

**BYLAWS
of
MAYFLOWER COMMUNITY CONGREGATIONAL CHURCH**

CONTENTS

I. Life and Faith of the Community	1
II. Membership	3
III. Council	3
IV. Called Clergy	5
V. Officers	6
VI. Leadership Team	7
VII. Nominating Committee	8
VIII. Working Groups	8
IX. Delegates	8
X. Fiscal Matters, Tax Exempt Status	9
XI. Congregational Business Meetings	10
XII. Amendments	11
XIII. Dissolution	11

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COVENANT

We, the members of this church, in language and spirit characteristic of churches in the Congregational way, affirm the sovereignty of Christ; bind ourselves to God and one another; and seek to walk together in all of God's ways, as these are made known in the word of scripture, in the traditions of the church, and in a continuing quest for meaning and truth.

In such a covenant the following bylaws are voted by the Congregation:

ARTICLE I
LIFE AND FAITH OF THE COMMUNITY

SECTION 1. This church is established as a covenant community, seeking to strengthen its members in the Christian life, making visible through worship, instruction, the sacraments, and a sharing of life, the grace which comes from God; inviting into its membership any followers of Christ who seek for themselves and who accord to others the rights of a free conscience; offering a corporate witness to the Christian way; contributing resources of time, money, and talents, that God's will may "be done on earth as it is in heaven."

SECTION 2. This church is organized according to Congregational principles, involving faith in God, fellowship in Jesus Christ, and freedom in the Spirit. It is organized upon the traditional basis of the autonomy of the local Congregation and is amenable to no outside ecclesiastical authority.

SECTION 3. While maintaining the independence of the local Congregation, this church believes in the communion of all Christians, and seeks to be one manifestation of the Holy Church Universal. To give concrete expression to the faith of its members in the solidarity of the Christian community, this church will affiliate with organizations and churches which are working toward the same end as ourselves; especially with the Minnesota Conference of the United Church of Christ, acting as a conference and acting as an association, and the General Synod of the United Church of Christ, and with various councils of churches engaged in ecumenical ministry.

SECTION 4. While granting to every member the freedom to discern the truths of God, this church recognizes as a basic statement of faith, the statement adopted by the Second General Synod of the United Church of Christ at Oberlin, Ohio, in 1959, and commended in this form in 1981:

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being,
create persons in your own image,
and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness
and sin.

You judge people and nations by your righteous will
declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and
risen Savior, you have come to us
and shared our common lot,
conquering sin and death
and reconciling the world to yourself.

You bestow upon us your Holy Spirit,
creating and renewing the church of Jesus Christ,
binding in covenant faithful people of all ages,
tongues, and races.

You call us into your church
to accept the cost and joy of discipleship,
to be your servants in the service of others
to proclaim the gospel to all the world
and resist the powers of evil,
to share in Christ's baptism and eat at his table,
to join him in his passion and victory.

You promise to all who trust you
forgiveness of sins and fullness of grace,
courage in the struggle for justice and peace,
your presence in trial and rejoicing,
and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you. Amen.

SECTION 5. Public worship shall be maintained on Sundays and at other times that might best serve the church and the community, as recommended by the Team Lead Minister and accepted by the Council.

SECTION 6. The sacraments of the church shall be Baptism and Holy Communion. Holy Communion shall be observed once a month and at other times as determined by the ministry staff.

ARTICLE II
MEMBERSHIP

SECTION 1. The Congregation is the source of authority and the resource for accomplishing the work of the church.

SECTION 2. The members of this church shall be all persons who have been baptized into the Christian church and who have accepted the Mayflower Covenant by affirmation of faith or confirmation.

SECTION 3. Persons wishing to become members will be expected to attend appropriate orientation sessions. Their reception into membership will be in a regular service of worship.

SECTION 4. Members are expected to be faithful in all moral and spiritual duties essential to the Christian life, to attend regularly the services of the church, to give regularly for its support and benevolences, and to share in its organized work.

SECTION 5. Each member of the church shall be entitled to have one vote at all congregational business meetings with the exception that only persons eighteen years of age or over shall vote on matters involving the selling, conveying, encumbering or otherwise disposing of real estate.

SECTION 6. Members may attend any congregational, Council or other meeting where business of the church is conducted. Committees doing business of a confidential nature retain the right to operate in closed session.

SECTION 7. A member may terminate membership in the church by requesting to be released from the church's Covenant and dropped from membership. A letter of transfer to any church will be given upon request. The church office staff will review the membership rolls annually, and a list of members believed to have absented themselves from the life of the church or whose address the church is unable to find will be submitted to the Team Lead Minister for review. As appropriate, these members will be invited to return to participation in the life of the church or to request release from membership. Those who cannot be contacted or who do not respond to the invitation will be removed from the membership rolls.

ARTICLE III
COUNCIL

SECTION 1. The church shall have a governing body known as the Council. The Council shall serve as the church's board of trustees for purposes of Minnesota Statutes Chapter 315. It shall be the responsibility of the Council to oversee the pursuit of the mission, and the management of the business and affairs, of this church. The congregation as a whole will speak through the Council in articulating the goals that the church will seek to achieve and the values and beliefs that will guide its work. The Council will devote a substantial majority of its time and energy to the continuous process of understanding the vision and priorities of the congregation, and

developing and updating congregational goals and specific limitations to guide the Leadership Team.

SECTION 2. The Council will delegate authority to members of the Leadership Team to pursue the church's goals and will articulate parameters or limitations within which the Leadership Team must act. The Council must monitor and evaluate the activities of the Leadership Team and of the church as a whole, and strive to keep the church on course toward its goals in a manner consistent with its values and beliefs.

SECTION 3. Without limiting the foregoing, the Council shall have the following responsibilities:

- A. To lead the development and updating of long range and strategic plans for congregational approval;
- B. To ensure periodic review of the financial condition and records of the church by one or more qualified advisors who are not members of the Council or Leadership Team;
- C. To ensure appropriate consultation on personnel matters with qualified advisors who are not members of the Leadership Team;
- D. To create in conjunction with the Leadership Team an annual church budget, for approval at the annual congregational business meeting;
- E. To facilitate communication within the church, continually serving as active listeners;
- F. To serve as a link between the congregation and constituents beyond Mayflower's walls.

SECTION 4. Except as otherwise provided in these bylaws, the Council shall consist of nine councilors. Councilors shall be elected by the congregation at the annual congregational business meeting, three elected each year from a slate put forward by the Nominating Committee. Each councilor shall be elected for a term of three years. Council shall nominate one councilor as the Moderator and as Associate Moderator, each for a term of one year. The Moderator and Associate Moderator will be elected by the Congregation at the Annual Meeting.

The Team Lead Minister shall serve as ex-officio on Council with no vote.

No councilor shall serve for more than two, three-year consecutive terms without a break of at least one year, except that a councilor may serve one additional year as a councilor if the councilor served in their third or sixth consecutive year as a councilor and has been elected to serve one additional year as Moderator. In such case the total number of councilors may be increased to ten. All councilors must be members of the congregation. The Council may remove a councilor with or without cause upon the affirmative vote of at least seven councilors. The congregation may remove a councilor at a congregational business meeting. In the event there is a vacancy on the Council as a result of the death or resignation of a councilor, or the removal of a councilor by the Council, the Council may, in consultation with the Nominating Committee, appoint a councilor to fill the vacancy until the next congregational business meeting.

SECTION 5. Meetings of the Council may be held at such time and place as are announced at a previous meeting of the Council. Meetings of the Council may also be called at any time (a) by the Moderator, (b) by the Council, (c) upon the request of two or more members of the Council, or (d) the Leadership Team. Anyone entitled to call a meeting of the Council may make a

written request to the Clerk to call the meeting, and the Clerk shall give notice of the meeting, setting forth the time and place thereof, to be held between two and thirty days after receiving the request. If the Clerk fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

SECTION 6. Notice of each meeting of the Council for which notice is required, stating the time and place thereof, shall be given to all councilors by electronic communication or in person at least two days before the meeting, or shall be mailed to each councilor at least five days before the meeting. A councilor may be given notice by electronic communication only if the councilor has previously consented to receive notice in that form of electronic communication. All notices not given in person shall be sent to the councilor at his or her postal or electronic address according to the latest available records of the church. Any councilor may waive notice of a meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. Attendance at a meeting is deemed a waiver unless the councilor objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the councilor does not participate in the meeting.

SECTION 7. The presence of five members of the Council constitutes a quorum at any meeting. At all meetings of the Council, each councilor is entitled to cast one vote on any question coming before the meeting. The affirmative vote of at least five councilors at a meeting shall constitute the act of the Council, unless a greater number of votes is required by law or these bylaws. A councilor may not appoint a proxy for himself or herself or vote by proxy at a meeting of the Council.

SECTION 8. Any action that could be taken at a meeting of the Council may be taken by written action signed by all of the councilors.

SECTION 9. A councilor may participate in a meeting of the Council by means of conference telephone or, if authorized by the Council, by such other means of remote communication, in each case through which that councilor, other councilors so participating, and all councilors physically present at the meeting may communicate with each other on a substantially simultaneous basis. Participation in a meeting by remote communication constitutes presence at the meeting.

ARTICLE IV CALLED CLERGY

SECTION 1. The church shall employ the called clergy it needs to order its worship, administer the sacraments, and provide spiritual guidance, religious instruction, pastoral care, justice work, and administrative leadership to the Congregation.

SECTION 2. Calling Clergy:

- A. Before an ordained minister is called, a Search Committee shall be nominated by the Council and elected at a special or annual business meeting of the congregation. The committee shall be constituted so as to secure broad representation from within the church. It shall be the duty of the Search Committee to consult with the Council concerning job description(s) and compensation. The Search Committee shall update the Council on its progress. It shall be the duty of the Search Committee to recommend a person for an ordained ministry position, secure approval from the Council as to the terms of the call, and submit the candidate to the church membership for a congregational vote.
- B. Clergy shall be called by the affirmative vote of at least three-fourths of the members of the church present at a congregational business meeting duly convened for that purpose.

SECTION 3. The called Team Lead Minister is accountable to the congregation; however the Council acts on behalf of the congregation and the called Team Lead Minister reports to the Council.

SECTION 4. The called Associate Minister is accountable to the Team Lead Minister and reports to the Council through the Team Lead Minister.

SECTION 5. The called Team Lead Minister may terminate the ministerial relationship in accordance with applicable policies of the church. The called Team Lead Minister may be dismissed by a majority vote of members of the church present at a congregational business meeting duly convened for that purpose.

SECTION 6. Associate clergy may be dismissed by a majority vote of members of the church present at a congregational business meeting duly convened for that purpose upon recommendation for dismissal by the Team Lead Minister and Council.

SECTION 7. All interim clergy shall be appointed by the Team Lead Minister with the approval of Council. An interim Team Lead Minister shall be appointed by Council. The Council shall select a group of people to conduct a search and recommend a candidate to the Council. The committee shall be constituted so as to secure insofar as possible broad representation within the church.

SECTION 8. The salaries of clergy shall be reported in the budget. Approval of the budget by the membership shall constitute approval of the salaries.

ARTICLE V
OFFICERS

SECTION 1. The church shall have a Moderator who in the normal course of events has completed at least one year of service on the Council before being elected to serve as Moderator. The Moderator shall preside at all annual, regular and special congregational business meetings (except as otherwise provided in these bylaws) and all meetings of the Council, and shall perform other duties customarily performed by or delegated to a presiding officer. The Moderator or the Moderator's designee, chosen from among the members of the Council, will be a voting member of the Mayflower Foundation. The Moderator shall be elected in the manner, and shall serve for the term of office, specified in Article III, Section 4, of these Bylaws.

SECTION 2. The church shall have an Associate Moderator who in the normal course of events has completed at least one year of service on the Council before being elected to serve as Associate Moderator. The Associate Moderator shall substitute for the Moderator when needed. The Associate Moderator shall be elected in the manner, and shall serve for the term of office, specified in Article III, Section 4, of these Bylaws.

SECTION 3. The Council shall annually elect one of its members as Clerk, who shall perform or properly delegate and oversee the performance of the following duties: maintain an accurate roll of members; record minutes of business meetings of the congregation and Council; keep records of congregational business meetings and Council meetings; post all notices required for calling meetings; present a written report to the congregation at each annual business meeting so as to provide an authentic record of members and of significant events in the life of the church; keep a record of all baptisms, marriages and deaths; and perform such other duties as the Council may assign to the Clerk from time to time.

SECTION 4. The Council shall annually elect one of its members as Treasurer, who shall oversee the performance of the following duties: (a) keep accurate financial records of this corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this corporation in the banks and depositories designated by the Council; (c) endorse for deposit notes, checks, and drafts received by this corporation as ordered by the Council, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Council; and (e) upon request, provide the Council an account of transactions of this corporation and of the financial condition of this corporation. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Council.

ARTICLE VI LEADERSHIP TEAM

SECTION 1. The Leadership Team shall consist of the Team Lead Minister, the Business and Operations Administrator, the Associate Minister and other staff members approved by the Council. The Leadership Team shall be responsible for leveraging the time, talent, and resources of the congregation and staff in carrying out the activities and actions required to meet the goals of the church within the limitations established by the Council. The members of the Leadership Team are expected to work cooperatively and in close consultation with one another to serve the goals of the church.

SECTION 2. The Team Lead Minister serves as head of the Leadership Team and is appointed by Council. Members of the Leadership Team are accountable to the Team Lead Minister.

SECTION 3. The Business and Operations Administrator is hired by and reports to the Team Lead Minister, with approval of Council.

SECTION 4. A member of the Leadership Team (not called by the congregation) may be dismissed at the request of the Team Lead Minister with approval of Council.

ARTICLE VII NOMINATING COMMITTEE

The church shall have a Nominating Committee, consisting of three members elected by the congregation and two members elected by the Council. The Nominating Committee shall elect its own chair. The Nominating Committee shall secure candidates for all positions elected by the congregation: Mayflower Early Childhood Center Board member, Creekside Commons LLC Board member, Delegates, councilors, and members of the Nominating Committee. Committee members shall serve three-year terms that are staggered so that the terms of approximately one-third of the committee members expire each year. No Committee member shall serve for more than two terms in succession. A Nominating Committee member elected by the congregation may be removed, with or without cause, and an interim member may be elected, by the congregation. A Nominating Committee member elected by the Council may be removed, with or without cause, upon the affirmative vote of at least seven councilors. In the event there is a vacancy on the Nominating Committee as the result of the death, resignation, or removal of a member by the Council, the Council may, in consultation with the Nominating Committee, appoint a church member to fill the vacancy until the next regular congregational business meeting.

ARTICLE VIII WORKING GROUPS

SECTION 1. With the approval of all the members of the Leadership Team, working groups may be formed for articulated purposes in furtherance of the congregation's goals identified by the Council from time to time.

SECTION 2. Each working group shall produce and maintain the following as records of the church: (a) a stated purpose that links to the goals identified by the Council; (b) a roster sheet that identifies its members; (c) written records of its activities; and (d) an annual report delivered to the Clerk at such time each year as the Clerk requests.

SECTION 3. No working group shall have the authority to incur expenses or obligations on behalf of the church without an express grant of such authority by an individual or body empowered to do so.

ARTICLE IX
DELEGATES

At each annual congregational business meeting, the congregation shall elect Delegates at large to local, state, national denominational, interdenominational and other bodies, in a number prescribed by the appropriate body, each to serve for a one-year term. Delegates shall be elected from a slate presented by the Nominating Committee at the annual business meeting. Delegates shall choose a convener and shall schedule such meetings and make such reports as are appropriate or requested by the Council. The Council may remove a Delegate, with or without cause, upon the affirmative vote of at least seven councilors. In the event there is a vacancy among the Delegates as the result of the death, resignation, or removal of a Delegate, the Council may, in consultation with the Nominating Committee, appoint a Delegate to fill the vacancy until the next regular congregational business meeting.

ARTICLE X
FISCAL MATTERS, TAX EXEMPT STATUS

SECTION 1. The fiscal year of the church corporation shall be July through June. At the annual congregational business meeting, the Leadership Team shall present a financial report for the current year and on behalf of the Council submit a budget proposal for the coming year. A new budget shall be adopted by the congregation for the next fiscal year.

SECTION 2. Deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the church may be signed on behalf of the church by the Moderator, the Associate Moderator, or such other person or persons as may be designated from time to time by the Council.

SECTION 3. All funds of the church shall be deposited from time to time in such banks, trust companies or other depositories as the Council may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Council from time to time.

SECTION 4. No person has any power or authority to borrow money on behalf of the church, to pledge its credit or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Council. The Council may give authority for any of the above purposes, and this authority may be general or limited to specific instances.

SECTION 5. With the approval of the Council, the church may carry out discrete programs within legal entities separate from the church corporation, with due regard for the protection of both the mission and the resources of the church.

SECTION 6. All the powers of the church shall be exercised only so that its operations are exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. No part of the net income or net earnings of the church shall inure to the benefit of any member, private shareholder or individual. No substantial part of the activities of the church shall consist of

carrying on propaganda or otherwise attempting to influence legislation. The church shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. All references in these bylaws to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to the church.

ARTICLE XI CONGREGATIONAL BUSINESS MEETINGS

SECTION 1. The annual congregational business meeting shall be held each year in May as set by the Council, with notice to the congregation. At the annual business meeting the congregation shall elect councilors, officers, Nominating Committee members, and Delegates. Unless provided otherwise by the congregation at the time of election, the term of any person elected at the annual business meeting shall commence on the day following the meeting and shall continue until the end of the day that a successor is elected.

SECTION 2. Special business meetings of the congregation may be called at other times by the Moderator on his or her own initiative or at the written request of the Team Lead Minister, the Council, or any 25 members of the church.

SECTION 3. At all congregational business meetings, each member is entitled to cast one vote on any question coming before the meeting. Members may not vote by proxy. A quorum for the transaction of business shall be fifty members. When a quorum is not present, the meeting may be adjourned to another time and notice shall be given to the members. A majority vote of the members present and entitled to vote at any congregational business meeting at which a quorum is present is sufficient to transact any business, unless a greater number of votes is required by law or these Bylaws.

SECTION 4. At any congregational business meeting where any change of these bylaws, the Articles of Incorporation of the church, or a vote to call or dismiss an ordained minister is to be acted upon by the church membership, notice of intention to present such change for action shall be given in writing at least fifteen days before the date of the meeting. Such notice shall be posted in two conspicuous places in the church building and a copy of the notice shall be provided to the Clerk.

SECTION 5. Except where the law or these bylaws impose a different requirement of notice, a notice of each annual or special congregational business meeting shall be given by stating the time, date, place and general purpose of the meeting orally or in writing distributed to those in attendance at the regular Sunday service of worship on the two Sundays preceding the meeting, and by posting a written copy of the notice in two conspicuous places in the church building at least fifteen days before the meeting. Notice of any congregational business meeting at which one or more councilors will be elected must state (a) that an election of councilors will be held at the meeting; and (b) the name of each councilor for whom a successor will be elected at the

meeting. Notice of any congregational business meeting at which the removal of one or more councilors will be considered must state (a) that a resolution to remove one or more councilors will be considered at the meeting; and (b) the name of each councilor whose removal will be considered at the meeting.

ARTICLE XII AMENDMENTS

These bylaws may be amended at any duly held congregational business meeting by the affirmative vote of at least two-thirds of the members present and voting.

ARTICLE XIII DISSOLUTION

Upon dissolution of the church, its assets and all property 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 to the Minnesota Conference of the United Church of Christ or its successor; provided, however, that if neither the Minnesota Conference of the United Church of Christ nor such successor is then in existence or is not an organization described in Section 501(c)(3) of the Internal Revenue Code, then the church's property shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations described in Section 501(c)(3) of the Internal Revenue Code, and in such proportions, as the Council shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this church upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.
