

Bylaws of First Christian Church (Disciples of Christ) Olympia, Washington

Article I: Incorporation

First Christian Church (Disciples of Christ), Olympia, Washington, is a nonprofit religious body, governed by its congregation, and incorporated under the laws of the State of Washington. These bylaws support the First Christian Church Covenant, a companion document.

Article II: Affiliation

First Christian Church is affiliated with the denomination known as the Christian Church (Disciples of Christ).

Article III: Open and Affirming Congregation—All Means All

First Christian Church is an open and affirming faith community. All are welcome—people of any sexual orientation, gender identity, ethnicity, marital status, nationality, physical or mental capacity, race, or socio-economic status. Different and alike, we are all God’s creations.

Article IV: Congregation

First Christian Church follows a congregational model. This means the congregation is self-directing. It has the authority to call ordained staff using the process of the Northern Lights Regional Christian Church (Disciples of Christ); to approve and revise the annual budget; to choose its leadership; and to approve changes to the covenant, bylaws, and articles of incorporation.

The church leadership is called the Leadership Kairos (see Article V).

Those in the congregation who attend an annual meeting or special meeting have the authority to approve any item of business publicized for the meeting, except calling of a pastor (see Article VI).

Annual Meeting

The congregation holds an annual meeting near the end of the fiscal year, which runs from January 1 through December 31. The meeting celebrates the spirit and fellowship of First Christian Church, reflects on the year coming to a close, and prepares for the year to come.

During the annual meeting, the congregation:

- Hears about the church's ministries.
- Approves the budget for the upcoming fiscal year.
- Acts upon recommendations from the Leadership Kairos.
- Endorses, in even years, the slate of individuals for the Leadership Kairos. In odd years, endorses changes to the Leadership Kairos caused by vacancies.

The Leadership Kairos determines the date, time, and place for annual meetings.

Special Meetings of the Congregation

The moderator of the Leadership Kairos calls special meetings at the direction of the Leadership Kairos.

The moderator also will call a special meeting when the Leadership Kairos receives a petition from the congregation, signed by at least 10 people or 10 percent, whichever is greater. The meeting will be held within 30 days of receiving the petition, with at least a two-week notice.

Notice of Annual or Special Meetings

Notice of the annual meeting or special meetings will be sent by email or by U.S. Mail (for those in the congregation who have not provided an email address), posted in the church foyer, and announced during church service. The notice will contain the time, date, place, and purpose of the meeting.

Topics addressed at the annual meeting or special meetings are limited to the agenda items publicized for the meeting.

Article V: Leadership Kairos

Kairos means a time when conditions are right to accomplish a crucial action. It also means spiritual opportunity. Both are an important foundation to the decisions of First Christian Church. To remain aware of the spirit that surrounds us, we rename our former board the *Leadership Kairos*. Those who serve on the Leadership Kairos are called from within the congregation.

Authority

The Leadership Kairos receives its authority from the congregation and works on behalf of and to benefit the congregation. The congregation delegates authority to the Leadership Kairos to make decisions on all matters not expressly reserved to the congregation, the pastor, the Trust Agreement (see Appendix), or other legally binding agreements.

Leadership Kairos Positions

The voting positions are moderator, vice-moderator, finance director, property director,

and the pastor. The chair of the elders serves as a non-voting position on the Leadership Kairos.

Moderator, vice-moderator, and property director have authority to sign for expenditure of church funds and to execute legal documents. They also serve as the directors of the nonprofit corporation in documents filed with the Secretary of State's Office.

Other leadership positions are on an ancillary group of non-voting volunteers. This group will meet jointly with the Leadership Kairos 2-4 times a year and supports the church in areas such as communications, grounds upkeep, and special events and projects. The work of this group may change as needs change.

Leadership Handbook

The Leadership Kairos maintains a handbook to guide its work and to mentor new individuals as they come onto the Leadership Kairos. Duties of Leadership Kairos positions are listed in the handbook. The church office keeps a copy of this handbook; anyone from the congregation may ask to read it.

Decision-making Approach

The Leadership Kairos operates with a consensus model, which is explained in more detail in the handbook. The Leadership Kairos takes a formal vote only when differences cannot be resolved by compromise and prayerful reflection.

Terms

Each position on the Leadership Kairos (except the pastor) has a two-year term. Individuals may serve two consecutive two-year terms on the Leadership Kairos before they must rotate off. It is the intention of First Christian Church that those who serve take "Sabbath time" to recharge from the duties of the Leadership Kairos.

The pastor always serves on the Leadership Kairos unless they are on sabbatical.

Selecting the Leadership Kairos

Individuals serving on the Leadership Kairos come from the congregation. The current Leadership Kairos seeks individuals for the next slate of leaders. The moderator or vice-moderator organizes this effort, which includes opportunities for individuals to volunteer to serve. The slate presented to the congregation includes names only of individuals who have agreed to serve.

A full slate is presented every two years, in even years. A partial slate may be needed in odd years if an unexpired term needs to be filled.

Vacancies on the Leadership Kairos

If the position of moderator becomes vacant, the vice-moderator completes the unexpired term. The Leadership Kairos then seeks a new vice-moderator, looking first within the current Leadership Kairos.

For other vacant positions, the Leadership Kairos appoints an individual who agrees to finish the term.

Meetings of the Leadership Kairos

At the beginning of each fiscal year, the Leadership Kairos sets a schedule of monthly meetings and publishes them in the church newsletter.

The moderator ensures that meeting agendas are developed and distributed to the Leadership Kairos before each meeting. At each meeting, the moderator also identifies an individual to take minutes.

Three or more serving on the Leadership Kairos constitute a quorum.

Leadership Kairos meetings are open to anyone from the congregation who wants to attend. When personnel or legal matters are discussed, however, that portion of the meeting will be closed. A congregant who wants to bring up a topic at a Leadership Kairos meeting needs to contact the moderator in advance.

Article VI: Personnel

Personnel Manual

First Christian Church maintains a personnel manual that includes, at a minimum, a written job description for each paid employee, including the pastor; procedures for selecting paid staff other than the pastor; policies for disciplining, suspending, or terminating paid staff; and an appeal process for terminations, suspensions, or other disciplinary actions. The church office keeps a copy of the personnel manual; anyone from the congregation may ask to read it.

Pastoral Search and Call

The congregation uses the pastor search process of the Northern Lights Regional Christian Church (Disciples of Christ). The process is outlined in the personnel manual and in materials from the region.

A candidate for pastor must be accepted by at least two-thirds of the congregation present at a special meeting called for that purpose.

Period of Employment

A pastor is called for an indefinite period and either the congregation or the pastor may end employment with 60 days written notice. This termination period may be altered by mutual agreement.

Termination

A pastor may be removed from their position for any one or a combination of the following reasons: inadequate revenue in the church budget, continued neglect of duty, conduct deemed

detrimental to the church, insubordination, or unauthorized absences. These reasons are defined in the personnel manual.

If it is necessary to terminate the service of a pastor for any of the above reasons, the Leadership Kairos will meet at the soonest date to discuss the matter. The Leadership Kairos may immediately suspend the pastor with pay.

The Leadership Kairos has the authority to terminate the pastor's employment. The pastor may appeal the Leadership Kairos's action to the congregation using the process for calling a special meeting of the congregation. (Article IV).

Resignation of the Pastor

A pastor's written resignation must be submitted to the Leadership Kairos. Upon receipt, the moderator announces the resignation to the congregation.

Article VII: Legal Requirements

Status as a Nonprofit Corporation

First Christian Church was incorporated under the laws of the State of Washington. The decree of incorporation was filed for record in the Secretary of State's Office on April 4, 1892. Information about the corporation is available on the Secretary of State's website under nonprofit corporations using the church's UBI number.

For historical context, the decree of incorporation was recorded in Book 5, page 334, Domestic Corporations. Amendments to the Articles of Incorporation are accessible on the Secretary of State's website.

Decisions of the Nonprofit Corporation

The decision-making approach is described in Article V.

Fiscal Year

The fiscal year for First Christian Church is January 1 through December 31.

Trust Agreement and Deed of Trust

In order to protect First Christian Church's property from persons or groups who might seek to separate from the historical denominational affiliation, a Trust Agreement and a Deed of Trust have been signed describing the conveyance of ownership of the property to the regional church, currently named the Northern Lights Regional Christian Church (Disciples of Christ). (See Appendix A.)

Indemnification

To the extent permitted by law, First Christian Church will indemnify and exonerate individuals serving on the Leadership Kairos and church employees from all judgments, amounts paid in

settlement and all reasonable expenses (including attorney fees), resulting from or caused by any act or omission of these individuals or employees when they in good faith are carrying out First Christian Church's business or acting in its behalf.

The church will carry liability insurance covering employees and the Leadership Kairos. The policy is on file in the church office.

Changing or Repealing the Covenant, Bylaws, or Articles of Incorporation

Approving changes proposed by the Leadership Kairos

A bylaws review committee, assembled by the Leadership Kairos, reviews the bylaws, and presents proposed changes to the Leadership Kairos. After Leadership Kairos approval, the proposed changes go before the congregation.

Bylaws may be changed or repealed by a majority of the congregation present at the annual meeting or a special meeting of the congregation, when notice of the intention to change or repeal these bylaws at the meeting is included in the publicized meeting purpose.

The process is the same for approving changes to First Christian Church's covenant or its article of incorporation.

Approving changes proposed by the congregation

Usually the Leadership Kairos studies and accepts proposed changes to bylaws, the covenant, or the articles of incorporation before referring the changes to the congregation for final approval. When 10 congregants or 10 percent of the congregation (whichever is greater) petition to hold a special meeting of the congregation to accept or reject proposed changes to any of these documents, the moderator will call the meeting. Article IV describes the requirements for a special meeting of the congregation.

Dissolution of the Corporation

First Christian Church (Disciples of Christ), Olympia, Washington, is a nonprofit religious body incorporated under the laws of the State of Washington. Dissolving the corporation requires a three-step process:

- 1. Two-thirds of the Leadership Kairos must vote to refer the matter to the congregation.*
- 2. Two-thirds of the congregation present at the meeting to discuss dissolution must vote to dissolve the corporation using a written ballot and follow the bylaws process for special meetings of the congregation.*
- 3. The moderator of the Leadership Kairos must submit the necessary paperwork to dissolve the corporation to the Secretary of State.*

Option 1: *Church assets must be liquidated and distributed according to First Christian Church Olympia's articles of incorporation.*

Option 2: *Dissolution of the corporation triggers the requirements of the Trust Agreement*

between First Christian Church (Disciples of Christ) of Olympia and the Northwest Regional Christian Church (Disciples of Christ).

Appendix

Trust Agreement and Deed of Trust (attached).

One possible revision for Article VIII of the articles of incorporation

No member, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

In the event this corporation is dissolved, its assets will be applied and distributed as follows:

1. All liabilities and obligations First Christian Church shall be paid, satisfied, and discharged.
2. Any assets held by First Christian Church with a condition requiring their return or transfer to another entity upon dissolution of the corporation will be conveyed as required.
3. The Leadership Kairos will refer to the congregation a recommendation for distributing any remaining assets. These assets must be allocated exclusively to charitable organizations exempt from tax under Internal Revenue Code Section 501(c)(3).

*Revising Article VIII of the articles of incorporation to the text shown above resolves any problems between the bylaws and the articles of incorporation. However, the articles of incorporation would then conflict with the trust agreement. **Attempting to dissolve the corporation violates the trust.***