

**Central Christian Church (Disciples of Christ)**

**Great Falls, Montana**



**CONSTITUTION  
AND  
BYLAWS**

**Adopted December 13, 2020**

## **PREAMBLE**

As members of the Christian Church (Disciples of Christ), we confess that Jesus is the Christ, the son of the Living God, and proclaim him Lord and Savior of the world.

In Christ's name and by his grace, we accept our mission of witness and service to all people.

We rejoice in God, maker of heaven and earth, and in the covenant of love which binds us to God and to one another.

Through baptism into Christ, we enter into newness of life and are made one with the whole people of God.

In communion of the Holy Spirit, we are joined together in discipleship and in obedience to Christ.

At the table of the Lord, we celebrate with thanksgiving the saving acts and presence of Christ.

Within the universal church, we receive the gift of ministry and light of Scripture. In the bonds of Christian faith, we yield ourselves to God that we may serve the One whose Kingdom has no end.

Blessing, glory, and honor be to God forever. Amen.

We, the members of Central Christian Church (Disciples of Christ), in order that this congregation through free and voluntary relationships may faithfully express the ministry of Christ made known through Scripture; faithfully fulfill our ministries in Christian stewardship; assure both unity and diversity; advance responsible ecumenical relationships in response to God's covenant do commit ourselves to one another in adopting this Constitution and Bylaws.

**ARTICLE I.**  
**NAME**

**Section 1.01 Name**

The name of this Corporation shall be Central Christian Church of Great Falls, Montana, a local manifestation of the Christian Church (Disciples of Christ) in the United States and Canada. The business of the Corporation may be conducted as Central Christian Church (Disciples of Christ).

**ARTICLE II**  
**PURPOSES AND POWERS**

**Section 2.01 Purpose**

1. In response to God's call, the purpose of Central Christian Church in Great Falls, Montana, is to fulfill the ministry of Jesus Christ in the world through nurturing personal growth, congregational care, and sacrificial giving of one's self for others.
2. Central Christian Church is a non-profit Corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

**Section 2.02 Powers**

1. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.
2. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**ARTICLE III.**  
**MEMBERSHIP**

**Section 3.01 Membership**

1. Membership of this congregation shall consist of the following:
  - a. those who are now identified as members of the congregation, or, those who publicly confess faith in Jesus Christ as Lord and are baptized in his name, or,
  - b. those who transfer membership from other Christian communions.

**Section 3.02 Participating Membership**

1. Definition
  - a. Participating membership is defined as a member who has been involved in some way in the life of the congregation during the past twelve (12) months.

**Section 3.03 Associate Membership**

1. Associate Membership will be granted to Christians who wish to participate in this congregation but desire to retain membership in their home congregation. Associate members shall have voice, but no vote, at any congregational meeting.

**Section 3.04 Congregational Meetings**

1. The congregation shall hold an annual business meeting during the month preceding the beginning of the fiscal year, January 1st.
2. Special congregational meetings shall be called by the Moderator upon request of the Board or upon written petition of one-fourth of the participating membership.

3. Notice of all regular and special meetings of the congregation shall be given in the church newsletter and by public announcement at a regular Sunday service of the church two weeks in advance of the meeting. In the case of special meetings, the purpose or purposes of the meeting shall be stated.
4. Membership meetings shall be conducted with reference to but not mandated by Robert's Rules of Order with the assistance of a parliamentarian appointed by the Moderator.

### **Section 3.05 Duties and Responsibilities**

1. The membership shall elect members and officers of the Board, call a minister, approve the budget, authorize the purchase or sale of real estate, authorize the lending or borrowing of money, approve financial and other campaigns, or act upon any other matter deemed to be major business by either the Board or congregation. Such matters must have received an affirmative vote of two-thirds (2/3) of the Board before being forwarded to the congregation.

### **Section 3.06 Voting Privileges**

1. Voting privileges and responsibilities shall be accorded to all members present at congregational meetings, with the exception of Associate Members.

## **ARTICLE IV.** **Board of Directors**

### **Section 4.01 Purpose**

1. The purpose of the Board of directors shall be to formulate policies, transact the business of the church, establish by its actions, recommend programs, approve the budget and recommend it to the congregation, and approve and elect Interim nominees for any vacancies, pending the next election.

## **Section 4.02 Election of Board Members**

1. New members of the Board shall be elected by the congregation at its annual meeting. The Board shall be the policy-making and decision-making body of the church, responsible to the congregation in all matters not specifically assigned in this Constitution and Bylaws to the congregation as a whole.
2. The members of the Board shall be: Moderator, Moderator-elect, Secretary, Treasurer, Senior Minister (ex-officio with vote), other ministers on the staff (ex-officio with vote), Elders chair (ex-officio with vote), Diaconate chair (ex-officio with vote), Pastoral Relations chair, Property chair, Personnel chair and two (2) at-large members of the congregation. Co-chairs shall have one vote. All members of the Board shall have demonstrated dedicated participation in the congregation for at least two (2) years.

## **Section 4.03 Quorum**

1. A quorum of the Board shall be two-thirds (2/3) of the designated Board.

## **Section 4.04 Open Board Meetings**

1. Board meetings are open to all church members except as provided below in Section 4.05.

## **Section 4.05 Executive Sessions of the Board**

1. The Board of Central Christian Church may enter into Executive Session following specific policies adopted by the Board.

## **Section 4.06 Voting Privileges and Responsibilities**

1. Voting privileges and responsibilities shall be accorded to all board members present at board meetings.

### **Section 4.07 Board Vacancies**

1. The Board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under the Constitution and Bylaws.
2. Unexpected Vacancies. Vacancies in the Board of directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

### **Section 4.08 Removal of Directors**

1. A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board of directors then in office, if:
  - a. the director is absent and unexcused from two or more meetings of the Board in a twelve-month period. The Moderator is empowered to excuse directors from attendance for a reason deemed adequate by the Moderator. The Moderator shall not have the power to excuse him/herself from board meeting attendance and in that case, the Moderator-elect shall excuse the Moderator.
  - b. for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

### **Section 4.09 Board Meetings**

1. Regular Meetings.
  - a. The Board shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of the meeting need not be specified.

2. Special or Emergency Meetings.
  - a. Special meetings of the Board may be called by the Moderator, Moderator-elect, Secretary, Treasurer, or any two (2) other directors of the Board of directors. A special or emergency meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose of the meeting.
3. Waiver of Notice. Any director may waive notice of any meeting, in accordance with Montana law.
4. Participation.
  - a. Except as required otherwise by law, the Articles of Incorporation, or this Constitution and Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in-person, internet video meeting or by telephonic conference call.

#### **Section 4.10 Compensation for Board Service**

1. Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### **Section 4.11 Compensation for Professional Services by Directors**

1. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.



#### **Section 4.12 Informal Action by The Board**

1. Any action required or permitted to be taken by the Board of directors at a meeting may be taken without a meeting if consent is in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of directors to use e-mail to approve actions, as long as a quorum of board members gives consent.

#### **Section 4.13 Conflict of Interest**

1. The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

#### **Section 4.14 Executive Committee and Constituency**

1. The officers shall be: Moderator, Moderator-elect, Secretary, and Treasurer. These officers shall act as the Executive Committee to safeguard the legal and property rights of the Corporation.

### **ARTICLE V. COMMITTEES AND TASK FORCES**

#### **Section 5.01 Task Forces and Committees**

1. Task Forces or Committees may be established for the purpose of planning and implementing the programs of the church.

#### **Section 5.02 Appointed Standing Committees**

1. The Moderator shall appoint members of the following committees in consultation with the Minister. All appointments shall be approved by the Board.

## 2. Personnel Committee

- a. The Executive Committee shall function as the Personnel Committee. The Moderator-Elect shall serve as the chair of this committee. The committee will act as a liaison between all non-ministerial staff and the Board for the sake of positive communication and action.

## 3. Pastoral Relations Committee

- a. The Pastoral Relations Committee shall have a minimum of 3 members, including an Elder and a Deacon. The Pastoral Relations Committee serves as a personal support group for the pastor and the pastor's family and as a liaison between the pastor and the congregation.

## 4. Memorial Committee

- a. The Memorial Committee shall have a minimum of 3 members. The Memorial Committee is to accept, keep a record of, and acknowledge all gifts and funds given to the church as memorials. Both the Moderator and the Senior Minister are ex-officio members.

## 5. Nominating Committee

- a. The Nominating Committee shall consist of 3-5 members, including an Elder and a Deacon. The Nominating Committee shall oversee the election of board members and officers as provided for in the Constitution and Bylaws. Both the Moderator and the Senior Minister are ex-officio members.

## 6. Endowment and Trust Committee

- a. The Endowment and Trust Committee shall have a minimum of 3 members. The Endowment and Trust Committee is to educate, promote,

plan, and serve in an advisory capacity to the Executive Committee. Both the Moderator and the Senior Minister are ex-officio members.

7. Safe Church Practices Committee

- a. The Safe Church Practices Committee shall have a minimum of 3 members. Both the Moderator and the Senior Minister are ex-officio members.

8. Vision Focus Council

- a. The Vision Focus Council is established for the purpose of planning and coordinating the program and work of the congregation in keeping with the policies set by the Board. Both the Moderator and the Senior Minister are ex-officio members.

**ARTICLE VI.**  
**ELDERS, DIACONATE, AND EMERITUS**

**Section 6.01 Elders**

1. There shall be no more than twelve (12) elders who shall be members of this congregation; who shall:
  - a. have demonstrated dedicated participation in the life of the church for at least two years or
  - b. have served as an elder in another Disciples of Christ congregation from which he or she has transferred their membership,
  - c. shown by example a concern for deepening the spiritual life within the congregation,
  - d. act with wisdom and ethical maturity in all situations affecting the ongoing well-being and spiritual growth of the fellowship.

2. Any minister, with standing in the Christian Church (Disciples of Christ), who is a member of this congregation, may function as ex-officio elder.

### **Section 6.02 Diaconate**

1. Members of the diaconate shall:
  - a. be members of the congregation
  - b. have demonstrated dedicated participation in the life of the church for at least one (1) year.
  - c. have served as deacon or deaconess in another Disciples of Christ congregation from which he or she has transferred their membership.
  - d. have shown by example a concern for deepening the spiritual life within the congregation and who will serve in meeting the temporal needs of the fellowship.

### **Section 6.03 Junior Diaconate**

1. Members of the junior diaconate shall:
  - a. be at least in sixth (6th) grade.
  - b. be members of this congregation.
  - c. shall have demonstrated dedicated participation in the life of the church for at least six (6) months prior to their election.

### **Section 6.04 Elders and Diaconate and Minister Emeritus**

1. An elder or diaconate emeritus shall be one who, because of infirmities or advanced age, has served long and faithfully and whose consecration merits this honor, may be retired from active responsibilities and be named elder or diaconate emeritus.

2. In the instance of a minister, with standing in the Christian Church (Disciples of Christ), they may be named a minister emeritus. They shall have life tenure and may function as willing and able with the elders or diaconate.

**ARTICLE VII.**  
**SENIOR MINISTER**

**Section 7.01 Definitions**

1. The Senior Minister is called by the congregation as a self-employed contractor. He/she shall place membership with the congregation and is an ex-officio elder. They contribute their time, talent, and treasure and shall be accorded all the privileges of membership in the congregation. The Minister shall be in good standing within any Region of the Christian Church (Disciples of Christ).

**Section 7.02 Selection**

1. A diverse, representative committee of 5-7 participating members who have a record of good stewardship and are faithful in worship, nominated by the Executive Committee and elected by the Board, shall serve as a Search Committee.
2. This committee shall observe strict confidentiality with all materials and discussion.
3. The committee shall consult the Regional Minister of the Northern Lights Region of the Christian Church (Disciples of Christ) for information on prospective candidates and for a critique on each candidate.
4. The Search Committee shall consider the Minister's spiritual qualifications and academic training, nominating only one (1) whose ordination is recognized by the Christian Church (Disciples of Christ) and who is fully cooperative in the work of the denomination.

5. The Search Committee shall not discriminate against a minister's sexual orientation, gender, gender identity/expression, race, ethnicity, socio-economic status, or age.
6. It shall be the policy of the congregation to be in negotiation with only one (1) prospective minister at a time; information may be gathered on several prospective candidates in a given period.
7. The Search Committee shall recommend the selected prospective Minister to the Board, and if they are approved, the Board shall recommend them to the congregation.
8. The recommendation of the prospective Minister to the congregation must be accepted by a two-thirds (2/3) majority of the members present, and voting in a regular or special business meeting of the congregation before a call may be extended.
9. A written contract setting forth the salary to be paid and other conditions of the call shall be made in triplicate; one (1) copy for the prospective Minister, one (1) for the church files, and one (1) for the Regional Minister.
10. When the call has been extended and accepted, all letters and correspondence shall be destroyed except the contract described above

### **Section 7.03 Term of Office**

1. The term of their ministry shall be as long as the church is progressing. The ministry may be terminated by either party, as agreed in the written contract.
2. Voting on termination of a ministry shall be by written ballot at a specially called board meeting; two-thirds (2/3) majority of members present and voting shall prevail.

**ARTICLE VIII.**  
**INTERIM MINISTER**

**Section 8.01 Purpose**

1. An Interim Minister shall be selected to serve in the interval between the departure of the regularly called and installed Minister and the arrival of a new one.

**Section 8.02 Selection**

1. The Elders shall consult with the Regional Minister of the Northern Lights Region for information and a critique on candidates for an Interim Minister.
2. The Elders shall recommend a prospective Interim Minister to the Board; the Board's approval of the recommendation shall be by written ballot with a two-thirds (2/3) majority of members present and voting prevailing.
3. A written contract setting forth the salary to be paid and other conditions of the call shall be made in triplicate; one (1) copy for the prospective Interim Minister, one (1) for the church files, and one (1) for the Regional Minister.
4. When a call has been extended and accepted, all letters and correspondence shall be destroyed except the contract described above.
5. The Interim Minister may assist the pastoral search committee in preparing to receive profiles from the Regional Minister. This may include:
  - a. Assisting in drafting the congregation profile.
  - b. Assisting in developing a budget.
  - c. Providing consultation for the committee.
6. Once the search committee is prepared to receive ministerial profiles, the Interim Minister will no longer be involved at any level of the search process.

7. The Interim Minister shall not be considered as a candidate for the regularly called and installed Minister.
8. The services of the Interim Minister may be terminated as determined in the written contract. A majority vote of the Board shall prevail in this instance.

**ARTICLE IX.**  
**OTHER MINISTERS**

**Section 9.01 Other Ministers**

1. Other ministers may be called to serve in other areas according to need; they shall be considered independent contractors, and upon joining the church, shall be accorded all the privileges of membership in the congregation.
2. Other ministers shall be in good standing within any Region of the Christian Church (Disciples of Christ), or under care of any Regions Commission on Ministry."

**Section 9.02 Selection**

1. A member or a committee may recommend to the Board the employment of a minister to serve part-time or full-time in the area(s) of responsibility.
2. The recommendation to the Board must be approved by a two-thirds (2/3) majority of members present and voting in a regular or specially called meeting.
3. When such a recommendation is approved, the Executive Committee shall appoint a committee of five (5) persons to serve as a Search Committee; the Minister shall be an ex-officio member of this search committee.
4. The Search Committee shall consult the Regional Minister of the Northern Lights Region for information on prospective candidates and for a critique on each candidate.



5. The Search Committee shall consider the qualifications and training of the candidates, nominating only one who is fully cooperative in the work of the Christian Church (Disciples of Christ).
6. A written contract setting forth the salary to be paid and other conditions of the call shall be made in triplicate; one (1) copy for the prospective Minister; one (1) for the church files, and one (1) for the Regional Minister.

**ARTICLE X.**  
**STAFF**

**Section 10.01 Definitions**

1. Staff members other than the ministers(s) shall be employed by the Executive Committee, in consultation with the Minister or Interim Minister, and is subject to the approval of the Board. Their contract shall be signed by the Moderator and Chair of the Personnel Committee. The church shall not discriminate against a staff member's sexual orientation, gender, gender identity/expression, race, ethnicity, socio-economic status, or age.

**ARTICLE XI.**  
**PERMANENT FUNDS**

**Section 11.01 Purpose**

1. There shall be Permanent Funds of Central Christian Church, which shall be handled and maintained by the Executive Committee with the guidance of the Endowment and Trust Committee which oversees their investment.

**Section 11.02 Definition**

1. As monies, properties, and securities become available from gifts, wills, legacies, bequests, or sales, they shall be placed in one of these funds.
2. Lands and monies expressly given for endowment shall be placed in one of these funds.

### **Section 11.03 Central Christian Church Endowment Fund**

1. Not more than 90% of the earnings of this fund, unless otherwise designated by the Board, shall go into the General Fund of the church for use in the program.
2. The 90% limit is on the earnings of this fund from the previous calendar year, and any money not so spent during the year shall then revert back into this permanent fund.

### **ARTICLE XII. DISTRIBUTION UPON DISSOLUTION**

#### **Section 12.01 Distribution Upon Dissolution.**

1. If assets remain, the Board of Directors in its determination shall distribute such assets to charitable, educational, and religious organizations which are related to the Christian Church (Disciples of Christ) in the United States and Canada which meet requirements under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or any corresponding provision of future U.S. Internal Revenue Service Codes).

### **ARTICLE XIII. MISCELLANEOUS**

#### **Section 13.01 No Unbudgeted Expenditures**

1. No unbudgeted expenditure obligating Central Christian Church shall be made without the prior approval of the Board.

#### **Section 13.02 Availability of the Constitution and Bylaws to Members**

1. A current copy of the Constitution and Bylaws, together with any amendments hereafter adopted, attested to by the Secretary, shall be available to church members upon request.

### **Section 13.03 Fiscal Year**

1. The fiscal year of the Corporation shall be from January 1st to December 31st of each year.

### **Section 13.04 Nondiscrimination Policy**

1. The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Central Christian Church not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **Section 13.05 Review**

1. This Constitution and Bylaws shall be reviewed by a Task Force appointed by the Board upon the election of a new Moderator.

### **Section 13.06 Effects of this Constitution and Bylaws.**

1. All previous Constitutions, Bylaws, and Amendments thereto are superseded by this Constitution and Bylaws except as hereinafter provided.
2. Terms of all persons holding office at the time that this Constitution and Bylaws shall take effect shall not be affected.
3. All official actions heretofore taken under any prior Constitution and Bylaws shall continue to be valid.

**ARTICLE XIV.**  
**AMENDMENTS**

This Constitution and Bylaws may be amended by any business meeting of the congregation by a two-thirds (2/3) vote of the members present, provided that the amendments have received an affirmative vote of two-thirds (2/3) of the Board before being forwarded to the congregation and that written notice of any proposed amendments has been given to members of the congregation, or any proposed amendments have been read at a regular Sunday service for each of at least two weeks before the vote is taken.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above-stated Constitution and Bylaws of Central Christian Church were approved by the Central Christian Church Board of Directors on October 25, 2020, and approved by the members at a congregational meeting on December 12, 2020 and constitute a complete copy of the Constitution and Bylaws of the Corporation.

Signature: \_\_\_\_\_  
Stephanie Skaer, Secretary

Date: December 13, 2020