

By-Laws of The United Church of Cohoes, PCECO Cohoes, New York

Article I

Purpose and Objectives

I.1 Statement of Purpose and Mission

The United Church of Cohoes, PCECO (referred to herein as “UCC”) has been called by God, organized to evangelize and proclaim the good news of Jesus Christ. To minister to the needs of members of the congregation and residents of the community, and to promote peace and justice in the world. To advance this mission, we will focus our attention and energy to the following: *sharing the Good News of reconciliation to God in and through Jesus Christ, gathering people for divine worship and nurturing relationships for spiritual accountability and mutual ministry, all the while preparing disciples to be the sent people of God in the world. (ECO Polity, 1.0101)*

I.2 Relation to ECO (A Covenant Order of Evangelical Presbyterians)

UCC is a covenant member of the ECO Cornerstone Presbytery.

I.3 Governance of the Church

UCC shall be accountable to the ECO Cornerstone Presbytery and to the Mission Affinity Group it is committed to. It shall abide by the *Constitution of ECO. Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

I.4 Incorporation

In accordance with the laws of the state of New York and the Constitution of the Presbyterian Church (ECO), the congregation shall cause a corporation to be formed.

I.4.1. Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

I.4.2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from the federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

I.4.3 Upon the dissolution of the organization, assets shall be distributed for one or more

exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II

Covenant Partners (Members)

II.1 Eligibility for Partnership

Partners of UCC shall be all active partners of the congregation. Persons become an active partner of UCC through faith in Jesus Christ as Savior and acceptance of this Lordship in all of life. Baptism and a public profession of faith in Jesus as Lord are the visible signs of entrance into the active partnership of UCC congregation. All who seek covenant partnership with UCC will have completed the required foundational and informational classes as designed.

II.2 Active Covenant Partner

Persons received into partnership of UCC and are active in UCC's work and worship. The roll of active covenant partners is established and maintained by the session within the guiding principles to determine those individuals who are active partners.

Article III

Meeting of Covenant Partners (members)

III.1 Meetings of the Church

There shall be an annual meeting of the congregation during the second quarter of the year for the purpose of: Electing officers, changes in terms of call for the pastor, and electing members to serve on the nominating team. This meeting may also include ministry reports of the current year and goals for the upcoming year, as well as a year to date financial report.

Special meetings of the congregation may be called by the session, by the presbytery, or by the session when requested in writing by one-fourth of the covenant partners (members). Other purposes for meeting may include the following business items:

- Calling a pastor/head of staff, associate pastor, or to request the dissolution of such a call.
- Buying, mortgaging, transferring, or selling real property.
- Requesting that presbytery dismiss the congregation to another presbytery of ECO, or requesting that the presbytery dismiss the congregation to another Reformed body. (Either requires a supermajority of two-thirds of the covenant partners [members] present).
- Approving any amendments to the congregation's articles of incorporation, bylaws or other corporate governing documents and dissolution, merger and any other corporate action requiring voting member approval.

Whenever permitted by law, both ecclesiastical and corporate business may be conducted at the same congregational meeting.

III.2 Notice of Meetings

Adequate notice of the annual meeting shall be given including announcement in worship a minimum of two Sundays prior (one Sunday for any special meetings), as well as the congregation's other avenues of communication.

III.3 Moderator

The pastor/head of staff shall ordinarily moderate all meetings of the congregation. If it is impractical, or if considering actions pertaining to the pastor/head of staff, the pastor may ask another pastor or elder to preside with the session's approval.

III.4 Secretary and Minutes of the Meeting

The clerk of the Board of Elders shall ordinarily serve as secretary for all meetings of the congregation. If it is impractical, the congregation shall elect a secretary for that meeting. The session shall review and approve the final form of the minutes.

III.5 Quorum for the Meeting

The quorum of a meeting of the congregation shall be 40 covenant partners (25 covenant partners for a special meeting), but under no circumstance shall it be fewer than one-tenth of the active covenant partners of the congregation. The secretary shall determine that a quorum is present.

III.6 Voting

Only those active covenant partners (members) present may vote. Voting by proxy is not allowed. Motions are decided by a simple majority vote, unless a higher voting requirement is called for elsewhere in these bylaws. In case of a tie vote on any motion, the motion shall be put to a vote again. If there is another tie, then the motion fails.

ARTICLE IV

Governance/Officers

IV.1 Nominating Committee

The congregation shall form a nominating committee in the following manner:

- 1) There shall be Six (6) members on the nominating committee. When possible, one out-going Elder will serve as chairperson, one member of the Staff (volunteer or paid), and four (4) members at large from the congregation. The pastor serves as member ex officio without a vote. Each must be an active covenant partner (member) and the whole committee should be representative of the whole congregation. When an out-going Elder cannot serve, a chairperson will be elected by the committee.
- 2) Quorum shall consist of at least the chairperson, three (3) other members of the committee, and the pastor.
- 3) Members of the committee shall be elected annually at the congregational meeting. No member shall serve more than three (3) years consecutively.
- 4) The names of candidates for nomination to the office shall be made known to the congregation in conjunction with the announcement of the upcoming election.
- 5) The floor shall be open for nomination during the meeting of the congregation at time of election.

Nominating Committee will be formed annually even in the event that no open positions exist at the time of the annual meeting. Should there be no immediate officer opening, the Nominating Committee will be notified by the clerk of session should any officer positions need to be filled during the operating year.

The Nominating Committee will be provided with a list of Active Covenant Partners who are eligible to serve as officers for any given year.

IV.2 Elders

An elder of the church should be a person of faith, dedication, and good judgment. Their manner of life should be a demonstration of the Christian gospel, both within the church and in the world. Together with the pastor, they exercise leadership, government, and discipline and have responsibilities for the life of the church, as well as the church at large, including ecumenical relationships. They shall serve faithfully as members of the session.

Covenant Partners are only eligible to be nominated and elected to the office of Elder *after the completion of leadership preparation as prescribed by the Board of Elders in the Guiding Principles*.

The congregation shall elect no less than (3) and no more than five (5) elders who shall be elected each year at the annual congregational meeting for a two (2)-year term. No elder shall serve for consecutive terms, either full or partial, aggregating more than six (6) years. An elder having served a total of six (6) years shall be ineligible for reelection to the board for a period of at least one (1) year. In some cases, such as public health emergencies and/or seasons of transition, the session may deem it necessary to extend the term for one or more class of elders. Any extension beyond (6) years must be voted on at the annual meeting of covenant partners.

There shall not be more than one (1) elder from an immediate family (such as father, mother, son, daughter, husband, wife). A quorum comprises the pastor or other presiding officer and three (3) of the elders.

The board of elders, at its first meeting following the annual meeting, shall elect

IV.2.1 a clerk of the Board of Elders

IV.2.2 a church treasurer

IV.2.3 an Elder Commissioner (ECO General Synod meetings)

All Elders will be regarded as Trustees of the church.

Any officer may resign as Elder for good cause, with the consent of the board.

IV.3 Vacancies

Vacancies on the Board of Elders may be filled at a special meeting of the congregation or at the annual meeting, as the Board of Elders may determine. When a vacancy in the Board of Elders occurs, the clerk should notify all members of the Nominating Committee immediately.

Article V

Finances

The Board of Elders shall prepare and adopt a general operating budget and determine the distribution of the congregation's benevolences. It shall authorize offerings for Christian purposes and shall account for the proceeds of such offerings and their disbursement. It shall provide full information to the congregation concerning its decisions in such matters.

The Board of Elders shall elect a treasurer for such term as the session shall decide and shall supervise his or her work. Members of the staff (paid and volunteer) will be in charge of their own designated funds. The Head Pastor will report staff budgets at least annually to the Board of Elders, and more often as requested. The Board of Elders will provide boundaries and expectation for the standard financial practices of the congregation in their guiding principles, but shall in no case fail to observe the following procedures:

V.1.1 All offerings shall be counted and recorded, on site, by at least two duly appointed persons, or by one fidelity bonded person;

V.1.2 Financial books and records adequate to reflect all financial transactions shall be kept and shall be open to inspection by authorized church officers at reasonable times;

V1.3 Periodic, and in no case less than annual, reports of all financial activities shall be made to the session or entity vested with financial oversight.

ARTICLE VI

Indemnification

Every officer or staff (paid or volunteer) of the church may be indemnified by the church against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been an officer, staff (paid or volunteer) of the church, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the board approves such settlement and reimbursement as being in the best interest of the church. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such officer or staff (paid or volunteer) is entitled.

ARTICLE VII

Conflict of Interest

VII.1 Policy

Whenever a covenant partner, officer, or staff (paid or volunteer) has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the

nature of the interest and b) withdraw from voting on the matter (if eligible). Other session members should actively discourage a member, officer or employee with a potential conflict from lobbying them. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested session members determine that it is in the best interest of the church to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

VII.2 Violations of the Policy

If a covenant partner, officer, or staff (paid or volunteer) has reasonable cause to believe that a covenant partner, officer, or staff (paid or volunteer) failed to disclose actual or potential conflicts of interest, they shall inform the board of the basis of such belief. The board shall designate an appropriate party to investigate all allegations of conflict of interest involving the church and report all findings to the board. If the board determines the covenant partner, officer, or staff (paid or volunteer) failed to disclose actual or potential conflict of interest, the board shall take appropriate disciplinary and corrective action.

ARTICLE VIII

Prohibited Activities

No substantial part of the activities of UCC shall be the carrying out of propaganda, or otherwise attempting to influence regulations, and UCC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, UCC shall not carry other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

Dissolution

If UCC is formally dissolved by the presbytery, such property as the church may have shall be held, used, and applied for such uses, purposes, and trusts as the presbytery, synod, or the general assembly may direct, limit, and appoint, or such property may be sold or disposed of as such governing body may direct in conformity with the constitution of the Presbyterian Church (ECO) and the laws of the State of New York.

ARTICLE X

Amendments

These bylaws may be amended subject to the Articles of Incorporation, the laws of the state of New York and the Constitution (Polity) of A Covenant Order of Evangelical Presbyterians (ECO) by a two-thirds vote of the voters present, providing that the imposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.

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