

BY-LAWS
OF
PIEDMONT COMMUNITY CHURCH
(a California nonprofit corporation)

Amended as of June 12, 2022

ARTICLE I

Name, Seal and Principal Office

Section 1. The legal corporate name of this Church is "Piedmont Community Church."

Section 2. This Church has a seal consisting of a circle, bearing on the outer edge the words "Piedmont Community Church, Piedmont, California" and in the center "Incorporated April 19, 1913, Nonsectarian."

Section 3. The principal office of this Church is located at 400 Highland Avenue, Piedmont, California 94611-4043.

ARTICLE II

Object and Purpose

The object and purpose of this Church is to promote Christian worship, to extend the Christian faith, and to advance the Kingdom of God. To these ends, we hold regular and special services of worship and administration of the Sacraments, establish Christian education for children and adults, undertake Christian service at home and abroad, and organize and foster fellowship and study groups.

ARTICLE III

MEMBERSHIP

Section 1. Application and Qualification. This Church welcomes into its membership persons of Christian faith and purpose. To qualify for membership, each person makes a declaration or reaffirmation of their Christian faith and purpose; receives instructions for new members; and, if they have not already done so, receive Christian baptism. Letters of transfer from other churches are recognized.

Section 2. Reception of Members. Interested persons become members when they publicly assent to the requirements of membership, enter into covenant with this Church, and receive the right hand of fellowship at one of the regular services of worship. For reasonable cause, the public reception at one of the regular services may be waived.

Section 3. Rights and Duties of Members. Members in good standing have the right to vote and to hold elective office, subject to any limitations stated subsequently. Members are expected to be faithful in all matters essential to the purpose of this Church. Within their capabilities, they are expected to attend the worship services and business meetings of this Church, to contribute to its financial support, and to share in its government, activities, and work.

Section 4. Termination of Membership.

(a) A member in good standing may receive a letter of transfer to another Christian Church. The right to vote and to hold elective office is suspended when such a letter of transfer is issued, and his/her membership in this Church terminates when notice is received that a letter of transfer has been presented to another church, or at the end of one year if no such notice has been received and no ground for reinstatement appears. Upon the receipt of a written application, instead of a letter of transfer to another church, a certificate of release from membership may be issued to terminate membership immediately.

(b) Members whose addresses have been unknown for 2 years, or who for 2 years have not replied to communications from the Church, contributed to its financial support, attended its services, or participated in its work, may be transferred to the inactive list. From that day forward, these individuals will not be reported on the membership roll and no longer may vote or hold elective office. If at any time they renew their interest in the Church, they may be restored to the membership roll by the Board of Deacons. After submitting a written application, persons on the inactive list may be granted letters of transfer to other churches.

(c) The Board of Deacons has the authority to delete the name of any members from the membership roll for good and sufficient reasons. The person whose name is so deleted will be notified in writing of that fact and within 30 days thereafter may appeal to the members of this Church by giving written notice of appeal to the Board of Trustees. The Board of Trustees may then take action on such an appeal, reversing the dismissal and restoring the interested person to full membership in this Church.

ARTICLE IV

Government

Section 1. The government of this Church is vested in its voting members, who exercise the right of control in all its affairs subject to the provisions of these By-laws.

Section 2. Meetings of Members

(a) Annual Meeting. The Annual Meeting of members of this Church shall be held at such time and at such place in June as the Board of Trustees may determine to hear the yearly reports, elect the members of the Nominating Committee, elect the members of the Board of Trustees, the Board of Deacons and the Board of Christian Education, elect the officers of the Church (other than the Senior Minister), elect from the members elected to serve on the Board of Deacons the chairperson of the Board of Deacons, elect from the members elected to serve on the

Board of Christian Education the chairperson of the Board of Christian Education, adopt the annual budget, and to transact other business as may come before the meeting. Notice of the Annual Meeting is given at each morning service on each of the two Sundays immediately preceding the date of the meeting and published in the newsletter or other official publication of this Church in the issue immediately preceding the date of the meeting. The pastoral relationship with the Senior Minister or any ordained member of the Ministerial Staff may not be dissolved at an Annual Meeting unless the Notice of the Annual Meeting states that such action will be considered by the members at the Annual Meeting. Elections may be held by email upon a vote of the Board of Trustees.

(b) Special Meetings. Special meetings of members of this Church may be held as deemed necessary and appropriate by the Board of Trustees, the President of the Church or upon written request of at least fifty (50) voting members of this Church. Notice of the time and place of any special meeting shall be given at each morning service on the Sunday immediately preceding the date of the meeting and published in the newsletter or other official publication of this Church in the issue immediately preceding the date of the meeting. The notice shall also state the general nature of the business to be transacted. No business, other than the business the general nature of which was specified in the notice of the Special Meeting, may be transacted at the Special Meeting. No special meeting may be held on the same day on which notice is first given.

(c) Quorum. A minimum of seventy-five (75) voting members constitutes a quorum for the transaction of business at any Annual or Special Meeting of the members of this Church. 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 a meeting. If a quorum is not present , members may vote by email if approved in advance by the Board of Trustees.

Section 3. Inspection of Records. The business records, books, and papers of this Church are open to inspection by any member at any reasonable time, subject to legally imposed confidentiality requirements.

Section 4. Management. The general management and conduct of the affairs of this Church are vested in the Board of Trustees, Board of Deacons, and the Board of Christian Education in accordance with these By-laws.

ARTICLE V

Board of Trustees

Section 1. Trustees. The Board of Trustees is composed of twelve to sixteen elected members of this Church and three (3) ex officio Trustees.

(a) Elected Trustees. At the Annual Meeting held in June and/or by email, nominated Trustees are elected by the members to succeed the Trustees whose terms of office have expired. Additional Trustees may also be elected by the members as necessary to fill any and all vacancies that have occurred during the previous year that have not already been filled by a vote of a majority of the remaining Trustees as provided below. The term of office of elected Trustees is 3 years or until a successor is elected. The term shall begin at the beginning of the next fiscal year, currently July 1. Any vacancy among the elected Trustees is filled by a member of the Church upon the approval of a majority of the remaining Trustees of this Church, the successor to hold office through the unexpired portion of the assumed term. No person is eligible for election as Trustee after serving two consecutive full three-year terms as Trustee, unless, one year has elapsed since the end of his/her last term.

(b) Ex Officio Trustees. The three (3) ex officio Trustees are the Immediate Past President, Chairperson of the Board of Deacons and the Chairperson of the Board of Christian Education. Ex officio Trustees shall be treated as Trustees for all purposes herein, including,

without limitation, the constitution of a quorum and the taking of votes. In the absence of the Chairperson of the Board of Deacons or the Chairperson of the Board of Christian Education, the Vice Chairperson of each such Board, respectively, may attend meetings of the Board of Trustees and serve in the ex officio capacity. The Senior Minister, Associate Minister and Youth Minister ex officio also serve as advisory members without a right to vote or establish a quorum.

Section 2. Quorum. Two-thirds of the members of the Board of Trustees constitutes a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present in person or by electronic transmission is the act of the Board of Trustees. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for the meeting. If a quorum is not present, Trustees may vote by email with the approval of the President.

Section 3. Meeting. The Board of Trustees currently meets on the second Monday evening of each month at a time set by the president for its regular monthly meeting. The regular monthly meeting date and time may be changed from time to time by resolution of the Board of Trustees. Regular meetings of the Board of Trustees may be held upon notice given by electronic transmission or otherwise to each Trustee at least 48 hours before the meeting. The President may call special meetings of the Board of Trustees when they are necessary or desirable. The President must call a special meeting on receipt of a written request of any five members of the Board of Trustees. The President or Secretary then gives notice of the time and place of each special meeting, with 48-hours' notice delivered personally by email. In the event that a matter requires action by the Board of Trustees between the regularly scheduled meetings, the President can send an email including the motion, related

background information and the required timeframe for response to each member of the Board. Each Trustee can vote by email, replying to the entire Board. The motion and the vote will be recorded in the minutes of the next following meeting of the Board of Trustees.

Section 4. Election of Officers of the Board of Trustees, and Chairpersons of the Board of Deacons and Board of Christian Education. At the Annual Meeting, the members elect (i) from among the elected Trustees a President, a Vice President, a Treasurer, and a Secretary, who serve as officers of this Church for the ensuing year, (ii) from the elected Deacons, a chairperson of the Board of Deacons, who serves for the ensuing year, and (iii) from the elected members of the Board of Christian Education, a chairperson of the Board of Christian Education, who serves for the ensuing year.

Section 5. Responsibilities and Duties. The Board of Trustees is the principal governing Board of this Church. It is responsible for, and has control and supervision over, the service times and the temporal affairs of this Church, including its property, its business, and its finances, subject to all applicable federal, state, and local laws and these By-laws. It is the responsibility and duty of the Board of Trustees:

- (a) To uphold, protect, and defend this Church, its property, and its actions;
- (b) To conduct all business and financial affairs of this Church. No mortgage indebtedness may be incurred and no real property may be purchased, sold, leased, mortgaged, or transferred without specific authority granted at a meeting of members of this Church;
- (c) To review monthly the financial position of the Church, particularly with respect to the current budget, and to act on recommendations of the Finance Committee regarding such adjustments in the budget as may be deemed necessary during the year. From time to time, the staff and other Boards and Committees that are given any authority to commit funds are instructed as to any special budget limitations under which they are to operate.

(d) To decide all matters of policy relating to the operation of this Church, review (on at least a biennial basis) the By-laws of this church and make recommendations to the members concerning changes thereto, and to review the action of any of the other Boards of this Church;

(e) To employ and terminate the employment of all compensated officers, agents, and employees of this Church, including student assistants; prescribe their duties; fix their compensation; and, if necessary, require security for their faithful services. This subsection does not apply to the Senior Minister to the extent inconsistent with Article IX, Section 2, and to other ordained clergy staff to the extent inconsistent with Article X;

(f) To appoint committees, both permanent and temporary, and task forces, as needed, to define their duties and powers, and to discharge these committees, to the extent not otherwise provided in these

By-laws;

(g) To publish, adopt, and maintain a Personnel Manual prescribing the procedures to be followed relative to the affairs of this Church;

(h) To call special Meetings of the members of this Church when it is necessary or desirable, or on receipt of a written request of 50 or more voting members of this Church;

(i) To keep complete records of all of its meetings and of the meetings of the members of this Church and the action taken at those meetings;

G) To present to the Annual Meeting of members of this Church a full report of the important actions taken during the year and the general condition of the affairs of this Church; and

(k) To develop and administer a Memorials policy in close cooperation with the Senior Minister.

Section 6. Committees of Board of Trustees

(a) All committees of the Board of Trustees, whether permanent or temporary, consist of members of this Church, at least one of whom is a member of the Board of Trustees,

and is constituted and empowered by the President with the approval of the Board of Trustees. All committees work under the supervision of the President, but no committee has authority to expend money in excess of the amount allotted to it by the Board of Trustees or to commit this Church to new policies without the approval of the Board of Trustees, except as authorized to the Executive Committee under subsection (b), paragraph (1).

(b) Permanent Committees. The following committees are permanent committees of the Board of Trustees, and have the following specified responsibilities and duties: A chair for each permanent committee shall be appointed by the President from among the members of the Board of Trustees subject to approval by the Board of Trustees.

(1) The Executive Committee makes policy decisions and supervises the operations of this Church between meetings of the Board of Trustees, subject to the approval of the Board of Trustees, except as provided in this paragraph. In addition, the Executive Committee shall carry out whatever lawful assignments the Board of Trustees may give it from time to time. The members of the Executive Committee shall be the President, the Vice President and any such additional members of the Board of Trustees duly appointed as the chairs of the Finance Committee, the Personnel Committee, the Stewardship Committee, and the Buildings and Grounds Committee. The Senior Minister shall serve as an advisory member of the Executive Committee without a right to vote. The President shall chair the Executive Committee. In the absence of the President, the Executive Committee shall select a temporary chairman from its members by majority vote.

After notice to the entire Board of Trustees in the same manner as notice under Section (3) of this Article pertaining to special meetings of the Board of Trustees, and to include a statement of such emergency purpose of the meeting, the Executive Committee may take any action that requires action by the Board of Trustees, but only if there is a unanimous

declaration by the participating members of the Executive Committee that an emergency exists with regard to the taking of the action and that it is not practical to convene a special meeting of the Board of Trustees in a manner timely enough to respond to the emergency. The Executive Committee shall present any emergency action it has undertaken to the Board of Trustees at its next regularly scheduled meeting, and the Board of Trustees shall ratify any emergency financial actions of the Executive Committee that have been relied upon, in good faith, by third parties. In taking emergency action, the Executive Committee shall act only when four or more of its voting members are present in person or by other means.

(2) The Finance Committee considers and makes recommendations to the Board of Trustees in connection with the financial affairs of this church, including expenditures, investments, insurance and accounting, and monitors preparation of the annual budget to be submitted to the Board of Trustees for consideration, as well as arrange for and supervise an audit of the financial records of the Church if directed to do so by a resolution of the Board of Trustees. The Endowment Fund Investment Committee will act as a sub-committee to the Finance Committee. The Endowment Fund Investment Committee will follow guidelines and adhere to policies set forth in the Endowment and Investment Policy Statement, which is approved by the Board of Trustees. All changes to the Endowment and Investment Policy Statement require Board of Trustees approval.

(3) The Buildings and Grounds Committee supervises and makes recommendations to the Board of Trustees in connection with Church buildings; furnishings and grounds, including repairs, alterations, lighting, heating, ventilation, and general maintenance of such buildings; the landscaping, upkeep, and maintenance of grounds; and the routine housecleaning, maintenance, purchase of, acceptance of gifts of, and repairs of church furnishings.

(4) The Personnel Committee considers and makes recommendations to the Board of Trustees relative to personnel and organizational matters, including employment and salary matters, personnel records, and, when requested, employee recruitment, placement, job analysis, hiring and termination with input from the Board of Deacons and the Board of Christian Education when appropriate. Further, in the absence of the Senior Minister or during an interim between pastorates, the Personnel Committee provides for the supply of the pulpit and for pastoral services.

(5) The Stewardship Committee makes decisions and administers the fundraising programs that support the operational needs of this Church, including the annual stewardship programs and the endowment development campaigns. The Endowment Development Committee will act as a sub-committee of the Stewardship Committ

ARTICLE VI

Board of Deacons

Section 1. Deacons. The Board of Deacons is composed of 12 members who are elected by the members of this Church. The Senior Minister and Associate Minister ex officio are also advisory members without a right to vote or establish a quorum.

Section 2. Election. At the Annual Meeting held in June four Deacons are elected to succeed the four members whose terms of office have expired. Additional Deacons may also be elected by the members as necessary to fill any and all vacancies that have occurred during the previous year that have not already been filled by a vote of a majority of the remaining Deacons as provided below. The term of office of a member of the Board of Deacons is three years or until a successor is elected. The term shall commence at the beginning of the next fiscal year, currently July 1st. Any vacancy among the elected board members shall be filled by a member of the Church upon the approval of a majority of the remaining Deacons, the successor to hold office through the unexpired portion of the assumed term. No person is eligible for election to this Board after serving two consecutive full three-year terms, unless one year has elapsed since the end of the last term.

Section 3. Quorum. Seven members of the Board of Deacons constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Deacons present at a meeting duly held at which a quorum is present is the act of the Board of Deacons. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Deacons, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 4. Meetings. The Board of Deacons meets each month on a regular monthly meeting date to be fixed by resolution at the first meeting after election. The regularly scheduled

meeting may be changed from time to time by resolution of the Board of Deacons. Special meetings of the Board of Deacons may be called at any time by the Chairperson when deemed necessary or desirable. The Chairperson must call such a special meeting on receipt of request of any four members of the Board of Deacons. The Chairperson then gives notice of the time and place of each meeting, whether regular or special, by email or otherwise to each board member at their place of business or residence at least 48 hours before the meeting.

Section 5. Election of Officers. At the Annual Meeting, the members elect a Chairperson who serves for the ensuing year. The Chairperson of the Board of Deacons ex officio is a member of the Board of Trustees. At its first meeting after election, the Board of Deacons elects from among its members a Vice Chairperson who serves for the ensuing year.

Section 6. Responsibilities and Duties.

(a) To cooperate with the Senior Minister and other clergy staff in enhancing the religious life of this Church and community and in ministering to human needs;

(b) To make arrangements for public worship services, including provisions for greeters and ushers, as well as floral and other decorations and supplements through the Altar Guild;

(c) To arrange for the preparation of the elements for the Sacraments of Baptism and Holy Communion, the latter provided by the Altar Guild, and to provide assistance to the Senior Minister in the administration of the Sacraments;

(d) To encourage membership growth and to exercise the authority and perform the duties in matters of admission to membership and termination of membership set forth in Article III, Section 4 of these By-laws;

(e) To create and maintain a welcoming, friendly, inviting environment for visitors and members;

(f) To cultivate community service, charity, relief, and benevolence;

(g) To develop a mission program subject to the approval of the Board of Trustees, and to direct the disbursement of Mission Funds;

(h) To promote interchurch and interfaith cooperation and fellowship, and to appoint members of this Church, but not necessarily members of the Board of Deacons, as representatives of this Church to meet whenever advisable with ecumenical groups in the area;

(i) To appoint committees, both permanent and temporary, and delegate duties within the scope of the duties defined by these By-laws. Authority to decide questions of policy lying within the province of the Board of Deacons is not to be delegated;

G) To keep complete records of all its meetings and the actions taken; and

(k) To present to the Annual Meeting of the members of this Church a full report of its activities during the year.

Section 7. Committees of the Board of Deacons

(a) All committees of the Board of Deacons, whether permanent or temporary, consist of members of this Church, at least one of whom is a member of the Board of Deacons, and are constituted and empowered by the Chairperson of the Board of Deacons with the approval of the Board of Deacons. All committees work under the supervision of the Chairperson of the Board of Deacons, but no committee has the authority to expend money in excess of the amounts allotted to it by the Board of Deacons or to commit this Church to new policies without the approval of the Board of Deacons and the Board of Trustees.

(b) Permanent Committees. The following committees are permanent committees of the Board of Deacons and have the following responsibilities and duties.

(1) The Worship Committee consisting of the Board serving as a whole

(i) provides for ushers at all church services and arranges for such assistance as the Senior Minister

may require in the administration of the Sacraments; and (ii) arranges for Greeters at public worship services and other Church functions when appropriate.

(2) The Fellowship Committee coordinates church dinners (with the Loaves and Fishes cooking group) and adult fellowship events and promotes Deacon/ church sponsored fellowship.

(3) The Mission Committee considers and makes recommendations to the Board of Deacons relative to the mission program of this Church, including the raising and disbursement of mission funds. In so doing, the committee may utilize information and recommendations developed by individuals or committees (such as Mission Action Team) charged with promoting and supporting the local and international mission projects of this church. Authority to expend such funds, however, is vested only in the Board of Deacons. This Committee also prepares the annual Mission budget for consideration by the Board of Trustees as part of the annual budget request of the Board of Deacons.

(4) The Congregational Life Committee participates in new member classes and coordinates their reception, maintains information racks, meets liturgical needs, lends assistance to those involved in Senior Ministries and supports the welcoming of visitors and new members (Welcoming Team).

(5) The Outreach Committee coordinates local outreach work such as tutoring and mentoring, the Giving Tree projects (Fall and Christmas) and clothing, food or toy drives.

(c) The Altar Guild. The Altar Guild of Piedmont Community Church has its own By-laws and conducts its own affairs, but it is responsible to the Board of Deacons. Membership in the Altar Guild is guided in accordance with the By-laws of the Altar Guild. The Board of Deacons has delegated to the Altar Guild, and the Altar Guild has assumed, full responsibility to provide

decorative and other arrangements, including preparation of the elements of Holy Communion, both in the Sanctuary and in the Chapel, in accordance with the program of the Board of Deacons and the Senior Minister.

ARTICLE VII

Board of Christian Education

Section 1. The Board of Christian Education is composed of 12 members elected by the members of this Church. The Youth Minister and the Director of Children's Ministries ex officio are advisory members without a right to vote.

Section 2. Election. At the Annual Meeting in June and/or by email, four members are elected to succeed the four members whose terms of office have expired. Additional members of the Board of Christian Education may also be elected by the members of the Church as necessary to fill any and all vacancies that have occurred during the previous year that have not already been filled by a vote of a majority of the remaining members of the Board of Christian Education as provided below. The term of office for a member of the Board of Christian Education is three years or until a successor is elected. The term shall commence at the beginning of the next fiscal year, currently July 1st. Any vacancy among the 12 elected Board members is filled by a member of the Church upon the approval of a majority of the remaining Board members, such successor to hold office through the unexpired portion of the assumed term. No person is eligible for election to the Board after serving two consecutive full three-year terms unless one year has elapsed since the end of the last term.

Section 3. Quorum. Seven members of the Board of Christian Education constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members of the Board of Christian Education present at a meeting duly held at which a quorum is present by electronic transmission or otherwise is the act of the Board of Christian Education. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Board

of Christian Education, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 4. Meetings. The Board of Christian Education meets each month on a regular monthly meeting date to be fixed by resolution of the Board at the first meeting after election. The meeting may be in person or by electronic transmission. This regular monthly meeting date may be changed by resolution of the members of the Board. Special meetings may be called at any time by the Chairperson whenever deemed necessary or desirable. The Chairperson must call a special meeting on receipt of request of any 4 members of this Board. The Chairperson then gives notice of the time and place of each meeting, whether regular or special, by email or otherwise to each board member at least 48 hours before the meeting.

Section 5. Election of Officers. At the Annual Meeting, the members elect from among the elected members of the Board of Christian Education a Chairperson, who serves for the ensuing year. The Chairperson ex officio is a member of the Board of Trustees. At its first meeting after election, the Board of Christian Education elects from among its members a Vice Chairperson who serves for the ensuing year.

Section 6. Responsibilities and Duties.

(a) To develop and maintain a program of Christian education, including a careful and continuing study of the Christian education needs of this Church and the means for meeting these needs, the correlation of the educational programs for the various age groups, the planning and determination of curricula, and the supervision of the recruiting, selection, training, and assignment of volunteer Christian education workers in this Church;

(b) To cooperate with the ministerial staff and the other professional staff members in the Christian education program and to provide recommendations to the Board of Trustees with

respect to the employment, continued employment or dismissal of the ministerial staff and other professional staff members in connection with Christian Education;

(c) To appoint committees, both permanent and temporary, and delegate duties, within the scope of this Board's duties defined in these By-laws, but authority to decide questions of policy lying within the province of this Board is not to be delegated;

(d) To keep complete records of all its meetings and the actions taken; and

(e) To present to the Annual Meeting of members of this Church a full report of its activities during the year.

Section 7. Committees of Board of Christian Education.

(a) All committees of the Board of Christian Education, whether permanent or temporary, consist of members of this Church, at least one of whom is a member of the Board of Christian Education, and are constituted and empowered by the Chairperson of the Board of Christian Education with the approval of the entire Board. All committees work under the Chairperson of the Board of Christian Education, but no committee has authority to expend money in excess of the amounts allotted to it by the Board of Christian Education or to commit this Church to new policies without the approval of the Board of Christian Education and the Board of Trustees.

(b) Permanent Committees. The following committees shall be permanent committees of the Board of Christian Education: Children's Ministries, Youth Ministries, Adult Ministries, Church and Family Events, and Confirmation. The duties and responsibilities of these committees focus on the planning, organization, and support, with efforts of staff and volunteers, of select activities that enrich the life and ministry of this Church and promote fellowship for all ages among its members and the wider community.

ARTICLE VIII

Section 1. The Nominating Committee consists of six members, three of whom are elected by the members of this Church and the other are selected by the various boards. The Senior Minister ex officio is an advisory member without a right to *vote*.

(a) Election. At each Annual Meeting held in June and/or by email ballot, if approved By the Board of Trustees, three members are elected from the membership at-large to succeed members whose terms of office have expired. Of the other three members, one is elected by the Board of Trustees, one is elected by the Board of Christian Education and one by the Board of Deacons. The member elected by the Board of Trustees shall be Chairperson. The term of office is one year and until a successor is elected, beginning immediately on election. Any vacancy among the members is filled by the officers of this Church, the successor to hold office until the next Annual Meeting. No person is eligible to serve on the Nominating Committee after serving two consecutive full one-year terms unless one year has elapsed since the end of the last term.

Section 2. Quorum. Four members of the Nominating Committee constitute a quorum for the transaction of business.

Section 3. Meetings. The Nominating Committee meets, on call of the Chairperson, at such intervals as may be necessary to accomplish its responsibilities.

Section 4. Responsibilities and Duties. The responsibilities and duties of the Nominating Committee are to nominate qualified members of this Church to serve on the various boards, the Nominating Committee, as officers of this Church (except the Senior Minister), as Chairperson of the Board of Deacons and as Chairperson of the Board of Christian Education.

ARTICLE IX

Officers

Section 1. Officers. The officers of the Church are the Senior Minister, President, Vice President, Treasurer, and Secretary.

Section 2. The Senior Minister.

(a) Duties. The Senior Minister is the spiritual leader of the Church. He/ she preaches the gospel, administers the Sacraments, has under his/her care the services of public worship, gives pastoral attention to the people of this Church and community, and administers the activities of this Church in cooperation with the various boards and committees. He/ she is ex officio an advisory member of all boards and committees, but without vote. He/ she exercises general supervision and management over the ministerial staff, the non-ministerial staff and the affairs of the Church. He/ she is responsible to this Church through the Board of Trustees.

(b) Calling a Senior Minister. The Senior Minister is called by a three-fourths vote of the voting members present at an Annual Meeting of members of this Church or a Special Meeting convened for this purpose, provided that no less than seventy-five (75) voting members are present in person or by electronic transmission and voting. The Senior Minister's nomination is presented by the Board of Trustees upon recommendation of a special pastoral nominating committee appointed by the Board of Trustees. Notice of the meeting for such election is given from the pulpit and by email to all members at least one week before the meeting. The term of office is indefinite, unless otherwise provided. He/ she is expected to give 90 days written notice of intention to resign.

(c) The pastoral relationship may be dissolved by the Church by action taken at the Annual Meeting or at a Special Meeting called for this purpose by a majority vote of the members present, provided that no less than 75 voting members are present in person or by electronic transmission and voting. The Senior Minister may receive up to 90 days written notice of

termination of his/her pastorate as determined by the Board of Trustees.

Section 3. The President.

- (a) Presides over all meetings of the Board of Trustees and all meetings of the members of this Church;
- (b) Signs all instruments in writing that have been duly authorized by the Board of Trustees; and
- (c) Exercises general oversight of the affairs of the Church.

Section 4. The Vice President. In the absence of the President, or in case of his/her inability to act, exercises the powers of the President. In case of the absence or inability of both the President and Vice President, the Board of Trustees appoints one of its members to act as president pro tempore during the period of absence or inability.

Section 5. The Secretary.

- (a) Keeps a complete record of the proceedings of the Board of Trustees and of the meetings of the members of this Church; and
- (b) Keeps the book of By-laws properly posted to date.

Section 6. The Treasurer:

- (a) Presides over finance committee meetings;
- (b) Updates the finance committee and Trustees on the Church's financial position on a regular basis; and
- (c) Works with the Finance Manager to prepare the annual budget for the Trustees' approval.

ARTICLE X

Ministerial Staff

The ministerial staff assists the Senior Minister and shares in the ministerial work of this Church including providing for the care of the members of this Church and of the community by attending to the needs of the sick, the bereaved, and others, by keeping in touch with those in need and providing for communication and fellowship. It consists of such ordained or commissioned ministers, professional directors or counselors and/or seminary students or student ministers as determined by the Board of Trustees. Each ministerial staff member performs duties as may be assigned by the Senior Minister, with the advice and consent of the Board of Trustees, and under the supervision and direction of the Senior Minister.

(a) Calling of Ordained Clergy of the Ministerial Staff. All ordained clergy on the Ministerial Staff shall be called by the three-fourths vote of the voting members present at an Annual Meeting of members of this Church or a Special Meeting convened for the purpose, provided that no less than 75 voting members are present in person or by electronic transmission and voting. Nominations of such clergy shall be presented to the congregation by the Board of Trustees upon the recommendation of a special pastoral nominating committee, appointed by the Board of Trustees and including the Senior Minister. Notice of the meeting for such election is given from the pulpit and by direct mail to all members at least one week before the meeting. The term of office is indefinite, unless otherwise provided. He/ she is expected to give 60 days written notice of intention to resign.

(b) Any pastoral relationships with ordained clergy on the Ministerial Staff may be dissolved by the Church by action taken at the Annual Meeting or at a Special Meeting called for the purpose by a majority vote of the members present, provided that no less than 75 voting members are present in person or by electronic transmission and voting. He/ she may receive up to 60 days written notice of termination of his/her call.

ARTICLE XI

Non-ministerial

The non-ministerial staff assists in the conduct of the affairs of this Church. It shall consist of such positions as approved by the Board of Trustees, which may include Church and Church school administrators, business/financial administrator(s), reception, clerical, and publications coordinators, gardeners, and other assistants. Each non-ministerial staff member performs duties as outlined in the Personnel Manual of this Church and is supervised by the Senior Minister.

ARTICLE XII

Volunteer

Volunteer support may be used whenever practical in the conduct of the affairs of this Church.

ARTICLE XIII

Coordination of Operation

Section 1. Business Manager. The Business Manager manages and coordinates the business activities of this Church. All boards, committees, officers, staff members, volunteers, and Church members cooperate with the Business Manager to the appropriate extent. Additional clerical and business-related duties and functions may be performed by the Office Manager or other clerical staff. Specifically, the Business Manager:

- (a) Has custody of all money received by the Church;
- (b) Arranges for the prompt deposit of all funds in a bank or banks approved by the Board of Trustees;
- (c) Disburses, at the direction of the Board of Trustees, the Board of Deacons, or the Board of Christian Education, all funds under the control of these respective boards by check

signed by two of the following: the Treasurer, the President or a member of the Finance Committee.

(d) Keeps records of receipts and disbursements;

(e) Renders monthly reports to the Board of Trustees and annual reports to the Church, and provides special reports as the Church or Board of Trustees may require; and

(f) Has custody of insurance papers, deeds, and all legal documents of the Church.

Section 2. The Office Manager:

(a) Issues certificates of reception into membership, letters of dismissal, and certificates of release from membership as directed by the Board of Deacons;

(b) Is responsible for keeping a register of baptisms and marriages and deaths;

(c) Keeps the seal of the Church, and affixes the same to all papers requiring the seal, and executes all duly authorized instruments in writing;

(d) Maintains Church calendar;

(e) Coordinates written communications to the congregation; and

(f) Is responsible for keeping a register of all members, noting names, addresses, and dates and modes of admission and dismissal.

ARTICLE XIV

Amendments

These By-laws may be amended or repealed and new By-laws adopted at any duly convened Annual Meeting or Special Meeting of the members of this Church by a vote of two-thirds of the members present at such meeting. The Notice of such a meeting must state that one of the proposed actions to be considered at such an Annual Meeting or Special Meeting is the amendment, repeal or adoption of new By-laws. Copies of the proposed amendment or amendments or new By-laws shall be made available to members of the Church at the Church office for a period of one week prior to the date of such meeting and by electronic transmission. The Notice shall be given in accordance with Article IV Section 2(a) if the proposed action is to be considered at an Annual Meeting of the members of this Church and in accordance with Article IV, Section 2(b) if the proposed action is to be considered at a Special Meeting of the members of this Church.

Certificate of Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Piedmont Community Church.
2. That the foregoing BY-LAWS OF PIEDMONT COMMUNITY CHURCH were

amended by the members of the Church at a duly held meeting

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ dsy of July,
2022

Sara Hirsch, Secretary