



***ST. PAUL'S UNITED CHURCH OF CHRIST***

***Erin, Wisconsin***

***Charter Documents - Amended and Restated 2007 and  
Amended February 6, 2011 & February 5, 2012***

***Certificate of Incorporation***

***Constitution***

***By-laws***

Document Number

**Amended and Restated Certificate of Incorporation  
of St. Paul's United Church of Christ  
Title of Document**

*Recorded on February 27, 2007 with the  
Washington County Register of Deeds as  
Document No. 1153091*

Recording Area

Name and Return Address:

**Mr. Brett K. Miller  
535 Redtail Lane  
Colgate, WI 53017**

***AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
  
OF  
  
ST. PAUL'S UNITED CHURCH OF CHRIST  
  
(a Wisconsin Religious Society incorporated under Chapter 187 of the Wisconsin Statutes)***



*Amended and Restated*

**CONSTITUTION**

*of*

*St. Paul's United Church of Christ*

*Erin, Wisconsin*

*Approved 1964; Amended 1976, 1979, 1981, 1996*

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*Amended and Restated 2007*

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**AMENDED AND RESTATED**

**CONSTITUTION**  
**OF**  
**ST. PAUL'S UNITED CHURCH OF CHRIST**

Erin, Wisconsin

495 St. Augustine Rd.  
Colgate, WI 53017

*Approved 1964; Amended 1976, 1979, 1981, 1996 & Amended and Restated 2007*

**PREAMBLE**

We, the members of *St. Paul's United Church of Christ* (our “**Church**”), for the purposes of organizing and governing our Church more efficiently, fulfilling our Church’s mission and for the general welfare of our Christian congregation, have incorporated pursuant to Section 187 of the Wisconsin Statutes (or any predecessors thereof) and agree to abide by and be governed by the following Constitution and the laws of the State of Wisconsin.

**CONSTITUTION**

***Article I - Our Church’s Name***

The name of our Church shall be “*St. Paul's United Church of Christ*”, and shall be located at 495 St. Augustine Road, in the Town of Erin, Washington County, Wisconsin.

***Article II - Purpose***

***Section 1 - Our Mission***

We hereby declare our Church’s mission to be as follows:

“Receiving strength from a heritage extending over 150 years in this place, and trusting that we are called to an even more promise-filled future, St. Paul’s United Church of Christ, Erin, is living God’s word in offering a caring and accepting family of faith to our community and by advancing the kingdom of God by all available means, both at home and abroad.”

## ***Section 2 - Our Purpose***

Our Church as been organized for religious, charitable and educational purposes as provided in Chapter 187 of the Wisconsin Statutes.

## ***Section 3 - Affiliation with the United Church of Christ; Retention of Autonomy.***

Our Church shall be affiliated with the United Church of Christ (the “UCC”). Notwithstanding that affiliation, the autonomy of our Church is inherent and is modifiable only by the action of our Members. Nothing in the Constitution and the Bylaws of the UCC shall abridge or limit the right of our Church to continue to operate in our own manner, and nothing contained therein shall be construed as giving to the UCC’s General Synod, the Southeast Association (the “**Association**”) of the Wisconsin Conference of the UCC (the “**Conference**”) now, or at any future time, the power to abridge or impair the autonomy of our Church in the management of our affairs, which affairs include, but are not limited to, the right to (a) retain or adopt our own methods of organization, worship and education; (b) retain or secure our own charter and name; (c) adopt our own constitution and bylaws; (d) formulate our own covenants and confessions of faith; (e) admit Members in our own way and to provide for their discipline or dismissal; (f) to call or dismiss our Pastor or Pastors by such procedure as we shall determine; (g) acquire, own, manage and dispose of our property and funds; (h) control our own benevolences; and (i) to withdraw from the UCC at any time without forfeiture of ownership or control of any of our real or personal property. We shall endeavor to remain faithful to the covenantal relationships with the UCC as outlined in the UCC Constitution and in the Constitution of the Association of which we are a member.

## ***Section 4 - Doctrine***

The articles of the faith of our Church shall be those of the UCC. In particular, we hereby accept and acknowledge Jesus Christ, Son of God and Savior, as the sole Head of our Church and the UCC. We acknowledge as kindred in Christ all who share in this confession. We look to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. We claim as our own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. We affirm the responsibility of our Church and the UCC in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God. In accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, we recognize two sacraments: Baptism and the Lord’s Supper or Holy Communion.

## ***Article III - Membership***

### ***Section 1 - Members***

The members of our Church shall be men and women who are baptized, of at least confirmation age, who are Christian in their faith and belief and who otherwise qualify as Members as provided in the By-laws (the “**Members**”). Our Members shall at all times retain the ultimate authority to govern our Church.

### ***Section 2 - Meetings of Members***

Our Church shall have at a minimum an annual meeting of our Members (the “**Annual Meeting**”) and such other meetings of our Members as deemed necessary from time to time (a “**Special Meeting**”). All Annual Meetings and Special Meetings of our Members shall be called and held as provided for in the By-Laws.

### ***Section 3 - Quorum***

Ten (10) percent of our then existing “Members in good standing” (as defined in the By-laws) shall constitute a quorum at any duly held meeting of the Members.

### ***Section 4 - Authority of the Members***

The supreme sovereign power of our Church is vested in the Members themselves, assembled in an Annual Meeting or Special Meeting duly and legally called as provided in the By-Laws. We the Members of our Church reserve the sole authority on behalf of our Church to: (a) approve the Annual Budget (as defined in the By-laws); (b) hire or fire our Pastor; (c) purchase or sell property; (d) consider and determine questions of philosophy and belief and review the doctrine of our Church; (e) borrow money and encumber property owned by our Church as security therefore; (f) make extensive repairs to or remodel existing property of our Church; (g) engage in building projects; and/or (h) amend this Constitution or our By-laws. All such action by the Members shall be determined only by the Members assembled at a duly convened Annual Meeting or Special Meeting of the Members pursuant to a vote as may be required herein or in the By-laws. The transaction of all other business for or on behalf of our Church shall be entrusted to our Council.

## ***Article IV - Church Council***

### ***Section 1 - Organization and Composition of the Council***

In order to promote the efficient day to day operation of our Church, the Members hereby establish a Church Council of Trustees (the “**Council**”). The Council shall be composed of not less than five (5) Members in good standing (the “**Trustees**”). The number of Trustees may exceed five (5) if so provided in the By-laws and the terms and the manner of the election of the Trustees shall be as provided in the By-laws.

### ***Section 2 - Authority of the Council***

Except for the authority expressly reserved to the Members as provided in Article III of this Constitution, the Council shall have the authority to manage all of the affairs of our Church and its various Committees. The Council shall have original jurisdiction in matters of Member discipline as provided in the By-Laws. In addition, the Council is hereby charged to care for, maintain and control the property of our Church in a fiduciary capacity on behalf of the Members, all in accordance with this Constitution and the By-Laws.

### ***Section 3 - Council Meetings; Governance***

The Council shall meet on a periodic basis at the Church as provided in the By-laws. All Council meetings shall be open to any Member unless the meeting or a portion thereof is properly held in “Executive Session” as provided in the By-laws. A majority of then elected and sitting Trustees shall constitute a quorum at any meeting of the Council. The Council shall organize, meet and govern itself as provided for in the By-Laws.

#### ***Article V - Authority of Our Church***

Our Church may, through its Members or the Council if so authorized by the Members at a duly held Annual Meeting or Special Meeting of the Members, in our Church’s name, sue and be sued, hold, purchase and receive title, by gift, grant, or other conveyance of and to any property, real and personal, with power to mortgage, sell or convey the same, and to engage only in such other lawful activity of a Religious Society as provided in Chapter 187 of the Wisconsin Statutes.

#### ***Article VI - Church Year***

The official fiscal year of our Church shall be from January 1 to December 31 (the “**Church Year**”).

#### ***Article VII - Selection of Our Pastor***

##### ***Section 1 - Qualification***

In keeping with the faith and order of the UCC, we shall first endeavor to elect as our pastor and teacher (our “**Pastor**”) a candidate who has been recommended and/or approved by the Division of Church and Ministry of the Association.

##### ***Section 2 - Procedure for Selection***

At the time of an actual or impending pastoral vacancy, the Council shall select a special Pastoral Search Committee of not less than three (3) members (the “**Search Committee**”). The Search Committee shall have such authority as provided in and shall be governed as provided in the By-laws. The Search Committee shall recommend one (1) pastoral candidate (the “**Pastoral Candidate**”) to the Council. In the event the Council accepts the recommendation of the Search Committee, the Council shall recommend the Pastoral Candidate to the Members for vote. The Members shall consider only one Pastoral Candidate at a time and shall vote by written ballot for or against election of such Pastoral Candidate. A Pastoral Candidate may only be elected by a vote of at least two-thirds (2/3) of the Members present at a duly held Annual Meeting or Special Meeting. Upon the election of the Pastoral Candidate, the Council (or the Search Committee if authorized by the Council and provided the terms thereof are approved by the Council) shall finalize and formalize the specific terms of the Pastoral Candidate’s employment. The Council shall then communicate the terms of such employment to the Members and the Association. Nothing contained herein shall limit the Council’s (or the Search Committee if so authorized by the Council) ability to negotiate, but not finalize, the term of the Pastoral Candidate’s employment prior to approval of the Pastoral Candidate by the Members.

#### ***Article VIII - Mutual Respect; Dispute Resolution***

We hold as paramount the teachings of Jesus Christ to love and respect others and agree to use our best efforts to abide by the spirit and word of such teachings in (a) our relationships with others, (b) our dealings with each other as we administer the affairs to our Church, and (c) our attempts to resolve conflict or differences between ourselves and between ourselves and others. In the case of disputes over doctrine, philosophy, principles or right to property within our Church which cannot be resolved by our Council and/or our Members, we agree to submit the disputed question of doctrine, philosophy, principles or right to property to the proper authority at the Association, and the decision of such authority shall be binding on all Members of the Church.

#### ***Article IX - Dissolution of Our Church***

In case of dissolution of our Church, we agree to first pay all creditors of our Church and then to transfer to the Cemetery Fund (as defined in the By-laws) the Endowment Fund and such other funds as are required by law and as are otherwise necessary to insure the continuing care of the graves present in the Cemetery (as defined in the By-laws) at the time of our Church's dissolution. The remaining assets and property of our Church and all title thereto shall be transferred to and vest in the Conference.

#### ***Article X - Committees***

The Council shall have the authority to convene committees or task forces of our Members to carry on the mission, purpose and affairs of our Church (our "**Committees**"). All Committees shall have a minimum of three (3) Members in good standing as members of such Committee. All of our Committees shall cooperate with the Council, and, on request of the Council, shall send representatives to meet jointly with the Council. All of our Committees shall report their activities annually to the Members at the Annual Meeting.

#### ***Article XI - Our Church By-Laws***

The Members shall, by majority vote at a duly held Annual Meeting or Special Meeting of the Members, adopt such by-laws of our Church as are required by Wisconsin law and as deemed reasonable and necessary by the Members from time to time (the "**By-laws**").

#### ***Article XII - Amendments***

##### ***Section 1 - Amendments to this Constitution***

The Council shall consider such amendments to this Constitution as may be determined by the Council or requested by any Member. If the Council so determines, the Council shall report to and recommend any amendments to this Constitution at any duly called Annual Meeting or Special Meeting of the Members. Amendments to this Constitution may only be adopted by the Members if all of the following requirements are met: (a) the amendment is passed by a majority vote of the Members present at an Annual Meeting or Special Meeting of the Members; (b) the amendment is passed by a two-thirds (2/3) majority vote of the Members present at a second Annual Meeting or Special Meeting of the Members which is held not less than thirty (30) days after the first meeting described in subsection (a) of this Section 1; and (c) both such meetings

or our Members are held in accordance with Wisconsin law, this Constitution and the By-laws and have a quorum of our Members in good standing in attendance.

***Section 2 - Amendments to the By-laws***

The By-Laws of our Church may be amended by a majority vote of the Members present at a duly called Annual Meeting or at a Special Meeting called for the purpose of amending the By-laws; provided, however, Section 13(I) of the By-laws may not be amended without a vote of not less than three-fourths (3/4) of the Members present at a duly called Annual Meeting or Special Meeting.

This Amended and Restated Constitution of St. Paul's United Church of Christ was adopted by majority vote of the Members at a duly held Annual Meeting on January 28, 2007 and by a two-thirds (2/3) majority vote of the Members at a duly held Special Meeting on March 19, 2007.

*Amended and Restated*

***BY-LAWS***

*of*

*St. Paul's United Church of Christ*

*Erin, Wisconsin*

*Approved 1964; Amended 1976, 1979, 1981, 1996  
&  
Amended and Restated 2007; Amended February 6, 2011,  
February 5, 2012 & January 28, 2018*

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**AMENDED AND RESTATED BY-LAWS**  
*of*  
**ST. PAUL'S UNITED CHURCH OF CHRIST**

*Erin, Wisconsin*

495 St. Augustine Road  
Colgate, Wisconsin 53017

Approved 1964; Amended 1976, 1979, 1981, 1996 & Amended and Restated 2007;  
Amended February 6, 2011; Amended February 5, 2012; Amended January 28, 2018

**GENERAL BY-LAWS**

***Section 1 - Certain Definitions***

Certain capitalized terms used herein which are not otherwise defined herein shall have the meanings given to them in the Articles of Incorporation of our Church (the “**Articles**”) and/or the Constitution of our Church (the “**Constitution**”).

***Section 2 - Obligation to the United Church of Christ***

A. *Delegates.* Two Members in good standing from our Church (the “**Delegates**”), shall be selected by the end of the month of May of each Church Year by our Council. The Delegates shall be selected to attend the annual Conference meeting as official delegates of our Church. Reasonable expenses and registration fees of the Pastor and the Delegates shall be paid by our Church.

B. *Support of the UCC.* Except as otherwise determined by our Members at an Annual Meeting or Special Meeting as a result of extreme circumstances and due deliberation by our Members, we shall be faithful in our support of the UCC, the Association and the Conference according to the rules and action of the Conference and the General Synod of the UCC.

C. *Reports.* Our Council (either through the Pastor, the Delegates or our Council’s officers as determined by our Council), shall report our Church’s activities to the Conference as required from time to time.

***Section 3 - Membership Qualification***

A. *General Qualifications.* Membership in our Church is open to any person who meets the requirements of membership in our Constitution, has made an effort to understand our

Church and the UCC through orientation, and affirms or re-affirms Jesus Christ as the Sovereign and Savior.

*B. Member in Good Standing.* A **“Member in good standing”** shall be a Member that meets the following requirements: (1) the Member regularly participates in worship or the activities of the our Church, (2) the Member contributes financially to our Church according to his or her means, and (3) the Member receives the Holy Communion at least once annually. The status of all Members in good standing shall be reviewed once annually by our Council to determine whether the minimum Member in good standing criteria is being met by our various Members.

*C. Admission of Members.* Qualified persons become Members according to the following procedure: (1) the person expresses to the Pastor or Council the person’s desire to become a Member and the person’s willingness to accept the duties of a Member; (2) the person takes (or provides evidence of) one of the following actions: (a) confirmation, (b) confession of faith, (c) re-affirmation of faith, or (d) a letter of transfer or certificate from another Christian church; and (3) the person participates in a membership reception ceremony at one of our Church’s worship services.

*D. Letter of Transfer.* Any Member in good standing may, on request, be granted a letter of transfer. If wishing to join a body not in fellowship with the UCC, the member may be dismissed with a certificate of Church membership. Members seeking release from Membership with our Church may present a written statement of resignation to our Council.

#### ***Section 4 - Privileges and Duties of Members***

*A. Fellowship and Blessings.* All Members and their dependent children are entitled to a full share in the fellowship and the spiritual blessings of our Church, and to the services of our Pastor, our officials and others, and to the Christian sympathy and support of all or our Members.

*B. Voting.* Each Member in good standing over the age of sixteen (16) shall be entitled to an equal voice in the affairs of our Church and is entitled to one (1) vote on any matter properly subject to a vote at any Annual Meeting or Special Meeting.

*C. Qualification to Serve as Trustee or Council Officer.* To be eligible to serve as a Trustee or a Council Officer, other than Treasurer or Financial Secretary, a Member shall have been a Member in good standing for at least one (1) year prior to his or her election and shall be at least eighteen (18) years of age as of the date of his or her election. To be eligible to serve as Treasurer or Financial Secretary a Member shall have been a Member in good standing for two (2) years per By-Law Section 8(b).

*D. Dependent Adult Children.* Adult children of Members in good standing that, as a result of special needs or other circumstances, remain dependent on their parents after they become adults shall be deemed Members as long as and to the extent of their parent’s or parents’ Membership.

E. *Military Service.* Members on an active tour of duty in one of the military services shall be retained as Members in good standing until such time as they have been discharged from military service.

### ***Section 5 - Members Other than Members in Good Standing***

A. *Honorary Member.* An honorary membership may be awarded to a person that does not otherwise qualify as a Member in good standing if such person has demonstrated a long and worthy association with our Church as determined by a majority vote of our Council (an “**Honorary Member**”). An Honorary Member shall have all of the rights and privileges as a Member in good standing.

B. *Inactive Member.* An inactive member is a person who has not, for a consistent and continuing period of time (as reasonably determined by our Council), fulfilled the responsibilities of a Member in good standing as provided in Section 3(B) above (an “**Inactive Member**”). Following careful consideration and due inquiry into the circumstances of such Member’s period of inactivity (including any financial hardship), our Council may, by majority vote, designate such Member as an Inactive Member. A Member that has been designated as an Inactive Member shall be notified in person by a Trustee, Council Officer or the Pastor. A Member that has been determined to be an Inactive Member by our Council shall not, from and after the date of notification, have the right to vote at any Annual Meeting or Special Meeting, and, if the Member remains an Inactive Member for more than one (1) year after notification, the Inactive Member shall lose all Member Cemetery privileges, and, the Member’s membership status in our Church may be terminated upon a majority vote of our Council. A Member’s status as an Inactive Member shall be reviewed by our Council not less than annually on the anniversary of our Council’s decision to classify such Member as an Inactive Member.

### ***Section 6 - Meetings of our Members***

A. *Annual Meeting.* The Annual Meeting shall be held on a Sunday immediately following worship services in the month of January or February of each Church Year. Notice of the time and date of such Annual Meeting shall be served on our Members in the following manner: (1) notice shall be verbally given during worship on the two (2) Sundays immediately preceding the date of the scheduled Annual Meeting; (2) notice shall be posted in the Announcement Section of our Church’s Worship Bulletin on the two (2) Sundays immediately preceding the scheduled Annual Meeting; and (3) notice shall be prominently provided in our Church’s newsletter which shall be delivered to all Members within the four (4) weeks immediately preceding the date of Annual Meeting (in the event it is impractical to publish and deliver our Church newsletter to all of our Members within the four (4) weeks immediately preceding the Annual Meeting, our Council may instead mail written notice to all Members at least one (1) week prior to the scheduled Annual Meeting to comply with this subsection 3). The agenda for the Annual Meeting shall include, at a minimum, a review of the minutes from the immediately preceding Annual Meeting or any Special Meetings held since the last Annual Meeting, the Treasurer's report, current Committee reports, adoption of the Annual Budget for the current Church Year and election of appropriate Trustees

and Committee members. Our Members may take such action as our Members deem reasonable and necessary at the Annual Meeting (regardless of whether such action was included in any meeting notice), subject to the limitations and restrictions contained in the Articles, Constitution and these By-laws.

*B. Special Meetings.* Special Meetings may be called by our Council or Pastor, as determined in their reasonable discretion. In addition, upon receipt of the written request of not less than five (5) of the then existing Members in good standing (which request must specify the reasons for and business to be transacted at such Special Meeting), our Council shall introduce and consider the request at its next regularly scheduled meeting and shall issue a notice to call a Special Meeting, which Special Meeting shall be held no later than six (6) weeks after the Council meeting at which such request was introduced. Notice of the time and date of any Special Meeting shall be served on our Members in the following manner: (1) notice shall be verbally given during worship on the two (2) Sundays immediately preceding the date of the scheduled Annual Meeting; (2) notice shall be posted in the Announcement Section of our Church's Worship Bulletin on the two (2) Sundays immediately preceding prior to the scheduled Annual Meeting; and (3) written notice shall be mailed to each Member at their last know address not less than one (1) week prior to the scheduled Special Meeting. Only such business as has been included in the written notice calling the Special Meeting may be considered at such Special Meeting.

*C. Meeting Rules and Procedures.* Our Council's President (or other designated Council Officer if the President is absent) shall preside over all Annual Meetings and Special Meetings. To the extent necessary, Annual Meetings and Special Meetings shall be held pursuant to the then current Roberts' Rules of Order.

### ***Section 7 - Our Church Council of Trustees***

*A. Number and Qualification.* Our Council shall consist of seven (7) Trustees. The qualification to serve as a Trustee shall be as provided in Section 4(C) of these By-laws. No Member may hold office as a Trustee and serve on the Cemetery Committee simultaneously and no member may hold office as Trustee and Financial Secretary and/or Treasurer and Financial Secretary simultaneously.

*B. Term.* Each Trustee shall serve for a term of two (2) years. No Member may serve as a Trustee for more than four (4) consecutive years. Nothing shall preclude a Member from serving two (2) two (2) year terms, retiring from Trustee service for two (2) years and then serving for any additional two(2) consecutive two (2) year terms (and repeating the foregoing). The terms of our Trustees shall be staggered so that three (3) Trustees are elected in one Church Year and four (4) Trustees are elected in the following Church Year.

*C. Election; Nominating Committee.* The President shall appoint a "**Nominating Committee**" of not less then three (3) Members in good standing which are not then serving as a Trustee. The Nominating Committee members shall be appointed at least two (2) months before each Annual Meeting. The Nominating Committee shall recommend to our Members a slate of nominees at least equal to the number of Trustees that have terms set to expire. The Nominating

Committee shall only nominate Members who: (1) are qualified to serve as a Trustee as provided in Section 4(C) of these By-laws, (2) represent the diversity of our Members of our Church, and (3) have expressed a willingness to serve as a Trustee. The Trustees shall be elected by secret ballot at the Annual Meeting of Members (with the nominees receiving the largest vote count – notwithstanding the fact that such nominees may not receive a majority vote – being elected).

*D. Installation.* All Trustees shall be installed in office at our worship service on the Sunday following their election at the Annual Meeting.

*E. Filling of Vacancies.* Mid-term Trustee vacancies shall be filled at a duly called Annual Meeting or Special Meeting by electing a Member who qualifies to serve as a Trustee as provided in Section 4(C) of these By-laws to fill the vacancy for the remainder of the then unexpired term.

*F. Removal.* Our Members shall have the right, by majority vote at an Annual Meeting or a Special Meeting to remove and replace any Trustee for the remainder of that Trustee's term.

*G. Meetings.* Our Council shall meet not less than once a month at our Church or more often as deemed reasonably necessary by our Council. Notice of such meetings shall be regularly posted in the announcement section of our Church's worship bulletin. Except for a meeting or a portion thereof where our Council meets in "Executive Session" as provided below, all Council meetings shall be open to Members. The Pastor shall be an active participant in but a non-voting member of our Council. Our Council shall have the right, upon majority vote of the Trustees present at a duly held Council meeting, to meet in "Executive Session" without the participation or presence of any other Member or Members only under the following circumstances: (1) in extreme and rare circumstances in the life of our Church where the majority of our Council believes, in their reasonable discretion, that the matter to be discussed and debated before our Council requires confidentiality for the purpose of a complete and frank discussion of the issue or matter at hand or for the protection of and/or benefit of the Member or Members involved (provided, however, the Pastor shall be present for such Executive Session); or (2) in the case of considering the job performance of or a disciplinary matter involving the Pastor, in which case the Pastor may, at the discretion of our Council, be excluded from the Executive Session provided the Pastor is notified in advance of the purpose of the Executive Session and is promptly after conclusion of the Executive Session provided a summary of the discussion held at such Executive Session.

*H. Authority and Duties of our Council and Trustees.* Subject to the rights reserved to our Members in the Constitution and these By-laws, the day to day operation and administration of our Church is vested in our Council. The Trustees (individually and acting together as our Council) shall function as trustees pursuant to Chapter 187 of the Wisconsin Statutes and shall act in a fiduciary capacity to care for our Church and all of our assets. Our Council's duties shall include, but are not necessarily limited to the following:

(1) Annual Budget. Our Council shall prepare our Church's annual budget for presentation at the Annual Meeting (the "**Annual Budget**"). Our Council shall seek the input of

and consider the suggestions of all then organized Committees while preparing the Annual Budget. At a minimum, the Annual Budget shall include a budget for our Church operations and employees and an allocation for the wider UCC ministry and other benevolent purposes.

(2) Books and Records. Our Council shall: (a) maintain a complete and accurate record of our Council's proceedings; (b) be the custodian of (and shall cause the Pastor to keep and maintain in good order) all of our Church's records; and (c) direct the Pastor to keep a complete record of all baptisms, confirmations, communicants, reception of new Members, transfers and suspensions of Members and marriages and deaths. Our Council shall submit any or all records of our Church to the Association when requested or required by the Association. All records shall be the property of our Church. Upon dissolution of our Church, our records shall become the property of the Association.

(3) Accounts. Our Council shall annually review and ensure that the accounts of our Church are kept in accordance with generally accepted accounting procedures.

(4) Member Meeting Reports. Our Council shall report on our Church's affairs to our Members at the Annual Meeting and Special Meetings, as necessary.

(5) Approval of Expenditures; Competitive Bids. Before payment, our Council shall be required to approve and authorize for payment all bills, invoices and other requests for payment not included in the normal budgetary approved expenditures contained in the Annual Budget. Our Council shall, to the extent reasonably practical, require competitive bids for all purchases of all goods or services which exceed One Thousand Five Hundred and 00/100 Dollars (\$1,500.00). Our Council shall obtain the consent of our Members, by majority vote at the Annual Meeting or a Special Meeting, prior to authorizing any expenditure in excess of One Thousand Five Hundred and 00/100 Dollars (\$1,500.00) which has not been included in the Annual Budget.

(6) Committees. Our Council shall, through its President, appoint such Committees as it may find necessary to accomplish the mission, purpose and affairs of our Church. At a minimum, our Council shall appoint and maintain the Cemetery Committee and the Endowment Committee. All of our Committees shall be accountable to and regularly report to our Council.

(7) Employee Review. Our Council shall establish review policies regarding our Church employees and shall review our employees annually.

(8) Church Use. Our Council shall establish and enforce Church use policies, rules and regulations and other Church policy matters of importance.

(9) Member Performance. Our Council shall have the authority to review Membership performance in our Church. Our Council shall review membership performance not less than annually (in January or February of each Church Year). Our Council shall use the "Member in good standing" criteria contained in Section 3(B) of these By-laws as a basis for our Council's annual review of our Membership. Our Council shall have the authority to designate a

Member as an Inactive Member or terminate such Member's Membership status with our Church as provided in Section 5(B) of these By-laws. All determinations on Membership applications, performance and transfers shall be considered at duly held and noticed Council Meetings. Letters of transfer shall specify the church to which the Member is transferred and shall be valid for only one (1) year. A letter of transfer may only be granted to another church and not to a Member individually. If our Church is faced with seriously questionable or deeply threatening behavior of any Member or Members, it is our Council's responsibility to provide spiritual counseling to such Member, acting in accordance with Article VIII of our Constitution. To the extent such spiritual counseling is ineffective in addressing the seriously questionable or deeply threatening behavior of any such Member or Members, our Council shall have the responsibility and authority to discipline such Member or Members in such manner as reasonably determined by our Council or otherwise discharge such Member or Members from the Membership of our Church. If the situation is sufficiently threatening or difficult, or if our Council deems it to be in the best interest of the affected Members or our Church, our Council may decide to request the counsel or assistance of the Association's minister (the "**Association Minister**") or a similar official of the Association or Conference.

### ***Section 8 - Council Officers***

A. *Number.* Our Council's officers shall be a President, a Vice President, a Secretary, a Treasurer and a Financial Secretary.

B. *Qualifications; Election or Appointment; Vacancies.* The President, Vice President and Secretary shall be and the Treasurer may be (but does not have to be) elected from the then serving Trustees by majority vote of the Trustees at the first Council meeting following the installation of the Trustees after each Annual Meeting. The Treasurer (if not a Trustee) and the Financial Secretary (who shall not be a Trustee), shall be Members in good standing for at least two (2) consecutive years prior to his or her appointment, shall be at least eighteen (18) years of age and (as applicable based on such officer's term) shall be appointed by a majority vote of the Trustees at the first Council meeting following the installation of the Trustees. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled by our Council in the manner provided for regular election of officers.

C. *Terms.* The President, Vice President and Secretary shall serve their terms as Officers concurrent with their terms as Trustees. The Treasurer and the Financial Secretary shall serve for a period of two (2) years. The Treasurer shall have no term limit. No Member may serve as Financial Secretary for more than four (4) consecutive years. Nothing shall preclude a Member from serving two (2) two (2) year terms, as Financial Secretary, retiring from the office of Financial Secretary for two (2) years and then serving for any additional two (2) consecutive two (2) year terms (and repeating the foregoing).

D. *Removal.* Any officer elected by our Council may be removed from office by our Council by majority vote whenever, in our Council's judgment, our Church's best interests will be served thereby.

*E. Powers; Authority and Duties in General.* Our Council's officers shall have the powers, authority and duties of our Council, as conferred upon them by our Council, but only to the extent such power is consistent with our Constitution and By-laws and the rights reserved to our Members therein.

*F. President.* The President shall be our Council's principal officer. The President shall, when present, preside at all meetings of our Council and the Annual Meeting and Special Meetings of our Members. The President may sign, with the Secretary or any other proper officer of our Church authorized by our Council, deeds, mortgages, bonds, contracts, or other instruments in the ordinary course of our Church's affairs or that our Council or our Members have so authorized, and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by our Council or Members from time to time. The President shall remind the Pastor to announce all Annual Meetings and Special Meetings of our Members in accordance with Section 6 of these By-laws.

*G. Vice President.* In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and shall in general perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned to him or her by our Council or our Members.

*H. Secretary.* The Secretary shall: (1) keep written minutes of the meetings of our Council and Members; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of our Church's records and see that books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; (4) sign with the President, or Vice President any deeds, mortgages, bonds, contracts, or other instruments in the ordinary course of our Church's affairs or that our Council or our Members have so authorized; (5) keep a correct list of all Members and their addresses, showing the date of their admission and withdrawal; (6) attend to all general Church correspondence; and (6) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by our Council or our Members.

*I. Treasurer.* The Treasurer shall have charge of all funds received for our Church's support, memorials and benevolences and shall open and maintain, in our Church's name, accounts for our Church at a financial institution reasonably acceptable to our Council (the "Depository"). The Treasurer shall, without further direction of our Council, be authorized to regularly pay all invoices and bills incurred by our Church which are included in the approved Annual Budget. The payment of all other invoices or bills shall require the prior approval of our Council. The Treasurer shall render a monthly report to our Council in such detail as our Council shall reasonably require and the Treasurer shall prepare and provide an annual report to our Members at the Annual Meeting in such detail as reasonably required by our Council. In no event shall any Member serve as the Treasurer and Financial Secretary simultaneously.

*J. Financial Secretary.* The Financial Secretary shall record and account for all funds received by our Church on a weekly basis and shall deposit, on not less than a bi-monthly basis, such funds into the Depository or such other place as directed by our Council. The Financial Secretary shall be the only Council Officer to have access to and keep a record of funds pledged to our Church by our Members or others. The Financial Secretary shall, to the best of his or her ability, maintain the confidential nature of the giving pledges and records of our Members. The Financial Secretary shall, at a minimum, prepare and provide to each identified donor of our Church a giving statement in July (for the first half of a Church Year) and in January (for the full preceding Church Year). The Financial Secretary shall also provide an individual Member with a current giving statement for that Member upon request. The Financial Secretary shall attend Council Meetings only at the request of the President and shall not have a vote on our Council. In no event shall any Member hold the position of Financial Secretary and Treasurer and/or Trustee simultaneously. In addition, members of the same household shall not hold the position of Treasurer and Financial Secretary simultaneously.

### ***Section 9 - Financial Matters***

*A. Annual Pledges.* Annual giving pledges for a particular Church Year shall, to the extent practicable, be obtained prior to the end of the preceding Church Year.

*B. Fidelity Bonds.* Our Council may obtain a fidelity bond or employee dishonesty insurance covering the activities and duties of the Treasurer, Financial Secretary and the financial officers of any of our Church's Committees in such amount as reasonably determined by our Council from time to time.

*C. Memorials or Other Gifts.* Any organization or individual desiring to give a memorial or gift to our Church shall first obtain permission from our Council; provided, however, our Council's approval shall not be required with respect to gifts of cash that are not designated for allocation to a particular purpose.

### ***Section 10 - Use of our Church Building***

Our Council shall from time to time establish policies and/or rules and regulations for the use of our Church building by Members and non-Members for non-Church related purposes. No non-Member funerals or weddings may be held at our Church building without the prior approval of our Council. If deemed necessary, our Council may determine and enforce a fee schedule with respect to the use of our Church building by non-Members or by Members for non-Church related matters.

### ***Section 11 - Our Pastor***

*A. Selection; Term.* Our Pastor shall be selected as provided in Article VII of our Constitution and shall serve for an indefinite period.

*B. Termination of our Pastor by our Members.* Our Members retain the authority to elect and terminate the Pastor at an Annual Meeting or Special Meeting by majority vote. In the event our Members determine to terminate our Pastor, our Pastor shall be provided with written notice of such decision and the termination date shall be not less than three (3) months from such notice unless an earlier time is mutually agreed between our Pastor and our Council.

*C. Resignation of our Pastor.* The Pastor shall not resign from employment with our Church without providing our Council with at least three (3) months prior written notice. The foregoing shall be made a condition of the Pastor's employment with our Church. The actual date of termination of our Pastor's employment with our Church may be earlier than the end of such three (3) month period if mutually agreed between our Council and our Pastor.

*D. Consultation with the Association Minister.* Upon the termination or resignation of our Pastor, our Pastor and our Council (on our Member's behalf) shall contact the Association Minister and shall follow the appropriate guidelines in securing an interim and/or permanent Pastor.

*E. Duties; Conduct.* It shall be the duty of our Pastor to set a good example to our Members, to conduct all worship services on Sundays, holidays, and such other days as our Council may desire, to work for the advancement of our Church, to direct the work of religious education in our Church, to administer the Holy Sacraments and Rites, visit and pray with the sick, visit our Members regularly, comfort the distressed, conduct classes preparatory to confirmation, to encourage, enlist, and train lay leadership and to perform all such duties and responsibilities as are customary and required of a Pastor's office in the UCC. Our Pastor shall keep a record of all these services performed during the Church Year and make a report of the Pastor's work to our Members at the Annual Meeting.

*F. Place on our Council and Committees.* The Pastor shall attend all meetings of our Council (except to the extent the Pastor is excluded from an Executive Session as provided in Section 7(G) hereof) and such Committees as our Council so designates, and the Pastor shall actively participate in all such meetings but shall not have a vote with respect to Council or Committee business.

*G. Ceremonies or Speaking Engagements by Others.* No other minister or pastor shall perform any religious ceremony in our Church without the consent of our then serving Pastor and Council. Other than as a result of a temporary absence of our Pastor or other special occasions, no speaker other than our Pastor shall be invited to address our Members without the prior consent of both our Pastor and our Council.

*H. Salary; Expenses.* Our Pastor's salary shall be paid promptly in regular installments. Subject to such greater amount as may be required by our Church's contract of employment with the Pastor, the level of the Pastor's salary shall at a minimum (1) be sufficient to relieve temporal cares as far as reasonably possible and to preserve the dignity of the Pastor's office with our Church, and, (2) to the extent prudent and possible, shall be in accordance with the guidelines of the Conference. Moving expenses for a new Pastor may be paid by our Church upon

mutual agreement between our Council and our new Pastor. Other terms of our Pastor's employment agreement with our Church shall be as reasonably determined by our Council, provided such terms are communicated to our Members.

*I. Conflict Resolution.* If there arise controversies or serious disagreements between our Members and our Pastor, such matters shall be handled in the manner provided in Article VIII of our Constitution and our Council shall take the following actions in the following order to the extent necessary: (1) create and refer the matter to a Pastor-Church Relations Committee composed of not less than three (3) trusted Members in good standing who represent the breadth and diversity of our Members; (2) inform the Association Minister if the Pastor-Church Relations Committee cannot amicably resolve the conflict or disagreement; and (3) as a last resort only, bring the matter to a Special Meeting of our Members where the Association Minister is present.

## **CEMETARY BY-LAWS**

### ***Article XII - Cemetery***

*A. Purpose; Mission.* The cemetery of our Church located at 495 St. Augustine Road, Town of Erin, Wisconsin (the "**Cemetery**"), shall always be kept and maintained for the convenience of our Church's Members, subject to the laws of the State of Wisconsin and such other rules, regulations and conditions as may apply to the Cemetery from time to time.

*B. Management; Operation.* The Cemetery shall be managed, cared for and operated by a Committee of three (3) Members in good standing appointed from time to time by our Council (the "Cemetery Committee"). The Council may delegate specific duties with respect to the maintenance, operation and care of the Cemetery to the Cemetery Committee from time to time, as determined in our Council's reasonable discretion. No Member may hold office as a Trustee and serve on the Cemetery Committee simultaneously.

*C. Fees and Charges.* The Cemetery Committee shall recommend to our Council and our Council shall establish from time to time a fee schedule for the use and maintenance of the Cemetery (the "Fee Schedule"). The Fee Schedule shall delineate between fees for Members in good standing and fees for all others.

*D. Cemetery Privileges.* Members that have been Members in good standing for at least two (2) years prior to their death and Honorary Members shall be entitled to one grave site in the Cemetery per Member without charge; provided, however, normal Cemetery care fees will be charged for each grave site according to the current Fee Schedule. Inactive Members shall not (as provided in Section 5(B) of the By-laws) be entitled to a grave site without charge and Inactive Members shall be charged for a grave site and for cemetery care according to the current Fee Schedule.

*E. Payment of Fees.* All applicable fees as provided in the Fee Schedule shall be paid prior to the opening a grave. Expenses associated with opening and closing a grave are not complementary to Members and shall be charged at the then applicable rate to the deceased

Member's family or estate. Our Council reserves the right to deviate from or waive any fees included in the Fee Schedule in the case of unusual circumstances or extreme financial hardship.

*F. Investment of and Use of Cemetery Funds.* In order to provide for the continuing care of the Cemetery, all funds derived from the operation of the Cemetery shall be invested by our Council in interest bearing accounts or similar investments as allowed by law (the "Cemetery Fund"). Our Council shall have the authority to, and may delegate the authority to the Cemetery Committee to, utilize the Cemetery Fund for the maintenance and operation of the Cemetery.

*G. Selection of a Grave Site.* The Cemetery Committee shall recommend to our Council and our Council shall establish a process for the selection of or reservation of grave sites in the Cemetery. At a minimum, a person selecting a grave site shall be provided with the location of all then available grave sites before selecting or reserving a grave site. If a Member selects or reserves or an Inactive Member or non-member purchases a grave site or sites, the person selecting or purchasing the grave site(s) shall provide to the Cemetery Committee and our Council with a list the persons for whom the grave sites were selected or purchased. After the death of all persons named in the selection/purchase, all unused grave sites in such selection/purchase shall revert to our Church. From and after the date a Member reserves a grave site, such Member shall pay all reservation, maintenance and other fees pursuant to the Fee Schedule. All payments for graves or care are non-refundable. Graves may not be assigned, transferred or otherwise sold by an individual.

*H. Grave Stones; Memorials.* An acceptable grave stone, headstone, monument, memorial or marker shall be placed at each grave site in use within a reasonably prompt time after burial. The design and material of all grave stones, headstones, monuments, memorials and/or markers shall be approved by our Council in advance or placement. All grave stones, headstones, monuments, memorials and/or markers and the placement thereof shall, at a minimum, meet the following criteria: (1) they shall be constructed of first class material and workmanship and all stone shall be a high quality granite; (2) they shall be placed on solid concrete foundations of an industry standard depth and size reasonably acceptable to the Cemetery Committee and, unless otherwise permitted in writing by the Cemetery Committee, all such foundations shall be no more than one-half (1/2) inch higher than the surrounding terrain and shall extend no less than three (3) inches beyond all sides of the grave stone, headstone, monument, memorial or marker mounted thereon; (3) they shall have sawed bottoms; and (4) dealer's or manufacturer's cards or advertising larger than one (1) inch by two (2) inches will not be permitted on any headstone, memorial or marker within the Cemetery. No monument will be permitted on a grave site if all applicable fees pursuant to the Fee Schedule have not been paid.

## ENDOWMENT FUND BY-LAWS

### *Article XIII - Endowment Fund*

A. *Establishment; Name.* Our Members hereby establish the “St. Paul's United Church of Christ Endowment Fund” (the “**Endowment Fund**”).

B. *Purpose.* Any market value appreciation and reinvested income from time to time of the Endowment Fund may be used by our Members for the betterment and enrichment of our Church and community beyond the resources of our Annual Budget. The principal amount deposited in the Endowment Fund (the “**Principal**”) is intended to ensure the long-term financial security and survival of our Church.

C. *Additions to the Endowment Fund.* All gifts to our Church which are specifically designated by the donor to be added to the Endowment Fund shall be added to the principal of the Endowment Fund. Any funds received by our Church which in a single gift are in excess of \$10,000 and the Donor has not specifically designated such funds to be used for other purposes, shall be added to the principal of the Endowment Fund.

D. *Endowment Committee.* The Endowment Fund shall be administered by a committee of five (5) Members in good standing of our Church (the “**Endowment Committee**”). Two members of the Endowment Committee shall be appointed by our Council each year at the first Council meeting following the Annual Meeting and such member of the Endowment Committee shall serve one year terms. The remaining three (3) members of the Endowment Committee shall be elected by our Members at the Annual Meeting. Terms of office for the Member elected Endowment Committee members shall be three (3) years, with each term being staggered so that one (1) member is elected at each Annual Meeting to provide continuity on the Endowment Committee. No member may serve more than six (6) consecutive years on the Endowment Committee.

E. *Intent to Witness.* The Committee shall regularly report to our Council as reasonably required by our Council and shall report the activities of the Endowment Committee and the status of the Endowment Fund to our Members at the Annual Meeting.

F. *Investment of the Endowment Fund.* Investment decisions of the Endowment Committee shall adhere to Christian principles as reasonably determined by the Endowment Committee from time to time.

G. *Use of Market Value Appreciation, Reinvested Income and the Principal of the Endowment Fund.* Any market value appreciation and reinvested income may be utilized as provided in Section (B) above upon the recommendation of the Endowment Committee and the approval of our Council by a majority vote. The Principal or a portion thereof may be allocated for spending or loaned to our Church only upon the recommendation of the Endowment Committee, the consent of our Council by majority vote and by a majority vote of our Members at the Annual Meeting or a Special Meeting. If our Members vote to borrow from the Principal, the

interest rate paid on the loan shall be at current investment rate being earned on the remaining Principal in the Endowment Fund. The Principal shall be allocated for spending only in an extreme financial emergency or upon the determination of the Members to commence a building project for the Church.

*H. Distribution of Endowment Fund upon Dissolution of our Church.* In the event of dissolution of our Church, the Endowment Fund shall be transferred to the Cemetery Fund to provide continuous long-term care for the Cemetery.

*I. Transfer of Endowment Fund.* To transfer the assets of this fund to a new denomination requires the approval of three-fourths (3/4) of our Members at an Annual Meeting or Special Meeting. Notwithstanding anything contained in these By-laws to the contrary, this Section 13(I) may not be amended without the approval of three-fourths (3/4) of our Members at an Annual Meeting or Special Meeting.