

NORTH SHORE CONGREGATIONAL CHURCH

CONSTITUTION AND BY-LAWS

ARTICLE I. NAME - LOCATION

The name of this church shall be North Shore Congregational Church. It shall be located at 7330 North Santa Monica Boulevard, Fox Point, Milwaukee County, Wisconsin.

ARTICLE II. PURPOSE

The purpose of this church shall be to conduct public worship, to develop Christian commitment, and to bind together followers of Jesus Christ for the object of sharing in worship and in making God's will dominant in the lives of men, women, and children.

ARTICLE III. POLITY

The government of this church shall be vested in its members, who shall have the right of control in all its affairs. All powers not delegated by this instrument are reserved to the members of this church and may be exercised by them in meetings of the members of which due notice has been given. Member participation in church affairs and outreach is encouraged and expected. This church recognizes the value of mutual counsel and cooperation involved in the free fellowship of the Congregational Christian churches. It invites fellowship with all churches seeking to advance the Kingdom of God.

ARTICLE IV. COVENANT AND ACCEPTANCE OF MEMBERS

Each person desiring to become a member of this church shall declare and thereby own the following Covenant of the North Shore Congregational Church:

"I confess my love for God, for Jesus Christ, and for my fellow men and women. I hereby covenant to live in the fellowship of the Gospel, to walk in the ways of the Lord – known and to be made known to me – to share in the worship and work of the Church, to cooperate with it in all good enterprises, and to promote its service, its maintenance, its purity, and its peace."

Thereupon the members of this church present shall accept such person by the following form of acceptance:

"We, the members of this Church, gladly receive you into our communion and welcome you with joy to our Fellowship. We pray that in Christian friendship we may work together to build the will of God into the lives of men and women and into the life of the world. We extend to you the right hand of fellowship."

ARTICLE V. MEMBERSHIP

Section 1. Qualifications

Any person desiring to become a member of this church shall confer with a minister, shall fulfill such qualifying procedures as are prescribed by the Diaconate Board, and shall furnish satisfactory evidence of Christian commitment by:

(a) Letter of transfer from another church satisfactory to the Diaconate Board; or

- (b) Reaffirmation of faith, if a satisfactory letter of transfer is not available; or
- (c) Confession of faith.

Section 2. Reception of Members

The form of reception of members, as prescribed by the Diaconate Board, shall include declaration of the Covenant of this church and agreement to attend services, to contribute to its support, and to participate in the affairs and work of this church.

Section 3. Termination of Membership

Membership may be terminated by:

- (a) A letter of transfer to another church; or
- (b) Written notice of the member to the Diaconate Board after consultation with a minister; or
- (c) Action of the Diaconate Board, upon a finding of failure by a member to communicate with the church, to contribute to its support, or to notify the church of a change of address for a period of two years, after written notice to such member at his or her address on the records of this church; or
- (d) An affirmative vote of at least two-thirds of the members present at a meeting of this church called for such purpose upon a recommendation of the Diaconate Board, after written notice to the member at his or her address on the records of this church.

Section 4. Reinstatement

The Diaconate Board upon written request may reinstate persons whose membership has been terminated pursuant to subsections 3(a), (b), or (c) of this Article.

ARTICLE VI. OFFICERS

Section 1. Ministers

This church may have one or more ministers, associate ministers, or assistant ministers as may be determined by the members. When there is a vacancy or need for an additional minister, a committee to recommend a call shall be elected by the members of this church. The Church Council shall submit a slate of nominees for such a call committee to the members at a meeting called for this purpose. Any minister who is a member of this church may be included by the Church Council in its slate of nominees for such a call committee and may be elected to such a call committee by the members of this church. The call to a minister, associate minister, or assistant minister shall be extended by this church upon approval by a majority of the members present at a meeting called for that purpose. Such minister shall be ordained and shall join the membership of this church before being installed.

The ministers, in cooperation with the Diaconate Board, shall be in charge of the spiritual welfare of this church. The ministers shall seek to enlist people as followers of Christ, preach the gospel, and administer the sacraments. The ministers shall have charge of all services of worship. At the regular meeting in June, the ministers shall make a written report to the members of their activities for the previous year. The ministers shall be ex-officio members of the Church Council and of all boards and committees authorized in Article VII except the Nominating Committee, without vote.

A minister shall continue in office until his or her tenure is terminated upon at least sixty days' written notice to the Church Council by the minister, or to the minister by the moderator upon a majority vote of the members of this church present at a meeting called for that purpose. In the event of such a vote, the Council may suspend the minister pending termination of tenure. Upon request of a resigning minister, the Council may waive or agree to reduce the required notice period for his or her resignation.

Section 2. Moderator

The moderator shall be a member of this church. The moderator shall be the principal executive officer of this church. The moderator shall have administrative responsibility for carrying out and supervising the execution of the policies adopted by the Church Council and by the several boards and committees. The moderator shall preside at all meetings of the members and of the Council. At the regular meeting in June, the moderator shall make a written report to the members of the activities of the Council for the previous year and of the general condition of the church.

The moderator shall be an ex-officio member of all boards and committees, without vote. The moderator, after serving a term of one year, shall not be eligible for election to such office or to the office of moderator-elect for a period of one year; provided, however, that the moderator shall be eligible for election as moderator for a second consecutive one year term by vote of the members, in the event that the moderator-elect is unable to serve the forthcoming term of moderator.

Section 3. Moderator-Elect

The moderator-elect shall be a member of this church elected each year by the members. The moderator-elect shall assist the moderator in the discharge of the duties and responsibilities of that office and shall perform such other duties and have such authority as the moderator or Church Council may from time to time delegate or assign to the moderator-elect. In the absence of the moderator, the moderator-elect shall perform the duties of the moderator. The moderator-elect shall serve for one year as moderator-elect and shall automatically succeed to the office of moderator for the following year. In the event of the moderator's resignation or inability to serve, the moderator-elect shall immediately succeed to the office of moderator, shall serve the remaining term of the former moderator, and shall then serve a full term as moderator for the following year.

Section 4. Clerk

The clerk shall be a member of this church elected each year by the members. The clerk shall keep a record of all meetings of the members and Church Council, shall have custody of all reports, papers, and documents of this church, and shall preserve in permanent form programs of all services of special interest. The clerk shall keep a roll of all members, together with the dates of their admission, church service, resignation, transfer, dismissal, or death. The clerk shall keep a record of all baptisms and all marriages. The clerk shall give notice of all meetings of the Church Council. Upon request the clerk shall issue a certificate of election to a person elected to an office, board, or committee of this church. A clerk's certificate with respect to an election or selection of an officer or member of a board or committee by the members of this church or the body making the selection of such member per this Constitution & By-Laws, or as to who is the person elected or selected, qualified, and acting as an officer or member of a board or committee of this church shall be final and conclusive. At the regular meeting in June, the clerk shall make a written report to the members, including a statistical record of church membership. The clerk shall be an ex-officio member of the Church Council, without vote. The clerk may appoint assistants whenever necessary.

Section 5. Treasurer

The treasurer shall be a member of this church elected each year by the members. The treasurer shall receive, record, and place in such depositories as are designated by the Board of Trustees all income and other items of material value. The treasurer shall disburse monies only upon authorized disbursement requests or as the trustees may designate. At the regular meeting in December, the treasurer shall make a written report to the members, showing all receipts and expenditures for the fiscal year to date, the church's financial condition, and a summary of the status of pledges. The treasurer shall be a voting member of the Board of Trustees and shall be an ex-officio member of the Church Council, without vote. The treasurer may appoint assistants whenever necessary. The treasurer shall assist the boards and committees in preparing their annual operating budgets, assist the Board of Trustees and Benevolence Board in preparing and updating their extraordinary (capital, long term, or emergency) project and program schedules and budgets, and prepare this church's annual operating budget and extraordinary projects and programs budget for consideration by the Church Council and the members of this church.

Section 6. Auditor

The auditor shall be a member of this church elected each year by the members. The auditor shall be responsible for review and reconciliation of all reports and records of the church treasurer and the treasurer of the Board of Fund Stewards. The auditor shall annually review the year-end reports submitted by the church treasurer and the treasurer of the Board of Fund Stewards, shall reconcile same, and shall report his or her findings and recommendations to the Church Council at its second regular meeting following the end of the fiscal year. The auditor shall also recommend improvements and review implementation of all suggested improvements to the financial record-keeping system of this church, the Board of Fund Stewards, and its other boards and committees, all of which systems shall be consistent and compatible with one another. The auditor shall be a voting member of the Board of Trustees. The auditor, after serving two successive terms of one year, shall not be eligible for election to such office for a period of one year. The auditor may appoint assistants whenever necessary.

Section 7. House Chairperson

The house chairperson shall be a member of this church elected each year by the members. The house chairperson shall, under the direction of the Board of Trustees, establish and administer house rules, maintain all church property, and supervise those employees designated by the Board of Trustees. The house chairperson shall be a voting member of the Board of Trustees. At the regular meeting in June, the house chairperson shall make a written report to the members on the condition of church property. The house chairperson may appoint assistants whenever necessary.

ARTICLE VII. CHURCH COUNCIL, BOARDS, AND COMMITTEES

Section 1. Church Council

The Church Council shall consist of the moderator, who shall be its chairperson, the moderator-elect, who shall be its vice-chairperson, the respective chairpersons of the Benevolence, Diaconate, and Stewardship Boards and the Boards of Trustees and Christian Education, and three members-at-large elected by the members of this church. The terms of the members-at-large shall be staggered so that the terms of no more than two of them terminate at the end of the same program year. Each such Board shall elect one of its members to serve as alternative representative to the Council in the event of unavailability of its chairperson. The clerk, treasurer, immediate past moderator, and minister(s) shall be ex-officio members of the Council, without vote.

The Church Council shall represent the members and act as the executive committee of this church between church meetings. It shall consider the condition and the entire task of this church and shall develop through discussion an appraisal of its current position, possibilities for improvement, and more effective achievement of its purpose and long range plans. It shall formulate and recommend programs to the members and the boards and committees of this church. It shall have primary responsibility for the integration and correlation of the work of all officers, boards, and committees. In the event of any conflict among any boards, committees, or officers, the Council shall resolve the same by an interpretation of this Constitution and By-Laws and may enlist such expert assistance as it deems necessary.

The Church Council shall present to the members at the October meeting an itemized budget of estimated income and expenditures of this church for the next fiscal year. In the event of a vacancy occurring in any church office, board, or the Nominating Committee, the Council shall appoint a successor upon recommendation of the Nominating Committee to fill the position until the next annual election. The Council shall have responsibility for the employment of all professional (except for ministers) and nonprofessional staff, which task it may delegate to one or more boards or committees. The Council shall appoint all delegates to conferences.

As the representative of the members and the executive committee of this church between meetings, the Church Council shall have oversight responsibility with respect to the Board of Fund Stewards, its members, the North Shore Congregational Church Endowment Trust and its Funds, and the Declaration of Trust under which they exist and are to be administered.

In determining the use to which funds expected to be distributed from the Endowment Trust are to be put, the Board of Fund Stewards and the Board of this Church (having primary jurisdiction of the area in which such distributed funds are to be expended) shall work closely and cooperatively with one another. Should such two Boards be unable to come to agreement on the use to be made of an anticipated Endowment Trust distribution, then (if and when such funds are actually distributed by the Board of Fund Stewards) their use shall be subject to approval by the Church Council. Approval of a use of Endowment Trust assets by the members of this church by vote of a majority of the members voting at a meeting called for such purpose shall be the only approval thereof required, and the Trust Board shall make such assets available for such member-approved use in a timely manner.

The Board of Trustees is the Board having primary jurisdiction over the areas where distributions from the Endowment Trust's Meetinghouse Fund are to be expended. The Benevolence Board is the Board having primary jurisdiction over the area where distributions from the Endowment Trust's Mission Fund are to be expended. Any person or other board or committee believing that an extraordinary (emergency, capital, or long term) project or program merits financial support from the Endowment Trust, is strongly encouraged to present such program or project and supporting information to the Board having primary jurisdiction over the area that includes such project or program, so it can be investigated and evaluated in an orderly, informed, and timely manner by the Board with primary jurisdiction.

Section 2. Diaconate Board

It shall be the duty of the Diaconate Board to cooperate with the ministers in attending to the spiritual interests and needs of this church and community, including lay visitation. Its areas of responsibility include assisting with funeral services, baptisms, health-related issues, and alternative and other types of services or ministry and means of delivery or dissemination thereof (e.g., internet; video, audio, and other electronic means), and any other areas assigned by the Church Council. It shall prescribe the form of reception of members. It shall be responsible for matters relating to the services of worship, including temporary pulpit supply, administration of the Lord's Supper, ushering, and the ministry of music. It shall be responsible for making recommendations to the members on candidates for licensure and ordination. It shall consult with

the ministers with respect to their needs and concerns and shall be responsible for dealing with relations between the ministers. It shall annually review the performance of each minister of this church.

Section 3. Board of Trustees

The Board of Trustees shall have the care and custody of the property of this church as prescribed by Section of 187.10 (5) of the Wisconsin Statutes and shall manage the financial affairs of this church, but shall have no power to buy, sell, mortgage, lease, or transfer real property except as prescribed in Article X. No indebtedness for borrowed funds for terms longer than twelve months shall be incurred without prior approval by either the Church Council or a majority of the members of this church present at a meeting called for such purpose. It shall be responsible for preparing each year and submitting to the Church Council for approval an itemized budget of the estimated income and expenses for this church for the next fiscal year. The treasurer, auditor, and house chairperson shall be members of the Board of Trustees. The Parsonage Fund shall be under the jurisdiction of the Board of Trustees, which shall assist the Human Resources Committee in use of that Fund as a part of this church's employee benefits program.

The Board of Trustees and Board of Fund Stewards shall work closely and cooperatively with one another with respect to use of anticipated distributions from the Meetinghouse Fund of this church's Endowment Trust. The Board of Trustees shall prepare, periodically update, and share with the Board of Fund Stewards, Church Council, and Treasurer a reasonably detailed and prioritized schedule of extraordinary (capital, long term, or emergency) projects and programs believed by the Board of Trustees to be necessary or desirable for this church and its members, and a budget showing their estimated costs. Such extraordinary projects and programs schedule and budget shall include a list of necessary or desirable additions, alterations, improvements, repairs, and replacements of church buildings, facilities, and equipment, their estimated cost, and the order in which the Board of Trustees recommends they be undertaken by this church. Financial support for a project or program originating from the Meetinghouse Fund shall be in addition to, and not in replacement or diminution of, support provided from the Board of Trustees' annual operating budget. The Board of Fund Stewards shall periodically provide the Board of Trustees, Church Council, and Treasurer with an estimate of the amounts it anticipates will be available for distribution from the Meetinghouse Fund over the ensuing five and ten years (amounts and timing of anticipated distributions). It shall periodically request up to date information from the Board of Trustees on its extraordinary projects and programs schedule and budget.

Section 4. Board of Christian Education

The Board of Christian Education shall be responsible for the policies, planning, and conduct of educational and fellowship programs for children, youth, and adults. Members of the church staff who are responsible for educational or recreational programs of this church shall be ex-officio members of the Board, without vote. The Board shall annually review the performance of all church staff responsible for educational, fellowship, or recreational programs of this church under its direction.

It shall be responsible for the Crib and Crawler (nursery) and the classroom for children ages three and four during Sunday morning worship services, baby-sitting during any other services or functions of this church at which baby-sitting is offered, and annually reviewing the performance of the crib and crawler coordinator.

Section 5. Benevolence Board

The Benevolence Board shall be responsible for investigation, supervision, and correlation of the benevolence programs of this church and shall oversee all matters of apportionment and distribution of funds for benevolences. It shall also seek out and encourage means of expanding the Christian service of this church beyond its own membership.

The Benevolence Board and Board of Fund Stewards shall work closely and cooperatively with one another with respect to use of anticipated distributions from the Mission Fund of this church's Endowment Trust. The Benevolence Board shall prepare, periodically update, and share with the Board of Fund Stewards, Church Council, and Treasurer a reasonably detailed schedule of extraordinary (capital, long term, or emergency) benevolence, mission, or outreach ministry projects and programs believed by the Benevolence Board to be appropriate and desirable for this church to assist financially with distributions from the Mission Fund, the order in which the Benevolence Board recommends this Church undertake providing financial support to such projects and programs, and the level of financial support it recommends be undertaken for each project or program. Financial support for a project or program originating from the Mission Fund shall be in addition to, and not in replacement or diminution of, support provided from the Benevolence Board's annual operating budget. The Board of Fund Stewards shall periodically provide the Benevolence Board, Church Council, and Treasurer with an estimate of the amounts it anticipates will be available for distribution from the Mission Fund over the ensuing five and ten years (amount and timing of anticipated distributions). It shall periodically request up to date information from the Benevolence Board on its extraordinary projects and programs schedule and budget.

Section 6. Stewardship Board

The Stewardship Board shall promote among the members of this church the systematic and proportionate giving of time, talent, and possessions. It shall be responsible for the raising of funds and the maintenance of progress in meeting members' pledges. It shall stimulate the development of bequests, trust funds, and memorials. No fund raising for this church, or in this church for any other group or cause, shall be undertaken without the approval of the Stewardship Board.

Section 7. Nominating Committee

The Nominating Committee shall consist of five members of this church, one of whom shall be a member-at-large of the Church Council selected by the Council. It shall be responsible for annually presenting to the members of this church at their regular meeting in April a slate of nominees for all church officers (other than the office of moderator unless there shall also be a vacancy in the office of moderator-elect), the Church Council members-at-large, and the members of the boards and Nominating Committee (and, when required by the Declaration of Trust for this church's Endowment Trust, the Board of Fund Stewards). In the event of a vacancy occurring in any church office (other than the office of moderator unless there shall also be a vacancy in the office of moderator-elect), a board, the Nominating Committee, or the Board of Fund Stewards, this Committee shall submit recommendation(s) to the Council to fill the vacancy until the next annual election.

Section 8. Human Resources Committee

The Human Resources Committee shall consist of the immediate past moderator, who shall serve as its chairperson, the moderator, who shall serve as its vice-chairperson, the moderator-elect, one member-at-large of the Church Council selected annually by it, and the respective chairpersons or designees of the Diaconate Board and the Board of Christian Education. The senior minister shall be an ex officio member of this Committee, without vote.

The Human Resources Committee shall be responsible for evaluating staff, determining compensation levels and benefits for the next program year, assisting in the hiring of staff other than positions filled by call, and reviewing available employment, compensation, benefits, performance evaluation criteria, and other information to assist this church in remaining competitive with other churches and employers. This Committee shall remain interactive with officers, the Church Council, boards, and committees, as needed, to address and resolve issues regarding staff performance or related matters. This Committee shall maintain current job descriptions for each staff position at this church and shall remain accessible to staff.

The senior minister shall also annually review the performance of the professional and program staff at the close of each program year and of office and other staff at the close of each fiscal year.

Section 9. Lay Ministry

Lay ministry means living out the affirmation that God calls all people to ministry. This church and its members invite all people to serve together in a spirit of mutuality as partners. Working collaboratively, this church and its members strive to discover, develop, engage, and support the gifts of each person and, as responsible stewards, to participate in God's ongoing creative and restoring activity in our community and the world. The Church Council and each board and committee is encouraged to cultivate, support, and use members and friends of this church and lay ministry teams drawn from among such members and friends in areas within their respective jurisdictions.

The Church Council and each board and committee is authorized and encouraged to appoint lay ministry teams of one or more members or friends of this church and determine the programs, policies, and reporting requirements of such team.

Section 10. Common Provisions

(a) Members & Terms of Service

The number of members of a board (and their terms of service) for each program year shall be determined by such board subject to the approval of the Church Council. Each board shall provide the Church Council and Nominating Committee with such information for the following program year no later than March 1st.

The right of a board or the Nominating Committee to determine the number of its members and their terms of service is subject to the following limitations:

- (i) The number of members of a board or such Committee shall be not less than five nor more than fifteen; and
- (ii) The terms of the members of a board or such Committee shall be either (a) three years (with or without one one-year extension option) or (b) two years (with no more than two one-year extension options); and
- (iii) The terms of no more than one-third of the members of a board or such Committee shall expire at the end of any program year.

No person who has served for four consecutive years as a member-at-large of the Church Council, or as a member of the Benevolence, Diaconate, or Stewardship Board, the Board of Trustees or of Christian Education, or the Nominating Committee shall be eligible for election or appointment to such position until after an interval of one year. Such person shall be eligible for election or appointment to any other position, there being no one-year interval requirement for continuous service to this church in different positions. No person shall hold more than one office or board or Nominating Committee membership at one time, unless expressly specified in this Constitution and By-Laws.

All members of the Church Council, a board, or the Nominating Committee must be members of this church. The members of this church shall elect all members of the Church Council, the church boards, and the Nominating Committee, except those members of those bodies who are selected or elected by the Church Council or another board or committee of this church in accordance with this Constitution and By-Laws. The reserved rights of the members of this church include the right to suspend, remove, and replace any officer or any member of any board or committee of this church, at any time during his or her term. A member of the Church Council, a board, or the Nominating or Human Resources Committee serving by

virtue of his or her selection by the Council or election by another board or committee may be suspended, removed, and replaced by the selecting or electing body at any time during his or her term.

The power to remove a member of the Board of Fund Stewards during his or her term is reserved to the members of this Church, which reserved power may only be exercised by vote of a majority of the members of this Church voting at a meeting called for such purpose. The Church Council, as the representative of the members and the executive committee of this church between meetings, shall have the power to suspend a member of the Board of Fund Stewards during his or her term, but any such suspension shall not extend beyond the next meeting of the members of this church.

(b) Meetings, Notices & Actions

Meetings of the Church council or any board of this church shall be open to all members of this church at all times, subject to the right of each church body to convene into closed session for any purpose(s) approved by such body at such time. No open meeting requirement applies to any meeting of the Nominating Committee, Human Resources Committee, Budget Committee, or any Call Committee. Persons who are not members of this church have no right to attend any meeting of the Church Council or any board or committee of this church.

Meetings of the Church Council or a board or committee shall be called by the moderator or chairperson thereof, as the case may be, as often as the affairs of this church require (but no fewer than six times annually in the case of the Church Council and each board).

A quorum at a meeting of the Church Council or any board or committee shall consist of a majority of the members thereof entitled to vote. A majority vote at a meeting of the Council or any board or committee at which a quorum is present shall constitute the act of the Council or such board or committee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting.

If a tie vote occurs on any Church Council, board, or committee action or matter, then the moderator or chairperson of such board or committee, as the case may be, may cast an additional vote or the deciding vote on that action or matter.

Members may participate in a meeting of the Church Council or any board or committee through the use of telephone conference or similar communications equipment, provided all members participating in such meeting can adequately hear one another. Participation in a meeting in this manner constitutes personal presence at such meeting.

The dates, times, and places of regular meetings of the Church Council or a board or committee of this church shall be determined by each church body, shall be entered on the church calendar posted in the office of this church, and shall be published in this church's newsletter and posted on its bulletin board and web site so long as it issues a newsletter and maintains a bulletin board and web site. Regular meetings of the Church Council, a board, or committee of this church may be held without call or further notice.

Special meetings of the Church Council or a board or committee for any purpose(s) may be called at any time by the moderator or chairperson, as the case may be, the secretary, or any two members. Special meetings of the Council or a board or committee may be held only after each member has been given notice thereof. Notices of meetings of a church body may be communicated in person, by telephone, telegraph, teletype, facsimile, or electronic mail (email) or other form of wire or wireless communication, by mail or private carrier, or by a voice messaging system or other system or technology designed to record and communicate messages.

Notice of a meeting of the Church Council or any board or committee need not be given to any member who signs a waiver of notice, or gives a written consent to the holding of the meeting, or approves the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. All such waivers, consents, and approvals shall be filed with or made a part of the minutes of church body's meetings.

A majority of the members of the Church Council or any board or committee, whether or not a quorum is present, may adjourn any of its meetings to another time and place. If a meeting is adjourned for more than twenty-four hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the members who were not present at the time of the adjournment.

Any action required or permitted to be taken by the Church Council or any board or committee may be taken without a meeting if all members individually or collectively consent in writing to such action. A member's consent may be given in any way that the notice of a meeting of a church board may be communicated under this Constitution and By-Laws. Such consent(s) shall have the same effect as a unanimous vote of such church body and shall be filed with the minutes of its proceedings.

The Church Council and each board and committee of this church shall annually determine the rules of procedure for their respective meetings, each determination requiring a vote of not less than two-thirds of the members of the church body voting on such determination. The rules of procedures adopted by a church body shall continue in effect until changed by vote of two-thirds of the members of such church body voting on such change. If a church body has not adopted different rules of procedure for its meetings, then its such meetings shall be conducted according to the latest edition of Robert's Rules of Order.

(c) Miscellaneous Matters

Each board or the Nominating Committee shall annually elect a chairperson, a vice-chairperson, and a secretary from its members. Such board or committee positions may be shared by more than one member or rotated among members, as determined by the board, or Nominating Committee. At the regular meeting in June, the Church Council, each board and the Nominating Committee shall make a written report to the members of its activities for the previous year.

This church's program year shall be July 1 to June 30. Its fiscal year shall be the calendar year.

ARTICLE VIII. ORDINATION AND LICENSURE

Section 1. Ordination

Any person desiring ordination by this church shall make written application to the Diaconate Board, shall fulfill such prerequisites and qualifying procedures as are prescribed by the Diaconate Board, and, upon recommendation of the Diaconate Board, shall be approved for ordination by the affirmative vote of at least a majority of the members of this church present at a meeting called for that purpose. If so approved, a vicinage council consisting of one or more representatives of this church designated by the Diaconate Board and of such other churches or ecclesiastical organizations as the Diaconate Board may choose to invite, shall be called for the purpose of examining the qualifications of the candidate for ordination. If the candidate is found to be qualified for ordination by a majority of the members of such vicinage council present at a meeting thereof, the candidate shall be ordained at a special service held for that purpose. The vote of any vicinage council shall be advisory in nature and shall not be binding on this church, which may, upon the affirmative vote of at least a majority of the members of this church present at a meeting called for that purpose, elect to proceed with the ordination of the candidate notwithstanding the

unfavorable vote of any vicinage council. The service of ordination shall be as prescribed by the Diaconate Board.

Section 2. Licensure

Any person desiring licensure by this church shall make written application to the Diaconate Board, shall fulfill such prerequisites and qualifying procedures as are prescribed by the Diaconate Board, and, upon recommendation of the Diaconate Board, shall be approved for licensure by the affirmative vote of at least a majority of the members of this church present at a meeting called for that purpose. The service of licensure shall be as prescribed by the Diaconate Board.

ARTICLE IX. MEETINGS OF MEMBERS

Section 1. Worship

Public worship shall be held each Sunday and at such other times as the ministers and Diaconate Board shall prescribe. In the absence of the ministers, the Diaconate Board may schedule and call public worship services.

Section 2. Regular Meetings

Regular meetings of the church members shall be held:

- (a) In April, at which time nominations by the Nominating Committee for officers and board and the Nominating Committee members for the coming program year shall be announced and further nominations received from the floor;
- (b) In June, for the election of officers and members of the boards and Nominating Committee for the coming program year and receipt of the reports of the officers, boards, and committees;
- (c) In October, at which time a proposed budget for the coming fiscal year shall be submitted to the members; and
- (d) In December, for the approval of a budget for the coming fiscal year.

Any matter that may be the subject of a special meeting of the members of this church may also be the subject of business at a regular meeting, provided that the ministers, moderator, or clerk include such other matter in the call and notice of such regular meeting. If at least fifteen members of this church request in writing that another matter be included in the call and notice of a regular meeting, and such written request is received by the clerk, moderator, or a minister prior to the start of the month immediately preceding the month of the regular meeting, then the clerk shall add such other matter to the call and notice of such regular meeting.

Section 3. Special Meetings

Special meetings may be called by the ministers, moderator, or clerk, and shall be called by the clerk on written request of at least fifteen members of this church. The nature of the business to be transacted shall be stated in the call. Business transacted at a special meeting shall be limited to considering and acting upon the business specified in the call.

Section 4. Notices

Section 2 of this Article is notice to each and every member of this church of the regular meetings of members for the purposes specified therein.

Notice of a meeting shall also be announced from the pulpit at, and published in the order of worship for, the public worship service on the Sunday of the meeting and the two immediately preceding Sundays (or, if a meeting is not scheduled for a Sunday, then the three Sundays immediately preceding the meeting). Notice of a meeting shall be posted on the church bulletin board (and, if this church is then maintaining a Web site, shall also be published on such Web site), starting no later than the first Sunday public worship service at which announcement of a meeting notice from the pulpit is required by this Constitution and By-Laws.

Written notice stating the date, time, place, and purpose of any regular or special meeting shall be given to the members of this church not less than ten days nor more than seventy days prior to the date of the meeting. A written meeting notice will be deemed to have been given and delivered to all members if, within such time period, it is published in this church's newsletter to its members, now known as the "North Shore Church News," and such newsletter is mailed to the members at their respective mailing addresses appearing on the records of this church.

A written meeting notice will be deemed to have been given and delivered to any member to whom, within such time period, a copy of such notice is mailed to his or her mailing address appearing on this church's records.

If a member has provided this church with his or her electronic mail (email) address, then a written meeting notice will be deemed to have been given and delivered to such member upon its being emailed to him or her at his or her electronic mail address appearing on the records of this church. A member's providing this church's office with his or her electronic mail address shall constitute such member's consent to this church's electronically mailing a copy of meeting notices to him or her at such email address.

Notice of a meeting may be given and delivered to some members one way (e.g., via mail) and to other members in another way (e.g., via email). Notice of a meeting of members may be communicated in any way or ways that a notice of a meeting of the Church Council, a board, or committee may be communicated to its members.

Section 5. Quorum

At all regular and special meetings of the members, fifty members of this church shall constitute a quorum. A majority vote at a meeting at which a quorum is present shall constitute the act of the members except where the vote required by a provision of this document is more than a simple majority of members present at the meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for such meeting.

A majority of the members present, whether or not a quorum is present, may adjourn any of its meetings to another time and place. If a meeting is adjourned for more than twenty-four hours, notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the members who were not present at the time of the adjournment.

Section 6. Rules of Procedure

The moderator chairing a regular or special meeting of the members of this church shall determine the rules of procedure by which such meeting shall be conducted and announce such determination as the first order of business at such meeting. A determination of the rules of procedure selected for a meeting may

be changed by the vote of two-thirds of the members voting on such change at such meeting, the members of this church having the final say on the rules of procedure for their meetings. If the moderator is unavailable for a meeting and the moderator-elect or another person is acting as chairperson of such meeting, then such chairperson shall have the moderator's power to select the rules of procedure for that meeting. If a different selection of rules of procedure for a meeting of members is not announced as the first item of business at that meeting, then such meeting shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE X. CONVEYANCE, LEASE AND MORTGAGE OF PROPERTY

When authorized by a resolution of the Board of Trustees and confirmed by the adoption of a resolution approving such action by not less than a majority of the members of this church present at a regular or special meeting called for such purpose and at which a quorum is present, the chairperson and secretary of the Board of Trustees shall execute on behalf of the corporation any lease, mortgage, deed, and other instrument or instruments and all further agreements, documents, and instruments relating to the property, both real and personal, of this church or which it may desire to acquire in connection with its purposes.

ARTICLE XI. AMENDMENTS

This Constitution and By-Laws may be altered or amended by a two-thirds vote of the members present and voting at any regular or special meeting. The notice of the meeting at which the proposed amendment is to be acted upon shall set forth the substance of the proposed amendment.

ARTICLE XII. CONSOLIDATION OR MERGER

Before any studies or establishment of a committee for study, or any direct action by any officer, board, or committee of this church is undertaken for the purpose of consolidation, merger, joining, or combining in any way with any other ecumenical movement, such study or action shall be approved by a majority of the members of this church present at a regular or special meeting called for such purpose.

CERTIFICATE OF ADOPTION OF CONSTITUTION AND BY-LAWS

I certify that I am the elected and acting Clerk of the North Shore Congregational Church, a Wisconsin Congregational Church corporation formed under Section 187.10 of the Wisconsin Statutes, and that the foregoing Constitution and By-Laws, comprising 12 and a fraction pages, constitutes the Constitution and By-Laws of such corporation as unanimously adopted by the members of that corporation, at a duly called and convened meeting of its members held on December 8, 2002.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the North Shore Congregational Church to this certificate on _____, 2002.

Patricia Jipson, Clerk