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FIRST BAPTIST CHURCH OF WAUKESHA, WISCONSIN

BY-LAWS

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ARTICLE I - CALENDAR

Section 1 - Program Year: The life of the church shall be planned on the basis of a Program Year which shall begin on September 1 and end the following August 31.

Section 2 - Fiscal Year: The finances of the church shall be planned on the basis of a Fiscal Year which shall begin on January 1 and end the following December 31.

ARTICLE II - MEETINGS

Section 1- Worship Services: Worship services shall be held each Sunday and at such other times as the Pastor(s) or Board of Deacons may direct. The Lord's Supper shall be observed on the first Sunday of each month unless, otherwise arranged by the Board of Deacons.

Section 2 - Corporate Meetings:

- a. Meetings for the transaction of business by boards of the church may be called at any time by the Moderator, or Pastor (s), or by written request of any of the boards. Notice of the meeting shall be given during each Sunday worship prior to the meeting so as to provide at least two full weeks notice to the members. The nature of the meeting shall be stated in the notice.
- b. The Annual corporate meeting shall be held between the last week of April and the last week of May. The Semi-Annual corporate meeting shall be held between the second week of November and the second week of December. The Advisory Board shall fix the actual date and time of the Annual Meeting and the Semi-Annual Meeting within these time periods.

Notice of meetings shall be given as stated in Section 2a above.

- c. At the Annual Meeting, the church shall elect officers and board members whose terms shall begin on the first day of June. After reviewing the financial reports for the current year, the church shall review and evaluate the current Program Year.

At the Semi-Annual Meeting, the church shall adopt a budget of its finances for the following Fiscal Year as well as review and evaluate the current Program Year.

Other business affairs of the church also may be considered at the Annual Meeting and the Semi-Annual Meeting in addition to the agenda indicated above.

- d. The Moderator shall preside at all corporate meetings of the church. In the Moderator's absence, the following persons shall serve in order: the Moderator-Elect, the chair of the Board of Deacons, Trustees, Christian

Education, and Finance.

e. Voting at all Annual, Semi-annual, and specially called congregational meetings shall be done by voice vote according to Robert's Rules of Order with the following exceptions:

1. Instances where procedures for voting are specifically addressed in the By-Laws to the Constitution.
2. Absentee voting

A member who will be absent from an Annual, Semi-Annual, or specially called congregational meeting and who wishes to vote on an issue may submit a written vote to the Moderator prior to the convening of that meeting.

A member who will be absent from an Annual, Semi-Annual, or specially called congregational meeting may designate, in writing, another member to cast a vote in their absence. This proxy designation must be received by the Moderator prior to the convening of the meeting. A member will be allowed to cast only two (2) proxy votes in addition to their own vote.

ARTICLE III - ELECTION OF OFFICERS

Section 1 - Officers:

- a. The officers of the church, who shall serve a term of one year, are as follows:
 1. Moderator
 2. Moderator-Elect
 3. Clerk-Historian
 4. Treasurer
 5. Financial Secretary(ies)
- b. All officers of the church shall be active members of the church.

Section 2-Boards:

- a. The board members of the church, who shall serve a term of three years, are as follows:
 1. Board of Deacons
 2. Board of Trustees
 3. Board of Christian Education
 4. Board of Finance

- b. Each Board shall designate who shall serve as its chair for the ensuing year.

Section 3 - Nominating Committee:

1. The Nominating Committee shall consist of one member appointed by each of the four boards, and the moderator-elect who shall be an ex-officio member. The committee shall serve from January 1 through December 31.
2. Responsibilities: The Nominating Committee shall:
 - a. Recruit qualified persons for each office and board position to be filled at the Annual Meeting
 - b. Present the slate of officers and board members to be acted upon at the Annual Meeting as its annual report.
 - c. Seek to fill board, committee, and office vacancies.

Section 4- Election Procedure:

- a. The Nominating Committee shall present a slate of nominees for officers and board members to the congregation two weeks or more before the Annual meeting. The members of the church shall act to either elect or reject the slate at the Annual meeting. In the event that the slate is not elected, the members shall present a revised slate for action at the earliest date possible. Nominations shall not be received from the floor.
- b. Slate with Additions: Following the publishing of the Nominating Committee's slate, (as provided in Section 4a above) members of the congregation may make additional nominations as follows:
 1. Prior to the convening of the Annual Meeting, a member may present to the Nominating Committee, in writing, a nomination of any member for any office or board.
 2. The members shall first vote on the officers and board members for which contesting nominations have been properly presented.
 3. The members shall then act upon the remainder of the nominees presented by the Nominating Committee.

ARTICLE IV – ADVISORY BOARD

Section 1 – Composition: The Advisory Board shall be composed of the following:

- a. Voting Members:
 1. Moderator, who shall be its chair
 2. Moderator-Elect
 3. Board of Deacons Chair
 4. Board of Trustees Chair
 5. Board of Christian Education Chair

6. Board of Finance Chair

- b. Non-Voting (Ex-Officio) Members:
1. Treasurer
 2. Financial Secretary
 3. Clerk/Historian
 4. Pastor(s)

Section 2 - Responsibilities: The Advisory Board shall:

- a. Articulate church philosophy
- b. Develop long-range plans
- c. Establish church goals
- d. Oversee the church's financial condition
- e. Advise and supervise the Pastor(s)
- f. Facilitate the development of the church calendar
- g. Foster constructive communication between the congregation and the Pastor(s)
- h. Receive reports and information from its members pertinent to the above

Section 3 - Meetings: The Advisory Board shall meet at least quarterly, but may meet more frequently as necessary. Meetings may be called by the Moderator, Moderator-Elect, or by the Moderator at the request of at least three Advisory Board Members.

Section 4 - Ad Hoc Committees: The Advisory Board may create committees as it determines are necessary to fulfill its duties.

ARTICLE V - OFFICERS

Section 1 - Moderator: The Moderator shall:

- a. Be the administrative officer of the church
- b. Chair the Advisory Board
- c. Preside at the corporate meetings of the church
- d. Oversee the work of the officers, boards, and committees of the church
- e. Be an ex-officio member of all boards and committees, except in regard to the Advisory Board
- f. Be succeeded by the Moderator-Elect if unable to fulfill the Moderator's duties

Section 2 - Moderator-Elect: The Moderator-Elect shall:

- a. Assist the Moderator and function in the Moderator's absence
- b. Have a vote as any other member of the congregation when not acting in the role of Moderator
- c. Succeed to the position of Moderator
- d. Act as parliamentarian at all corporate meetings
- e. Be a member of the Nominating Committee

Section 3 - Clerk-Historian: The Clerk-Historian shall:

- a. Be responsible for the official records of the church
- b. Record the minutes of each corporate meeting of the church and all meetings of the Advisory Board
- c. Obtain and preserve the minutes and the Policies and Procedures Manual for each of the boards and committees of the church
- d. Work with the Deacons and the Pastor(s) to maintain accurate membership roles and statistics.
- e. Assist the Pastor(s) and staff with correspondence regarding the history of the church.
- f. Prepare an annual report of the church summarizing membership statistics and events of the year
- g. Prepare and file an annual report form as requested by American Baptist Churches of Wisconsin
- h. Determine whether a quorum is present at all meetings requiring a quorum
- i. Work with other church organizations to maintain and preserve the history of the church in written and/or digital form.

Section 4 - The Treasurer and Assistant Treasurer (if any): The Treasurer and Assistant Treasurer shall:

- a. Keep accurate accounts of the church's finances
- b. Disburse funds at the direction of the Chair of each board or committee, having first obtained approval from the Board of Finance when required
- c. Be an ex-officio member of the Board of Finance and the Advisory Board

Section 5 - The Financial Secretary(ies): The Financial Secretary(ies) shall:

- a. Receive and record all pledges and receipts from all sources for church purposes, except the First Baptist Church of Waukesha Deacons Fund
- b. Deposit receipts to the credit of the church each week and report these receipts to the Treasurer
- c. Furnish information on pledges and receipts, both actual and projected, to the Board of Finance.
- d. Send quarterly statements of account to each contributor
- e. Be an ex-officio member of the Advisory Board

ARTICLE VI - BOARDS

There shall be four administrative boards consisting of the Board of Deacons, the Board of Trustees, the Board of Christian Education, and the Board of Finance.

Section 1 - General Provisions: The following provisions pertain to each of the four boards:

- a. Board Term of Office: The term of office of board members shall be three years, one-third of the members of each board being elected at the Annual

Meeting each year, to take office on the first day of June. A board member may be elected to any office or board following the expiration of a full or partial term on a board.

- b. Board Vacancies: If a board member is inactive for a three-month period, or resigns, dies, or ceases to be an active member of the church, the member's position shall be reported to the Nominating Committee who shall seek a person to fill the vacancy.
- c. Board Meetings: Each board shall meet regularly, preferably each month. Notice of special meetings shall be given, at least twenty-four hours in advance of the meeting, to each member of the respective board, the Pastor (s) and Moderator. A special meeting may be held without twenty-four hours advance notice by unanimous consent of the board members.
- d. Board Accountability: Each board shall be accountable to the Advisory Board.
- e. Board Reports: Each board shall submit a written report for inclusion in the Annual Report of the Church to be presented at the Annual Meeting.
- f. Official Records: Each board shall be responsible for keeping minutes of its meetings and records pertinent to its activities. Each board shall deliver these records to its successors promptly.
- g. Policies and Procedures Manual: Each board shall maintain an up to date Policies and Procedures Manual describing the routine operations of the board. Each board shall deliver this manual to its successors promptly.
- h. Board Chair: The Chair of each board shall be selected according to the provisions in Article III, Section 2b.
- i. Board Vice-Chair: Each board shall elect its own Vice-Chair who shall preside in the absence of its Chair.
- j. Board Secretary: Each board shall elect its own secretary who shall maintain the minutes of the board and its Policies and Procedures Manual. The secretary shall ensure prompt delivery of copies of these documents to the Clerk-Historian.
- k. Board Budget: Each board shall administer that portion of the current expense budget that is designated as its responsibility.
- l. Board Employments: Each board shall be responsible for securing, employing, and supervising any employees or independent contractors of the church whose purpose is directly related to that board's responsibilities.

Section 2 - Board Composition and Duties

a. Board of Deacons:

1. Composition: The Board of Deacons shall be composed of nine members.
2. Responsibilities: The Board of Deacons shall:
 - a. Prepare and serve the Lord's Supper
 - b. Coordinate and assist at Baptisms and receiving of new members
 - c. Work with the Pastor (s) to provide for the visitation of church members who are sick, shut-in, or otherwise distressed.
 - d. Work with the Pastor(s) in structuring and conducting worship services including the use of musical or visual performances
 - e. Provide for the ministries of the church in the absence of the Pastor(s)
 - f. Enlist readers, ushers, and greeters for the worship service
 - g. Provide pew rack materials and worship supplies
 - h. Provide for the decoration of the sanctuary, including flowers, banners, and seasonal decorations
 - j. Monitor worship attendance with the aim of conserving the membership, and act as the church's agent in admission and dismissal of members in accordance with Article IV of the Constitution
 - j. Organize, in conjunction with the other boards and committees, fellowship activities that support Christian witness and discipleship
 - k. Provide for programs of evangelism and outreach to visitors, newcomers, and the un-churched in the community.
 - l. Collect and administer the First Baptist Church of Waukesha Deacons Fund in collaboration with the Pastor(s).
 - m. Facilitate intra-church communications through the telephone tree, the prayer chain, and other such methods.
 - n. Coordinate to maintain a list of supplies the church's coffee hour and receptions

b. Board of Trustees:

1. Composition: The Board of Trustees shall be composed of six members.
2. Responsibilities: The Board of Trustees shall:
 - a. Discharge all legal affairs of the church in accordance with the Religious Corporation Law and other appropriate laws of the State of Wisconsin
 - b. Maintain and protect the church and its property
 - c. Supervise the use of church property, premises, and equipment
 - d. Review and maintain contracts pertaining to the use of church property and equipment
 - e. Buy, sell, mortgage, lease, or transfer real property of the church only when specifically authorized by the church to do so
 - f. Be responsible *for* securing, employing, and supervising all employees or independent contractors of the church, other than those whose purpose is directly related to another board's responsibilities
 - g. Maintain a policy for the use of the sanctuary

- h. Maintain a list of volunteers, caterers, cooks, servers, workers, etc. to assist with functions held at the church.
- i. Coordinate the church's resources for weddings, funerals, potlucks, fellowship events and other receptions

c. Board of Christian Education:

- 1. Composition: The Board of Christian Education shall be composed of six members.
- 2. Responsibilities: The Board of Christian Education shall:
 - a. Determine the educational needs of the whole church and provide programs to meet these needs
 - b. Provide enrichment activities for all ages such as Cradle Roll, Vacation Bible School, camperships, retreats and Bible study
 - c. Administer that portion of the Endowment Funds designated for the purchase of Christian Education equipment and the granting of scholarships
 - d. Coordinate the purchase and maintenance of the audio-visual equipment
 - e. Coordinate the maintenance of the bulletin boards
 - f. Promote the awareness and support of American Baptist missions through activities such as the School of Missions and special offerings
 - g. Investigate and coordinate community outreach projects
 - h. Prepare and administer the Wider Missions Budget
 - i. Coordinate special mission projects

d. Board of Finance:

- 1. Composition: The Board of Finance shall be composed of six members.
- 2. Responsibilities: The Board of Finance shall:
 - a. Conduct a yearly financial campaign
 - b. Work with the boards to develop realistic budget proposals
 - c. Provide salary guidelines to the boards based on research of denominational and local financial data
 - d. Prepare final income and expense proposals for the semi-annual meeting, based on pledges and other receipt information provided by the Financial Secretary(ies) and the Treasurer
 - e. Review income and expense summaries provided regularly throughout the year by the Treasurer and Financial Secretary(ies), and recommend appropriate action to the Advisory Board to keep the budget in good order
 - f. Provide limited support to the boards who may be involved in special fund raising activities
 - g. Appoint an audit committee and establish a system for the audit of all financial accounts of the church every third year
 - h. Administer the Memorial Gift Fund
 - i. Establish the policy for the investment of restricted and unrestricted endowment funds
 - j. Be responsible for the proper allocation and oversee the disbursement

of any funds which are or shall become designated as restricted or unrestricted endowment funds of the church, ensuring that the funds are used according to the donor's specifications

3. Definitions:

- a. Endowment Funds: Donations given to the church with the specified purpose of providing a permanent fund to maintain the church shall be designated as Endowment Funds. Any funds received by the church from a donor without a specified purpose may subsequently be designated as Endowment Funds by a vote of the congregation at a properly called corporate meeting.
- b. Unrestricted Endowment Funds: Endowment Funds specified by the donor for use in maintaining the church but without further restriction shall be designated as Unrestricted Endowment Funds.
- c. Restricted Endowment Funds: Endowment Funds given by a donor which include a specific limitation as to the use of the funds shall be designated as Restricted Endowment Funds.

ARTICLE VII- PASTOR(S)

Section 1 - Responsibilities: The Pastor(s) shall:

- a. Be the Spiritual Leader of the congregation
- b. Preach the Gospel
- c. Administer the Ordinances of the Lord's Supper and Baptism
- d. Plan and conduct the worship service in conjunction with the Board of Deacons.
- e. Nurture the congregation's growth and its understanding of the faith
- f. Lead the congregation in its mission and ministry to the community and to the world
- g. Be an ex-officio member of all boards and committees.

Section 2 - Calling a Pastor: In order to call a Pastor, Associate Pastor, or Assistant Pastor, the Advisory Board shall nominate a representative Search Committee of at least five members, one of whom shall be a member of the Board of Deacons. The committee shall be elected at a properly called corporate meeting of the church.

- a. Search Committee Investigation and Recommendations - The Search Committee shall first analyze and determine the pastoral needs of the church. The Committee shall consult with the Executive Minister of the American Baptist Churches of Wisconsin, and with other American Baptist agencies to interview and evaluate possible candidates. The Committee shall then recommend an appropriate person to the church for consideration and action.
- b. Congregational Action - The question to call a Pastor, Associate Pastor, or Assistant Pastor shall come before the church at a properly called corporate meeting. A vote of two-thirds of the members present shall be necessary to extend a call, provided there are at least one-third of all Active Members

present and voting. The vote shall be by written ballot. Only one candidate shall be presented to the church at a time.

- c. Terms of Office - Pastor(s) shall be called for an indefinite period of time. Salary and benefits shall be fixed at the time of the call and may be changed by vote of the church at any properly called corporate meeting, provided that such change has been first considered by the Board of Finance and then the Advisory Board.
- d. Termination: A Pastor's term of office may be ended on 60 days notification on the part of the Pastor or the church. Termination of office by the church shall be voted at a properly called corporate meeting. A vote of two-thirds of the members present shall be necessary to make a valid termination of the term of office of a Pastor, provided there are at least one-third of all Active Member present and voting. The vote shall be by written ballot.

ARTICLE VIII - AMENDMENT TO THE BY-LAWS

These By-Laws may be amended at any properly called corporate meeting by a majority vote of the members present provided a quorum is present.

ARTICLE IX - RULES OF ORDER

Section 1 - Board Meeting Quorum: A quorum for all boards shall be a majority of the voting members.

Section 2 - Procedure: Roberts' Rules of Order shall be a standard in deciding questions of parliamentary practice.