

Bylaws of Cathedral of Hope, United Church of Christ

Revised at the July 26, 2014 Congregational Meeting

Revised at the January 17, 2015 Congregational Meeting

Revised at the March 12, 2016 Congregational Meeting

Revised at the March 11, 2017 Congregational Meeting

CATHEDRAL OF HOPE, INC.

PREAMBLE

Called into being by the God of Jesus Christ and guided by the Holy Spirit, this part of the Body of Christ called the Cathedral of Hope shall be a liberal, inclusive community of faith created to provide a place for people to worship God, serve God and humanity, and grow in faith.

I. NAME

The name of the Church shall be Cathedral of Hope, Inc. (the "Church").

II. PURPOSE

- A. Purpose – The Church shall be a liberal, inclusive community whose purpose is to provide a place to:
 - 1. Worship – share in the worship of God in the congregational Christian tradition of the United Church of Christ;
 - 2. Serve – perform outreach, service and charitable work; and
 - 3. Spiritual Growth – receive education in the science and philosophy of theology and kindred subjects for the propagation of the teachings and philosophy of the Christian faith.

- B. Administration – The Church shall do things necessary and compatible with the work and labor of a religious body, including, but not limited to:
 - 1. Receive Assets – donations and contributions of money and other assets.
 - 2. Hold Title – The Church may:
 - a) hold title to real and personal property of any kind;
 - b) lease, purchase, maintain, mortgage and sell real and personal property of any kind; and
 - c) collect income, as the Church may consider necessary, convenient, expedient or useful for conducting religious and charitable work.

III. AFFILIATION

- A. On October 28, 2006, the Church became affiliated with the North Texas Association of the South Central Conference of the United Church of Christ.

- B. Disaffiliation – A decision to disaffiliate from a denomination shall follow the requirements set forth by the denomination. In the absence of specific denomination requirements, disaffiliation shall require a two-thirds majority of votes cast by Members at a Congregational Meeting called for the purpose of disaffiliation.

- C. The Church may, at any time, but not for the purpose of belonging to more than one denomination, elect to affiliate with another denomination provided that the following requirements are met:
 - 1. Affiliation – A decision to affiliate with a denomination shall require a two-thirds majority of votes cast by members eligible to vote at a Congregational Meeting called for the purpose of affiliation.
 - 2. Mutual Agreement – The denomination and the Church shall have a mutual agreement, as determined by the Board of Stewards, regarding their respective rights and obligations in connection with the affiliation.
 - 3. Terms and Conditions – The terms and conditions of affiliation with the United Church of Christ denomination have been met by the Church.

IV. MEMBERS AND FRIENDS

- A. Membership – Membership in the Church means an individual has come to a point in their faith journey where they are ready to make commitments to spiritual growth to both oneself and the wider church body.
 - 1. Criteria – Individuals who have been baptized may become members of the Church by participating in confirmation, making a covenant with the Church, and by participating in a membership education program. The Senior Pastor may waive these criteria for individuals on a case-by-case basis.

2. Residence or Domicile – No distinction shall be made between members in regards to place of residence or domicile.
 3. Membership List – A membership list shall be maintained by the Church staff, who shall report changes quarterly to the Board of Stewards. The Church staff shall review the membership list in the first month of the Church’s fiscal year and make updates as necessary.
 4. Voting – Subject to the provisions of these Bylaws, only members of the Church shall be eligible to vote at a Congregational Meeting.
 5. Inactive Members – Members whose addresses have long been unknown or who for a period of two years have not participated in church activities or contributed to its support, may by action of the Board of Stewards, be declared inactive. While inactive, they shall not be counted as members and shall not be eligible to vote. Persons who are inactive may request reinstatement as members and be granted such by the Board of Stewards.
 6. Dual Membership – Membership in the Church shall not preclude membership in another church.
- B. Friends of the Church – An individual who supports the purposes of the Church and wants to be a part of the work of the Church, but is unable or chooses not to become a member, may be designated a “Friend of the Church.” Friends of the Church may serve on Committees at the request of the Board of Stewards and may participate in activities of the Church. Friends of the Church are not eligible to vote at Congregational Meetings or serve as Chairperson of any Committee
- C. Resignation – A member of the Church may resign by submitting a resignation in writing to the Church.
- D. Discipline of Members and Friends of the Church – The Church shall not condone conduct unbecoming a Member or Friend of the Church. For just cause, the status of any member or Friend of the Church may be suspended, revoked or reinstated at any time by a majority vote of the Board of Stewards.
- E. Right to Appeal Disciplinary Action – Disciplinary action by the Board of Stewards to revoke the status of any member or Friend of the Church may be appealed as follows:

1. Request for Appeal – The individual who was the subject of the action may request an appeal by submitting a request to the Board of Stewards within 30 calendar days following the date when the action was taken.
2. Consideration of Appeal – The Board of Stewards shall consider the appeal and render a final decision. If requested by the appellant, the Board of Stewards meeting shall be closed to all other Church members.

V. CONGREGATION

- A. Governance – Governance of the Church shall be vested in its congregation, which has the right to control in all respects the Church’s activities, subject to these Bylaws and the Church’s Articles of Incorporation.
- B. Annual Congregational Meeting – The Annual Congregational Meeting shall be held by the end of the third month following the end of the Church’s fiscal year. The time and place of the meeting shall be determined by the Board of Stewards.
- C. Special Congregational Meetings – In addition to the Annual Congregational Meeting, Special Congregational Meetings may be called.
 1. Calling a Special Meeting – A Special Congregational Meeting may be called either by the Board of Stewards, or by a petition signed by at least five percent (5%) of members eligible to vote and submitted to the Secretary of the Board. Upon the validation of the petition said meeting must be conducted no later than 60 calendar days from the date the petition was originally delivered.
 2. Purpose – The nature and purpose of a Special Congregational Meeting shall be explained in the meeting announcements and included in the meeting agenda.
- D. Notification – The Board of Stewards shall ensure that members are notified of a Congregational Meeting and provided a preliminary agenda at least 14 calendar days in advance by announcements at worship services, in the Church’s Sunday bulletin and on the home page of the Church’s website, if available.

- E. Agenda – The agenda for a Congregational Meeting shall be determined by the Board of Stewards, with input from other governing and advisory bodies and members of the Church. The agenda for the Annual Congregational Meeting shall include election of the Board of Stewards, presentation of financial reports, and other reports from the Board of Stewards.

- F. Quorum – In order to transact business, at least 200 or ten percent (whichever is greater) of members eligible to vote shall be present. At least 14 calendar days prior to any announced Congregational Meeting, the church staff shall prepare a current list of all members eligible to vote and shall ensure that said list is available at the Congregational Meeting.

- G. Voting Procedures – Voting by written ballot shall be the usual voting procedure, unless determined otherwise by the Board of Stewards
 - 1. Affirmative Vote – Unless otherwise stipulated by the Bylaws, an item shall be approved by a majority of the votes cast by members eligible to vote and present at a Congregational Meeting. This includes votes cast by members through permitted absentee voting.
 - 2. Any ballot initiative of a financial nature greater than one-fourth (1/4) of the Church's annual budget must receive a two-thirds (2/3) majority vote of approval.
 - 3. Absentee Voting – The Board of Stewards may allow absentee voting by postal mail, electronic mail and/or by facsimile transmission. Voting by proxy shall not be allowed.

- H. Petitions – Only signatures of members eligible to vote shall be counted for petition purposes

VI. GOVERNING BODY

- A. Name – The Board of Stewards, comprised of members who are eligible to vote, governs the Church on behalf of the congregation.

- B. Responsibilities – The Board of Stewards shall be responsible for providing the Church with Bylaws, which are subject to approval by the congregation. The Board of Stewards

shall have charge over matters pertaining to the Bylaws and other documents of legal organization, property, risk management and financial activities. The Board of Stewards shall be responsible for collecting and disbursing funds, maintaining adequate records and making timely reports to the congregation.

- C. Composition – There shall be nine elected members of the Board of Stewards.
- D. Qualifications – Any member age 18 years or older who has been a member for at least one year prior to the Congregational Annual Meeting and who applies for election (or appointment) to the Board of Stewards, shall be considered during the nomination process as further defined by the Board of Stewards, unless conflicted as described in the paragraph of this Section Entitled “Conflict of Interest.”
- E. Conflict of Interest – The following individuals shall not be eligible to serve on the Board of Stewards:
 - 1. Anyone who is a Church employee or under contract to the Church;
 - 2. Anyone who is ordained clergy or currently is officially in the process of seeking ordination within their denomination; or anyone who has or is officially seeking ecclesiastical authorization (ordination, licensure for ministry or commissioning) within the United Church of Christ,
 - 3. Anyone who is a spouse or family member of, or in a committed relationship with, a Board member or Church employee.
- F. Election – Elected members of the Board of Stewards shall be elected at the Annual Congregational Meeting by a plurality of votes cast by members at the respective meeting eligible to vote. These individuals, unless they are removed or resign, serve until their successors are elected.
- G. Term – The term of office for an elected member of the Board of Stewards shall be three years. The terms shall be served on a staggered basis, with one-third of the elected members being elected annually. No elected member shall be allowed to serve more than two full consecutive terms. A Board Member fulfilling a partial term shall be eligible for two full consecutive terms. After three years off the Board of Stewards, a former elected member shall be eligible for election or appointment to the Board.

- H. Meetings – The Board of Stewards shall meet at least quarterly and no fewer than eight times a year. Except for executive sessions, meetings shall be open to members of the Church and others to attend as observers without voice or vote. The Board of Stewards may recognize individuals to participate.
- I. Executive Session – The board may convene in executive session at the discretion of the chair to discuss sensitive matters, such as personnel or legal issues. Executive session includes voting members of the board, the Senior Pastor and any person(s) invited to participate. In rare instances, the board may limit executive session to voting members only, as determined by the nature of the issue.
- J. Meeting Minutes and Reports – Meeting minutes and reports shall be available to Church members, upon request, after they are approved by the Board of Stewards at the subsequent meeting. Any decisions reached between meetings shall be affirmed and noted in the minutes of the next board meeting. Minutes shall include a record of those present and decisions made. A copy of the minutes and reports shall become part of the permanent Church records. This provision does not apply to meetings in executive session.
- K. Quorum – A majority of the Board of Stewards must be present in order to transact business. A member participating by telephone or video-conferencing is deemed present for the purpose of establishing a quorum.
- L. Officers – The Officers of the Board of Stewards shall be:
 - 1. Chair – The Chair shall preside over Board of Stewards meetings and shall discharge other such duties appropriate to the office as may be determined by the Board of Stewards.
 - 2. Vice Chair – The Vice Chair shall serve as Chair in the absence, or upon the request, of the Chair and shall discharge other such duties appropriate to the office as may be determined by the Board of Stewards.
 - 3. Secretary – The Secretary shall ensure the maintenance of official correspondence and corporate records, ensure that accurate records are kept of meetings of the Board of Stewards and of the Congregation, receive petitions submitted to the Board of Stewards, and discharge other such duties appropriate to the office as may be determined by the Board of Stewards.
 - 4. Treasurer – The Treasurer shall ensure the preparation and maintenance of financial records, ensure compliance with debt covenants and discharge other such duties appropriate to the office as may be determined by the Board of Stewards.

- a) These duties shall include providing financial reports at each and every regular Board meeting and an annual financial report to the congregation. The financial reports shall include, at a minimum, a Balance Sheet and a Summary of Income and Expense Statement. The financial reports shall be available for review by members of the Church.
 - b) The Treasurer, upon approval by the Board of Stewards, shall determine appropriate insurance coverages.
 - c) The Treasurer, upon approval by the Board of Stewards, may open, close and otherwise maintain banking accounts of the Church.

- M. Election of Officers – During the first meeting following Board of Stewards elections, the Board of Stewards shall elect individuals from among its elected members to fill the positions of Chair, Vice Chair, Secretary and Treasurer. Voting for such positions shall be held annually.

- N. Participation – If an elected member of the Board of Stewards misses two consecutive regular meetings, each without justifiable cause, or demonstrates habitual neglect by failure to attend or participate in meetings, the Board of Stewards may request the member’s resignation at its next regular meeting. Written notice shall be given to the member.

- O. Resignation – A member of the Board of Stewards wishing to relinquish his/her position shall submit a resignation, in writing, to the Board of Stewards stating any appropriate information. The resignation is effective immediately upon acceptance by the Board of Stewards or as otherwise specified by the Board of Stewards in its acceptance. The presence of the resigning member is not required at the meeting at which the resignation is received.

- P. Removal – The Church shall not condone conduct unbecoming a member of the Board of Stewards, dereliction of duty or breach of confidentiality on the part of any elected member of the Board of Stewards. For just cause, an elected member of the Board of Stewards may be removed by either:
 - 1. Board of Stewards – Affirmative votes by seven members of the Board are required to approve this action; or
 - 2. Congregational Meeting – Any petition to call a Congregational Meeting for the purpose of removing an elected member of the Board of Stewards shall be submitted to the Secretary of the Board and be signed by at least five percent (5%) of members eligible to vote. At the Congregational Meeting called for this

purpose, a two-thirds vote of all votes cast is required to approve this action. Said member of the Board of Stewards shall be notified in writing at least 30 days prior to a vote for removal from the Board of Stewards and said writing shall include the reasoning for the considered suspension or revocation. Said Member shall be provided an opportunity to speak before the Congregation prior to the Congregation voting on the issue of removal. The decision of the Board of Stewards or Congregation, in regards to the removal of Member of the Board of Stewards shall not be subject to appeal.

- Q. Vacancies – In the event of a vacancy on the Board of Stewards, the Board of Stewards shall appoint a member to fill the vacancy until the next election. An appointed member to the Board of Stewards is deemed an “elected member” as a matter of policy.

- R. The Board of Stewards is empowered to enact policy and procedures which are not contrary to or prohibited by the provisions of these Bylaws, the Articles of Incorporation, or the Texas Non-Profit Corporation Act.

VII. COMMITTEES

- A. A formal committee structure fosters a stronger culture of self-governance, continuity in lay leadership, and member investment in the Church. Our committee structure is designed to foster communication and diversity in participation. The following Standing Committees shall be maintained to assist the Board of Stewards:
 - 1. Advancement Committee
 - 2. Bylaws Committee
 - 3. Buildings and Grounds Committee
 - 4. Finance Committee
 - 5. Membership Committee
 - 6. Personnel Committee
 - 7. Strategic Planning Committee

- B. The Board of Stewards may designate additional committees or other governing or advisory bodies as are necessary, and the duties of any such entity shall be prescribed by the Board of Stewards. The Board of Stewards may dissolve any such entity at any time.

- C. The Board of Stewards shall adopt policies and procedures regarding membership requirements of the Standing Committees and any designated committee or other governing or advisory body.

- D. Conflicts of Interest:
 - 1. No more than one individual from the same family or committed relationship may serve on the same committee or other governing or advisory body.
 - 2. The following individuals shall not be eligible to serve as Chair of any committee or other advisory body: anyone who is a Church employee, under contract to the Church, or a friend of the Church.

- E. Reporting – Reports shall be made to the Board of Stewards by the Standing Committees, and any designated committee or advisory body as requested by the Board of Stewards.

VIII. SENIOR PASTOR

- A. Responsibilities – The Senior Pastor, who is an ordained clergy person, is accountable to the Board of Stewards. The Senior Pastor provides leadership for the spiritual life of the Church and shall:
 - 1. act as public spokesperson for the Church, its ministries and community relationships;
 - 2. have primary responsibility for the proclamation of the Gospel by preaching and by coordinated management of clergy staff and Christian outreach ministries, and for determining the duties of clergy and other ministry leaders;
 - 3. be responsible for ordering and content of worship services and for determining when those services shall be held; and
 - 4. collaborate with the Personnel Committee in the hiring, appointing and maintenance of the ministry staff, subject to the funding of positions and approval by the Board of Stewards.

- B. Contract – The Board of Stewards shall contract with the Senior Pastor on behalf of the congregation, and shall provide the Senior Pastor with an annual evaluation.

- C. Vacancy – In the event of a vacancy in the position of Senior Pastor, the Board of Stewards will develop a process for selecting a Senior Pastor candidate.
 - 1. Election – To be elected, the candidate presented shall receive a two-thirds majority of votes cast by members eligible to vote at a Congregational Meeting. If the Church elects a Senior Pastor who does not hold standing in the United Church of Christ, the Senior Pastor will be required to seek standing from the North Texas Association of the South Central Conference within a contractually determined time period.
 - 2. Interim Pastoral Leader – The Board of Stewards may appoint an Interim Pastoral Leader.

- D. Conflict Resolution – The Senior Pastor may be removed when irreconcilable differences arise that cannot be resolved through mutual agreement or mediation. The Senior Pastor may be removed by:
 - 1. A vote by the Congregation, pursuant to the following procedures:
 - a) Petition – Any petition to call a Congregational Meeting for the purpose of removing the Senior Pastor from office must be submitted to the Secretary of the Board and be signed by at least one-fifth of members eligible to vote.
 - b) Board of Stewards Vote – The Board of Stewards may, by an affirmative vote by six of the elected members, call a Congregational Meeting for the purpose of removing the Senior Pastor from office.
 - c) Removal – Removal of the Senior Pastor requires a two-thirds majority of votes cast by members eligible to vote at a Congregational Meeting called for the purpose of removal.
 - 2. A vote of six of the elected Board of Stewards members is required to temporarily suspend the Senior Pastor, which could result in a subsequent vote by the Board to call a Congregational Meeting for the purpose of removing the Senior Pastor from office.

IX. FINANCES

- A. Operations – The Church shall operate in accordance with the Church’s “Accounting Procedures Manual.”
- B. Annual Budget – A budget for the Church’s next fiscal year shall be presented to the Board of Stewards for approval prior to the end of each fiscal year. The Church budget may be amended as needed by a two-thirds majority vote of the Board of Stewards.
- C. Annual Audit – An annual Audit, or other agreed-upon procedures, of accounts and financial transactions of the Church, including segregated funds, shall be prepared by an independent certified public accountant, or by such Committee as may be authorized for this purpose by the Board of Stewards.
- D. Bonding – The Church shall procure fidelity bonds for Officers and Stewards, insurance for appropriate staff, Board of Stewards and other individuals who have signature authority or fiduciary responsibility over the Church’s bank accounts or other funds.
- E. Only the Board of Stewards can enter into a financial agreement for purchase or sale of major assets, debt, mortgage or lien upon the Church and its properties. If such agreement exceeds the sum of one fourth of the Church’s annual budget, the prospective agreement must be fully disclosed and approved by the Congregation in a congregational meeting.

Indemnification – Present and former employees, or members of the Board of Stewards may be, or may be threatened to be, made a defendant or respondent to suits, actions or proceedings as a result of their employment relationship with the Church, or their holding office as a Steward.

- 1. To the extent permitted by law, the Church shall indemnify these persons against the liabilities and expenses actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding if, upon a majority vote of the Stewards not involved in the proceedings or upon any other determination permitted by the Texas Nonprofit Corporation Act, it is determined that the present or former employee or Steward:
 - a) conducted himself/herself in good faith;
 - b) reasonably believed, in the case of conduct in his/her official capacity, that his/her conduct was in the Church’s best interest;
 - c) reasonably believed, in all other cases, that his/her conduct was at least not opposed to the Church’s best interest; and

- d) in the case of any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful; provided, however, that indemnification may not be with respect to matters in which any such individual shall be adjudged to be liable to the Church, or on the basis that personal benefit was improperly received by him/her, whether or not the benefit resulted from action taken in his/her official capacity.
2. It shall be a rebuttable presumption that any such individual did not conduct himself/herself in good faith if the majority of Stewards determine that such liabilities or expenses have arisen from, or are related to, such individual's willful neglect or misconduct, or fraudulent or knowing criminal actions. The Church shall reimburse to any such official named a defendant or a respondent in any proceeding by reason of his/her holding office, reasonable expenses of such suit or proceeding if he/she has been wholly successful, on the merits or otherwise, in defense of such proceeding.

X. POLICIES, PROCEDURES AND PARLIAMENTARY AUTHORITY

- A. Policies and Procedures – The Board of Stewards shall ensure that special rules, policies and procedures for administration and operation remain consistent with these Bylaws
Parliamentary Authority – The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Church in cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules, policies or procedures.
- B. Majority Vote – The requirement for approval of an action or choice is by a simple majority of votes cast by members eligible to vote, unless otherwise stipulated in these Bylaws.

XI. ADOPTION AND AMENDMENTS

- A. Adoption – These Bylaws shall become effective upon submission by the Board of Stewards to the congregation and approval by the congregation at a Congregational Meeting.

- B. Amendments or Repeals –
1. Bylaws may be amended or repealed at a Congregational Meeting by members eligible to vote; a two-thirds majority of votes cast is required.
 2. A proposed Bylaw amendment shall be submitted for vote at a Congregational Meeting if either:
 - a) The proposed amendment is approved by a majority of the Board of Stewards; or
 - b) The proposed amendment is accompanied by a petition signed by at least five percent (5%) of Members of the Church. The petition is subject to verification by the Secretary of the Board.
 3. The proposed Bylaw amendment shall be scheduled for vote at the next Annual or Special Congregational Meeting, but no earlier than 30 calendar days after the proposed Bylaw amendment is received by the Board of Stewards.
- C. The Board of Stewards may authorize a committee or other governing body to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the membership in connection with the Bylaws.