

<p align="center"><b>Proposed Bylaws January 2019 Board Structure &amp; Governance</b></p>	<p align="center"><b>Current Bylaws Articles IX through XI and Article XIV</b></p>
<p>ARTICLE IX: Trustees and Church Officers</p> <p><b>Section 1. Board of Trustees</b> There shall be a Board of Trustees (hereafter referred to as the Board) composed of seven (7) members: President, Vice-President, Immediate Past President, Finance Director, Secretary of the Board, Program Director, and one Member at Large.</p> <p>The Minister and the Treasurer are ex-officio members of the Board.</p> <p><b>Section 2. Terms of Office</b> The Vice President, President, and Immediate Past President shall each serve one year sequentially. A new Vice President is elected each year and will fill the office of President after one year, and after two years will fill the role of Immediate Past President. All other members of the Board shall be elected for a three-year term. Secretary of the Board, Finance Director, Program Director and Member at Large will run in staggered years.</p> <p>The terms of office will begin on the first day of the church fiscal year. No member of the Board of Trustees may</p>	<p>ARTICLE IX: Trustees, Church Officers, and Councils</p> <p><b>Section 1. Board of Trustees</b> There shall be a Board of Trustees (hereafter referred to as the Board) composed of <del>nine (9)</del> members with the following positions: President, Vice-President, <del>Director of Mission Council, Director of Property Council, Director of Community Council, Director of Religious Development Council, Director of Administrative Council,</del> Director of Finance Council and Secretary of the Board.</p> <p><b>Section 2. Terms of Office</b> With the exception of the President and Vice President, each member of the Board shall be elected for a <del>two-year</del> term. A new Vice President is elected each year and will fill the office of President after one year. <del>The other Board members shall be elected by position as follows: Director of Mission Council, Director of Property Council, Secretary of the Board, and Director of Community Council will be chosen in elections held in even numbered years. The Director of Religious Development Council, Director of Finance Council and the Director of Administrative Council will be chosen in elections held in odd numbered years.</del></p> <p>The terms of office will begin on the first day of the church fiscal year. No member of the Board of Trustees</p>

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<p>serve more than six (6) consecutive years on the Board. If any member is absent from three (3) meetings during any twelve-month period, the remaining members may declare that office vacant.</p> <p><b>Section 3. Election of Members of the Board:</b> The election of members to the Board shall be held on the day of the Annual Meeting of the Congregation. All candidates must be Active members in accordance with Membership Bylaws. No person who is an employee of St. John's or who provides contracted services in exchange for a fee or other consideration shall be eligible to serve.</p> <p><b>Section 4. Powers and Duties of the Board:</b> On behalf of the Congregation, the Board is responsible for strategic planning, policy development and implementation, and the real and personal property of the church, its business affairs, and all contracts. The Board shall keep the Congregation informed of its decisions and activities.</p> <p>Through its President, the Board shall call special Congregational Meetings as needed. At the Annual Meeting of the Congregation, the Board shall present a budget in itemized form for the Congregation's approval. Neither the Board, nor its officers, shall incur any further financial obligation(s) totaling in excess of four percent (4%) of the total operating budget most recently approved during the fiscal year without specific authorization at a called Congregational Meeting.</p>	<p>may serve more than <del>five (5)</del> consecutive years on the Board. If any member is absent from three (3) meetings during any twelve-month period, the remaining members may declare that office vacant.</p> <p><b>Section 3. <u>Election of Members of the Board:</u></b> The election of members to the Board shall be held on the day of the Annual Meeting of the Congregation. All candidates for positions on the Board must be <del>voting</del> members of the Congregation. No person who is an employee of St. John's or who provides contracted services in exchange for a fee or other consideration shall be eligible to serve.</p> <p><b>Section 4. <u>Powers and Duties of the Board:</u></b> On behalf of the Congregation, the Board is responsible for policy development and <del>compliance, and the administrative management</del> of the real and personal property of the church, its business affairs, and all contracts. The Board shall keep the Congregation informed of its decisions and activities.</p> <p>Through its President, the Board shall call special Congregational Meetings as needed. At the Annual Meeting of the Congregation, the Board shall present a budget in itemized form for the Congregation's approval. Neither the Board, nor its officers, shall incur any further financial obligation(s) totaling in excess of <del>two percent (2%)</del> of the total operating budget most recently approved during the fiscal year without specific authorization at a called Congregational Meeting.</p>

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<p><b>Section 5. Meetings:</b> The Board shall meet at least once a month. A majority of the members constitutes a quorum.</p> <p><b>Section 6. Powers and Duties of the Officers:</b></p> <ul style="list-style-type: none"> <li>a) The President is the chief administrator of the Congregation and shall preside at all meetings of the Congregation and all meetings of the Board.</li>   <li>b) The Vice-President assists the President in the execution of his or her duties, monitors task-force/ad hoc committee development and assumes the duties of the President when the President is unavailable.</li>   <li>c) The Immediate Past President will continue work on projects begun during the President role, mentor the President, provide institutional memory to the Board and focus on Leadership Development.</li>   <li>d) The Secretary of the Board has responsibility for all non-financial records of the church and keeps accurate minutes of all meetings of the Congregation and the Board.</li>   <li>e) The Finance Director, working with a Board-appointed, bonded Treasurer, supervises the</li> </ul>	<p><b>Section 5. Meetings:</b> The Board shall meet at least once a month. A majority of the members constitutes a quorum.</p> <p><b>Section 6. Powers and Duties of the Officers:</b></p> <ul style="list-style-type: none"> <li>a. The President is the chief administrator of the Congregation and shall preside at all meetings of the Congregation and all meetings of the Board. <del>The President will work with the Minister to coordinate relations with the staff.</del></li>   <li>b. The Vice-President assists the President in the execution of his or her duties, <del>facilitates inter-council functioning,</del> monitors task force development and assumes the duties of the President when the President is unavailable.</li>   <li>c. The Secretary of the Board has responsibility for all non-financial records of the church and keeps accurate minutes of all meetings of the Congregation and the Board.</li>   <li>d. <del>The Director of Finance Council is in charge of developing and administering the financial program of the church.</del> The Director of Finance Council, working</li> </ul>

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expenditure of church monies and provides for the written accounting of all the financial transactions of the church. The Finance Director keeps informed of the financial condition of the church, reports to the Board and the Congregation, and prepares financial forecasts as required.

- f) Program Director is responsible for keeping the Board informed of committee, program, and team activities from different areas of the church.
- g) The Member at Large can fill roles delegated to him/her by the President, tagged to lead short-term subcommittee assignments (for weeks or months). They can also volunteer to lead projects that the Board deems valuable.
- h) In addition to exercising the powers and duties set forth, each officer shall have those powers and duties assigned to them by the Board.

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with a Board appointed bonded Treasurer, supervises the expenditure of church monies and provides for the written accounting of all the financial transactions of the church. The Director of Finance Council keeps informed of the financial condition of the church, reports to the Board and the Congregation, and prepares financial forecasts as required.

~~e. The Executive Committee is composed of the President, Vice President, Secretary of the Board, Director of the Finance Council and the minister.~~

~~f. Council Directors are responsible for organizing and administering the work of their respective Council as provided in Section 7.~~

g. In addition to exercising the powers and duties set forth, each officer shall have those powers and duties assigned to them by the Board.

**Section 7. The Councils:**

~~There are six Councils organized to assist the Board in the administration of church affairs. A Director leads each Council. The Councils are composed of committee chairs and individuals with special tasks. Each Council Director serves as the liaison to the Board for activities, issues and concerns of the associated committees and volunteers.~~

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<p><b>Section 7. Committees and Individuals Authorized/Appointed by Board:</b> The Board authorizes operating committees. The Board</p>	<p>a. <del>The Administrative Council coordinates administrative functions of the church including, but not limited to, office support, office purchases, office technology, newsletter production, building rentals and church directory.</del></p> <p>b. <del>The Community Council supports and encourages a strong sense of community within the congregation through its coordination of social groups and committees that bring members and friends of the church together.</del></p> <p>c. <del>The Finance Council is responsible for all matters concerning church finances.</del></p> <p>d. <del>The Mission Council supports and encourages church relationships beyond its doors through social witness and action. This Council is also responsible for facilitating the church's involvement in denominational affairs.</del></p> <p>e. <del>The Property Council is responsible for coordinating matters concerning church property, including maintenance, improvements and aesthetics.</del></p> <p>f. <del>The Religious Development Council works with the Minister to coordinate the Sunday morning experience and activities related to religious education and musical programming.</del></p> <p><b>Section 8. Committees and Individuals Reporting</b></p>

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<p>may also create positions as needed. The Board may appoint other committees, and all committees shall report to the Board.</p> <p><b>Committee on Ministry moved to: ARTICLE X: Special Committees Reporting to the Congregation</b></p> <p><b>Section 8. Fund Trustees:</b> The Fund Trustees shall consist of three (3) members: the Finance Director, and two Fund Trustees elected by the congregation, one elected each year. The elected Fund Trustees shall be members of the congregation, may not be members of the Board, and shall serve for two-year terms. Fund Trustees may not serve more than three consecutive full terms. The Treasurer may attend all meetings of the Fund Trustees but cannot vote.</p> <p>The Fund Trustees shall serve as trustees of all endowment and other special funds authorized by the Congregation or the Board. Two (2) of the three (3) Trustees must consent to any request made by the Board for funds under their trusteeship. They shall abide by separate fund charters established by the Board or Congregation for each of the funds.</p>	<p><b><u>to Councils:</u></b> The Board authorizes operating committees <del>and assigns them to a Council.</del> The Board may also create positions <del>to be held by individuals who report to a Council Director.</del> These individuals <del>perform specific tasks that are best handled by one person.</del> The Board may appoint other committees, and all committees shall report to the Board through their respective Council Director.</p> <p><b><u>Section 9. Committee on Ministry:</u></b> <del>There shall be a Committee on Ministry with six members, three recommended by the Minister subject to Board approval and three recommended by the Board subject to the Minister's approval.</del></p> <p><b><u>Section 10. Fund Trustees:</u></b> The Fund Trustees shall consist of the following <del>six (6)</del> members: the Director of Finance Council, <del>the Director of Property Council,</del> and <del>four</del> Fund Trustees elected by the congregation, <del>two</del> elected each year. The elected Fund Trustees shall be Full members of the congregation, may not be members of the Board, and shall serve for two-year terms. Fund Trustees may not serve more than three consecutive full terms.</p> <p>The Fund Trustees shall serve as trustees of all endowment and other special funds authorized by the Congregation or the Board. <del>Four (4) of the six (6)</del> Trustees must consent <del>to all decisions</del> made with respect to funds under their trusteeship. They shall abide by separate <del>guidelines</del> established by the Board or Congregation for</p>

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<p><b>Section 9. Vacancies:</b> If the position of the President becomes vacant, it shall be filled by the Vice-President for the remainder of the year and for the subsequent year. When vacancies occur on the Board or among the Fund Trustees or the Leadership Committee, the Board may appoint a replacement or ask the Leadership Committee to recommend a replacement. All replacements must meet the requirements for being elected to the position. Replacements will serve only for the duration of the church fiscal year, and the Congregation will elect a permanent replacement to serve any unexpired time in the vacant position.</p> <p><b>Section 10. Financial Audit:</b> The board will arrange for an audit or review of the church's accounting records in even numbered fiscal years by an independent, outside professional and will report the results to the Congregation.</p> <p>ARTICLE X: Special Committees Reporting to the Congregation</p> <p><b>Section 1. Leadership Committee:</b> There shall be a standing Leadership Committee consisting of the Immediate Past President ex officio and four members of the Congregation serving staggered two-year terms with two elected each year on the day of the</p>	<p>each of the funds.</p> <p><b>Section 11. <u>Vacancies:</u></b> If the position of the President becomes vacant, it shall be filled by the Vice-President for the remainder of the year and for the subsequent year. When vacancies occur on the Board, other than for the Presidency, or among the Fund Trustees, <del>the Nominating Committee shall recommend a replacement to the Board. If the Board disapproves the replacement, the Nominating Committee shall continue to suggest alternate replacements until the Board approves one.</del> All replacements must meet the requirements for being elected to the position. Replacements will serve only for the duration of the church fiscal year, and the Congregation will elect a permanent replacement to serve any unexpired time in the vacant position.</p> <p><b>Section 12. <u>Financial Audit:</u></b> The board will arrange for an audit or review of the church's accounting records in even numbered fiscal years by an independent, outside professional and will report the results to the Congregation.</p> <p>ARTICLE X: Special Committees Reporting to the Congregation</p> <p><b>Section 1. <u>Nominating Committee:</u></b> There shall be a standing <del>Nominating</del> Nominating Committee consisting of the <del>Vice-President</del> Vice-President ex officio and four members of the Congregation serving staggered two</p>

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<p>Annual Congregational Meeting. The Immediate Past President shall convene the first meeting of the Leadership Committee, at which time the committee will select its chairperson.</p> <p>The primary duties of the Leadership Committee are to nominate candidates for elected offices and to administer the elections. A secondary duty is Leadership Development.</p> <p><b>Section 2. Ministerial Search Committee:</b> Whenever it becomes necessary to select a new Minister, a ministerial search committee shall be elected by the Congregation to conduct the search. The plan prepared by the Board for selection of the Minister shall specify the size and responsibilities of this committee.</p> <p><b>Section 3. Committee on Ministry:</b> The Committee on Ministry (CoM) shall consist of four to six members, half recommended by the Minister subject to Board approval and half recommended by the Board subject to the Minister's approval. Upon arrival of a newly called minister, the Board shall include in the Committee at least two members from the Search Committee that recommended the new minister.</p> <p>The purpose of the Committee on Ministry is to strengthen the quality of ministry within the congregation including professional leadership, music, social justice, religious education, pastoral care, etc. CoM is concerned with the spiritual health of the entire ministry of the congregation. It</p>	<p>year terms with two elected each year <del>from a slate of a least two candidates</del> on the day of the Annual Congregational Meeting. The <del>Vice President</del> shall convene the first meeting of the <del>Nominating</del> Committee, at which time the committee will select its chairperson.</p> <p>The primary duties of the <del>Nominating</del> Committee are to nominate candidates for elected offices and to administer the elections.</p> <p><b>Section 2. Ministerial Search Committee:</b> Whenever it becomes necessary to select a new Minister, a ministerial search committee shall be elected by the Congregation to conduct the search. The plan prepared by the Board for selection of the Minister shall specify the size and responsibilities of this committee.</p>



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<p>serves as a support group for the Minister and as a communication channel between the Minister and members of St. John's.</p> <p>CoM's method of evaluation will be described in Board Policy.</p> <p><b>Section 4. Other Committees:</b> From time to time, the Congregation may create and elect other committees to perform special tasks that the Congregation deems to be necessary.</p> <p>ARTICLE XI: Rules Governing the Conduct of Elections</p> <p><b>Section 1. Time of Elections:</b> The election of members to the Board of Trustees, The Fund Trustees, and the Leadership Committee shall occur on the day of the Annual Meeting of the Congregation, and balloting shall end at the start of that meeting.</p> <p><b>Section 2. Nominations:</b> At least ten weeks prior to the elections, the Leadership Committee publishes a list of positions be voted on and instructions on how individuals may request nomination for these position. The Leadership Committee shall then actively recruit and nominate one or more suitable and willing candidates for each open position. In addition to nominations made by the committee, individuals who wish to run for a specific office may also be nominated by submitting a written statement, signed by five members of the Congregation, to</p>	<p><b>Section 3. <u>Other Committees:</u></b> From time to time, the Congregation may create and elect other committees to perform special tasks that the Congregation deems to be necessary.</p> <p><u>ARTICLE XI: Rules Governing the Conduct of Elections</u></p> <p align="center">-</p> <p><b>Section 1. <u>Time of Elections:</u></b> The election of members to the Board of Trustees, The Fund Trustees, and the <del>Nominating</del> Committee shall occur on the day of the Annual Meeting of the Congregation, and balloting shall end at the start of that meeting.</p> <p><b>Section 2. <u>Nominations:</u></b> At least ten weeks prior to the elections, the <del>Nominating</del> Committee publishes a list of positions be voted on and instructions on how individuals may request nomination for these position. The <del>Nominating</del> Committee shall then actively recruit and nominate one or more suitable and willing candidates for each open position. In addition to nominations made by the committee, individuals who wish to run for a specific office may also nominate themselves by submitting a written statement to the chairperson of the <del>Nominating</del> Committee before the nomination deadline. This statement must be signed by</p>

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<p>the chairperson of the Leadership Committee before the nomination deadline. The deadline for all nominations is five weeks prior to the election. All candidates must be Active members in accordance with Membership Bylaws. Elected members of the Leadership Committee may not be candidates for office for which they nominate candidates except to run for up to two full terms on the Leadership Committee.</p> <p><b>Section 3. Publishing the list of Candidates:</b> The Leadership Committee posts the list of candidates for all offices in a public place at least four weeks prior to the election. In addition, the Leadership Committee shall publish the list of candidates in the church newsletter as soon as possible after the close of nominations to inform the Congregation about the candidates, their backgrounds, and their reasons for seeking the office.</p> <p><b>Section 4. Administering the Election:</b> The Leadership Committee is responsible for preparing ballots, administering the balloting, counting the ballots, and publishing the results. The candidate receiving the most votes for a given office will be the winner of the election for that office. If there is a tie vote for a Leadership Committee member, all such tied members shall be elected to the committee, and the committee shall be expanded for that year in order to accommodate the larger membership. If there is a tie for any Board or Fund Trustee</p>	<p>five members of the Congregation. The deadline for all nominations is five weeks prior to the election. <del>All candidates must be Full members (see Article VI, Section 1) of the Congregation. Members of the Nominating Committee, other than the Vice President who serves ex-officio, may not be candidates for office (including membership on the Nominating Committee) in the elections for which they nominate candidates.</del></p> <p><b>Section 3. <u>Publishing the list of Candidates:</u></b> The <del>Nominating</del> Committee posts the list of candidates for all offices in a public place at least four weeks prior to the election. In addition, the <del>Nominating</del> Committee shall publish the list of candidates in the church newsletter as soon as possible after the close of nominations to inform the Congregation about the candidates, their backgrounds, and their reasons for seeking the office.</p> <p><b>Section 4. <u>Administering the Election:</u></b> The <del>Nominating</del> Committee is responsible for preparing ballots, administering the balloting, counting the ballots, and publishing the results. The candidate receiving the most votes for a given office will be the winner of the election for that office. If there is a tie vote for a <del>Nominating</del> Committee member, all such tied members shall be elected to the committee, and the committee shall be expanded for that year in order to accommodate the larger membership. If there is a tie for any Board or Fund Trustee position, the <del>Nominating</del> Committee administers a run-off election within three weeks among those tied for the position. The results of the election</p>

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<p>position, the Leadership Committee administers a run-off election within three weeks among those tied for the position. The results of the election shall be announced to the Congregational Meeting before it ends unless a majority of the members attending the meeting vote to postpone the announcement of the election results.</p> <p><b>Section 5. Absentee Ballots:</b> Absentee ballots shall be issued to voting members of the Congregation on request. This request may be made at any time prior to the last Friday preceding the election. The procedure for casting absentee ballots will be as follows: the completed ballot, or a reasonable facsimile thereof, shall be sealed in a blank envelope. This blank envelope shall be accompanied by a slip signed by the voter. Both shall be put in a second envelope which may be mailed or handed to any member of the Leadership Committee. Signatures shall be checked off against the membership list. All absentee ballots must arrive at St. John's in time for the sealed envelope (separated from the voter's signature) to be place in the ballot box along with the votes cast on the day of the election.</p> <p><b>Remove ARTICLE XIV: Ministry Review</b> CoM's method of evaluation will be described in Board Policy.</p>	<p>shall be announced to the Congregational Meeting before it ends unless a majority of the members attending the meeting vote to postpone the announcement of the election results.</p> <p><b>Section 5. <u>Absentee Ballots:</u></b> Absentee ballots shall be issued to voting members of the Congregation on request. This request may be made at any time prior to the last Friday preceding the election. The procedure for casting absentee ballots will be as follows: the completed ballot, or a reasonable facsimile thereof, shall be sealed in a blank envelope. This blank envelope shall be accompanied by a slip signed by the voter. Both shall be put in a second envelope which may be mailed or handed to any member of the <del>Nominating</del> Committee. Signatures shall be checked off against the membership list. All absentee ballots must arrive at St. John's in time for the sealed envelope (separated from the voter's signature) to be place in the ballot box along with the votes cast on the day of the election.</p> <p><b><del>ARTICLE XIV: Ministry Review</del></b> <del>The purpose of the review is to determine the health of the congregation and the effectiveness of the lay and professional ministry of the church. The Board of Trustees shall ensure that evaluation data is collected from the congregation (or a representative sample), summarized, and published or posted every even year. The Board will provide advance notice to the congregation identifying</del></p>

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	<p>those responsible for collecting data, the evaluation timetable, and how members may participate if a representative sample is used.</p>