

Palmyra Church of the Brethren Governance Manual

Congregational Bylaws

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Table of Contents

ARTICLE I – Name

ARTICLE II – Purpose

ARTICLE III – Relationship to the Church of the Brethren

A. Denominational Connectionalism

B. Congregational Autonomy

ARTICLE IV – Congregation

A. Membership

B. Active Involvement

ARTICLE V – Organization

A. The Congregational Council

B. The Governing Board

C. Officers

D. Pastoral Staff

ARTICLE VI – Amendments

ARTICLE VII – Separation/Dissolution

A. Separation

B. Dissolution

ARTICLE I – Name

The name of the organization is “Palmyra Church of the Brethren” (aka “PCOB”). PCOB is a not-for-profit Pennsylvania corporation organized exclusively for charitable, religious and educational purposes that has tax exempt status under paragraph 501(c)(3) of the Internal Revenue Code of the United States.

ARTICLE II – Purpose

We are a community of seekers dedicated to living out the love and teachings of Jesus through values like peace, service, simplicity, and community. We strive to welcome and nurture every individual, fostering spiritual growth and discipleship in a spirit of humility and compassion. Through worship, study, service, and fellowship, we aim to reflect Jesus' spirit, offering hope and healing while committing to grow in faith and actively participate in God's mission of renewal and transformation.

ARTICLE III – Relationship to the Church of the Brethren

PCOB is a local congregation of the Atlantic Northeast District of the Church of the Brethren.

- A. Denominational Connectionalism:** Local congregations are part of the broader denomination that:
 - 1. Discerns together and offers guidance on questions of faith and practice, fostering connections among congregations, districts, and national structures, and
 - 2. Shares resources, support and coordination for various ministries, missions, and initiatives.
- B. Congregational Autonomy:** Local congregations are autonomous and self-governing to the extent that they are responsible for their own governance structure, leadership selection, and decision-making processes in matters such as congregational mission and ministries.

ARTICLE IV – Congregation

- A. Membership**
 - 1. Membership is open to any person who, by their own act of faith, desires to grow in their relationship with God, seeks to live and serve in the ways of Jesus, and commits to support the mission of this congregation.
 - 2. Membership is granted to those who join the congregation through baptism, transfer of membership, or reaffirmation of faith.
- B. Active Involvement**

Active involvement is open to any person who endeavors to support the mission of the congregation, participates in worship, study, fellowship and service activities, and contributes financially to the work of the church as they are able. To the best of their ability, they will seek to maintain a lifestyle consistent with the teachings of Jesus and be accountable to one another in love.

ARTICLE V – Organization

- A. The Congregational Council**
 - 1. **Purpose:** The governance of PCOB is rooted in the Congregational Council, which plays a key role in discernment, empowerment, and accountability. A meeting of the Congregational Council provides participants with the opportunity for open dialogue on matters of significance to the congregation, fostering a sense of ownership and collective discernment in a participatory decision-making process.
 - 2. **Structure**
 - a. The Congregational Council meets at least annually at a time scheduled by the Governing Board. Additional Congregational Council meetings may be called and scheduled as determined by the Governing Board.
 - b. The Governing Board has the authority to set the agenda. No motion may be made at the Congregational Council, which is not relevant to an item on the agenda.

- c. Notice of a meeting shall be given by announcement at any two church services held during different weeks within 30 days prior to the time at which the meeting will be held and at the last church service preceding the meeting. The announcement shall summarize the substantive matters to be voted on at the meeting and shall include information on where a written copy of the agenda and other relevant documents may be obtained, which at a minimum shall be available at the church services at which notice of the meeting is given.
 - d. Those present and entitled to vote at a meeting of the Congregational Council constitute a quorum for the transaction of business unless a specific number of persons is established for any matter by these bylaws or the Governing Board. Decisions shall be considered binding if approved by a majority of the persons present and voting on the matter, unless a higher vote requirement is established for any matter by the bylaws, the Governing Board, or the Congregational Council.
 - e. Voting at a Congregational Council meeting shall only be in person, and neither proxy nor absentee voting shall be permitted.
 - f. Voting privileges are granted to anyone who is present, actively involved in the life of the congregation, and affirms and pledges to support the mission of the congregation.
 - g. The presiding officer at a Congregational Council meeting shall have the authority to conduct the meeting in any fair and reasonable way, establishing rules for the meeting, unless the Governing Board has established other rules for the meeting.
- 3. Duties & Responsibilities:** The Congregational Council meeting is the primary forum where significant decisions affecting the church are made on matters including, but not limited to:
- a. Discerning Mission
 - b. Calling of Lead Pastor and other ordained staff
 - c. Electing Moderator
 - d. Electing Governing Board Members
 - e. Electing delegates to District Conference and Annual Conference
 - f. Approving changes to these Bylaws
 - g. Approving the purchase, sale, or mortgage of real property

B. The Governing Board

- 1. Purpose:** The Governing Board (aka "Board") is a board of directors that facilitates congregational discernment about mission and vision, establishes strategic plans and goals, and ensures that church resources are properly and effectively used for the fulfillment of its mission. Unless otherwise provided in these Bylaws, all powers vested by law in a nonprofit corporation shall be exercised by or under the authority of the Board, and the business and affairs of PCOB shall be managed by the Board.

2. Structure

- a. The number of voting members of the Board shall be seven, to be elected by the Congregational Council or, in the case of vacancies, by the Board as provided herein.
- b. The Lead Pastor and Moderator shall be ex-officio (non-voting) members of the Board and shall not be counted in determining a Board quorum or the vote required for the taking of any action by the Board.
- c. The Board organizes itself annually by selecting a chair, vice chair, clerk, and treasurer.
- d. The Board meets at least quarterly. Additional meetings may be requested by the Board Chair, the Lead Pastor, or any Board member.
- e. The Board may appoint committees or task forces to advise and assist in its work.
- f. A majority of the Board in office constitutes a quorum at any meeting of the Board, and a majority vote of the Board members present and voting determines the decision of the Board.

3. Terms

- a. Members of the Board shall be elected for three year terms, provided, however, that the Board may designate at the time of election that the member's term shall be one, two, or three years so that approximately one-third of the terms of the members will expire each year.
- b. In addition to a shorter term, Board members may serve up to two consecutive three-year terms. The Board may recommend and the Congregational Council may approve additional consecutive terms.
- c. Each Board member shall hold office until the expiration of their term or until their resignation, removal or death. The Board may remove a Board member for cause by a majority vote of the Board members present and voting.

4. Duties & Responsibilities

- a. The Board adopts policies to 1) delegate authority, 2) establish guidance and limitations, and 3) provide for oversight of the mission and work of the church.
- b. The Board initiates and oversees the search and selection process for ordained staff.
- c. The Board presents an annual report to the Congregational Council, including information on the finances of the congregation and changes in membership.
- d. The Board approves an annual operating budget to support the mission of the church.
- e. The Board conducts an annual performance evaluation of the Lead Pastor as well as a self-evaluation of its own effectiveness.
- f. The Board appoints a Nominating Committee to recommend nominees for Moderator, members of the Board, and district and annual conference delegates. The Board fills vacant positions in any of these congregationally elected positions until the next Congregational Council.

C. Board Officers

1. Titles

- a. **Moderator** – Presides over Congregational Council meetings and serves as an ex-officio member of the Board.
- b. **Board Chair** – Prepares Board agendas in consultation with the Vice Chair and Lead Pastor and presides over Board meetings.
- c. **Vice Chair** – Consults with the Board Chair in preparing Board agendas; assists and substitutes for the Board Chair upon request.
- d. **Clerk** (aka “Secretary”) – Keeps official records of all business conducted at meetings of the Congregational Council and the Board.
- e. **Treasurer** – Monitors the congregation’s finances, record-keeping and reporting to ensure the financial assets are properly managed and invested.
- f. **Corporate Officers** – On legal documents where the signature of President, Vice President, Secretary, or Treasurer is required, the Moderator, Board Chair, Clerk, or Treasurer, respectively, will sign.

- 2. **Additional Officers and Duties:** The Board may appoint other officers of the Board as it deems appropriate. In addition to the duties and responsibilities of the officers set forth above, the Board may establish additional duties and responsibilities for the officers.

3. Selection and Terms of Service

- a. At the beginning of each year the Board selects its officers from among the Board members.
- b. Any officer may be reassigned by the Board whenever in its judgment the best interests of the congregation will be served thereby.
- c. If any officer position becomes vacant for any reason, the Board may select from within a new officer to fill that position.

D. Pastoral Staff

- 1. **Qualifications:** Pastoral staff must be ordained ministers whose faith, educational qualifications, aptness to teach, preach, counsel, and administer have been examined and affirmed by the appropriate authorities in the Church of the Brethren.

2. Selection

- a. The call and the selection of ordained pastoral staff, as well as the termination of their services, must be done in conformity with Church of the Brethren polity.
- b. The call of pastors requires a minimum two-thirds majority vote of those present and voting in a duly called Congregational Council. When circumstances warrant, a minimum two-thirds vote-of-confidence is required to reaffirm the continued leadership of a pastor.
- c. In the event of a pastoral vacancy, the Board may arrange for interim ministry, pulpit supply, or pastoral ministry as needed.

3. Lead Pastor

- a. The lead pastor is the primary spiritual shepherd of the congregation and is its executive director, responsible for the development and oversight of the church's ministries in fulfillment of the church's mission.
- b. The lead pastor is an ex-officio, non-voting member of the Board as well as all the committees and task forces of the Board.
- c. As a member of the Board, the lead pastor helps cast vision, formulate goals, and ensure compliance with Board policies.

ARTICLE VI – Amendments

- A. These bylaws may only be amended by the Congregational Council, upon the recommendation of the Board.
- B. Notification of the Congregational Council meeting must comply with all notification requirements contained within these bylaws.
- C. Passage of an amendment requires a minimum of two-thirds majority vote of those present and voting.

ARTICLE VII – Separation/Dissolution

A. Separation

1. If the Congregational Council votes to depart from membership in the Church of the Brethren, any part of the congregation that continues in unity with the Church of the Brethren will be recognized as the lawful congregation and will continue in possession of all assets of the congregation.
2. A vote to depart from membership in the Church of the Brethren requires a minimum two-thirds majority vote of those present and voting.

B. Dissolution

1. If the Congregational Council votes to disband or the congregation so decreases in numbers and financial strength as to render the congregation insolvent or unable to fulfill its purpose, the Atlantic Northeast District of the Church of the Brethren or its successor will have the right to take charge of and control all assets in compliance with the laws of the Commonwealth of Pennsylvania, and Federal laws governing not-for-profit organizations.
2. A vote to disband requires a minimum of two-thirds majority vote of those present and voting.