

BYLAWS: MEMORIAL CHRISTIAN CHURCH (DISCIPLES OF CHRIST)

Adopted by the Congregation, January 17, 2010

PREAMBLE AND HISTORY

NAME OF THE CORPORATION

Memorial Christian Church (Disciples of Christ) in Ann Arbor, Michigan

“As members of the Christian church, we confess that Jesus is the Christ, the Son of the living God, and proclaim him Lord and Savior of the world. In Christ’s name and by his grace we accept our mission of witness and service to all people. We rejoice in God, maker of heaven and earth, and in the covenant of love which binds us to God and one another. . . Blessing, glory and honor be to God forever. Amen.” [from the Preamble to *The Design for the Christian Church (Disciples of Christ)*]

This congregation is known as Memorial Christian Church (Disciples of Christ). The word Memorial is affixed to record the fact that the building was erected at the request of Sarah Hawley Scott, then a resident of Detroit, who had willed her estate to three national Boards of the Disciples of Christ: The Christian Woman's Board of Mission, The American Christian Missionary Society, and the Foreign Christian Missionary Society.

Articles of Association for incorporating The Church of Christ in Ann Arbor were filed with the State of Michigan, November 8, 1918, for a 30-year term and again on March 28, 1946, for an indefinite term. On March 3, 1996, the congregation voted to change the name to Memorial Christian Church (Disciples of Christ) and subsequently filed this amendment with the State of Michigan.

PURPOSE OF ORGANIZING THE CORPORATION

“To be a faithful, growing church that demonstrates true community, deep Christian spirituality and a passion for justice.” —Vision of the Christian Church (Disciples of Christ), recalling Micah 6:8

“Congregations constitute the primary expression of the community of faith within the Christian Church (Disciples of Christ). Through congregations, individuals are brought to the saving grace of Christ, baptized into the Body of Christ, nurtured in their faith, and gather at the Lord’s Table. Joined in discipleship, congregations partner with their regions and the general ministries of the church to share the good news from their doorsteps to the ends of the earth.”

[from the *Design for the Christian Church (Disciples of Christ)*]

The purpose of the corporation is to make evident the gospel of Jesus Christ in witness and care to people in the community and to witness as a congregation of the Christian Church (Disciples of Christ).

MISSION

To be and to share the Good News of Jesus Christ, witnessing, loving and serving from our doorsteps “to the ends of the earth.” —Mission of the Christian Church (Disciples of Christ), quoting from Acts 1:8

BYLAWS of Memorial Christian Church (Disciples of Christ) in Ann Arbor, Michigan

Article 1: Membership

“So we are ambassadors for Christ, since God is making his appeal through us.”—II Corinthians 5:20
Membership of Memorial Christian Church will consist of present members and those who may unite with this congregation by (1) confession of faith and baptism, or (2) reaffirmation of faith and transfer of membership from another Christian body. Associate Members are those who wish to identify with the congregation while in this community but who prefer to maintain membership with a home congregation. Though we hold membership in this congregation, we are mindful that we are part of the Church universal.

God’s inclusive love has been made known to us in the life and ministry of Jesus. Membership in this congregation is open to all people.

Each person is called into ministry by virtue of his or her baptism. Resignation or transfer of membership to another congregation is at the request of the member. Membership ceases at death or whenever a member's whereabouts are unknown or a member has not been present in worship, involved in a Memorial Christian Church ministry, or made a financial contribution in the past two years. Exceptions to this will be shut-ins, deployed military, and college students. Members who may potentially be removed from the membership roster will be sent a letter of inquiry to their last known address. If the member fails to respond or does not reactivate him- or herself within 60 days by worship attendance, involvement in a Memorial Christian Church ministry, or financial support, membership ceases. A letter confirming this change in status will be sent to the former member's last known address. The membership roster will be maintained by the Secretary.

Article 2: Authority and Responsibility

The Congregation

“ . . . church manifests itself in ordered communities bound together for worship, fellowship, and service; in varied structures for mission, witness and mutual accountability; and for the nurture and renewal of its members.” [from the *Design for the Christian Church (Disciples of Christ)*]

The congregation is made up of the members of Memorial Christian Church and shall be responsible for organizing itself to fulfill its mission as identified in the Preamble to these Bylaws. It shall be the responsibility of the congregation to purchase, mortgage, sell/or convey real property, to erect new buildings or remodel existing facilities, to approve the operational budget, to amend bylaws, to call or release ministers, and other efforts required to further the mission.

Nonmembers are invited to participate in congregational meetings. In order to vote, a person must be a member of the congregation on or before the day that notice of the congregational meeting is sent to the congregation.

The Board

The affairs of the congregation shall be managed by the Board, which is considered the Board of Directors for Memorial Christian Church (Disciples of Christ). The officers of the Board shall be a Chair, Vice-Chair, Secretary, Financial Secretary and Treasurer. The Board shall be composed of the officers, two elders, two deacons, and two members-at-large.

A nominating committee composed of three members of the Board and two members of the congregation who are not members of the Board, shall be appointed by the Board Chair, approved by the Board, and announced to the congregation at least six (6) weeks prior to the annual congregational

meeting to nominate candidates for the officers, Board members, elders and deacons and any elder or deacon emeritus.

Each member of the Board must be a member of the congregation. Each Board member shall serve a two-year term in his or her role. Leaders of various ministries or groups will be asked to participate in the Board as it is relevant. All Board meetings are open to the congregation. The Board will generally meet monthly and meeting dates will be publicized. In case of extreme emergency, the Board may forego prior notification to the congregation, but in this case any policy action decided at an emergency meeting must be announced to the congregation on the Sunday following the Board meeting and be put in writing to the congregation within 30 days of the meeting.

The Board's authority and responsibilities include:

1. Setting priorities and goals
2. Coordinating congregational organization, including establishing lines of authority and supervision of committees, task groups and ministry teams in the congregation. Ministry groups created by the Board are not required to have members of the Board serving on them, but these groups must have at least one church member.
3. Recommending budgets, nominating slates, and other items of business to come before the congregation.
4. Determining the spending of memorial and capital funds
5. Working toward conflict management
6. Setting congregational policy and planning and implementing congregational ministry
7. Delegating authority throughout the congregation
8. Communicating decisions and promoting programs of the congregation
9. Listening to the members and determining when issues need a full congregational hearing;
10. Writing job descriptions for congregational leadership needed in the upcoming year to be used in the nominating process
11. Determining procedures for calling ministers and other staff
12. Developing and proposing amendments to these Bylaws, as needed

Decision Making

“Now I appeal to you, brothers and sisters, by the name of our Lord Jesus Christ, that all of you be in agreement and that there be no divisions among you, but that you be united in the same mind and the same purpose. For it has been reported to me by Chloe’s people that there are quarrels among you, my brothers and sisters. What I mean is that each of you says, ‘I belong to Paul,’ or ‘I belong to Apollos,’ or ‘I belong to Cephas,’ or ‘I belong to Christ.’ Has Christ been divided?” —I Corinthians 1:10-13

Normally the Board and Congregational Meetings shall make decisions by consensus, utilizing such resources as Robert’s Rules (Consensus Version)—see Attachment 1—or the book, ***Great Boards for Small Groups: A 1-Hour Guide to Governing a Growing Nonprofit***, by Andy Robinson. When meetings require more formality, issues will be presented for vote, adapting the current edition of ***Robert’s Rules of Order Newly Revised***, as needed.

A quorum for congregational meetings shall be 20% of the current membership recorded on the membership roster as of the date of meeting notification to the congregation. A quorum for Board decisions shall be at least 7 of the 11 voting members.

Congregational Meetings

“I ask not only on behalf of these, but also on behalf of those who will believe in me through their word, that they may all be one.” —John 17:20-21

The Board will schedule congregational meetings. Annually, the congregation will approve the budget and hold elections. Written notice of congregational meetings shall be sent to each member household not less than 14 days, or more than 60 days in advance. If an issue arises and the members feel that the Board is not responsive to their concerns, 10 members may give a written request for a congregational meeting to the Chair. The Board will call such a meeting within 30 days of the Chair's receipt of the request.

Article 3: Duties of the Officers

The Chair:

- Leads the congregation in maintaining a focus on its ministry as stated in the Preamble
- Helps provide direction for that ministry through his/her vision and leadership
- Facilitates decision-making at meetings of the congregation and/or Board
- Ensures communication of information between the Board and congregation

The Vice-Chair:

- Assumes the duties of the Chair at Board and congregational meetings in the Chair's absence.
- Assists the chair in his/her duties as requested

The Secretary:

- Records minutes of the Board and congregation meetings
- Files all meeting minutes and related records in the congregation's administrative office
- As necessary, counts attendance at congregational meetings to determine if a quorum is present
- Keeps a record of the membership roster of the congregation
- Assures that there is open and accurate written communication to the congregation about decisions made at Board and congregation meetings

The Financial Secretary:

- Receives funds and keep records of receipts and gifts
- Sends regular giving reports to all givers of record
- Reports each deposit to the Treasurer

The Treasurer:

- Keeps and disburses the congregation's funds according to the authority given by the annual budget and under the supervision of the Board
- Keeps and disburses all designated funds, as approved by the Board
- Makes regular reports to the Board and congregation

Article 4: Leadership Groups

“For as in one body we have many members, and not all the members have the same function, so we, who are many, are one body in Christ, and individually we are members one of another.”

—Romans 12:4-5

“A person elected elder is authorized to exercise within the congregation which elects her or him the ministerial functions it assigns for periods of time which it specifies, such as sharing in the ministration of baptism and the Lord’s Supper and the conduct of worship, and sharing in the pastoral care and spiritual leadership of the congregation. The eldership is a voluntary ministry, each congregation having a plurality of elders.” [from the *Design for the Christian Church (Disciples of Christ)*]

Elders

The Elders serve as spiritual and community leaders of the congregation. The Elders are responsible for the following functions/roles:

- promoting the growth and welfare of the Church
- modeling spiritual maturity and commitment to personal growth
- serving at the Table in worship
- assisting in services of baptism
- caring for shut-ins, and those in crisis or with special needs
- serving as mentors to those in preparation for baptism and church membership
- keeping contact with those who have not recently been present in worship

“A person elected deacon is authorized to serve in the congregation which elects her or him for periods of time which it specifies by assisting in the ministration of baptism and the Lord’s Supper, in the conduct of worship, and in the pastoral care and spiritual leadership of the congregation. The diaconate is a voluntary ministry.” [from the *Design for the Christian Church (Disciples of Christ)*]

Deacons

The Deacons are responsible for the following functions/roles:

- promoting the growth and welfare of the Church in partnership with the Elders
- distributing the Lord’s Supper and receiving the offerings
- assisting in baptism services
- care of the communion service, including cleaning after each use
- care of baptismal properties
- performing other such duties as shall be assigned

Emeritus Designations

The Nominating Committee may nominate persons who are no longer able to actively serve this congregation to be honored with the title “Elder Emeritus” or “Deacon Emeritus.” This designation is honorary and carries no responsibilities. This designation continues until the designee’s death or until the designee asks for the title to be removed.

Election

The Nominating Committee will nominate members to serve as elders and deacons for three-year terms.

Nominations go first to the Board and elections occur at the annual meeting of the congregation. Vacancies or new positions mid-year will be filled by the Nominating Committee and ratified by the Board. All nominees who receive a majority of votes cast by those present shall be declared elected.

Article 5: The Pastor

“The gifts he gave were that some would be apostles, some prophets, some evangelists, some pastors and teachers, to equip the saints for the work of the ministry, for building up the body of Christ, until all of us come to the unity of the faith and the knowledge of the Son of God, to maturity, to the measure of the full stature of Christ.” —Ephesians 4:11-13

The pastor casts direction for the congregation’s ministry through his/her vision and leadership. The pastor serves Jesus Christ in response to God’s call to the Christian ministry and serves the congregation as spiritual leader and chief administrative officer with executive responsibility for the total program. Among expectations of the minister are a deep spiritual life of study and prayer; high ethical and moral standards; and a keen balance among demands of church, family and personal health.

Responsibilities:

- To preach the good news of Jesus Christ so as to comfort the afflicted, afflict the comfortable, and call the members of the congregation to lead lives as true disciples of Jesus Christ.
- To serve as a role model in Christian living and a reminder of Christ’s presence in the world
- To use skills of leadership, teaching and administration, offering support and encouragement to the ministry of all who are baptized
- To serve as an *ex-officio* member (without vote) in congregation, Board and other meetings of church groups
- To know and visit the people of the congregation – their needs, their goals, their private, inward battles—and be able to bring comfort, inspiration and assurance from God’s word.
- To serve the wider communities beyond the local church—the people of Ann Arbor, the Christian Church (Disciples of Christ) Michigan Region, the people of Michigan, and “to the ends of the earth.”

Selection:

- A Search Committee of seven people—three (3) from the Board and four (4) from the congregation at large—shall be nominated by the Board Chair and elected by the Board. The committee will work with the Christian Church Michigan Region. The committee will recommend one prospective minister at a time to the congregation.
- The recommended minister needs 2/3 majority approval from the congregation.
- Upon calling the new minister, a letter of agreement shall state his/her salary, benefits, duties and termination.

Termination of Contract:

The term of ministry shall be for an indefinite period and may be terminated by either party upon 60 days notice.

Article 6: Dissolution

A warranty deed dated December 17, 1924, conveys the church property at the corner of Hill Street and Tappan Street in Ann Arbor from the Christian Woman’s Board of Missions, an Indiana Corporation, to The Church of Christ of Ann Arbor, Michigan, a Michigan Corporation, upon the following condition: “that if the said, The Church of Christ of Ann Arbor, Michigan, should disband or should cease to function as a regular Disciples Church organization, the title to said premises and improvements thereon shall revert to the grantor herein, its successors and assigns. It is further

provided that the grantee herein may lawfully mortgage the fee to said premises and all improvements thereon to The American Christian Missionary Society for the purpose of securing a loan from said Society.”

Currently, the United Christian Missionary Society holds assets of the Christian Woman’s Board of Missions, and provision for mortgaging the fee to said premises and improvements has been extended to Church Extension.

Memorial Christian Church shall have perpetual existence until it is dissolved by action of the congregation. Upon dissolution or upon ceasing to function as a Christian Church (Disciples of Christ), any property and holdings not covered by the above reversionary provision shall become property of the Christian Church Michigan Region, or its successor body.

ATTACHMENT 1

CHURCH BOARD MEETINGS *ROBERT’S RULES (CONSENSUS VERSION)*

“Laws should be like clothes. They should be made to fit the people they serve,” advised Clarence Darrow. Similarly, the procedures used during a meeting should be made to fit both the particular organization as well as the particular meeting.

Most organizations formally adopt written rules of parliamentary procedure. The usual method by which an organization provides itself with suitable rules of order is to adopt a parliamentary authority, such as *Robert’s Rules*. A parliamentary authority can be adopted by a bylaws provision that the current edition of a specified manual of parliamentary law shall be the parliamentary authority. The procedural rules in that book then govern in all cases in which the rules are not inconsistent with higher authority, such as federal or state law or articles of incorporation. This parliamentary authority can also be supplemented with specific rules to cover specific situations.

In parliamentary procedure, one size does not fit all. For example, church board meetings and congregational meetings should be conducted differently. Large annual meetings must be fairly formal. Informal discussion of matters is impractical due to the number of members present. Limits on debate must be observed to keep the meeting on schedule. Formal votes help avoid legal challenges.

In contrast, smaller boards and committees can be less formal. One of the most frequent criticisms of *Robert’s Rules* is that the book is too formal for smaller bodies. However, *Robert’s Rules* specifically notes that formality can hinder business in a meeting of fewer than about a dozen. As a result, *Robert’s Rules (CV)* provides for an “informal” procedure in small boards that includes the following:

- Members are not required to obtain the floor and can make motions or speak while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question.
- Informal debate can take place with no motion on the floor.
- When a proposal is perfectly clear to all present, a vote can be taken without a motion being introduced .
- Motions to close or limit debate are generally not used.
- Subject to rule or custom, the chair usually can make motions and vote on all questions.

- The presiding officer need not stand while putting questions to a vote.
- Decisions are often made by unanimous consent or consensus, rather than by formal vote.
- Sometimes the chair will call for Board Members to give "thumbs up-thumbs down" to find out if the Board is getting close to reaching a consensus.
- If the Board is clearly divided it is best to not vote and table the matter for a future meeting.

[This page provided to Memorial Christian Church by Dr. Ken Moore, Regional Minister, Christian Church in Nebraska, November 10, 2009.]