

**FIRST CHRISTIAN CHURCH OF CORVALLIS, OREGON**

**BY-LAWS**

Revised Edition

**Adopted by the Board April 3, 2023**

**VISION STATEMENT**

The First Christian Church of Corvallis is a diverse, inclusive community providing a living witness to the compassionate Christ. From our central location in the heart of Corvallis, we seek out, develop and support ministries to meet the human needs for physical and spiritual wholeness. On the basis of our Disciple heritage, we embrace the ecumenical movement, develop lay leadership, and promote intellectual freedom in the pursuit of Truth. (Adopted May 4, 1997)

**ARTICLE I**

**CHURCH FISCAL YEAR**

The Church fiscal year shall begin on January 1 and end December 31.

**ARTICLE II**

**TERMS AND DUTIES OF OFFICERS OF THE CONGREGATION**

Officers, Eligibility for Office, Nominations and Election procedures are outlined in the Constitution. Terms of officers shall begin on June 1 of each year and end on May 31 of the following year. Voting ex-officio members are not needed as part of stated quorum requirements and are not required to attend meetings. When both Co-Officers are present, only one vote is allowed per office.

**Section 1. President (s)**

- A. Number – one (1) or two (2)
- B. Term of office – one (1) year
- C. Qualifications:
  - a. Shall have been an Elder of the Congregation.
- D. Duties:
  - a. Call and preside at all regular and special business meetings of the Congregation and Board.
  - b. Preside over all votes of the Board outside of the regular or special business meetings following the stated rules of such votes. Such votes will not conflict with the Oregon statutes for member based Non-Profit organizations.
  - c. Appoint committee chairs as the President, Cabinets or Board shall deem necessary.
  - d. Cooperate with the Senior Minister(s) in providing direction and guidance to the overall program of the Congregation.
  - e. Serve as voting ex-officio member of the Finance and Program Cabinets and all committees.
  - f. Sign legal documents with the Clerk of the Board on behalf of the Corporation.
  - g. Recommend Nominating Committee appointments, including the chair, to the Board in January.

- h. Appoint the chair(s) of Elders and chair(s) of Deacons.
- i. Appoint the Chair of the Disciples House Advisory Committee with the approval of the Board.
- j. Appoint the chair of the Pastor/Parish Committee in consultation with the Minister(s).

E. In case of Co-Presidents:

- a. Only one vote is allowed per office where a vote is allowed by that office.
- b. Duties may be split according to the desires of the elected Co-Officers with the approval of the Board.

**Section 2. Vice-President(s) of Finance**

- A. Number – one (1) or two (2)
- B. Term of office – one (1) year

C. Duties:

- a. Call and preside at Finance Cabinet meetings.
- b. Be responsible for:
  - Stewardship Campaign
  - Preparation of the annual budget
  - Control of expenditures
  - Annual and monthly budget reviews.
- c. Present a proposed annual budget, including the prior year's history of expenses and income, to the Board and Congregation for approval in January.
- d. Appoint committees or task forces for the Finance Cabinet as needed.
- e. Serve on the Board and report the activities of the Finance Cabinet.
- f. Preside at meetings of the Board and Congregation in the absence of the President.

D. In case of Co-Vice Presidents:

- a. Only one vote is allowed per office where a vote is allowed by that office.
- b. Duties may be split according to the desires of the elected Co-Officers and will be communicated to the Board and Cabinets and recorded in the minutes of those meetings.

**Section 3. Vice-President(s) of Program**

- A. Number – one (1) or two (2)
- B. Term of office – one (1) year

C. Duties:

- a. Call and preside at Program Cabinet meetings.
- b. Cooperate with the Program Cabinet to create and develop the overall program of the Congregation.
- c. Participate in budget preparation, control of expenditures and budget review for the Program Cabinet.
- d. Serve on the Board and report the activities of the Program Cabinet.

D. In case of Co-Vice Presidents:

- a. Only one vote is allowed per office where a vote is allowed by that office.

- b. Duties may be split according to the desires of the elected Co-Officers. The details will be communicated to the Board and Cabinets and recorded in the minutes of those meetings.

#### **Section 4. Vice-President(s) of Personnel**

- A. Number – one (1) or two (2)
- B. Term of office – one (1) year
- C. Duties:
  - a. Call and preside at Personnel Committee meetings.
  - b. Serve on the Finance Cabinet and the Pastor/Parish Committee.
  - c. Appoint committees or task forces for the Personnel Committee as needed.
  - d. Oversee the Personnel Committee in developing job descriptions and conducting the hiring process.
  - e. Prepare a recommended Personnel budget including allocation of salaries and benefits. Plan for appropriate staff recognitions.
  - f. Research and recommend Personnel policies.
  - g. Be responsible for annual staff evaluations, except for Senior Minister(s).
  - h. Communicate matters of importance to the President of the Congregation.
  - i. Serve as a voting ex-officio member of the Board. Attendance is optional.
- D. In case of Co-Vice Presidents:
  - a. Only one vote is allowed per office where a vote is allowed by that office.
  - b. Duties may be split according to the desires of the elected Co-Officers. The details will be communicated to the Board and Cabinets and recorded in the minutes of those meetings.

#### **Section 5. Clerk(s)**

- A. Number – one (1) to three (3)
- B. Term of office – one (1) year
- C. Duties:
  - a. Record and file minutes of all regular and special business meetings of the Congregation, Board and Cabinets.
  - b. Receive and file written reports given to the Board and Cabinets.
  - c. In cooperation with the Trustees, oversee the preservation of Congregational records.
  - d. Sign legal documents with the President on behalf of the Corporation.
  - e. May elect to handle the duties unassisted or recruit assistants.
- D. In case of Co-Clerks:
  - a. Only one vote is allowed per office where a vote is allowed by that office.
  - b. Duties may be split according to the desires of the elected Co-Officers. The details will be communicated to the Board and Cabinets and recorded.
  - c. One Clerk will be assigned as Clerk of the Board for legal corporate duties.

#### **Section 6. Treasurer(s)**

- A. Number – one (1) to four (4)
- B. Term of office – one (1) year

- C. Duties: Be responsible for seeing that the following tasks are completed accurately.
  - a. Record and summarize on the monthly financial report, the funds deposited by the Financial Secretary or designee and Capital Campaign Treasurer in current and special financial accounts
  - b. Code the bills with the correct account numbers and disburse funds by check for payment of budgeted items and such other items as directed by the Cabinets or Board. Serve as the principal signer of checks.
  - c. Serve as a member of the Finance Cabinet.
  - d. Keep a set of books and records reflecting an accurate account of all transactions. Maintain appropriate files.
  - e. Prepare a monthly financial report, including a summary of revenues and expenditures, for the Cabinets and Board. Prepare an annual summary of revenues and expenditures for the Congregation.
  - f. Report transactions of special interest to the Finance Cabinet, such as unbudgeted receipts and expenditures.
  - g. Remind the Finance Cabinet to arrange for at least an in-house audit at the end of each fiscal year.
  - h. Maintain current signature cards for all financial accounts.
  - i. Oversee the reconciliation of the financial institution statements.
  - j. Be responsible for filing payroll and tax forms.
  - k. May elect to handle the duties unassisted or may recruit volunteer or paid assistants with the approval of the Finance Cabinet and Board.
- D. In case of Co-Treasurers:
  - a. Only one vote is allowed per office where a vote is allowed by that office.
  - b. Duties may be split according to the desires of the elected Co-Officers. The details will be communicated to the Finance Cabinet and recorded in the minutes.

**Section 7. Financial Secretary (s)**

- A. Number – one (1) or two (2)
- B. Term of office – one (1) year
- C. Duties:
  - a. Keep a record of all pledges and contributions to the Congregation.
  - b. Supervise the collection of all financial instruments (stocks, bonds, and cash), except as specifically exempted by the Finance Cabinet.
  - c. Convert stocks and bonds contributions to cash as soon as possible.
  - d. Supervise the deposit of collected funds into appropriate financial accounts of the Congregation and supply to the Treasurer a record of each deposit.
  - e. Serve as a member of the Finance Cabinet.
  - f. Present a summary reflecting current estimates of giving to the Finance Cabinet each month. Provide a contributions report to each known contributor at least twice a year.
  - g. May elect to handle the duties unassisted or may recruit volunteer or paid assistants with the approval of the Finance Cabinet and Board.
- D. In case of Co-Financial Secretaries:
  - a. Only one vote is allowed per office where a vote is allowed by that office.

- b. Duties may be split according to the desires of the elected Co-Officers. The details will be communicated to the Finance Cabinet and recorded in the minutes.

### **Section 8. Trustees**

- A. Number – three (3)
- B. Term of office – three (3) years consecutively, with minimum of one (1) year’s leave before election to another term. One (1) Trustee shall be elected each year.
- C. Duties:
  - a. Follow the procedures prescribed by Oregon State Law for non-profit corporations including filing the yearly corporation form.
  - b. Act as legal agents of First Christian Church of Corvallis, Oregon, under the direction of the Board.
  - c. Hold legal title to all Church property and assets on behalf of the Congregation and be responsible for all business transactions as related thereto.
  - d. Supervise all Permanent Funds of the Church and manage according to the Permanent Funds Policy.
  - e. Arrange for insurance policies which will keep Church and Church properties adequately insured against possible loss, damage or liability.
  - f. Assist with handling insurance claims.
  - g. Develop and maintain an inventory of all Congregational-owned properties and possessions.
  - h. Maintain the Trustee files, records and Church safe deposit box.
  - i. Update the safe deposit box signature cards yearly.
  - j. Review the safe deposit box inventory yearly with the new Trustee and maintain the inventory list in the Trustee files.
  - k. The senior Trustee shall serve as chair of the Trustees and as a member of the Finance Cabinet.

### **Section 9. Elders**

- A. Number – Minimum of twelve (12)
- B. Term of office – two (2) years, with a maximum of two (2) consecutive terms and one (1) year’s leave before election to another term. (Partial terms shall not be considered as full terms.) One half of the elders shall be elected each year.
- C. Expectations – Exemplify spiritual leadership as prescribed in the New Testament.
  - a. Regularly attend worship and Congregational activities.
  - b. Preside at the Lord’s Supper.
  - c. Assist as leaders of worship, education and other Congregational programs.
  - d. Serve as mentors, teachers and learners through regular Bible study and prayer.
  - e. Minister to individuals and groups in the Church Family in times of need.
  - f. Promote stewardship by giving time, talents and money to the programs of the Congregation.
  - g. Participate in Elder training

### **Section 10. Deacons**

- A. Number: Minimum of eighteen (18)
- B. Term of office: one (1) year, with a maximum of three (3) consecutive terms and one (1) year's leave before election to another term.
- C. Expectations: Act as servants by providing practical ministry as prescribed in the New Testament:
  - a. Actively serve the Congregation in areas such as committee membership, teaching, greeting and visitation.
  - b. Purchase and maintain communion supplies.
  - c. Prepare the Lord's Supper and take care of the serving pieces for worship services and home communion.
  - d. Distribute communion emblems.
  - e. Assist in worship services.
  - f. Help prepare the sanctuary and building for worship and other activities.
  - g. Promote stewardship by giving time, talents and money to the programs of the Congregation.
  - h. Assist in preparing candidates for baptism.
  - i. Participate in Deacon training.

#### **Section 11. At-Large Board Members**

- A. Number: Six (6)
- B. Term of Office: One (1) year, with a maximum of three (3) consecutive terms and one (1) year's leave before election to another term.
- C. Duties:
  - a. Participate in all Board meetings.
  - b. Gain an understanding of the key issues of the Congregation.
  - c. Approve, reject or recommend for further study, policy proposals brought before the Board from the Finance and Program Cabinets.
  - d. Participate in other business of the Board as provided in the Constitution and By-laws.

#### **Section 12. At-Large Program Cabinet Members**

- A. Number: Minimum of six (6)
- B. Term of Office: One (1) year.
- C. Duties:
  - a. Participate in the regular monthly meetings of the Program Cabinet.
  - b. Participate in planning and calendaring the complete program of Congregational events and activities.
  - c. Participate in evaluating past programs.
  - d. Recruit volunteers to lead approved programs, events and projects.

#### **Section 13. Emeritus and Honorary Positions**

- A. Number: no limit
- B. Term of office: lifetime
- C. Qualifications: Shall have provided long-term dedicated service meriting the honor of such recognition. They shall be chosen by the Nominating Committee and elected by the

Congregation. Those chosen for an Emeritus position must have previously held the office. This restriction does not exist for the Honorary position.

D. Duties: No official duties or active responsibilities shall be assigned.

### **ARTICLE III THE BOARD**

#### **Section 1. Responsibilities**

- A. The Board shall oversee the ministries of the Congregation through the Finance and Program Cabinets and standing committees
- B. The Board shall:
  - a. Receive written reports from the Finance and Program Cabinets, the Disciples House Advisory committee, the Pastor/Parish and Personnel Committee (standing committees that do not report to a Cabinet).
  - b. Approve, reject or recommend for further study, recommendations and policy proposals.
  - c. Approve the Nominating Committee in January.
  - d. Approve newly appointed Pastor/Parish Committee members annually.
  - e. Act to establish new positions and job descriptions on its own determination, or may approve such action as recommended by the Personnel Committee or Cabinets.
  - f. Conduct other business as deemed necessary and appropriate.
  - g. Names of Trustees voted into office will be specifically noted in the Board minutes yearly.
- C. The Board shall approve and recommend matters to the Congregation for consideration and vote, including the following:
  - a. Nominations by the Ministerial Search Committee.
  - b. The annual Budget.
  - c. The annual slate of officers.
  - d. Property acquisitions and sales, and borrowing of money.
  - e. Changes to Permanent and Endowment Fund Policies.
  - f. Other business as deemed necessary and appropriate.
- D. Board members are not simply to reflect the will of the Congregation, but to seek together to find and follow the will of Christ.
- E. The Board shall welcome participation by members of the Congregation in discussion at Board meetings, except for confidential personnel issues.

#### **Section 2. Board Meetings**

- A. Members of the Board shall meet four (4) to six (6) times per year.
- B. Board meetings will consist of updates, issues and future planning concerns relative to the responsibilities of the Board.
- C. Meetings will typically last approximately 1.5 to 2 hours.
- D. A majority of the Board members must be present to constitute a quorum.
- E. A majority vote of the Board members present is required to pass any motion.
- F. Any regular or special meeting of the Board may be held by telephone or

telecommunications, so long as all members of the Board participating may simultaneously hear each other during the meeting.

- G. The latest edition of *Robert's Rules of Order* shall govern all regular and special business meetings of the Board.

### **Section 3. Authority of the Board of Directors**

- A. The board will exercise, or delegate or otherwise authorize the exercise of all corporate powers except those belonging to the Congregation and will direct the management of the church's affairs, subject to any limitation set forth in the Articles of Incorporation and Constitution. The board will retain authority over and exercise the corporate powers, except where the Articles of Incorporation give the power to the Congregation.
- B. The Board may, without a meeting, use email, other electronic or written means to take action required or permitted to be taken at the board meeting under the following circumstances:
  - a. The church has a record of an email address for each Board member.
  - b. The President or Clerk of the Board sends to the email address of each director:
    - i. an announcement that the Board will take action,
    - ii. a description of the matter on which the board will take action and
    - iii. a deadline of not less than 48 hours after the time of the announcement in which a board member may vote.
  - c. The vote is by 2/3 of all Board members and includes minimal discussion not requiring a change to the original announcement wording.
  - d. A Board member may change their vote at any time before the deadline set forth in the email announcement.
  - e. The Board's action is effective on the deadline specified in the email announcement unless the announcement specifies a different effective date or time.
  - f. The Presidents(s) or Clerk of the Board includes the email announcement and a record of the member votes in church records reflecting the action that the board members took.

## **ARTICLE IV CABINETS**

### **Section 1. Role of the Cabinets**

- A. The ministries of the Congregation shall be developed, administered and implemented by two Cabinets: Program and Finance.
- B. The Cabinets will operate within the policies set by the Board and the Congregation.
- C. The Cabinets are responsible for both short- and long-range planning.
- D. The Cabinets may appoint committees and task forces as needed.
- E. The Cabinets shall recommend matters of governance and policy to the Board.
- F. The Cabinets shall report their activities to the Board and the Congregation.
- G. Cabinet actions shall always be subject to Board review.

### **Section 2. Program Cabinet**

- A. The Program Cabinet is responsible for overseeing, developing and implementing the



overall program of the Congregation. It shall include such aspects of ministry as Worship, Christian Education, Youth, Campus Ministry, Fellowship, Membership, Evangelism, Social Action, World Outreach and Ecumenical Relations.

- B. The Program Cabinet membership shall consist of:
  - a. Vice President(s) of Program
  - b. Clerk(s)
  - c. Six (6) Members elected At Large which must include one Elder and one Deacon past or present.
  - d. Minister(s) of the Congregation – 1 vote per minister
  - e. President of the Congregation (voting ex-officio)
  - f. Other staff and volunteers as deemed appropriate by the Cabinet
- C. The Cabinet may establish and recruit committees and task forces as deemed appropriate.
- D. Program Cabinet members are not simply to reflect the will of the Congregation, but to seek together to find and follow the will of Christ.
- E. Program Cabinet Meetings
  - a. Members of the Program Cabinet will meet once per month.
  - b. Program Cabinet meetings will consist of updates, issues and future planning concerns relative to the responsibilities of the Program Cabinet.
  - c. Meetings will typically last approximately 1.5 to 2 hours.
  - d. A majority of the Program Cabinet members must be present to constitute a quorum.
  - e. The latest edition of *Robert's Rules of Order* shall govern all regular and special business meetings of the Program Cabinet.
- F. The Program Cabinet shall welcome participation by members of the Congregation in all meetings.

### **Section 3. Finance Cabinet**

- A. The Finance Cabinet is responsible for overseeing, developing and implementing the overall administrative and operational functions of the Congregation. Those functions shall include Finance, Budget Development, Personnel, Property Management, Stewardship, Capital Projects and Legal Matters.
- B. The Finance Cabinet shall consist of:
  - a. Vice President of Finance
  - b. Vice President of Personnel
  - c. Clerk(s)
  - d. Treasurer
  - e. Financial Secretary
  - f. Chair of the Trustees
  - g. Chair of House and Grounds
  - h. Minister(s) of the Congregation – (1 vote per minister)
  - i. President of the Congregation (voting ex officio)
  - j. Other staff and volunteers as deemed appropriate by the Cabinet
- C. The Cabinet may organize committees and task forces as deemed appropriate.
- D. The Cabinet shall:
  - a. Arrange for at least an in-house audit at the end of each fiscal year.

- b. Provide a summary of Estimates of Giving to the Congregation each year.
- E. Finance Cabinet members are not simply to reflect the will of the Congregation, but to seek together to find and follow the will of Christ.
- F. Finance Meetings:
  - a. Members of the Finance Cabinet will meet once per month.
  - b. Finance Cabinet meetings will consist of updates, issues and future planning relative to the responsibilities of the Finance Cabinet.
  - c. Meetings will typically last approximately 1.5 to 2 hours.
  - d. A majority of the Finance Cabinet members must be present to constitute a quorum.
  - e. The latest edition of *Robert's Rules of Order* shall govern all regular and special business meetings of the Finance Cabinet.
- G. The Finance Cabinet shall welcome participation by members of the Congregation in all meetings.

## **ARTICLE V STANDING COMMITTEES**

### **Section 1. Personnel Committee**

- A. Membership: The Personnel Committee shall consist of:
  - a. Vice President of Personnel, serving as chair
  - b. Chair of the Pastor/Parish Committee
  - c. Three (3) Members at Large, appointed by the Vice President of Personnel, with Board approval.
- B. The Personnel committee shall:
  - a. Counsel the paid staff of the Congregation and listen to their concerns, problems and joys.
  - b. Consider the paid staff's working conditions, salaries, fringe benefits, personal problems and job satisfaction.
  - c. Recommend to the Board, policies for hiring and releasing staff and for extending the Congregation's ministry through them.
  - d. Obtain approval for new staff positions from the Board when required.
  - e. Maintain a file of current paid staff job descriptions.
  - f. Handle any Personnel problems that arise, with the advice and assistance of the appropriate Cabinet.
- C. Procedures for hiring and releasing paid staff, except for Senior Minister:
  - a. The Personnel Committee shall assist in appointing Search Committees, other than for Senior Minister.
  - b. The appropriate Cabinet or Search Committee shall make recommendations to the Personnel Committee.
  - c. The Personnel Committee shall make the hiring decisions, except for Senior Minister.
  - d. The Personnel Committee shall oversee contract negotiations, except for Senior Minister.
  - e. A written statement covering terms of employment, probationary period, and job description shall be included in the committee minutes, a copy of which shall be given

- to the paid staff employee and one copy to the appropriate Clerk for filing.
  - f. The Senior Minister oversees processing of the hiring paperwork.
  - g. The Senior Minister or the Personnel Committee may release any paid staff person, except Senior Minister, without cause during the probationary period.
  - h. The Senior Minister or the Personnel Committee may immediately terminate any paid staff person on grounds of theft, reporting to work under the influence of drugs or alcohol, workplace violence, falsification of records, or misuse of Congregational equipment.
  - i. Performance-related release of paid staff beyond the probationary period requires approval of the Senior Minister and the majority of the Personnel Committee.
- D. Confidentiality Policy. Due to the importance of confidentiality, meetings may be closed to members of the Congregation who are not also members of the committee. The Vice President of Personnel, the President of the Congregation or the Senior Minister may authorize a closed meeting of the Personnel Committee at their discretion.

## **Section 2. Pastor/Parish Committee**

- A. Purpose: To enhance communication, evaluation, and support between the Congregation, the Minister(s) and the Minister(s)' family(ies) and to serve as a support group for the Minister(s).
- B. Membership:
  - a. The Pastor/Parish committee chairperson will be appointed by the President of the Congregation in consultation with the Minister(s).
  - b. Minister
  - c. Vice-President of Personnel
  - d. The committee shall consist of a minimum of three (3) members broadly representing the life of the Congregation and ideally including at least one member of the original Search Committee. They will be appointed by the Pastor/Parish Committee Chairperson and the Minister, with the approval of the Board.
- C. Term of Office:
  - a. Upon the arrival of a new minister, the members of the original Search Committee shall automatically become members of the Pastor/Parish Committee and will serve for at least six months.
  - b. After a new minister has served six months, the committee shall be dissolved and reconstituted. The term will be two (2) years. .
- D. Functions:
  - a. Foster trust by observing a policy of confidentiality.
  - b. Clarify the Minister's expectations of the Congregation and the Congregation's expectations of the Minister.
  - c. Encourage open discussion of problems, with the goal of isolating areas of conflict or disappointment which adversely affect working relationships.
  - d. Be sensitive to the needs of the Minister(s)' family(ies).
  - e. Evaluate the Minister(s) performance at least every other year.
  - f. Collaborate in establishing goals for the Minister(s).
  - g. Recommend compensation adjustments for the Minister(s) to the Personnel

Committee.

- h. Meet at least once every three months.
- E. A Termination Policy shall be one of the items negotiated between the Senior Minister and the Congregation at the time of call.
- F. Conflict Resolution Policy:
  - a. In the event of serious friction between the Senior Minister and one or more members of the Congregation, the Pastor/Parish Committee shall take the first step by mediating the matter as best it can. If unsuccessful, it shall enlist the aid of the Regional Minister(s) and cooperate with the Regional Minister(s) in achieving harmony.
  - b. The Pastor/Parish Committee may authorize the Regional Minister(s) to seek outside resource persons or professional consultants to assist with the situation in cooperation with the Board of the Congregation. Counsel will be kept confidential and continue as long as it is productive.
  - c. If agreements are made which can solve the problems, the agreed-upon decisions shall be monitored.
  - d. "Secret" meetings of official bodies shall not be held. Public discussion of the issues involved, by official bodies or individual members of those bodies, shall not be held prior to resolution of the conflict.
  - e. If all preceding endeavors have been unsuccessful, a formal request in writing shall be made to the Commission on the Ministry of the Christian Church (Disciples of Christ) in Oregon to provide a process, which will be followed in order to resolve the friction.
  - f. Decisions reached through the procedure recommended by the Commission on Ministry will not be placed before the Congregation for a vote unless the decisions are contested by one of the parties directly involved.
  - g. The Congregation at a special business meeting shall decide any contested decision by a simple majority vote.

### **Section 3. House and Grounds Committee**

- A. Congregational house and grounds shall be defined as:
  - a. Buildings and other real properties owned by the Congregation, including any furniture, equipment, built-in appliances, and internal utilities
  - b. Landscaping and grounds surrounding the buildings
  - c. Vehicles and any other property owned by the Congregation that is deemed appropriate by the Finance Cabinet or Board
- B. Membership:
  - a. The House and Grounds Chair(s) shall be appointed by the Vice-President of Finance.
  - b. Volunteer members will be recruited from within the Congregation.
- C. Duties:
  - a. Maintain the buildings and grounds within the budget constraints.
  - b. Recommend maintenance projects for Congregational-owned properties to the Finance Cabinet when additional funds are needed.
  - c. Advise the cabinets or other interested parties, when additional equipment is being proposed, whether installation is feasible.

- d. Learn and implement or delegate recommended maintenance procedures.
- e. Recommend policies and procedures to the Finance Cabinet regarding Congregational-owned properties in regard to room usage.
- f. Take immediate action when an emergency arises upon the Congregational-owned properties and grounds.

**Section 4. Disciples House Advisory Committee**

A. Purposes:

- a. Guide and direct the overall mission of the building and property, immediate issues and activities.
- b. Plan and document long-term goals and overall mission.
- c. Maintain a committee charter to detail role, authority and oversight structure and current mission.

B. Membership:

- a. Chair of the Advisory board appointed by the President(s) yearly with the approval of the Board of Directors.
- b. A minimum of three (3) members of the congregation at large selected by the Chair of the Advisory committee and approved by the Board.
- c. Vice-President(s) of Program voting ex-officio.
- d. President(s) of the congregation ex-officio.

C. Duties:

- a. Oversee all missions, building maintenance, policies and procedures associated with the ministry currently active in the Disciples House property.
- b. Report all issues and be advised by the House & Grounds regarding action to maintain and protect the building and property.
- c. Honor the history and mission of the house while being open to new possibilities.
- d. Recommend to the Board actions, ministries, procedures and policies consistent with the Purpose, Mission and Vision of the church as stated in the Constitution and By-Laws.
- e. Annually review the mission of the property, committee charter and all associated procedures and policies as approved by the Board.

**ARTICLE VI  
CONFIDENTIALITY OF RECORDS**

Members of the Congregation have the right to inspect the records of the Church, except for personnel records, confidential pastor notes, counseling records, and individual contribution records. These records are restricted to the officers or Pastor(s) whose duties require access.

**Section 1.** Individual contribution records may only be accessed by the Financial Secretary and his/her assistant(s) and the Capital Campaign Treasurer(s).

**Section 2.** Personnel records may be accessed only by the Sr. Pastor, the Vice-President of Personnel and the appropriate committee (Personnel Committee or the Pastor Parish Committee).

The Treasurer has access only to those records necessary to complete the payroll. Supervisors of individual employees have access to the records of the employees whom they supervise. The Church Office Manager securely maintains the Federal and State required files and collects documents needed to meet those requirements.

**Section 3.** Members wishing to have access to other records that are not easily retrieved, such as old minutes, may be required to provide written notice at least five business days in advance. If copies are needed, the Church may charge for the copies.

## **ARTICLE VII INDEMNITY**

Each person who shall be or shall have been a director, trustee, or officer of the corporation shall be indemnified by the corporation to the fullest extent not prohibited by law, against all liabilities and expenses at the time imposed upon or reasonably incurred by him or her in connection with, arising out of, or resulting from any action, suit or proceeding in which he or she may be involved or with which he or she may be threatened by reason of his or her then serving or having served as such director, trustee or officer, or by reason of any alleged act or omission by him or her in any such capacity, whether or not he or she shall be serving as such officer or director at the time any or all such liabilities or expenses shall be imposed or incurred by him or her. These indemnity provisions shall not be exclusive of any other rights which any director, trustee or officer may have pursuant to Oregon law.

## **ARTICLE VIII AMENDMENTS TO THE BY-LAWS**

These By-laws may be amended by a two-thirds (2/3) affirmative vote of the members of the Board in any regular or special business meetings of the Board. The proposed amendment shall be submitted in writing to the membership of the Board at least ten (10) days prior to the vote thereon. Revisions to the By-laws will be communicated to the Congregation.