

WAVERLY HEIGHTS
UNITED CHURCH OF CHRIST

CONSTITUTION AND BYLAWS

Incorporated in the State of Oregon, November 14, 1911 as
Waverly Heights Congregational Church

ARTICLE I - NAME

The name of this organization is the:

WAVERLY HEIGHTS UNITED CHURCH OF CHRIST, hereinafter referred to as the Church.

ARTICLE II - MISSION STATEMENT

At Waverly, we envision a world where everyone belongs. Our mission is to build belonging through relational connection with one another and compassionate care for our neighbors and the Earth.

ARTICLE III - COVENANT

At Waverly, we covenant to engage together in the call of our spiritual ancestors who wrote in the Preamble of the Constitution of the United Church of Christ: “We affirm the responsibility of the Church 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 that endeavor, we welcome the presence of the Holy Spirit to guide us in deepening our faith journey through: our understandings of Scripture, our following of Jesus and his teachings, our participation in the sacraments of Baptism and Holy Communion, and our service towards a just world for all.

ARTICLE IV - POLITY

The government of this Church is vested in its membership who exercise the right of control in its affairs and who shall have the right to vote. It is subject to the control of no other ecclesiastical body, but it recognizes and sustains mutual cooperation with the Central Pacific Conference and the General Synod of the United Church of Christ, as is common to the United Church of Christ.

ARTICLE V - MEMBERSHIP

Section 1 - Qualifications: This Church requires the allegiance to no particular creed or doctrine as a prerequisite for membership. This Church will welcome into its membership any person

who accepts the teachings of Jesus as a guide for living, and whose sympathies are in harmony with the values and practices of this Church.

Section 2 - Conditions: Persons shall become members of this Church by:

- A. Profession of faith through baptism or confirmation.
- B. Offering a letter of transfer from another church.
- C. Affirmation of an individual whose sympathies are in harmony with the values and practices of this Church.

Members may maintain standing in another church with full privileges of fellowship and voting power at this Church.

Section 3 - Application of Membership: Application for membership to this Church may be made directly to the Pastor(s), or to the Church Council.

The Church Council, acting on behalf of the Congregation, reserves the right to decline the acceptability of any applicant.

Section 4 - Duties: Members are expected, as they are able, to participate in the life of the Church by contributing their time, talents and resources to its operation and to its programs of service, and to seek the spiritual welfare of the Church community.

Section 5 - Rights: Active members may act and vote in all transactions of the Church.

Section 6 - Inactive members: Members who have not attended, communicated with, or contributed to this Church for one year may be transferred to inactive status.

Section 7 - Friends of the Church (non-members): Friends of the Church are those who participate in the work of the Congregation but have not made the commitment to membership. Friends shall have voice but not vote in business matters of the Church and shall be eligible to serve on any board or committee of the Church, except as specified in Article VI below.

Section 8 - Termination:

- A. By letter of withdrawal:
 - (1) Upon request, a member may be granted a letter of transfer to any other church.
 - (2) Upon request, a member may be released from membership and be removed from the active roll of the Church.

B. By termination of inactive status: The Church reserves the right to purge the inactive roll by vote of the Church Council.

C. By expulsion: Should a member become an offense to the Church, the Church may, upon recommendation of the Church Council, terminate membership, but only after due notice and opportunity for hearing of all persons concerned.

Any person whose membership has been terminated by expulsion may, for good and sufficient reason, be restored to membership by recommendation of the Church Council.

ARTICLE VI - COUNCIL

Section 1- Definition: The Council is the governing authority of the Church and is charged with providing leadership to the Congregation in conducting the affairs of the Church, as well as representing the Church in its relations with external organizations. Its authority is subject to these Bylaws and applicable secular laws.

Section 2 - Composition: The Council shall consist of three officers and a minimum of four members at large. The three officers of the Council shall be a Moderator (also known in Oregon Statutes as the President), a Membership Secretary (also known as the Corporate Secretary), and a Treasurer. Each officer shall be a member of the Church at the time of election. Members at large may be members or friends of the Church.

Section 3 - Responsibilities: The Council shall:

A. Seek through its actions to nurture the spiritual life and faith development of all members of the Congregation.

B. Serve as the primary administrative authority of the Church, to include oversight of administrative and financial affairs, records, and authorization of individuals to act on behalf of the Church.

C. Design and plan short-term and long-term goals for the Church.

D. Develop and recommend an annual budget to the Congregation and supervise reviews of financial records at regular intervals.

E. Determine the number and specific responsibilities of members at large.

F. Provide advice and consent in the selection and hiring of staff.

G. Fill vacancies in elected positions.

H. Establish, appoint, and abolish committees to accomplish the regular and recurring work of the Congregation, as well as committees, work groups, or positions with specific tasks or assignments.

I. Outline assignments, define goals, and monitor performance.

J. Appoint delegates to Conference and national assemblies.

K. Provide for the safety and security of people and property in Church-related activities.

L. Undertake any other business which comes before it that impacts the life of the Congregation.

M. Have the care and custody of the property of the Church.

Section 4 - Contracts: The Church Council, acting through its officers the Moderator, the Treasurer and the Membership Secretary, has the authority to enter into binding contracts on behalf of the Church. Any contract must be approved by the Church Council and signed by one or more of the aforementioned church officers.

Section 5 - Terms of Office:

A. Council members shall serve for a two-year term beginning immediately after election.

B. Council members may serve no more than three consecutive terms on the Council and must take a sabbatical year away from the Council after no more than six years.

C. Appointment to fill an unexpired term will not constitute a “term” for the purpose of the consecutive term.

D. Only one member from the same family may serve at one time as officers.

Section 6 - Meetings:

A. The times and locations of the meetings of the Council shall be announced beforehand and shall be open to members and friends of the Church, unless meeting in executive session for a specified purpose. Decisions of these bodies shall be made available to members and friends of the Church.

B. A Council meeting may be conducted in person or by utilizing appropriate media, such as an electronic meeting. The technology used must at minimum allow the members to simultaneously hear and talk to each other.

Section 7 - Quorum: At least half of the voting members of Council shall constitute a quorum at any Council meeting.

Section 8 - Responsibilities of Officers:

A. The Moderator shall organize and lead all Council meetings, including creating an agenda in collaboration with other Council members. The Moderator is responsible for the governance of the Church, compliance with Church Bylaws, operating procedures and non-profit regulations. The Moderator is responsible for recording minutes of official meetings and/or delegating this responsibility accordingly and periodically communicating Council activities with the Congregation. The Moderator is the official representative of the Church as required and is the chair of the Church Council. In addition, the Moderator shall be an ex officio member of all boards and committees, excluding the pastoral relations committee.

B. The Membership Secretary is responsible for all money coming into the Church's accounts and shall take charge of the Church's money as it is received and deposit it in the appropriate bank account. The Membership Secretary shall keep a record of the source of all funds and report this to the Treasurer and the Church Council. The Membership Secretary shall keep the Church's official membership rolls with the date of each member's reception and removal, record baptisms, marriages, and deaths, issue letters of transfer when members leave this Church for another Church, and make a full membership report to the Church at its Annual Meeting. The Membership Secretary shall keep a record of pledges and furnish each contributor with an annual statement of contributions.

C. The Treasurer is responsible for all money expended from the Church's accounts. The Treasurer shall keep account of all funds received or expended by the Church, and shall produce monthly reports of the Church's financial activities. The Treasurer shall make a report at the Annual Meeting of the state of the Church's finances. The Treasurer, in consultation with the Council, shall prepare a budget for presentation, review and approval at the Annual Meeting of the Congregation.

Section 8 – Pastor(s):

A. The Pastor(s) of the Church shall be called by the Church membership by receiving a three-fourths vote of the members present at a Congregational Meeting called for this purpose.

B. The Pastor shall be called without limitation of time, but may continue their professional practice in the Church only as long as they maintain Ministerial Standing within the Central Pacific Conference or its successor body.

C. The Pastor shall care for services of public worship, administer the sacraments of Baptism and Communion, and promote the spiritual wellbeing of the Church and those whom it serves.

D. The Pastor shall be a non-voting member of the Council and an ex officio member of all committees,

E. The Pastor shall make a report of the year's work at the Annual Meeting.

F. The pastoral call may be dissolved either by a three-fourths vote of the members present at a Congregational Meeting called for this purpose, or by the Pastor, by written notice of such intention three months in advance.

Section 9 - Removal from Office:

The Council, by a two-thirds ballot vote, may suspend a member of the Council when the member:

- A. Is unable to perform the duties of the office; or
- B. Is in violation of these Bylaws or adopted policies; or
- C. Is fiscally malfeasant.

ARTICLE VII - STANDING COMMITTEES

In addition to any committees created by the Council, the Council shall appoint the following standing committee with the noted composition and duties. A standing committee will consist of no fewer than three and no more than seven persons serving until their respective successors are appointed. The chairperson of a standing committee will be selected by the members of the committee.

A. The Pastoral Relations Committee shall consist of at least three persons appointed by Council, in consultation with the Pastor. This Committee's function shall be to maintain and enhance clear communication and healthy relationship between the Congregation and Pastor. The Pastoral Relations Committee shall serve as advocates for the Pastor and raise issues of accountability of the Pastor to the work of the Church. It shall be the responsibility of this Committee to, in the spirit of the gospel, mediate conflicts between the Congregation and Pastor and pursue resolutions agreeable to all concerned. The Pastoral Relations Committee shall meet as necessary to fulfill its functions; all discussions and deliberations shall be considered confidential unless agreed otherwise by the Pastor and members of the Committee.

ARTICLE VIII - MEETINGS

Section 1 - Annual Meeting: There shall be an Annual Meeting of the Church membership held on or before the last day of January of each year on a date set by the Church Council. The meeting shall be announced electronically and at Sunday worship services on two consecutive Sundays preceding the meeting day. The Moderator shall chair the Annual Meeting. The purpose

of this meeting shall be to adopt the budget, conduct elections, and transact any other business that may legitimately come before the body.

Section 2 - Special Meetings: Special meetings of the Church may be called by the Pastor(s), or the Moderator, by the Church Council, or on the written request of any five members, specifying the object thereof. Such meetings shall be announced electronically and at Sunday worship services on two consecutive Sundays preceding the meeting day.

Section 3 - Quorum: A quorum at any annual or special meeting of the Church shall consist of twenty percent of the active members of the Church (except as otherwise noted in this constitution). A majority vote of the members present constituting a quorum at any meeting shall be decisive. Proxy votes shall not be recognized.

Section 4 – Remote Participation: The Annual Meeting and other church meetings may at the Council's discretion be broadcast via technological means to allow persons not physically present to participate. Broadcast of such meetings is authorized but not required. Members attending remotely shall be counted for the purposes of establishing a quorum as if they were physically present, and members' votes cast remotely shall be counted as if they were cast in person.

ARTICLE IX - REAL PROPERTY

The Church may buy, sell, mortgage, or transfer real property only by specific authority of a two-thirds vote of the membership present at any regular, or special meeting, provided that a notice specifying the time of the meeting and the substance of the transaction has been distributed in Sunday worship services and delivered electronically no less than one month preceding said meeting.

ARTICLE X - DISSOLUTION OF THE CONGREGATION

The Church may be dissolved by a three-fourths vote of the members present at a Congregational Meeting called for this purpose. Such a meeting must be called and announced at least three months in advance, with written notice given to all members of the Church at their addresses of record.

Upon dissolution of the Congregation, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall, in consultation with the Central Pacific Conference of the United Church of Christ or its successor, be transferred to said Conference in whole or in part, or additionally to other federally recognized nonprofit organizations or federally recognized tribal entities, as the congregation may deem appropriate. The determination of such distribution shall be conducted under the same notice requirements and voting requirements as the question of the dissolution itself.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the membership present at any regular, or special meeting, provided that a notice specifying the time of the meeting and the substance of the proposed amendments has been distributed in Sunday worship services and delivered electronically no less than one month preceding said meeting.

These Bylaws were amended: January 11, 1981; January 27, 1991; February 22, 1998; January 30, 2022; and January 26, 2025