

# FOUNTAIN STREET CHURCH BY-LAWS

## SECTION 1

### MEMBERSHIP

#### 1.1 QUALIFICATION.

(a) Membership shall be available to persons who respect the freedom of the Individual In the evolvement of religious beliefs, who understand the responsibilities of membership, and who are willing to participate in a search for religious enlightenment within the organizational procedures of this Church.

(b) The term "voting member" as used in these By-Laws means any person who is a member of the Church In accordance with these By-Laws, who has reached the age of 14 years, and who makes an annual financial contribution of record. Whenever used in these By-Laws relative to voting rights, the term "member" shall be understood to mean, "voting member".

1.2 ADMISSION. For admission, new members shall follow such reasonable procedure, as the Governing Board shall from time to time prescribe.

1.3 EVIDENCE. In determining who are members, the Church may rely upon the records, which have been designated by the Governing Board as the official register of members.

1.4 TERMINATION. A person shall cease to be a member:

(a) Upon resigning or requesting transfer of membership to another church;

(b) Upon reasonable notice to the member who has changed permanent residence to a place outside of Grand Rapids, Michigan, or vicinity, unless requesting that membership shall continue during such change of residence;

(c) Upon vote of the Board whenever the residence of such persons has been changed for a period of six months or more and reasonable efforts fall to disclose that person's whereabouts;

(d) Upon failure to maintain the standards of financial contribution set forth In section 1.1 as recorded during the preceding calendar year, unless extenuating circumstances are made known to a member of the ministerial staff and/or the Membership Committee.

## SECTION 2

### GOVERNING BOARD OF TRUSTEES

2.1 NUMBER AND QUALIFICATIONS. The affairs of the Church, including Its business and property, shall be managed by a Governing Board composed of fifteen Trustees, all of whom shall be voting members of the Church. A Trustee shall be disqualified from holding that position upon ceasing to be a member of the Church or violating such uniform requirements of attendance at regular meetings as the majority of the whole board shall from time to time adopt. A person may serve as Trustee for more than one term, but not more than two full regular terms shall be consecutive. Paid staff persons who work in excess of 300 hours per calendar year shall be ineligible for Governing Board membership.

2.2 TERM. The regular term of office for each position on the Governing Board shall be three years and until a successor for the position has been elected and takes office. The terms for five positions on the Board shall expire each year when the annual meeting of the Board is held.

2.3 ELECTION. At the annual meeting of members, each member eligible to vote shall be entitled to one vote for each, of five qualified persons nominated as successors for those Trustees whose regular term shall next expire.

(a) No person shall be eligible for election to the Governing Board unless nominated by the Nominating Committee or by a petition signed by twenty-five or more voting members.

(b) The names of the candidates nominated shall be filed with the Secretary who shall post the names of those nominated on the bulletin board of the Church at least twenty-one days before the date of the annual meeting.

2.4 VACANCIES. Any vacancy in a position on the Board, which is caused by resignation or disqualification, shall be filled for the balance of the regular term by vote of a majority of the remaining Trustees on the Governing Board.

2.5 REMOVAL. A person may be removed from the Governing Board, and a successor may be elected for the balance of the term of such position, by vote of the members at a membership meeting.

2.6 POWERS. Subject to the restrictions imposed by law, the Articles of Incorporation, and the By-Laws, all powers of the Church shall be exercised exclusively by the Governing Board. Without prejudice to such general powers, or any other powers expressed in these By-Laws, but subject to the same restrictions, the Governing Board shall have power:

(a) To raise funds for the operation of the Church.

(b) To acquire property, both real and personal, by gift, purchase, devise or bequest, and to hold, mortgage, sell, and convey the same for purposes of the Church, provided that no sale or mortgage of the main buildings of the Church shall be made without approval by vote of the members at a membership meeting;

(c) To adopt a seal for the Church;

(d) To recover any debts or obligations due the Church;

(e) To appoint such agents and hire such employees as the operations of the Church shall require and to allow them suitable compensation;

(f) To require any officer, agent or employee to file with the Church a satisfactory bond conditioned upon the faithful performance of assigned duties:

(g) To authorize any officer, agent or employee to execute conveyances, notes and other appropriate instruments in the name of the Church and to affix the seal;

(h) To determine the depositories in which the funds and securities of the Church shall be deposited, to designate a nominee, agent or trustee to hold and manage funds and securities of the Church, and to determine who shall be authorized on behalf of the Church to make and sign checks for the disbursement of funds and to make transfers or withdrawals of such securities;

(i) To borrow money and to issue notes, debentures, bonds, or other evidences of indebtedness, either unsecured or secured by mortgage or pledge, subject to the restriction specified in Item (b) above;

(j) To present at each annual meeting of members a proposed annual budget for consideration by the members, which budget in form adopted by vote of the members shall be adhered to as near as reasonably practicable, having regard for variation in receipts and changed circumstances for the fiscal year;

(k) To prescribe the fiscal year of the Church;

(l) To prescribe regulations for, and exercise general supervision over, each organization affiliated with the Church or using the Church name or facilities.

(m) To appoint three members to the Trust Committee of the Memorial Trust Fund, and to carry out the terms of agreement between the Memorial Trust Fund and the Church;

(n) To review periodically these By-Laws and recommend revisions and additions.

2.7 MEETINGS. Regular meetings of the Board shall be held at such times and places and upon such notice as the majority of the whole Board shall determine from time to time. The annual meeting of the Board is to be held each year on the third Monday in December or on any adjourned date within the same month as the Board shall fix, and at such meeting the terms of office for which Trustees have been elected at the prior annual meeting of members shall begin and the Board shall select officers. A special meeting may be called at any time by the Chairperson, by the Secretary, or by any three members of the Governing Board, and shall be held upon not less than five days' notice to all Board members specifying the time, place and purpose thereof eight members of the Board shall constitute a quorum for the transaction of business at any meeting, and vote of the majority present shall be the act of the Board except on matters requiring vote of the majority of the whole Board.

### SECTION 3

#### OFFICERS

3.1 OFFICES TO BE FILLED. The officers of the Church shall be:

(a) A Chairperson of the Governing Board who shall be the chief executive officer of the Church and who shall preside at all meetings of the Board and of members;

(b) One or more Vice-Chairpersons to act In the absence of the Chairperson;

(c) A Treasurer to be responsible for custody of the Church funds and securities and for keeping books of account with respect to the properties, receipts and disbursements of the Church;

(d) A Secretary to keep minutes of the meetings of the Board and of members, and give notices of meetings; and

(e) In the discretion of the Board, an Assistant Treasurer and an Assistant Secretary to act, respectively, in the absence of the Treasurer or Secretary.

3.2 TERM. The regular term for each office shall be one year and until a successor in office is chosen and qualifies.

3.3 ELECTION. Election of officers shall be made by the Governing Board from their number at the first regular meeting of the Board following the annual meeting of members or at any adjournment thereof by vote of the majority of the whole Board. Those members of the Governing Board serving on the Nominating Committee appointed as stated in Section 4.4 shall constitute the committee to nominate the officers.

3.4 REMOVAL. Any officer may be removed whenever it is judged by vote of the majority of the whole Board that the interests of the Church will be served thereby.

3.5 VACANCIES. Vacancies in any offices occurring from whatever reason shall be filled for the balance of the term by vote of the majority of the whole Board.

### SECTION 4

#### COMMITTEES

4.1 STANDING COMMITTEES. The Chairperson of the Governing Board, with the advice and consent of the Board, shall appoint the persons who, until their resignation or removal, or until successors for them are chosen, shall be members of the various standing committees. Such committees, unless the Board otherwise determines, shall be:

- (a) **Religious Services Committee** which shall be concerned with the conduct of general worship services and special services, musical activities, and the participation of members in such activities;
- (b) **Membership Committee** which shall be concerned with promoting church membership, counseling and visitation services, and benefactions to members, and participation of members in group activities and projects;
- (c) **Education Committee** which shall be concerned with adult education activities and with worship, educational and recreational opportunities to be provided children and youths and with the participation of parents in such activities.
- (d) **Business Affairs Committee** which shall be concerned with the administration and expenditure of funds, budgetary planning and control, the management and insuring of Church properties, management of kitchen and dining facilities; and the selection of employees for positions on the business staff;
- (e) **Properties Committee** which shall be concerned with the housekeeping, maintenance, altering, repair, and improvement of the Church buildings, and with the advice and consent of the Board, the acquisition, use and disposition of art objects;
- (f) **Social Action Committee** which shall be concerned with programs and activities outside the Church membership, including benefactions to persons or groups outside the membership;
- (g) **Communications Committee** which shall be concerned with disseminating information regarding the Church and the activities of its constituent groups, particularly the activities of the Governing Board and the Committees, and with Church extension activities;
- (h) **Personnel Committee** which shall be concerned with, but not limited to, the review of job descriptions of professional, business, and maintenance staff; pension, salaries and wage schedules; annual evaluations by goals and objectives where appropriate; and hearing requests and grievances from staff members or the Governing Board.

4.2 EXECUTIVE COMMITTEE. An Executive Committee consisting of the officers, and a minimum of at least two other Board members appointed by the Chair with the advice and consent of the Board, may exercise the authority of the Governing Board in management of the Church affairs between meetings of the Board to the extent prescribed from time to time by resolution adopted by a majority of the whole Board.

4.3 SPECIAL COMMITTEES. The Chairperson of the Governing Board with the advice and consent of the Board, may also appoint other committees from time to time to perform such functions and to have such authority as the Board shall prescribe.

4.4 NOMINATING COMMITTEE. Not later than October 31, the Chairperson of the Governing Board, with the advice and counsel of the Board, shall appoint three persons from the Board and three additional persons from the Church membership who are not Board members to serve as a Nominating Committee.

- (a) The Nominating Committee shall select at least eight persons willing and qualified to become members of the Governing Board and the names of the candidates so selected shall be filed with the Secretary of the Church at least twenty-one days before the date of the annual meeting. Of the persons so nominated by the Nominating Committee, not more than three may be Board members whose terms are expiring.
- (b) The Nominating Committee, in the same manner as described in the previous paragraph, shall nominate at least one candidate as the congregational representative to the Memorial Trust Fund Committee. Each of three congregational representatives serve for a three-year term, one term expiring each year.

4.5 ART COMMITTEE. There shall be a Fountain Street Church Art Committee which shall operate as an independent committee, the purpose of which is to make the visual arts a more important part of the spiritual environment of the church.

- (a) The Art Committee will consist of persons, church members and non-members, who wish to serve on the Art Committee. The Chairperson and Treasurer shall be members of the church.
- (b) The Art Committee shall have a church member representative on the church Properties Committee.
- (c) The Church governing Board shall appoint one of its members to serve on the Art Committee.
- (d) Money donated to the Art Committee for endowment will be held and managed by the Fountain Street Church Foundation.
- (e) Major fund raising by the Art Committee shall be approved by the Governing Board.

## SECTION 5

### MEMORIAL TRUST FUND

5.1 ESTABLISHMENT. The Memorial Trust Fund of Fountain Street Church has been established by agreement dated May, 1954, and amended and restated September 23, 1980, for the purposes of furnishing financial support for the Church's physical properties and program, and providing a suitable receptacle for memorial and non-operating gifts to the Church.

5.2 ADMINISTRATION. The Fund shall be administered by a Trust Committee of nine Church members appointed or elected as provided in the trust agreement and these By-Laws.

## SECTION 6

### PULPIT COMMITTEE

6.1 VACANCY. When a vacancy or expected vacancy shall occur in the position of head minister of the Church, a Pulpit Committee shall be established for the purpose of seeking and nominating a candidate for this position.

6.2 NOMINATING COMMITTEE. The Chairperson of the Governing Board, with the advice and counsel of the Governing Board, shall appoint three members from the Board and three additional members from the Church membership to serve as a Nominating Committee for the Pulpit Committee.

(a) The Nominating Committee shall present a slate of eighteen persons. Additional nominations may be made by petition., if signed by twenty-five or more members of the Church. Twelve of the nominees shall be elected to the Pulpit Committee by a ballot vote of the members of the Church.

(b) All persons who have been Church members for three years or longer shall be eligible as candidates for the Pulpit Committee, except for present members of the Governing Board, members of the Pulpit Nominating Committee and paid church staff who work in excess of 300 hours per calendar year,

6.3 ELECTION. Election of Pulpit Committee members shall be by written ballot cast in person or by mail at a meeting called for that purpose. There shall be no differentiation made on the ballot between names nominated by the Nominating Committee and those nominated by petition. The election shall follow the same procedures as prescribed for the election of Governing Board members.

6.4 DUTIES AND POWERS.

(a) The Pulpit Committee shall review candidates and report regularly to the Governing Board and to the congregation.

(b) There shall be a budget established by the Governing Board for the operational expenses of the Pulpit Committee.

(c) The Pulpit Committee shall recommend one candidate for head minister and shall notify the Governing Board so that a special membership meeting can be called for the purpose of approving or rejecting the recommendation.

## SECTION 7

### MINISTERS

7.1 ELECTION AND REMOVAL OF HEAD MINISTERIAL STAFF. The head of the ministerial staff shall be elected by a two-thirds ballot vote of members voting at a membership meeting, upon recommendation of the Pulpit Committee. In the event that a vacancy occurs, the position may be filled temporarily from among the rest of the staff by appointment of the Governing Board. The head minister may be removed only by a two-thirds ballot vote of the members voting at a membership meeting as defined in Section 8.

7.2 OTHER MINISTERS. Appointments to other positions of the ministerial staff and removal therefrom shall be made by the Board with the concurrence of the head of the ministerial staff.

7.3 FREEDOM OF PULPIT. Each minister shall enjoy the right of free expression in the pulpit.

## SECTION 8

### MEMBERSHIP MEETINGS

8.1 ANNUAL MEETING. The Annual meeting of members shall be held at the Church auditorium or meeting hall in the City of Grand Rapids within sixty days of the beginning of the fiscal year. At such meeting the members shall elect members of the Governing Board, shall adopt a budget for the fiscal year, and shall transact such other business as may properly come before the meeting.

8.2 SPECIAL MEETINGS. Special meetings of members shall be held at the Church auditorium or meeting hall in the City of Grand Rapids, and may be called at any time by the head of the ministerial staff, or by a majority of the Governing Board, or by request in writing of any twenty-five voting members of the Church. Any such call shall specify the date, place and purposes of such proposed meeting.

8.3 NOTICES.

(a) At least ten days prior to the holding of any annual or special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed to each member entitled to vote at such meeting. Such notice shall state the authority pursuant to which it is issued and shall bear the written, stamped, or typewritten or printed signature of the Secretary or Assistant Secretary. No matter may properly be submitted to vote which is not covered by, or germane to, the purposes stated in such notice.

(b) When a proposed action requires a ballot vote, such notice shall be accompanied by a form of ballot, an envelope marked "Ballot", and an envelope addressed to the Secretary upon which there shall be provided space for the name of the member. The two envelopes sent to each member shall be for use in voting by mail in the manner herein provided. The form of ballot shall provide for a choice between approval or disapproval of each matter referred to therein. A ballot which provides for the election of Trustees or Pulpit Committee members shall set forth the names of all persons nominated as candidates for such position.

8.4 QUORUM. Those members present at a meeting shall constitute a quorum.

## 8.5 VOTING.

(a) When an action is to be taken by the vote of the members of the Church, it shall be authorized by a majority of the votes cast by members entitled to vote thereon, except as otherwise provided in these By-Laws.

(b) Members may vote only in person except where these By-Laws specify for a ballot vote. When a proposed action requires a ballot vote, ballots may be presented in person or by mail. Ballots cast by mail must be received by the Church not later than the day preceding the date of the meeting at which the proposed action is to be taken. The name of the member must appear in the space provided on the envelope addressed to the Secretary which encloses the ballot, in order for the ballot to be valid.

## 8.6 INSPECTORS OF ELECTION.

(a) Where a proposed action requires a ballot vote, the Chairperson of the Governing Board shall appoint three or more voting members to be judges of the election who shall receive, judge and count all ballots cast either in person or by mail. No form of ballot other than the one provided by the Secretary shall be used or counted by the judges of the election. Where a ballot provides for the election of Governing Board Trustees or Pulpit Committee members, no ballot shall be counted upon which a greater number of candidates are voted for than there are vacancies to be filled. The decision of a majority of judges of the election shall be final as to the validity of any ballot cast.

(b) At the close of the balloting, the ballots shall be counted by the judges of the election and the results shall be reported to the Chairperson of the meeting, who shall thereupon announce the same to the meeting. With respect to the election of Governing Board Trustees and Pulpit Committee members, the candidates receiving the highest number of votes shall be declared elected. In case there shall be a tie in the number of votes cast, leaving undetermined the election of one or more persons, the judges of the election shall determine the question by lot.

## SECTION 9

### DENOMINATIONAL STATUS

**DENOMINATIONAL STATUS:** This Church is unaffiliated with any organization of churches that is denominational in character, and it shall remain so unless a denominational affiliation, if made, shall be without prejudice to the historic independence and autonomy of this Church and shall be without infringement upon its members' individual freedom-of belief or upon the same freedom for its ministers and for their expressions in the pulpit. Such affiliation may occur only in compliance with the foregoing conditions and only after having been approved by two-thirds ballot vote of the members of this Church voting in a meeting duly held for that purpose; and such affiliation shall continue thereafter subject to the foregoing conditions and only until terminated or changed by action of the denominational organization or by like vote of the then members of this church; and neither such an affiliation nor any subsequent disaffiliation or change thus occurring shall affect the rights to, or the use of, the property theretofore or thereafter acquired and locally used by this Church. However, these provisions shall not preclude any person who is or becomes a member of this Church from remaining or becoming a member of any church denomination, even though this Church as a congregation is without a denominational affiliation or is with a different denomination; provided that the denominational associations of individual members of this Church shall not infringe upon the independence and autonomy of this Church as a congregation or upon the freedom of its members generally and that of its ministers.

## SECTION 10

### AMENDMENTS

These By-Laws may be amended by two-thirds ballot vote of the members of the Church voting in a meeting duly held for that purpose.

## SECTION 11

### DISSOLUTION

DISSOLUTION: In the case of a dissolution of the Church, all of its remaining assets, including all accumulated income, shall be distributed and paid over exclusively to such charitable organization or organizations as the Governing Board shall designate, or in default of such designation, as the Circuit Court for Kent County, Michigan shall designate; provided, however, that an organization receiving any such assets shall be qualified as tax-exempt under Section 501C(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

## SECTION 12

### VISION AND MISSION STATEMENT

#### Vision Statement

We strive to be a vibrant church community that challenges individuals to craft their own spiritual journeys and to engage in creative and responsible action in the world.

#### Mission Statement

Ours is a loving, supportive, prophetic, and joyful community. We welcome people of all ages, races, backgrounds, lifestyles, and viewpoints.

We build on the wisdom of tradition, but are never satisfied that any practice, belief, or institution is set for all time.

We challenge every individual and our larger community to cultural, intellectual and spiritual growth, honoring the creative tension between tradition and change, intellect and spirit, individual and community, science and faith, as the crucible for testing and refining beliefs.

Acting on these ideals, we:

- Worship, learn, lead, and play
- Maintain FSC as a beacon for liberal religion and a haven for discussion and action regardless of controversy;
- Build on our tradition of nurture and appreciation for the artistic, cultural and intellectual fruits of the human mind and hand;
- Serve and enhance the church community by financial support and sharing our talents in an open and democratic structure; and
- Bring social justice and compassionate support to the larger community and the world.