the Indemnified Party to repay such amount if he or she ultimately is determined not to be entitled to indemnification under Article XV of the Constitution.

Approved by Council: 5-18-2021

XX. CONFLICT OF INTEREST POLICY

A. Governing Policy

1. Article XVI of the Constitution provides that all congregational members while serving as an Elder, Deacon, officer, or member of a team or similar group of the Church are required to comply with a Conflict of Interest policy in the form adopted by the Church Council.
2. The purpose of the policy is to protect the interests of the Church and its members against the adverse effects of actual, potential, or apparent conflicts of interest in the solicitation, procurement, execution and administration of Church contracts, purchase orders, gift agreements, and other contractual transactions or arrangements.

B. Conflict of Interest Policy

1. The Conflict of Interest Policy adopted by the Church Council (on May 21, 2019) is found in Appendix E. On an annual basis, as close as feasible to the beginning of a term of service and by no later than September 1, each Elder, Deacon, officer, or member of a team or similar group is to be supplied the Conflict of Interest Policy and acknowledge in writing the receipt of the Policy and agreement to comply with its terms.
2. The responsibility to distribute the Conflict of Interest Policy and to obtain the written acknowledgement and agreement resides with the Clerk (for Council), the chair of the Board of Deacons (for Deacons), and the chairs of teams (for their respective team memberships).

Approved by Council: 5-18-2021

XXI. POLICY GOVERNING PARTICIPATION IN POLITICAL CAMPAIGN ACTIVITIES

This Section identifies the rules, restrictions and guidelines for the Church's participation in political campaigning activities.

Reference is made throughout this document to the "Tax Guide for Churches & Religious Organizations" (IRS Publication 1828, Rev. 8-2015) (<https://www.irs.gov/pub/irs-pdf/p1828.pdf>). This official publication contains explanations and examples of the application of the rules and limitations in various factual scenarios. Attached as Attachment A is a high level guide on permitted and prohibited activities with regard to the Church's involvement in political campaigns. Questions concerning the guidelines and their application to specific situations also can be directed to the Lead Pastor and Council Leadership.

A. Governing Policies

1. As a 501(c)(3) tax-exempt organization, the Church is absolutely prohibited from participating or intervening in political campaigns on behalf of (or in opposition to) any candidate for an elected public office at the local, state, or national level.
2. As the governing body of the Church with responsibility to serve as the steward of the Church's resources, the Council is responsible for educating Church employees, members, and approved spokespersons on the applicable restrictions and limitations, and to set and monitor guidelines and procedures to help ensure the Church's tax-exempt status – a valuable asset of the Church – is not jeopardized.
3. Consultation with the Lead Pastor is encouraged as Teams or groups plan communications or activities that could be viewed as political campaign activity. Approval of Council, with input from the Lead Pastor, may be required before a proposed activity is authorized to go forward.

B. Definitions

Terms used herein have the following definitions:

1. "Candidate for public office" means anyone who is running, is exploring the possibility of running, or is proposed by others to run, for any elective public office at the local, state, or national level.²
2. The "Church" means the Clergy Staff, other employees, leaders, spokespersons, and congregants when acting on behalf of the Church or when a reasonable person could conclude from the circumstances that the communications or other activity are undertaken by, or represent the views of, the Church.

² "Politics in the Church: What to Know for the 2020 Election, *Church Law & Tax* (6-18-2020).

3. “Church functions” mean any activities held by the Church or on Church premises, including but not limited to worship services, coffees and receptions, Sunday School and other education classes, congregational meetings, Council and team or similar meetings, and social events.
4. “Church premises” mean the Church’s building, grounds, and parking lot.
5. “Church publications” mean the Web site, Church’s bulletin, e-blasts, Messenger Bell, Mission Action, News & Events, evotionals, calendars, Facebook and other social media pages, letters or written statements using Church stationery, and emails sent from an email address owned by the Church.
6. “Church resources” mean money, employees, office equipment and printers, directories, MemberLink, Sharepoint and other Church-owned applications and electronic storage mechanisms.

C. Application to Clergy and Church Leaders

1. The Clergy Staff and other Church Leaders and spokespersons must take special care not to make comments at Church functions, in Church publications, or with the use of the Church’s name or resources, that expressly or implicitly support or oppose any candidates for office. When the Clergy Staff and other Church leaders are speaking at Church functions or in Church publications, “they are speaking on behalf of the church and those statements will be attributed to the church itself.”³
2. Outside of Church functions and publications, the Clergy Staff and other Church leaders and spokespersons are free to speak or write in their individual capacity but must clearly indicate that their comments are personal and are not intended to represent the views of the Church.⁴

D. Activities That Are Not Permitted

1. The following activities by the Church are prohibited by application of the IRS rules:
 - a. Endorsing candidates for public office at any Church function, including from the pulpit, or in Church publications;
 - b. Use of Church publications to communicate anything that explicitly or implicitly favors or opposes a candidate, by name or by party affiliation;
 - c. Making any campaign contributions, whether monetary or in-kind;

³ “Internal Revenue Code Prohibitions on Political Campaign Interventions,” UCC Office of General Counsel (March 2016), at page 2.

⁴ *Tax Guide for Churches & Religious Organizations*, at page 8.

- d. Permitting campaign activity by Church employees within the context of their employment;
 - e. Engaging in fund raising on behalf of a candidate;
 - f. Making expenditures on behalf of a candidate;
 - g. Asking a candidate to pledge support for the Church's positions on issues;
 - h. Allowing the Church's resources to be used to support or oppose candidates, including permitting candidates to distribute partisan campaign literature or display political campaign signs on Church premises;
 - i. Providing members' emails, home addresses, or phone numbers stored in Church resources for purposes of enabling the solicitation of support for candidates.
2. Congregants may not use Church facilities or functions, such as gatherings in the Church building pre- and post-worship, and Team and group meetings, or use Church resources, such as Memberlink or Church membership directories, to introduce or solicit support for candidates or potential candidates for public office or to obtain signatures on candidate petitions.
 3. Candidates who are members of the Church may not use Church facilities, such as gatherings in the Church building pre- and post-worship and Team and group meetings, or use Church resources to seek support for their candidacy for public office or to obtain signatures on a petition for candidacy.

E. Activities Requiring Council Approval

1. Invitations to Candidates to Speak. The activities that follow in (a) – (c) may be permitted upon approval by Council as provided in (d):
 - a. Invitations to host a candidate to speak as a candidate at a Church function, within the following guidelines:
 - i. An equal opportunity to participate must be extended to all other political candidates seeking the same office;
 - ii. Support for or opposition to the candidate is not expressed, either in the candidate introductions or in communications concerning the candidate's attendance;
 - iii. No political fundraising occurs; and

- iv. A neutral atmosphere that does not favor one candidate over another is maintained on the premises or at the event.⁵
- b. Hosting a candidate public forum at a Church function, within the following guidelines:
 - i. All guidelines in (a) above must be followed;
 - ii. The questions for the candidates are prepared and presented by a panel in such a way as not to favor or oppose any candidate or slate;
 - iii. The topics discussed by the candidates include a broad range of issues that the candidates would address if elected and are of interest to the public;
 - iv. Each candidate is given an equal opportunity to present his or her view on each of the issues discussed;
 - v. The candidates are not asked to agree or disagree with positions, agendas, platforms, or statements of the Church; and
 - vi. The forum moderator should not comment on the questions or otherwise imply approval or disapproval of the candidates.⁶
- c. Hosting a candidate to speak at a Church function in a non-candidate capacity (for example, as a member of the Church, public figure, or expert in a non-political field and for reasons unrelated to the candidacy for office), within the following guidelines:
 - i. The individual speaks only in a non-candidate capacity;
 - ii. The individual signs a promise that he or she will not use the appearance to seek support for his or her candidacy or misuse photographs taken of the candidate at a Church function or with a Church leader to portray an endorsement of the candidate;
 - iii. Neither the individual nor any representative of the Church makes any mention of his or her candidacy or the election; and
 - iv. No campaign activity occurs in connection with the candidate's attendance.
 - v. In this situation, it is not necessary to provide equal access to all political candidates.⁷

⁵ *Tax Guide for Churches & Religious Organizations*, at page 11.

⁶ *Tax Guide for Churches & Religious Organizations*, at pages 11-12.

- d. Groups who propose for the Church to invite candidates to speak are required to submit a written proposal to the Council stating (i) why the event is being proposed; (ii) to whom the invitation is to be extended; (iii) a proposed date and location for the event; (iv) a draft of the publicity for the event; (v) in the case of a public forum, the identity and experience of the moderator; and (vi) written acknowledgment of the rules applicable to the event and agreement to abide by them.
2. Voter Registration, Get-Out-The-Vote Drive, and Voter Guides. The following activities may be permitted upon approval by Council.
 - a. Conducting a voter registration drive on Church premises as long as (i) it is open to everyone, regardless of political party, and (ii) it is not coordinated by or with a candidate or political party.
 - b. Conducting an unbiased and nonpartisan get-out-the-vote drive encouraging everyone to vote no matter which candidate or political party they favor and without commentary that voting is important for change.
 - c. Distribution of unbiased and nonpartisan guides on how to register to vote, applicable deadlines, and voting locations compiled by such organizations as the League of Women Voters.⁸
 - d. Creation and distribution of unbiased and nonpartisan voter guides, if the guide compiles the voting records of all members of a legislative body on major legislative issues involving a wide range of subjects, contains no editorial opinion, does not compare the candidates' positions with the Church's position, and its contents and structure do not imply approval or disapproval of any members or their voting records.⁹
 - e. Groups who propose to conduct the activities in (a) – (d) are required to submit a written proposal to the Council stating (i) why the event is being proposed; (ii) a draft of the proposed voter guide or other material for which approval is sought; (iii) a proposed date and location for the event; and (iv) a draft of the publicity for the event.

F. Providing Links To Another Organization's Web Site

1. A Church publication may provide a link to another organization's website to access voter guides or other information relating to voter registration or logistics for voting in an upcoming election. Under IRS guidelines, the Church will be held responsible

⁷ *Tax Guide for Churches & Religious Organizations, at page 13.*

⁸ *Tax Guide for Churches & Religious Organizations, at page 14.*

⁹ *Tax Guide for Churches & Religious Organizations, at pages 14-15.*

for the content of another organization’s Web Site that the Church has provided links to in its own publications.¹⁰

2. Accordingly, the group that has provided a link to another organization’s website for publication in a Church’s publication must take steps to ensure that the linked content does not contain material that constitutes political campaign intervention. Linked content providing voter registration information and voter guides must be strictly nonpartisan. Linked material must be frequently monitored as it may change over time.
3. Under the *IRS Tax Guide for Churches*, “links to candidate-related material, by themselves, do not necessarily constitute political campaign intervention. All the facts and circumstances must be taken into account when assessing whether a link produces that result. The facts and circumstances to be considered include, but are not limited to, the context for the link on the organization’s website, whether all candidates are represented, any exempt purpose served by offering the link and the directness of the links between the organization’s website and the Web page that contains material favoring or opposing a candidate for public office.”¹¹
4. The IRS applies the facts and circumstances in the following example: “Church N, a Section 501(c)(3) organization, maintains a website that includes staff listings, directions to the church and descriptions of its community outreach programs, schedules of services and school activities. On one page of the website, Church N describes a particular type of treatment program for homeless veterans. This section includes a link to an article on the website of O, a major national newspaper, praising Church N’s treatment program for homeless veterans. The page containing the article on O’s website doesn’t refer to any candidate or election and has no direct links to candidate or election information. Elsewhere on O’s website, there is a page displaying editorials that O has published. Several of the editorials endorse candidates in an election that hasn’t yet occurred. Church N has not intervened in a political campaign by maintaining a link on O’s website because the link is provided for the exempt purpose of educating the public about its programs; the context for the link, the relationship between Church N and O and the arrangement of the links going from Church N’s website to the endorsement on O’s website don’t indicate that Church N was favoring or opposing any candidate.”¹²
5. Based on this guidance from the IRS, it is important that links to another organization’s website that contain political candidate endorsements make clear that First United provides the link solely for educational purposes and is not endorsing any particular political candidate for election.

G. Issue Advocacy vs. Political Campaign Intervention

¹⁰ *Tax Guide for Churches & Religious Organizations*, at page 17.

¹¹ *Tax Guide for Churches & Religious Organizations*, at page 17.

¹² *Tax Guide for Churches & Religious Organizations*, at page 17.

1. IRS rules recognize that the Church, like other Section 501(c)(3) organizations, may take positions on public policy issues, including issues that divide candidates in an election for public office. The Church is permitted to advocate on issues in a campaign season so long as the advocacy does not function as political campaign intervention.
2. Even if a Church communication does not expressly tell congregants to vote for or against a specific candidate, it still might be prohibited political campaign intervention if the communication includes an implicit message favoring or opposing a candidate. All the facts and circumstances need to be considered to determine if the advocacy is political campaign intervention.¹³
3. The following factors guide a decision whether advocacy constitutes political campaign intervention:
 - a. Whether the communication identifies one or more candidates for a given public office;
 - b. Whether the communication expresses approval or disapproval for one or more candidates' positions and/or actions;
 - c. Whether the communication is delivered close in time to an election;
 - d. Whether the communication makes reference to voting or an election;
 - e. Whether the issue addressed in the communication has been raised as an issue distinguishing candidates for a given office;
 - f. Whether the communication is part of an ongoing series of communications by the organization on the same issue that are made independent of the timing of any election; and
 - g. Whether the timing of the communication and identification of the candidate are related to a non-electoral event such as a scheduled vote on specific legislation by an officeholder who also happens to be a candidate for public office.
 - h. A communication is particularly at risk of political campaign intervention when it makes reference to candidates or voting in a specific upcoming election. Nevertheless, the communication must still be considered in context.¹⁴
4. Council approval is necessary before Church publications may be used to distribute communications that advocate positions on public policy issues. Before seeking

¹³ *Tax Guide for Churches & Religious Organizations, at page 9.*

¹⁴ *Tax Guide for Churches & Religious Organizations, at page 9.*

Council approval, Teams, groups, and members who are considering using Church publications to advocate positions on public policy issues should first consult with the Lead Pastor on the above factors and the advisability of pursuing publication of the communication, considering the risk of the communication constituting political campaign intervention, compatibility with the Church's mission, priorities, and values, and potential congregational reaction. If the Lead Pastor endorses the proposal, then the group should make a proposal to the Council, including (a) a description of how the proposed communication furthers the Church's priorities; (b) a draft of the proposed communication; and (c) an identification of the Church publications that are proposed to include the communication and the proposed dates.

* * * * *

See Attachment A for a summary guide on prohibited and permitted political campaign activities.

(P&P 9.11, Council Approval 9-15-2020)

Approved by Council: 5-18-2021

ATTACHMENT A

Guidelines on Political Campaign Activity¹⁵ (*Council Approval Required)

Campaign Activity	Impact On Tax- exempt Status	Basis
Contributions to political campaign funds.	Prohibited	<i>IRS Tax Guide for Churches and Religious Organizations</i>
Public statements of position (verbal and written) in favor of or in opposition to candidates for office—in official church publications and at official church functions.	Prohibited	<i>IRS Tax Guide for Churches and Religious Organizations</i>
Providing a forum for all candidates to address the church.	Permitted*	<i>IRS Tax Guide for Churches and Religious Organizations</i>
Public comments made by ministers and other church employees in connection with political campaigns, not made at church facilities or in church publications and accompanied by a statement that the comments are strictly personal and are not intended to represent the church.	Permitted	<i>IRS Tax Guide for Churches and Religious Organizations;</i> Revenue Ruling 2007-41
A church invites all candidates for a political office to address the congregation, and informs the congregation before each candidate's speech that the views expressed are those of the candidate and not the church and that the church does not endorse any candidate.	Permitted*	Revenue Ruling 74-574; <i>IRS Tax Guide for Churches and Religious Organizations</i>
A church invites only one candidate in a political campaign to address the congregation.	Prohibited	Revenue Ruling 2007-41
The church provides an opportunity for a candidate to speak in a non-candidate capacity (for example, as a	Permitted*	<i>IRS Tax Guide for Churches and Religious Organizations</i>

¹⁵ Source: “Politics in the Church: What to Know for the 2020 Election,” Richard Hammar and Matthew Branaugh, *Church Law & Tax* 6-18-20 Webinar.

member of the church, public figure, or expert in a non-political field), without providing equal access to all political candidates for the same office. The church ensures that the candidate speaks in a non-candidate capacity; no reference is made to the person's candidacy; the church mentions the capacity in which the candidate is appearing (without mentioning the person's political candidacy); and no campaign activity occurs.		
A church distributes a compilation of voting records of all members of Congress on major legislative issues involving a wide range of subjects; the publication contains no editorial opinion and its contents and structure do not imply approval or disapproval of any members or their voting records.	Permitted*	Revenue Ruling 78-248
A church distributes a voters guide containing questions demonstrating a bias on certain issues.	Prohibited	Revenue Ruling 78-248
The endorsement of candidates.	Prohibited	Internal Revenue News Release IR 96 23
Campaign activities by employees within the context of their employment.	Prohibited	FSA 1993-0921-1
A church fails to "disavow" the campaign activities of persons under "apparent authorization" from the church, by repudiating those acts "in a timely manner equal to the original actions" and taking steps "to ensure that such unauthorized actions do not recur."	Prohibited	FSA 1993-0921-1
Engaging in fund raising on behalf of a candidate.	Prohibited	Internal Revenue News Release IR 96 23
Neutral voter registration drives.	Permitted*	11 C.F.R. § 111.4(c)(4)
Newspaper ads urging voters to vote for or against a candidate.	Prohibited	<i>Branch Ministries, Inc. v. Commissioner</i> , 99-1 USTC 50,410 (D.D.C. 1999), <i>aff'd</i> , <i>Branch Ministries v. Rossotti</i> , 2000 USTC 50,459 (D.C.

		<i>Cir. 2000).</i>
Church web sites that contain information either supporting or opposing candidates for public office.	Prohibited	Revenue Ruling 2007-41

REFERENCES

[“A Campaign Season Guide for Houses of Worship,” Interfaith Alliance](https://interfaithalliance.org/cms/assets/uploads/2016/08/2016HouseofWorship.pdf)
<https://interfaithalliance.org/cms/assets/uploads/2016/08/2016HouseofWorship.pdf>

“Commenting on Candidates and Campaigns: How 501(c)(3)’s Can Respond During an Election Year,” Alliance for Justice [https://bolderadvocacy.org/wp-content/uploads/2012/08/Commenting on Candidates and Campaigns.pdf](https://bolderadvocacy.org/wp-content/uploads/2012/08/Commenting_on_Candidates_and_Campaigns.pdf)

Compliance Guide for 501(c)(3) Public Charities, Publication 4221-PC (Rev. 3-2018):
<https://www.irs.gov/pub/irs-pdf/p4221pc.pdf>

“Election Checklist for Houses of Worship: How Churches, Synagogues, and Mosques Can Remain Nonpartisan,” Alliance for Justice
[https://bolderadvocacy.org/wp-content/uploads/2012/06/Election Checklist for Houses of Worship.pdf](https://bolderadvocacy.org/wp-content/uploads/2012/06/Election_Checklist_for_Houses_of_Worship.pdf)

“Internal Revenue Code Prohibitions on Political Campaign Interventions,” UCC Office of General Counsel (March 2016). <http://www.uccfiles.com/pdf/ucc-general-council-memo-elections2016.pdf>

“Politics in the Church: What to Know for the 2020 Election, *Church Law & Tax* (6/18/20).

“Praising and Criticizing Incumbents: How 501(c)(3)’s Can Hold Elected Officials Accountable for Official Actions,” Alliance for Justice. [https://bolderadvocacy.org/wp-content/uploads/2012/05/Praising And Criticizing Incumbents.pdf](https://bolderadvocacy.org/wp-content/uploads/2012/05/Praising_And_Criticizing_Incumbents.pdf)

“The Real Rules: Congregations and the IRS Guidelines on Advocacy, Lobbying and Elections,” Unitarian Universalist Assoc. (Oct. 2016). http://assets.uua.org/sites/live-new.uua.org/files/the_real_rules_2016.pdf

Tax Guide for Churches & Religious Organizations, Publication 1828 (Rev. 8-2015):
<https://www.irs.gov/pub/irs-pdf/p1828.pdf>

XXII. POLICY GOVERNING LOBBYING ACTIVITY BY THE CHURCH

Although it is a tax-exempt organization, the Church is permitted by IRS rules to engage in activities designed to influence legislation, also known as “lobbying.” The Church’s tax-exempt status is jeopardized, however, if lobbying activity constitutes “a substantial part” of the Church’s activities and resources. The IRS has not issued guidance on what is considered “a substantial part” of a church’s activities.

It is prudent for the Lead Pastor and Council to monitor the Church’s lobbying activity, not merely to protect the Church’s tax-exempt status, but also to ensure proposed lobbying activity is consistent with the Church’s mission and values and to protect against possible congregational dissension or division.

A. Governing Policies

1. The Church believes it is an important part of its mission to do God’s work in the world and “to move from charity to changing structures” by engaging in action to address societal problems and inequities. One means to achieve needed change is by attempting to influence legislation. Sometimes these attempts constitute “lobbying,” and are subject to the “insubstantial” limitation of IRS rules.
2. The Church’s policy is to permit Church-sponsored lobbying subject to the guidelines and approvals required herein.
3. As the governing body of the Church with responsibility to serve as the steward of the Church’s resources, the Council is responsible for educating Church employees, members, and approved spokespersons on the applicable restrictions and limitations, and to set and monitor guidelines and procedures to help ensure the Church’s tax-exempt status – a valuable asset of the Church – is not jeopardized. The Council also works in collaboration with the Lead Pastor to guide the work of Teams and other groups who plan initiatives and seek congregational participation in activities, to ensure the initiatives further the priorities and values of the Church and to protect against possible dissension among the congregation.
4. Teams or other groups planning communications or activities that could be viewed as lobbying are encouraged to consult with the Lead Pastor. Approval of Council, with input from the Lead Pastor, may be required before a proposed activity is authorized to go forward.

B. Definitions

1. The “Church” means the Clergy Staff, other employees, leaders, spokespersons, and congregants when acting on behalf of the Church or when a reasonable person could conclude from the circumstances that the communications or other activity are undertaken by, or represent the views of, the Church.

2. “Church functions” mean any activities held by the Church or on Church premises, including but not limited to worship services, coffees and receptions, Sunday School and other education classes, congregational meetings, Council and team or similar meetings, and social events.
3. “Church premises” mean the Church’s building, grounds, and parking lot.
4. “Church publications” mean the Web site, Church’s bulletin, e-blasts, Messenger Bell, Mission Action, News & Events, evotionals, calendars, Facebook and other social media pages, letters or written statements using Church stationery, and emails sent from an email address owned by the Church.
5. “Church resources” mean money, employees, office equipment and printers, directories, MemberLink, Sharepoint and other Church-owned applications and electronic storage mechanisms.
6. “Legislation” includes action by Congress, any state legislature, any local council or similar governing body, such as a Village Board of Trustees, with respect to acts, bills, resolutions or similar items (such as legislative confirmation of appointive offices), or by the public in a referendum, ballot initiative, constitutional amendment or similar procedure. It does not include actions by executive, judicial or administrative bodies. Administrative bodies include school boards, housing authorities, zoning boards, and other similar federal, state, or local special purpose bodies.¹⁶
7. “Specific legislation” means acts, bills, resolutions, or similar items that have been proposed but not yet introduced in a legislative body as well as those that have already been introduced and are pending in a legislative body. Specific legislation includes proposed budgets.

C. Lobbying Activity Subject to this Policy

1. There are two types of lobbying subject to this policy -- direct lobbying and grassroots lobbying.
2. Direct lobbying is an attempt to influence legislation through communications with “covered officials” that refer to specific legislation and reflect a point of view on the legislation.
 - a. Covered officials are:
 - i. any member or employee of a legislative body;

¹⁶ *Tax Guide for Churches & Religious Organizations, at page 6.*

- ii. any government official or employee who may participate in the formulation of legislation; and
 - iii. the public in a referendum, initiative or constitutional amendment.
- b. When a Church group solicits congregants to sign petitions or other communications directed to a legislator that support or oppose specific legislation, the Church is engaged in direct lobbying.
- i. Example: a petition directed to a legislator is provided for congregants to sign on Church premises where the petition stakes out a position for or against specific legislation, such as: “The undersigned supports the passage of House Bill X which would prohibit the sale of military style weapons.” This is considered direct lobbying.
 - ii. If the petition instead were to say only: “The undersigned firmly opposes the sale of military style weapons such as AK47,” this is not considered lobbying because it does not oppose specific legislation.
 - iii. Merely identifying a problem and indicating that a legislative body should do something about the problem does not constitute lobbying. Church solicitation or sponsorship of members to participate in rallies or meetings with legislators to raise issues of concern without taking a position on specific legislation is not considered lobbying.
 - iv. Inviting congregational members to sign a letter endorsing general concepts and priorities (such as, treat immigrants fairly and with compassion) or engaging in a public education campaign that discusses marriage equality as a civil right (without referencing any pending ballot measures or legislation on the topic) is not considered lobbying.¹⁷
- c. Other examples of lobbying:
- i. Church sponsorship of members to attend public hearings to voice their opinions on proposed legislation.
 - ii. Church sponsorship of members to attend public hearings to express views on a proposed budget (on the federal, state, or local level).¹⁸
 - iii. Church communications to, or meetings with, individual legislators involved in the budget preparation process to advocate for or against particular budget allocations.

¹⁷ “Lobbying Rules for Houses of Worship,” at page 2.

¹⁸ “Nonprofits Can Influence the Budget Process,” at page 1-2.

3. Grassroots lobbying is an attempt to influence the general public through communications that (i) refer to specific legislation; (ii) reflect a point of view on the legislation; and (iii) includes a “call to action”.
 - a. A “call to action” means the communication does one of the following:
 - i. The communication states that the recipient should contact a legislative body; or
 - ii. The communication states the address, telephone number, or similar information of a legislator or an employee of a legislative body; or
 - iii. The communication provides a petition, tear-off postcard or similar material for the recipient to communicate with a legislative body; or
 - iv. The communication specifically identifies one or more legislators who will vote on the legislation as: opposing the sponsoring group’s view with respect to the legislation; being undecided with respect to the legislation; being the recipient’s representative in the legislature; or being a member of the legislative committee or subcommittee that will consider the legislation.
 - b. Example: At the Farmer’s Market, or at the Day in Our Village, a Church-sponsored group solicits the public to sign a petition to a legislator to support or oppose specific legislation, communicating the Church group’s view on the legislation.
 - c. See Section E(3) for restrictions on stating a point of view on potential legislation.
4. Lobbying By Affiliated Organizations
 - a. The Church is a member of organizations such as United Power and the Lighthouse Foundation, whose programming includes engaging in or sponsoring lobbying activities.
 - b. Approval under Section E is required for Church groups to use Church resources and publications to solicit and organize congregational participation in lobbying (as defined in Section C) sponsored by affiliated organizations. Approval is not required for Church groups simply to announce in Church publications upcoming lobbying events sponsored by affiliated organizations.

D. What Constitutes a “Substantial Part” of the Church’s Activity?

1. There is no specific guidance from the IRS on what constitutes a “substantial part” of the activities of a church.¹⁹ The IRS considers a variety of factors, including the time devoted by employees or other compensated representatives as well as volunteers and the expenditures devoted by the church to the activity.
2. A general rule of thumb is that a church may devote up to 3-5% of its overall activities (measured by financial resources and employee and volunteer time) toward lobbying.²⁰

E. Required Approvals for Lobbying Activity

1. Because lobbying activity is subject to IRS limitations requiring careful tracking, and to ensure the activity is not divisive or contrary to the Church’s mission or priorities, Council approval is required for the following activities:
 - a. Activities constituting direct lobbying or grassroots lobbying as defined above in Section C;
 - b. Solicitation of support for or against specific legislation by making petitions, letters, or similar communications available for congregant signatures on Church premises;
 - c. Solicitation of support for or against specific legislation by making petitions, letters, or similar communications available for the public to sign at public gatherings when Church sponsorship or endorsement is stated or may reasonably be inferred from the circumstances;
 - d. Use of Church publications to solicit support for or against specific legislation; and
 - e. Use of Church resources (including financial, staff, and volunteers) for direct lobbying of legislators to support or oppose legislation.
2. Teams, groups, and members who are considering lobbying activity should first consult with the Lead Pastor on the advisability of pursuing the activity, considering matters such as content, compatibility with the Church’s mission, priorities, and values, and potential congregational reaction. If the Lead Pastor endorses the proposed lobbying activity, then the group should make a proposal to the Council, including (i) a description of the proposed lobbying activity; (ii) an explanation of how the proposed activity furthers the Church’s mission, priorities, and values; and (iii) an

¹⁹ The Church is not eligible to track its lobbying activity by using the expenditure test under IRC Section 501(h), which measures lobbying activity solely by the amount of money spent. Instead, the Church is subject to an undefined “substantial part” test, which includes money expended as well as time spent by staff and volunteers on organizing and participating in lobbying activities.

²⁰ “Lobbying Rules for Houses of Worship,” Alliance for Justice.

estimate of the time to be directed to the activity (number of staff and volunteer hours) and financial costs to be paid by the Church.

3. Restrictions re. stating a position on matters of public policy and legislation:
 - a. No individual employee, member, or volunteer of the Church has the authority to represent or state what the view of “the Church” is on matters of public policy or legislation. The Church is composed of hundreds of members with differing opinions on such matters. No uniform or single view on legislation or public policy can be stated.
 - b. Accordingly, any sponsoring group that has been permitted by Council to engage in lobbying activity may only state the view of that group and only if the group has agreed by majority vote that the view represents the view of that group. The group may not state that its position is endorsed by, or represents the view of, the Church.
 - c. Similarly, when the Council agrees (by a majority vote) to state a view or position on a matter involving legislation or public policy, it may do so only in the name of “the Council of First United Church”, not in the name of First United Church.
4. For each lobbying activity approved by Council, the Clerk, with the assistance of the sponsoring group, is responsible (a) to maintain a record of the amount of time expended by volunteers and any financial costs paid by the Church in support of the activity, and (b) to keep a record of all actions and communications constituting the lobbying activity.

(P&P 9.10, Council Approval 9-15-2020)

Approved by Council: 5-18-2021

REFERENCES

“Advocating for Policy Change: Involving the Public in Important Policy Debates,” Alliance for Justice
https://bolderadvocacy.org/wp-content/uploads/2012/05/Advocating_For_Policy_Change.pdf

[Compliance Guide for 501\(c\)\(3\) Public Charities, Publication 4221-PC \(Rev. 3-2018\)](https://www.irs.gov/pub/irs-pdf/p4221pc.pdf)
<https://www.irs.gov/pub/irs-pdf/p4221pc.pdf>

“General Lobbying Rules for Non Profit Organizations,”
<http://www.afterschoolalliance.org/documents/Toolbox/General%20Lobbying%20Rules%20for%20NonProfit%20Orgs%2008%2014%2008.pdf>

“Lobbying Rules for Houses of Worship,” Alliance for Justice
https://www.bolderadvocacy.org/wp-content/uploads/2012/08/Lobbying_Rules_for_Houses_of_Worship.pdf

“Nonprofits Can Influence the Budget Process,” Alliance for Justice
https://bolderadvocacy.org/wp-content/uploads/2012/08/Nonprofits_Can_Influence_The_Budget_Process.pdf

Tax Guide for Churches & Religious Organizations, Publication 1828 (Rev. 8-2015):
<https://www.irs.gov/pub/irs-pdf/p1828.pdf>

XXIII. AMENDING AND UPDATING OF CHAPTER I

A. Authority to Adopt and Amend

1. The Council adopts Governance Policies and Procedures pursuant to its authority under the Constitution as the governing board of the Church. (*Constitution Article (VI(1))*) The Council has the authority to amend this manual, whether by adding new policies, deleting policies, or supplementing or rewording existing policies, so long as the substance of the action is consistent with the provisions of the Constitution.
2. A majority vote of not less than two-thirds of the members of the Council is required to amend.

B. Updating of Chapter

1. The Clerk is responsible to keep this chapter updated promptly after the Council amends, deletes, or adopts new policies. For each newly added or amended provision, the Clerk will add a date at the end of the Section to show the date of Council's approval. A brief description of the substance of the added, amended or deleted language will be noted by the Clerk in the Document Revision History.
2. The most recent version of the chapter is to be stored on the Church's SharePoint site and on the Church's Web site under "Member Resources." (*Modified P&P 10*)

Approved by Council: 5-18-2021

DOCUMENT REVISION HISTORY

DATE

DESCRIPTION

ENTRY MADE BY

APPENDIX A – The Church’s Constitution

CONSTITUTION OF FIRST UNITED CHURCH OF OAK PARK

ARTICLE I. NAME, ADDRESS, FORMATION, AND SEAL

The name of this Church shall be First United Church of Oak Park, hereinafter referred to as the “Church.” Its address is 848 Lake Street, Oak Park, Illinois 60302.

The Church is a union church of the Presbyterian Church (U.S.A.) and the United Church of Christ (the “Affiliated Denominations”). It was formed on May 4, 1975 by the unification of the First Presbyterian Church of Oak Park and the First Congregational Church of Oak Park. The Church is a corporation under the Illinois General Not for Profit Corporation Act of 1986. Its Articles of Incorporation are attached as an Addendum.

The seal, an impression of which is made on this page, is hereby readopted as the corporate seal of the Church.

ARTICLE II. PURPOSE

The purpose of the Church is to be the people of God, acting individually and together to do God’s work in the world. To accomplish that purpose, the Church will communicate by word and deed the Good News of Jesus Christ, celebrate the sacraments, nurture the spiritual growth of the members of the congregation (“members”), work for Christian community within the congregation and the Church universal, render service to all people, and strive for righteousness, justice and peace.

ARTICLE III. FAITH

In our faith we are part of the people of God extending back to Abraham. Our understanding of basic values and life commitments is found in the scriptures of the Old and New Testaments of the Bible. We find help and guidance in the faith statements of the United Church of Christ and the Book of Confessions of the Presbyterian Church (U.S.A.). Those statements include both historic and fresh expressions of the spirit in which the Church interprets the Word of God and remind us of the need to relate the timeless truths of the Gospel to the ever-changing world.

ARTICLE IV. COVENANT

The Church of Jesus Christ is a covenant people. The faith of those in the Old and New Testaments, as well as those throughout the history of the Christian Church, is deeply rooted in a covenantal relationship with God and one another. The Christian covenant is a symbol of binding commitment between a people of faith and God, the creator and renewer

of the Church. Within this covenant relationship, each expression of the Church has responsibilities and rights in relation to the others, to the end that the whole Church will seek God's will and be faithful to God's mission. Decisions are made in consultation and collaboration among the various parts of the Church, with each part called to honor and respect the work and ministry of each other part and to listen, hear, and carefully consider the advice, counsel, and requests of others.

Members of this Church further covenant together to:

- follow the way of Jesus, the Christ;
- search for an honest expression of faith;
- care for and support each other;
- share in the life and worship of the Church;
- contribute to its support and benevolences;
- be advocates for the poor and oppressed;
- seek peace and understanding in the world;
- nurture and educate our members in the Christian faith; and
- include people of all gender identities, races, nationalities, sexual orientations, and disabilities in all aspects of our congregational life.

ARTICLE V. CONGREGATIONAL MEMBERSHIP

SECTION 1. Receipt into Membership

Members may be received into the Church by confession of faith, reaffirmation of faith, or transfer of membership from other Christian churches. Receipt into membership shall be approved by the Church Council (defined in Article VI). No person shall be denied membership because of race, gender identity, nationality, sexual orientation, disability, or any other reason not related to the profession of faith.

SECTION 2. Categories of Membership

Two categories of membership have rights to vote and participate in the governance of the Church: active and associate. An active member is one who regularly participates in the life, worship, and governance of the Church, and contributes to its support and benevolences. An associate member is one who resides temporarily in the community, has a primary affiliation at another religious body, or is a member of a Presbytery or other similar body. An associate member participates in the life, worship, governance, and support of the Church in the same manner as an active member except that an associate member may not serve in a role of Council Leadership (defined in Article VI).

SECTION 3. Termination of Membership

Termination of membership and removal of the member's name from the Church rolls will occur if a member requests, and is approved by the Church Council to receive, (a) a letter of transfer from the Church to any Christian church, or (b) a release from

membership obligations to the Church. If the Church is unable to send a letter of transfer, the departing member, upon request, shall be given a certificate reflecting the dates of Church membership. A member who has not communicated with the Church or contributed to its support for a period of two years may be removed from the Church rolls by the Church Council.

ARTICLE VI. THE CHURCH COUNCIL

SECTION 1. Role

The Church Council (also referred to as the Council) shall be the governing board of the Church to which its committees, all other groups constituted at its direction, and the Board of Deacons are responsible. It shall be subject to the direction of, and be responsible to, the congregation in accordance with Article XIII of this Constitution. The Council shall set the strategic goals and priorities of the Church, and it shall identify and direct the manner and means to achieve those goals and priorities. It shall serve as the steward of the Church's resources, allocating them to fulfill the statements of Purpose, Faith, and Covenant contained in Articles II – IV of this Constitution. It shall regularly report to the congregation on its activities and progress toward achievement of goals and priorities.

SECTION 2. Membership

The Church Council shall consist of at least thirteen (13) and no more than seventeen (17) members, including when feasible two (2) youth members, who shall be nominated and elected in accordance with Articles VIII and IX of this Constitution. In addition, the Clergy Staff (defined in Article X) shall be fully participating member(s) *ex-officio* without vote. Members elected into service on the Council (also referred to as Elders) will be ordained and installed at a worship service on a date to be set by the Council. Following their orientation, the newly installed Elders will begin service on a date set by the Council.

Members and former members of the Church Council shall be eligible to membership and office in the governing bodies of the Affiliated Denominations.

SECTION 3. Term of Office

The term of office of Church Council members shall be three (3) years, with a one-time option to serve an additional year. Youth members (under age 20) shall serve a term of one to three (1-3) years. After serving a full elected term on the Council (excluding any time served by appointment to fill a partial term), a member shall, for one year thereafter, be ineligible for re-election to the Council. A member is eligible to be elected for a full three (3)-year term immediately following service to fill a partial term. In no event, however, may a member be eligible to serve more than five (5) consecutive years. Elections shall be held annually and be so arranged that the terms of office of one-third of the Council members shall expire each year, balancing equal classes as much as possible.

SECTION 4. Leadership

The Church Council shall choose from its elected membership its Chair (also referred to as the Moderator) and a Clerk. The Council may also choose from its elected membership a Vice-Chair (also referred to as the Vice-Moderator). The Chair, the Clerk and, if applicable, the Vice-Chair (collectively "Council Leadership") shall be elected for a one-year term and shall be eligible for re-election to one additional one-year term. The Chair shall also serve as the Moderator at all congregational meetings, and shall be entitled to cast a vote on any matter at any meeting only in the event that the voting on that matter would otherwise result in a tie.

SECTION 5. Meetings

The Church Council shall meet regularly as deemed necessary by the Chair or a majority of Council members. Council meetings shall occur at the Church's address, unless the Council designates and provides notice of an alternative address reasonably accommodating member attendance. Meetings are to be open to all members of the Church, except executive sessions called either by the Chair or by a majority vote of the Council members present. A quorum of the Council shall consist of at least fifty percent (50%) of Council membership.

The Church Council may adopt policies and procedures for taking actions without a meeting (voting by email, for example).

SECTION 6. Authorities and Responsibilities

The authorities and responsibilities of the Church Council shall be as follows:

(a) It shall organize itself and the Church in a manner that is responsive to the ongoing needs of the Church (addressing such needs, for example, as education, finance, property, mission, fellowship, worship, personnel, and communications);

(b) It shall develop an annual Ministry Outline that specifically details the Church's most significant priorities in the new Church year. The Ministry Outline shall be presented to the congregation for its approval at the Annual Meeting (defined in Article XIII);

(c) It shall form such committees as it deems necessary to fulfill the Church's priorities and goals. It shall delegate specific duties and discretionary authority to each committee and may from time to time change the specific duties and discretionary authority of any committee. It shall have the power to reconfigure existing or constitute additional standing committees, *ad hoc* committees, boards, and task forces to assist in carrying forward an integrated program for the whole Church. It shall have the power to approve the membership of all committees and other groups constituted at its direction;

(d) With the Clergy Staff, it shall ensure regular opportunity for the congregation's worship of God, prayer, reading and proclamation of Scripture, and receipt of the sacraments;

(e) It shall provide for the orientation and leadership development of elected officers of the Church and such other lay leaders as the Council sees fit;

(f) It shall have charge of all financial affairs of the Church, including the responsibility for the preparation of the annual unified budget of the Church according to a fiscal year set by the Council, the appointment of a Treasurer, and the assignment of duties to the Treasurer;

(g) It shall have the power to buy, sell, mortgage, lease, or transfer real property of the Church but only when specifically authorized to do so by the members of the Church;

(h) It shall have the care, custody, and control of the real and personal property of the Church;

(i) It shall encourage and promote Christian Stewardship;

(j) Whenever the Church Council is given a direction by vote of the members of the Church, it shall act consistently with such direction;

(k) Except for Clergy Staff positions for which a Pastoral Search Committee has been formed, the Church Council shall recommend to the members of the Church, for their action, the hiring and terms of hire of all candidates for the Clergy Staff, including candidates who currently serve in non-Clergy positions in the Church. A two-thirds affirmative vote of the members of the Church present and voting at the meeting is required to hire a candidate;

(l) It shall review, approve, and inform the members of the Church of any material changes in the responsibilities of the Clergy Staff;

(m) With the Lead Pastor, it shall strive to promote a healthy work environment that supports and fairly compensates all staff and enhances staff performance, professional development, and contributions to the Church;

(n) At each regular meeting it shall consider all matters presented to it by committees;

(o) It shall keep accurate records of its proceedings and report its activities to the members of the Church; and

(p) For purposes of the Illinois General Not for Profit Corporation Act, the Church Council shall be the Board of Directors, the Chair of the Council shall be the President, and the Clerk of the Council shall be the Secretary. The Council shall appoint the registered agent.

ARTICLE VII. THE BOARD OF DEACONS

SECTION 1. Role and Responsibilities

The Church shall have a Board of Deacons (also referred to as the Deacons) responsible for nurturing a culture of care within the Church community and overseeing and coordinating the tasks of congregational pastoral care. The Deacons shall be accountable to the Church Council and perform such duties as the Council assigns.

SECTION 2. Membership

The Board of Deacons shall consist of at least nine (9) and no more than twelve (12) members, who shall be nominated and elected in accordance with Articles VIII and IX of this Constitution.

SECTION 3. Term of Office

Members are elected for a term of three (3) years, with the opportunity, if elected, to extend service for two additional one-year terms. Members elected into service as Deacons will be ordained and installed at a worship service on a date to be set by the Church Council and, following orientation for newly installed Deacons, will begin service on a date set by the Council.

SECTION 4. Leadership

The Board of Deacons shall elect from its membership its Chair, who shall be elected for a one-year term and shall be eligible for re-election to one additional one-year term.

ARTICLE VIII. THE NOMINATING COMMITTEE

SECTION 1. Role and Responsibilities

The Church shall have a Nominating Committee responsible for compiling slates of candidates to serve as Elders on the Church Council, as Deacons on the Board of Deacons, and as members of the Nominating Committee. The Nominating Committee shall endeavor to ensure that the memberships of the Council and the Board of Deacons reflect the Church's membership, and shall evaluate potential candidates as to their suitability to effectively serve in their nominated role. The Nominating Committee shall coordinate with and support other Church committees in identifying potential new members for their committees. The Nominating Committee shall annually present to the Council the membership rosters of committees and shall provide updated rosters in the event of changes in membership.

SECTION 2. Membership

The Nominating Committee shall consist of one (1) member of the Church Council and not less than four (4) other members elected at the annual Election Meeting (defined in Article XIII).

SECTION 3. Term of Office

Nominating Committee members shall be elected for a term of two (2) years with the opportunity, if elected, to extend service for three additional one-year terms.

ARTICLE IX. ELECTION PROCEDURES

The Nominating Committee shall annually prepare for presentation at the annual Election Meeting an official slate nominating one person for each open position on the Church Council, the Board of Deacons, and the Nominating Committee. Election shall be to classes as nearly equal in number as possible with the term of only one class ending each year. The slate shall be posted and available at the Church not later than two Sundays immediately preceding the meeting. Any member of the Church may at the meeting make a nomination from the floor with the consent of the person(s) being nominated.

In the event a vacancy arises on the Church Council, the Board of Deacons, or the Nominating Committee between annual Election Meetings, it shall be filled by appointment by a two-thirds affirmative vote of the Church Council after special nomination by the Nominating Committee. If the appointment is for an unexpired term that is greater than one year, at the next Election Meeting the congregation shall vote on the appointed member to complete the unexpired term.

ARTICLE X. THE CLERGY STAFF

SECTION 1. Definition

The term "Clergy Staff" means the ordained pastors and any other employee performing the customary responsibilities of an ordained pastor for the Church, whether called for an indefinite duration or hired for a limited duration.

SECTION 2. Responsibilities

The responsibilities of the Clergy Staff shall be to the congregation, including congregants of all ages, as follows:

- (a) To study, teach, and preach the Word;
- (b) To celebrate the sacraments;
- (c) To pray with and for the congregation;
- (d) To share in the ministry of higher councils of the Affiliated Denominations and in ecumenical relationships;
- (e) With the Church Council: (i) to encourage people in the worship and service of God; (ii) to equip and enable them for their tasks within the Church and their mission in the world; and (iii) to participate in governing responsibilities, including leadership of the congregation in implementing the principles of participation and inclusiveness in the decision-making life of the congregation, and its task of reaching out in concern and service to the human community as a whole;

(f) With the Deacons: (i) to exercise pastoral care, devoting special attention to the poor, the sick, the troubled, and the dying and (ii) to share in the ministries of compassion, witness, and service; and

(g) To perform such additional duties as identified in the Clergy Staff member's terms of call or employment agreement, the position description, or as agreed with the Church Council and Lead Pastor.

SECTION 3. Denominational Standing

All ordained members of the Clergy Staff shall gain standing in both Affiliated Denominations within two (2) years of being called to a pastoral position, unless an exception or extension is approved by the Church Council.

SECTION 4. Review of Relationship

An annual review shall be conducted of each Clergy Staff member's relationship with the Church, the terms of the member's call or employment agreement, the position description, and such other matters as provided for in the Personnel Handbook or as directed by the Church Council. The Church Council Leadership shall conduct the annual review of the Lead Pastor, and the Lead Pastor shall conduct the annual reviews of all other Clergy Staff members, in accordance with the provisions of the Personnel Handbook.

SECTION 5. Resignation

(a) Request by the Clergy Staff Member. A request to resign by a member of the Clergy Staff shall be in writing to the Church Council and governed by the terms of that member's call or employment agreement, the Church's policies, and, if applicable, the polity of the denomination in which the member received ordination. A two-thirds affirmative vote of the members of the Church present and voting at a Special Meeting (defined in Article XIII) duly called for that purpose shall be required to accept the member's resignation and, if necessary, to dissolve the terms of call.

(b) Request by the Church Council or Congregation. When sought by the Church Council or congregation, the resignation of a member of the Clergy Staff and, if applicable, dissolution of the terms of call, must be approved by a two-thirds affirmative vote of the members of the Church present and voting at a Special Meeting duly called for that purpose.

SECTION 6. Conflicts

If serious issues or divisive conflicts arise between members of the Church and a member of the Clergy Staff, or between members of the Clergy Staff, and such issues or conflicts have not been resolved through the Church's policies, then the Church Council shall seek the assistance of the Committee on Ministry of the appropriate denomination(s).

SECTION 7. Denominational Review

Should the denomination in which a member of the Clergy Staff was ordained have reason to question the fitness for ministry of that member, the Church Council will make every effort to cooperate fully in the investigation, to remain in covenant with all parties, and to provide appropriate leadership and nurture for the congregation during and after the fitness review.

ARTICLE XI. PASTORAL SEARCH COMMITTEE

SECTION 1. Formation

When a Clergy Staff vacancy occurs for which the Church Council deems it in the best interest of the Church to seek to call an ordained pastor for an indefinite duration, the Council shall recommend to the members of the Church, for their action at a Special Meeting duly noticed for that purpose, the formation of a Pastoral Search Committee (also known as a Pastoral Nominating Committee).

SECTION 2. Membership

The Pastoral Search Committee shall be representative of the whole membership and consist of at least five (5) and no more than nine (9) members of the Church, including when feasible at least one (1) youth member. The Lead Pastor or Interim Lead Pastor also shall serve on the Pastoral Search Committee, *ex-officio* and without vote.

SECTION 3. Responsibilities

It shall be the duty of the Pastoral Search Committee to nominate a minister to the members of the Church for a call to the Clergy Staff and to recommend the monetary and other terms of call. Minister candidates normally shall be chosen from the ministerial rolls of the Affiliated Denominations. The Pastoral Search Committee shall update the congregation, at a worship service or in writing, at least quarterly.

SECTION 4. Calling of Candidate

When the Pastoral Search Committee is ready to recommend a candidate, it shall inform the Church Council of its recommendation, and the Church Council shall call a Special Meeting of the congregation at which time the Pastoral Search Committee's recommendation of the candidate and the terms of call shall be presented. A two-thirds affirmative vote of the members of the Church present and voting at the Special Meeting shall be required to call the candidate.

ARTICLE XII. NON-CLERGY STAFF

SECTION 1. Hiring

Non-Clergy Staff members, professional and non-professional, shall be appointed by the Church Council in consultation with the Lead Pastor.

SECTION 2. Supervision

The Lead Pastor shall serve as head of the entire Church staff and shall be responsible for the supervisory and other duties as set forth in the Lead Pastor's terms of call, the position description, and as otherwise authorized or directed by the Church Council.

SECTION 3. Review of Relationship

The terms of employment of the non-Clergy Staff and other matters relating to their employment shall be reviewed annually pursuant to the provisions of the Personnel Handbook.

ARTICLE XIII. CONGREGATIONAL MEETINGS

SECTION 1. Annual Meeting

A meeting of the members of the Church for the purposes of receiving the yearly reports of officers and committees and for transacting business, including adopting the budget and Ministry Outline for the new year, shall be held annually on the last Sunday of January or at such time as the Church Council may determine (the "Annual Meeting"). Written notice thereof shall be posted and included in a Church publication on at least two Sundays immediately preceding the meeting.

SECTION 2. Election Meeting

A meeting of the members of the Church for the purpose of electing persons to open positions on the Church Council, the Board of Deacons, and the Nominating Committee shall be held annually in May or at such time as the Church Council may determine (the "Election Meeting"). Written notice thereof shall be posted and included in a Church publication on at least two Sundays immediately preceding the meeting.

SECTION 3. Special Meeting

A special meeting will occur if called by the Church Council, by the Lead Pastor, or by the Church Council upon written request of twenty-five (25) members of the Church (the "Special Meeting"). The notice thereof shall be made to the Church membership in writing (which writing may be electronic, provided such electronic notice is supplemented by reasonable efforts to contact those members who do not use electronic mail) not less

than seven (7) days immediately preceding the Special Meeting and there shall be an announcement during a regular Sunday service of worship not less than one week immediately preceding the meeting. The nature of the business to be transacted shall be stated in the notice.

SECTION 4. Rules and Regulations

(a) Place of Meetings. Congregational meetings shall be held at the Church unless an alternative address reasonably accommodating congregational attendance is designated by the Church Council and provided in the notice.

(b) Quorum. A quorum shall consist of fifty (50) members, except as provided in Article XVII.

(c) Voting. Unless otherwise required herein, a majority vote shall be decisive and, unless restricted by law, all active and associate members of the Church personally present shall be entitled to vote. A member shall not vote on any matter with respect to which the member has a conflict of interest. A member must be present to vote, unless Illinois law specifically requires that voting by proxy shall be permitted as to that particular matter.

SECTION 5. Reports

The Church Council, the Board of Deacons, and the committees (standing, *ad hoc*, or other groups as directed by the Council) shall report at the Annual Meeting and at such other times as may be requested by the congregation.

ARTICLE XIV. RESPONSIBILITIES TO THE DENOMINATIONS

SECTION 1. Support of Affiliated Denominations

(a) The Church shall actively support and participate in the Presbytery of Chicago, the Chicago Metropolitan Association of the United Church of Christ, and the higher councils of both Affiliated Denominations.

(b) In each year, the Church shall financially support the work of each of the Affiliated Denominations in equal amounts.

SECTION 2. Conflicting Denominational Requirements

In the event of conflicting requirements of the Affiliated Denominations that are material to the governing structure embodied in this Constitution, the Church Council will petition the governing bodies of the denominations to resolve the conflict.

SECTION 3. Delegates

The Church Council shall appoint at least one (1) member for each of the Affiliated Denominations to serve as a delegate representing the congregation at meetings of that denomination. Delegates shall report on significant actions occurring at such meetings as directed by the Council. Delegates may serve for so long as they and the Council agree.

SECTION 4. Reporting and Per Capita Tax

The Church shall report annually its total membership to each of the Affiliated Denominations, shall apportion one-half of the total to each denomination, and shall pay such per capita tax as may be payable under denominational requirements.

SECTION 5. Dissolution

In the event that the Church shall dissolve, the Church's then existing assets shall be divided equally between, and be and become the property of, the respective governing bodies of the Affiliated Denominations.

ARTICLE XV. INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification

Each Elder, Deacon, officer, employee, volunteer, and member of a duly constituted committee of the Church (individually an “Indemnified Party”) shall be indemnified by the Church against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement, reasonably incurred in connection with any action, suit, or proceeding to which the Indemnified Party has been or may be made a party by reason of being or having been an Elder, Deacon, officer, employee, volunteer, or member of a duly constituted committee of the Church (whether or not the Indemnified Party continues to serve in that role at the time of incurring such expenses), if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Church and without any reason to believe his or her conduct was unlawful.

SECTION 2. Insurance

The Church may purchase and maintain insurance on behalf of any person who is or was an Elder, Deacon, officer, employee, volunteer, or member of a duly constituted committee of the Church against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the Church would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVI. CONFLICTS OF INTEREST

All congregational members while serving as an Elder, Deacon, officer, or member of a duly constituted committee or similar group of the Church shall be required to comply with a Conflict of Interest Policy in the form adopted by the Church Council.

ARTICLE XVII. AMENDMENTS

The following provisions may be amended only by vote of not less than two-thirds of the members of the Church present at a congregational meeting at which not less than one hundred (100) members are present:

- Articles I, II, III, IV, and XVII;
- Sections 1 and 2 of Article V; and
- Sections 1 of Articles VI, VII, VIII, and XI.

The proposed amendment or its substance must be included in a Church publication or mailed to each member not less than thirty (30) days immediately preceding the meeting, and the proposed amendment or its substance must be read before the Church congregation at a worship service on three (3) consecutive Sundays immediately preceding the meeting.

The provisions of all other Articles may be amended by a two-thirds vote of the members of the Church present at any meeting of the Church after a notice specifying the time and place of the meeting and the proposed amendment or its substance shall have been read before the Church congregation at worship services on the two Sundays immediately preceding said meeting.

Amended January 18, 1976
Amended May 6, 1976
Amended February 4, 1979
Amended August 26, 1979
Amended February 3, 1980
Amended February 3, 1985

Amended February 2, 1986
Amended May 7, 1989
Amended May 5, 1991
Amended February 7, 1999
Amended February 2, 2003
Amended May 19, 2019

APPENDIX B – Current Teams of Council

1. **Adult Education.** The Adult Education Team provides support to the Associate Pastor for Education to offer a ministry that drives learning, deepens faith, and wrestles with the relationship between God’s word and our world so that the adults of First United can live as followers of Jesus at home, at work, and in our community.
2. **Building and Grounds.** The Building and Grounds Team works closely with the Church’s Manager of Operations and Manager of Building and Grounds to maintain, repair, and improve the space in which we work, play, meet, and worship.
 - a. **Garden Sub-team** coordinates with other Church volunteers to tend to plantings around the Church and upkeep of the grounds.
3. **Children’s Ministry.** The Children’s Ministry Team supports the Associate Pastor for Education, the Church Sunday school and leaders, and the nursery facilities. Members of the team serve as “room parents” for the Church school classes and plan three appreciation events throughout the year for Church school leaders.
4. **Communications.** The Communications Team is responsible to tell the Church’s story inside and outside the Church and assist other Church teams in ways to do so. It provides proofreading, text editing, graphic design, and photo sharing services. It develops the strategy for the Church’s online and printed communications to the congregation, community, and beyond.
5. **Faith in Action.** The Faith in Action Team oversees the mission efforts of the congregation, including designation of action teams for specific focus projects, administering the mission giving of the congregation, and maintaining relationships with agencies outside First United. Its goal is to be faithful advocates for the poor, empowering people rather than providing charity alone, and to open the path to long-term well-being for all through employment, housing, and education.

The Faith in Action Team has action teams focused on specific issues: Waging Peace Team; Beyond Hunger Team; Middle East Planning Group; Environmental Justice Team; Voter Registration Team; Housing Justice Team; Latin America and Immigration; and Kids’ Kloset.
6. **Fellowship Team.** The Fellowship Team (a) coordinates and supports existing programs (identified later in this paragraph) that bring together in fellowship Church members of various age groups and with diverse interests; (b) plans, hosts, and arranges publicity for intergenerational fellowship

opportunities open to all Church members. Examples include potlucks or picnics and birthday celebrations for 90-year-olds following worship; (c) plans and hosts receptions following memorial services at the Church; and (d) compiles and proposes an annual consolidated budget for Fellowship events to the Council. The Fellowship Team also collaborates with other teams within Congregational Ministries to develop strategies for achieving assigned priorities under the Ministry Outline. With respect to events offered by existing programs, such as events offered by Midpoint, Prime Time, Family Camp, Dinner and a Movie, and the Women's Retreat, the Fellowship Team's principal role is to strategize with leaders of these programs and coordinate dates of events as well as to assist when needed with recruiting new leaders and volunteers to help with execution of events. The responsibility to plan, host, and publicize events offered by existing programs resides with the leaders of those programs.

Members are welcome and encouraged to bring ideas for Church-wide fellowship events to the Fellowship Team for consideration. To ensure there is appropriate planning and sufficient volunteer availability, the Fellowship Team should be consulted in advance prior to the announcement of any such event.

The Fellowship Team meets as needed, but not necessarily on a monthly basis.

(Fellowship Team created by Council 7-21-2020; updated description approved by Council 5-18-2021)

7. **Finance:** The Finance Team works with the Church Council and teams to develop an annual budget, supports the Stewardship Team, and monitors endowment investments and draws. It supports the Treasurer, provides oversight of the financial staff, reviews financial reports, and provides updates to the Council and congregation. It has the responsibility to monitor the amounts and coverage of the Church's insurance policies (excluding health insurance policies), to evaluate and advise Council on the sufficiency of the Church's insurance program to mitigate risks posed to the Church, and to assist the Church staff in implementation of decisions with respect to the Church's insurance program
 - a. **Planned Giving Sub-team:** The Planned Giving Sub-team develops and implements a program to enhance existing efforts to encourage planned gifts to the Church. Its mission is to help ensure the financial future of the Church by securing gifts above and beyond annual pledges and special-purpose campaigns. Such gifts are usually received after a donor's death through estate planning vehicles such as wills and/or designating the Church as a beneficiary of life insurance policies, IRAs, trusts, or annuities. The subcommittee drafts policies for Council approval regarding the receipt, acknowledgement, and recording of gifts; provides information to the congregation about planned giving; meets with congregation members to encourage estate gifts; and organizes events to recognize and celebrate the generosity of congregation members.

- Review the Church’s personnel policies and recommend revisions as necessary.
- Support the Lead Pastor in administering the Church’s personnel policies.
- Support the Lead Pastor in creating and updating position descriptions and evaluating staffing needs.
- Support the Lead Pastor in assessing fair compensation for the staff.
- Oversee systems and processes for staff supervision and annual reviews, and attend staff review and feedback sessions.
- In conjunction with the Council, administer an annual review of the Lead Pastor and provide feedback and plan for professional development.
- Oversee systems and processes for hiring and setting of employment terms for non-Clergy staff.
- Assist in preparation of terms of call for Clergy staff in conjunction with the Pastoral Search Committee, the Council, and the applicable denomination.
- Assist in termination of employment of non-Clergy staff in manner consistent with the Church’s personnel policies and necessary approvals.
- In conjunction with the Lead Pastor, develop a recommended annual personnel budget consistent with Council’s stated goals, for the Council and congregation approval.
- Report the team’s activities and matters under consideration as required by the Council.
- Apprise Council as needed of personnel issues and recommended actions to address or resolve same.

(Council Approval 8-15-2017; revision approved by Council 7-21-2020)

Policy regarding membership on Personnel Team: In most cases, a maximum of two members of a Pastoral Search Committee for a Lead Pastor may serve on the Personnel Team during the first two years after the Lead Pastor is called, with neither serving as chair of the Personnel Team during that period. In the rare instance where the existing chair of the Personnel Team serves on the Pastoral Search Committee that nominated the new Lead Pastor, that chair may complete his or her term as chair of the Personnel Team. This policy is intended to facilitate the transition of the new Lead Pastor into his or her new role, while preserving the Personnel Team’s independent role in all employment matters concerning the Church staff. Exceptions to this policy must be approved by the Church Council. *(Council Approval 6-18-2019)*

11. **Stewardship.** The Stewardship Team focuses on annual financial giving, including but not limited to the annual pledge campaign. The team encourages

all members and friends of First United to take part in transformational giving. The team writes columns for the Messenger Bell, meets with prospective members, and encourages modeling giving for our children and visitors through use of the collection plate at every service.

12. **Technology.** The Technology Team supports our Church mission and values by ensuring availability of efficient and easy to use technologies for staff, committees, and members. The team provides advice, counsel, and leadership in implementation and support of technologies. The team reviews and provides recommendations to Council on all budget items that include technology; all purchases of technology; all contracts for technology support, including extension of existing contracts. A recommendation by the Technology Team to the Council is required before a budget items is submitted, the technology is purchased, or the contract is signed, respectively. *(Council Approval 4-19-2016)*

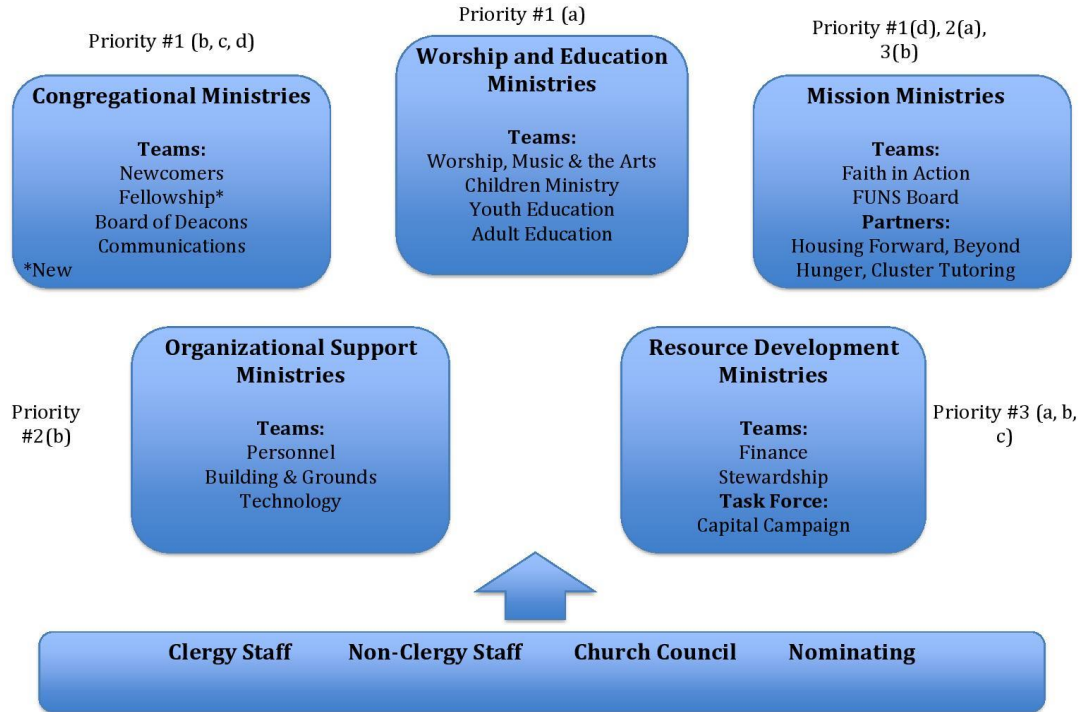
13. **Worship, Music and the Arts.** The Worship, Music, and the Arts Team serves at the intersection of the congregation and the staff to promote and sustain vital worship at First United. The team helps to ensure that the Church's worship has integrity, coherence, and spiritual depth. Guided by the vision of the larger Church, the team asks whether each service provides the congregation with both a sense of comfort and a challenge to courageous discipleship, while expressing hospitality to visitors. The team is responsible to arrange for greeters, ushers, and communion servers.
 - a. **Music at First Sub-team:** Music at First is responsible for presenting concerts to open the doors of the Church to the greater community at various times of the year, including during Christmas and the summer.

14. **Youth Ministry.** The Youth Ministry Team supports the Associate Pastor of Education and the Pastoral Associate for Youth and Congregational Care. It helps organize the youth groups FUJI (First United Junior High) and FUSH (First United Senior High). The team works with the Youth Board, a group of senior high teens who meet monthly to plan, organize, and implement FUSH activities. The team supports advisors and pastoral staff as they help young people develop and integrate positive core values and build intergenerational relationships to nurture faith exploration.

APPENDIX C – Configuration of Ministries

ORGANIZATION FOR ADDRESSING PRIORITIES IN MINISTRY OUTLINE

Approved by the Church Council 5-19-20



APPENDIX D – Template for Proposed Motion to Council

Deadline: A proposed motion must be received by the Clerk of Council no later than two Mondays before the Council's next scheduled Tuesday meeting. Council may consider motions submitted after this deadline depending upon the explanation provided in the template.

Team Name/Sponsor

Date Submitted to Clerk

Meeting at Which Council Action is Requested

Does Sponsor wish to present and discuss motion? Yes No If asked

Description of Proposed Action

Rationale for Proposed Motion (Please explain how the motion furthers the team's strategic goals or enables it to fulfill its assigned responsibilities)

Supporting Documentation (Attach documents relevant to Council's consideration of the requested action -- for example, bids, proposed contract, picture of equipment that is the subject of the requested action)

Pre-Approvals (If required by Governance, Finance, or other Policies and Procedures, please provide details of pre-approval, such as who approved and when. Example, the Technology Team is required to review and approve any proposal to purchase technology equipment.)

Budgetary/Staff/Other Implications (If requested action is a purchase for which Council approval is required, please state if the purchase is covered in whole or part by current budget and how. If not covered, state how the purchase is to be funded and, if required, please provide details of Finance Team approval.)

Explanation of Late Submission

Statement of Motion to be Voted Upon: (Provide the exact wording of the motion the Sponsor wants Council to vote upon.)

* * * * *

Approved/Not Approved/Tabled

APPENDIX E – Conflict of Interest Policy

CONFLICT OF INTEREST POLICY

ARTICLE I. PURPOSE

The purpose of this conflict of interest policy (the “Policy”) is to protect the interests of First United Church of Oak Park (the “Church”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of a board or committee with a decision-making role or authority to recommend or approve the transaction or arrangement. This Policy is intended to supplement but not replace any applicable law governing conflicts of interest applicable to a not for profit or religious corporation.

ARTICLE II. DEFINITIONS

SECTION 1. INTERESTED PERSON. An interested person is any officer, member of the Church Council, or member of a committee with Council-delegated duties who (a) has a direct or indirect financial interest, as defined below, or (b) serves as an officer, director, or general partner of the other party to a transaction with the Church. An interested person does not necessarily have a conflict of interest. Under Article III, Section 2 of this Policy, an interested person has a conflict of interest only if the Church Council (the “Council”) or appropriate committee decides that a conflict of interest exists.

SECTION 2. FINANCIAL INTEREST. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Church has a transaction or arrangement; or (b) a compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

ARTICLE III. PROCEDURES

SECTION 1. DUTY TO DISCLOSE. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial or other interest and must be given the opportunity to disclose all material facts to the Council and, if applicable, to a committee consisting of members with Council-delegated duties to consider the proposed transaction or arrangement.

SECTION 2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. After disclosure of the interest and all material facts, and after any presentation by the interested person, that person shall leave the Council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Council or committee members shall decide if a conflict of interest exists.

SECTION 3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST. The following procedures shall apply if a conflict of interest exists: (a) the Chair of Council or chair of the applicable committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement and to propose such alternative transactions to the Council or committee; (b) after exercising due diligence, the Council or committee shall determine whether the Church can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest; (c) if a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Council or committee by a majority vote of the disinterested members (i) shall determine whether the transaction or arrangement is in the Church's best interest and for its own benefit and whether the transaction is fair and reasonable to the Church, and (ii) shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

SECTION 4. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY. If the Council or applicable committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, (a) it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose, and (b) if, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Council or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

ARTICLE IV. RECORDS OF PROCEEDINGS

The minutes of the Council or committee meeting considering a potential conflict of interest shall contain (a) the names of the persons who disclosed or otherwise were found to be interested persons in connection with an actual or possible conflict of interest, the nature of any financial or other interest, any action taken to determine whether a conflict of interest was present, and the Council or committee's decision as to whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction nor arrangement, and a record of any votes taken in connection therewith.

ARTICLE V. ANNUAL STATEMENTS

Each officer, member of Council, and member of a committee with Council-delegated duties shall sign a statement upon assumption of their duties which affirms that such person: (a) has received a copy of this Policy; (b) has read and understood this Policy; and (c) has agreed to comply with this Policy.

ACKNOWLEDGEMENT FORM

The undersigned members of the _____ Committee have read and understood the First United Conflict of Interest Policy, and agree to comply:

PRINTED NAME	SIGNATURE	DATE