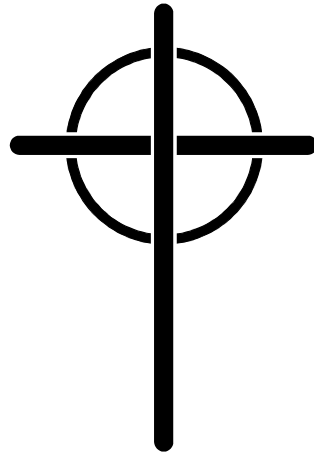




Constitution and Bylaws

Revised 9/25/2005



Salem Church of Darmstadt, Inc.

(Formerly Salem United Church of Christ of Darmstadt, Inc.)

14134 Darmstadt Rd
Evansville, Indiana 47725



**CONSTITUTION AND BYLAWS
OF
SALEM CHURCH OF DARMSTADT, INC.
(Formerly Salem United Church of Christ of Darmstadt, Inc.)
Darmstadt, Indiana
(Adopted 09/25/2005)**

ARTICLE I Name

The name of this church shall be Salem Church of Darmstadt, Inc., 14134 Darmstadt Road, Evansville, Indiana.

ARTICLE II Purpose

The avowed purpose of this church shall be to worship God, to preach the gospel of Jesus Christ, to celebrate the Sacraments, to realize Christian fellowship and unity within this church, and the church universal, to render loving service to mankind and to strive for righteousness, justice, and peace,

ARTICLE III Policy

1. This church shall not be a part of or subject to the control of any ecclesiastical body.

2. The government of this church is solely vested in its members, who exercise the right of control in all its affairs, subject however, to the laws of Vanderburgh County, the State of Indiana, and the United States of America.

ARTICLE IV Faith and Covenant

1. Faith: This church acknowledges as its sole Head, Jesus Christ, the Son of God and the Savior of people. It acknowledges as brothers and sisters in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of this Church in each generation to make its faith its own. In accordance with the teaching of our Lord, and the practice

prevailing among evangelical Christians, it recognizes two Sacraments: Baptism and the Lord's Supper or Holy Communion. Two expressions of this faith are the Apostles' Creed and the Nicene Creed.

2. Covenant: We covenant with one another to seek and respond to the Word and the Will of God. We purpose to walk together in the ways of the Lord, made known and to be made known in us. We hold it to be the mission of the church to witness to the Gospel of Jesus Christ in all the world, while worshipping God and striving for truth, justice, and peace. As did our fathers we depend upon the Holy Spirit to lead and empower us. We pray for the coming of the Kingdom of God and we look with faith toward the triumph of righteousness and eternal life.

ARTICLE V Membership

1. All Christian baptized persons who regularly worship with us are members of the Church.

2. All baptized persons who have been duly received into its communion by renewal of baptismal vows through confirmation, by letter of transfer, or by profession of faith, and have not been excluded by the process of Christian discipline, shall be communicant members of this congregation subject to the approval of the Church Council, and shall be entitled to all its rights and privileges. The current Pastor and spouse shall be communicant members if the conditions of paragraph 1 in this article are met.

3. Communicant members in good and regular standing shall have the right to voice and vote in the congregation and also to represent the congregation on the Church Council or other judicatories of the church as provided in the Bylaws.

4. Members shall pledge themselves to attend the regular worship of the Church and the celebration of the Lord's Supper; to share in the life and work of the Church; to contribute to its support and benevolences, and to seek diligently the spiritual welfare of the membership and the community.

5. Any member may, on request, be given a letter of transfer. If wishing to join a body not in fellowship with this Church, the member may be dismissed with a certificate of Church membership. If, because of change of faith or for other reasons not involving Christian conduct, a member requests in writing to be released from membership obligations, the Church shall patiently endeavor to secure continuance but, failing in such effort, the Church may grant the request and terminate membership. Such a request shall be approved by the Pastor and the Spiritual Council, and the Secretary shall issue the appropriate letter of release.

6. A member whose address has long been unknown or who, for a period of two years, in spite of spiritual concern has not attended the Church's worship or contributed to its support may, by recommendation of the Spiritual Council and vote of the Church Council, be removed from the membership roll and placed on an inactive list. If, after the expiration of another year, the relationship remains unchanged, the name may be dropped from the inactive list by a further vote of the Spiritual Council.

ARTICLE VI Governing Body

The governing body of this Church shall be the membership assembled in the Church meeting. The vote of a majority of the members present at the meeting shall be the action of the Church. A quorum shall consist of fifteen (15%) per cent of the communicant members.

ARTICLE VII The Church Council

1. The Council shall be the executive body of this Church, it shall be composed of the Pastor (ex-officio), three elders, three deacons, and three trustees. One-half of the members shall constitute a quorum.

2. The Council shall organize itself each year. The senior elder shall serve as president. The next elder in length of service shall serve as vice-president. The third year deacon shall serve as the treasurer and the second year deacon as financial secretary. The recording secretary shall be appointed by the Council at its



organizational meeting. The Council shall form such boards or committees as will serve to further the purpose of the Church.

3. One elder, one deacon, and one trustee shall be elected by majority vote cast at the annual meeting to be held in the month of January. They shall be elected for three years. In order to provide continuity, not more than one of each office should be vacant in any one year. To be eligible for the office of elder, the candidate shall have been a communicant member of the congregation for at least four years. To be eligible for the office of deacon or trustee, the candidate shall have been a communicant member of the congregation for two years.

4. Nominations shall be made for the Church Council and the Board of Christian Education by a committee, appointed by the Council, composed of the Council members and three people from the congregation. Public notice of such nominations shall be given from the pulpit, by bulletin, or by letter at least two weeks before the election. Other nominations may be made from the floor at the meeting at which the election is held.

5. When elected, the Elders, Deacons, and Trustees shall be publicly ordained and installed in their respective offices.

6. Vacancies on the Council shall be filled by the Council for the unexpired term.

7. The Council shall be the policy making body and legal trustees, and shall transact the business of the Church, make provision for determining and raising of the current expense budget and Benevolence, provide for the auditing of financial accounts, and for adequate support of the staff. It shall keep a complete and accurate account of its proceedings, be custodians of all Church records, and report to the Church at its regular and special meetings. All acts and deliberations of the Council are subject to the will of and revision of the membership of the Church.

8. The Council shall instruct the proper officers on all fiscal matters, including the payment of bills, with monthly review by the Council.

9. The Council may authorize any expense classified in the budgeted general fund, but if such expense exceeds the maximum limit most recently approved by the Church, the expense must receive Church approval. The Council may, in the event of an emergency (e.g. environmental equipment failure, catastrophic building/grounds damage, essential equipment failure) exceed the maximum limit without Church approval subject to an affirmative vote of two-thirds of the Council members. This excludes monthly disbursements such as utilities, insurance, etc. and the use of gifts given to the Church.

10. In addition to the stated boards or committees, the Council shall appoint such other committees as it may deem necessary.

11. The Council shall meet at least once every month for the transaction of such business as may come before it. (meetings should include prayer and study, and should emphasize policy deliberations). Special meetings are subject to the president's call.

12. Elders, Deacons, and Trustees.

A. Elders: Elders are members of the Church chosen by the congregation and ordained to their office. They shall assist and support the Pastor in spiritual affairs of the Church. Elders shall take heed to themselves that they may be an example to others, watch faithfully over the spiritual interests of the congregation, maintain order in the House of God, aid in visiting the sick, and minister according to their ability in the edification and comfort of all the members. Further duties are defined in the By-laws.

1st year Elder – Shall communicate with the Head Usher to ensure that ushers are scheduled for each church service. The 1st year Elder shall also assist the President and Vice-President as needed in the various matters of the church.

2nd year Elder – Shall be the Vice-President of the Church as defined in the Bylaws.

3rd year Elder – Shall be the President of the Church as defined in the Bylaws.

B. Deacons: Deacons are members of the Church chosen by the congregation and ordained to their office. They shall aid in securing the funds necessary for support of the Church in its various activities, to foster the principles of stewardship, and to dispense the charity of the Church. Further duties are defined in the Bylaws.

1st year Deacon (Recording Secretary)

1. Take minutes for all Church Council and Congregational meetings.
2. Assist in counting offering on Sunday mornings.
3. Assist the 2nd and 3rd year Deacons as needed.

2nd year Deacon (Financial Secretary)

1. Responsible for weekly offering.
2. Data entry of offering on Sunday mornings.
3. Print and distribute biannual offering reports to members.
4. Order offering envelopes for next year (order in February).

3rd year Deacon (Treasurer)

1. Authorize, complete and distribute checks for accounts payable.
2. Pass completed check request vouchers to Bookkeeper for computer entry.
3. Supervise the office materials and needs of the church office.

C. Trustees: Trustees are members of the Church chosen by the congregation and installed in their office. They shall aid in the care and custody of the property of the Church as a sacred trust whether real or personal, in accordance with the provisions of the Articles of Incorporation and this Constitution and Bylaws, and under direction of the Council.

The duties of the Trustees shall include but not be limited to:

1. Attend all meetings of the Church Council.
2. Be the point of contact of in all matters regarding maintenance and repairs of all church property including church, parish hall, parsonage, and grounds.
3. Perform required repairs/maintenance or seek outside professional services when necessary.
4. Obtain supplies and set up for the Sacrament of Communion.
5. Assist Council in serving Communion and clean up after.
6. Assist Council with ushering when scheduled.
7. Organize, schedule and participate in all church workdays.
8. Arrange for snow and ice removal from parking lots and sidewalks.

ARTICLE VIII Pastor

1. It shall be the responsibility of the Search Committee, appointed by the Council, to seek a candidate for a vacancy in the office of Pastor. The Search Committee shall be composed of the Council President (Ex-Officio) and a maximum of nine communicant members of the congregation. The nine members shall be selected to be representative of the various ages, careers, and education of the congregation.

2. The Search Committee shall present to the Church the name of the candidate it recommends to fill the vacancy. A favorable vote

of 90% of the communicant membership voting constitutes a call.

3. In the call, the terms of the relationship shall be stated, including the agreement of the Church to participate in the Minister's Pension Fund, Health Insurance Program, and other terms agreed between the candidate and the Committee. The Minister and the Church shall each receive a copy of the call.

4. When a minister accepts a call to this Church, the Church and minister shall arrange for a service of installation.

5. The Pastor shall be elected for an indefinite period. In order to terminate this relationship, three months notice shall be given by either party or as otherwise mutually agreed upon. When deemed necessary, the Church Council may at any time call a congregational meeting to vote upon the dismissal of the pastor. A two-thirds vote of the entire Council will be required to call such congregational meeting. A majority of the Pastoral Relations Committee must be present when the Council votes to call a congregational meeting for the purpose of dismissal of the Pastor. A majority vote of the voting members in attendance at the congregational meeting, subject to quorum requirements, will be required to dismiss the pastor.

6. A resignation by the Pastor shall be communicated in writing to the Pastoral Relations Committee who then notifies the Council President. A termination of the Pastor is by action of the Church Council after consultation with the Pastoral Relations Committee.

7. Brotherly discipline of the pastor shall be in conformity with the Constitution and Bylaws of Salem Church of Darmstadt, Inc.

8. The Church may, at its discretion, and approval of the Pastor, choose an Associate or Assistant Pastor.

ARTICLE IX **Other Official Bodies of the Congregation**

1. The Cabinet shall consist of the Council and duly elected representatives of the Church organizations. The purpose of the Cabinet is to coordinate and promote the entire program of the Church. It may meet at least yearly, and be subject to the call of the Council.

2. Board of Christian Education

- A. A Board of Christian Education shall be elected by the congregation. It shall have official responsibility, including financing, for the congregation's ministry of Christian education, including Sunday School, Bible School, Youth Fellowships, Choirs below the high school level, Confirmation instruction, arrange for teacher enrollment, training, and meetings; plus such other programs as it may devise.
- B. The Board of Christian Education shall be composed of eight members, serving alternate terms of two years. In the event of a vacancy, the Church Council shall appoint someone to fill the vacancy until the term expires. Election to the Board of Christian Education shall take place at the annual meeting of the congregation, when a nominating committee shall present a slate of candidates securing representation of all segments of the congregation, including the youth. No person shall serve more than two consecutive terms.
- C. The Board of Christian Education shall have the power to organize itself with such officers as are deemed necessary. It shall meet at least once each quarter. The Pastor shall be an ex-officio member.
- D. The Church Council shall have the power to review and to revoke any action of the Board of Christian Education when this is felt necessary.



3. Board of Health Ministry

- A. The Board of Health Ministry shall assist the Pastor with the health and care-giving needs of the congregation, as the Pastor deems appropriate. Such assistance may include hospital visitation, home visitation, communication with members in need, acting as hosts for funerals, healthcare advocate for members, providing various health and wellness activities for the church and community, as well as any other services that would be appropriate for Salem's health ministry as approved by the Pastor and/or Church Council.
- B. The Board of Health Ministry shall consist of Salem's Parish Nurses and Salem's lay Care-Giving team. The Health Ministry Coordinator shall oversee the activities of the Board. The Coordinator shall be nominated by the Pastor and approved by the Church Council for an indefinite term. The Coordinator shall report directly to the Pastor.

4. Pastoral Relations Committee

- A. The Pastoral Relations Committee exists to support and maintain an open and healthy relationship between the Pastor and members of the congregation. It should serve in two primary ways: as an advisory group, the committee shares ideas, hopes, expectations and concerns of the congregation with the Pastor; as support for the Pastor, the committee interprets roles, functions, and needs of the Pastor to the congregation.
- B. The congregation recognizes that pastors have specific and limited abilities, interests and time. Helping the congregation to have reasonable expectations of the Pastor and helping the Pastor to have a clear picture of the priorities are essential functions performed by the Pastoral Relations Committee. Pastors have expectations of congregations

regarding participation, responsiveness, taking on volunteer tasks, and being about the ministry in the church. The Committee should constantly seek to improve communications, interpretations, and understanding between the congregation and the Pastor.

- C. The Pastoral Relations Committee shall consist of three communicant members of the congregation. They shall be nominated by agreement of both the Pastor and the Council and then approved by the Council. Each member of the committee shall serve terms of three years. The intent is that one committee member is replaced each year. The third year member shall serve as committee chairperson.

ARTICLE X Legal Process

1. The Church may in its corporate name sue or be sued, acquire by purchase, gift, devise, or bequest or otherwise; and own, hold invest, reinvest or dispose of property both real and personal for such work as the Church may undertake and may purchase, own, receive, hold, manage, care for and transfer and convey such property for the general purpose of the Church. It may receive and hold in trust both real and personal property and invest and reinvest the same and make any contracts for promoting the objects and purposes of the Church.

2. Upon dissolution of the Church, its assets and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will, or other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred proportionately to the non-profit charities (approved under Internal Revenue Services Code Sec. 501(c)(3) last founded in the most recent (prior to dissolution) approved budget of Salem Church of Darmstadt, Inc.

ARTICLE XI **Church Meetings**

1. The Annual Meeting of the congregation shall be held in the month of January. At this meeting, the Council, the officers of the Church, the Pastor, and all Church organizations shall submit their annual reports in writing.

2. Special Church meetings may be called by the Council, or by a petition to the Council signed by not less than 5% of the communicant members. The Council shall call such meetings within three weeks from receipt of the petition, and adequate notice shall be given.

ARTICLE XII **Rules of Order**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution and Bylaws.

ARTICLE XIII **Amendments**

Amendments to this constitution or Bylaws may be made at any duly called Church meeting by two-thirds affirmative vote of the Communicant members present, public announcement of the text of the proposed amendment having been made two weeks prior to the meeting.

ARTICLE XIV **Gifts**

1. All gifts made to the Church as memorials, undesignated cash, property, stocks, endowments, or any other form of gift shall become the sole property and responsibility of the Church. Designated Memorial gifts can be made to the Church with suggestions to the Council for their use. The Church Council shall decide how such gifts are to be utilized and when to replace, upgrade, convert, or otherwise most effectively use the gift for the best interest of the Church. These gifts include Designated Memorial funds and any other special funds given to the Church. Disbursements by the Council of any of these funds are not subject to the maximum expense limit most recently approved by the Church (per article 7, No. 9).

BYLAWS

I. Privileges and Duties of Members

A. Privileges:

1. The official year of the congregation shall be from January 1 to December 31.
2. All members are entitled to a full share in the fellowship and spiritual blessings of the Church, and to the service of its pastor, officials, and other workers, as well as to the Christian sympathy and support of all members.
3. All communicant members of this congregation in good standing are entitled to voice and vote and, upon reaching the age of eighteen (18) are entitled to hold office.

B. Duties

It is the duty of all members to take an active part in all functions of the Church for the glory of God and the uplift of mankind. This includes: Regular attendance at divine worship and study services, fervent prayer for the welfare of the Church, a family altar and daily devotions in the home, careful attention to the religious training of youth; liberal financial and moral support towards the maintenance and benevolent, undertakings of the Church, obedience to her established law and authority; untiring zeal in bringing the unchurched under her influence; and a spirit of Christian fellowship towards all members; and membership in the organizations of the congregation wherever possible.

II. Meetings

The Church Council shall meet within a week after the annual meeting of the congregation for the purpose of organization, and thereafter at least once every month at a place and time convenient to the members, for the transaction of such business as may come before it. Special meetings are subject to the call of the President or Pastor.

III. Duties of Officers

A. *President.*

It is the duty of the President to see that all meetings of the Church Council are regularly called, to open and conduct such meeting, and to see to the execution of all resolutions. The President shall remind the Pastor to announce all regular and special meetings of the congregation on two successive Sundays, or in case it is so decided by the Church Council, instruct the Secretary to send a call to such meetings to every member by mail. The President shall, with the secretary, sign all minutes of the meetings of the Church Council and the congregation. The President is also empowered, with the Secretary, to sign all contracts, loans vouchers and deeds in the name of the congregation.

B. *The Vice-President*

The Vice-President shall preside at all meetings when the President is not present, and, also when business pertaining to the President and the President's administration is before the congregation, and shall do all that is possible to help make the President's administration easier.

C. *The Secretary*

The Secretary shall keep a record of all transactions at the meetings of the congregation and of the Church Council, attend to all correspondence, keep a correct list of members and their addresses showing also the dates of their admission and of their withdrawal. The secretary shall draw, sign, and have counter-signed by the President all warrants on the Treasurer voted by the Church Council, and, with the President, sign all contracts, loans, and deeds.

D. *The Financial Secretary*

The Financial Secretary shall receive all dues and money, give all to the Treasurer and take receipt for the same; issue receipts for money received and send statements to

members who are in arrears. The Financial Secretary may give bond to the amount decided by the Church Council and receive an annual salary of at least one dollar.

E. *The Treasurer*

The Treasurer shall have charge of all money for congregational support received from the Financial Secretary; give receipt for the same and make all payments against warrants drawn by order of the Church Council and signed by the President. The Treasurer shall render a monthly report to the Church Council, and an annual report to the congregation. The Treasurer may give bond to the amount decided by the Church Council and receive an annual salary of at least one dollar.

F. The other Council Members shall assist the rest of the Council by serving as ushers and assist the Church and the Council in whatever capacity their services may be required.

G. Financial officers of all societies including the Church School may be bonded. To be eligible for office in any organization of the congregation, including teachers of the Church School, such candidate must be a member of the church.

H. **The Spiritual Council**

Membership shall consist of the Church Council and the Pastor. The Pastor shall be the President of the Spiritual Council. If the congregation is without a pastor, one of the elders shall be chosen to preside. A majority of the members shall constitute a quorum.

1. Stated meetings shall be held to consider and act upon applicants for membership, requests for letters of transfer, and to discuss and to devise plans looking toward the quickening of the spiritual life of the congregation. A letter of transfer shall specify the

congregation to which the person is dismissed and shall be valid for only one year. Special meetings shall be held at the call of the President or at the request of two elders.

2. The Spiritual Council shall exercise discipline in the congregation. Unless for good reason, if a member shall neglect to partake of Holy Communion, or refuse to contribute to support of the Church, or continually be absent from the public worship for one year, such conduct shall be subject to counseling by the Pastor or elders. If after counseling, the member continues in such neglect of duty for another year, the Spiritual Council shall give notification that the member has been placed on the inactive list. If, before the expiration of another year the member shall give evidence of change of heart and conduct, the member's name shall be returned to the roll of active members of the congregation. A member on the inactive list may not vote in congregational meetings. If any member shall unite with another congregation without a letter of transfer, the Spiritual Council shall erase the member's name from the Church register.

I. The Pastor

1. Duties

It shall be the duty of the Pastor to set a good example to the congregation and to conduct all services on Sundays, holidays, and such other days as the congregation may desire, to direct the work of religious education, administer the Holy Sacraments, visit the sick, comfort the distressed, and to perform all such duties as belong to the pastor's office as set forth by the Council. The Pastor shall keep a record of all services performed and make an annual report to the congregation.



2. Rights

The pastor is an ex-officio member of the Church Council, the Board of Christian Education, and all organizations within the Church. As long as the pastor serves, no other minister shall perform any religious ceremony in the Church without the pastor's consent. To invite a speaker, either during a temporary absence of the Pastor or for special occasions, the consent of both the pastor and the Church Council is necessary. The pastor's salary shall be paid promptly in semi-monthly installments, and shall be sufficient to relieve temporal cares as far as possible, and to preserve the dignity of the pastoral calling, subject, however, to the provisions of the contract between the pastor and the congregation. Moving expenses incurred when the pastor assumes charge, shall be borne in full by the congregation.



J. Rulings Regarding the Church Property

1. The Church

Non-members shall pay the church treasury a sum of money as set by the Church Council for the use of the Church when extra heat, light, and services are required.

2. Cemetery

a. There shall be three cemetery trustees elected by the congregation for indefinite terms, to be terminated by death, resignation or the pleasure of the congregation. It shall be their duty to superintend and take care of the cemetery. They shall have an accurate plat and plan, showing all graves and lots. Their permission and order is required for any burial or for the sale of any grave or lot in the cemetery.

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- b. Members in good standing and their spouses receive a free grave. The location of the free grave, whether for the member or spouse, shall be designated by the Cemetery Trustees.
 - c. Single graves shall be sold only to members or to members formerly in good standing if they wish to personally select a grave location in the cemetery. The fees for graves and perpetual care shall be the fees most recently approved by the Church. If seventy-five years after the purchase date of the grave, the grave is unused and the location and status of the owner or heirs of the grave are unknown and unable to be obtained after a most diligent attempt, the grave shall become the property of the Church.

