

AMENDED AND RESTATED
BYLAWS OF THE
MCCALL COMMUNITY CHURCH CORPORATION

ARTICLE 1 PURPOSE AND OBJECTIVES

Section 1: Name

This organization is incorporated under the laws of the State of Idaho as Community Membership Church of McCall Corporation and shall be known as the McCall Community Church (the “Church”). The principal business of the Church shall be transacted in the City of McCall, County of Valley, State of Idaho.

Section 2: Purpose

The purpose of the Church is to welcome all, to foster spiritual growth through worship, teaching, fellowship and shared service to God and humanity. The Church was formed in 1916 and is a non-denominational religious non-profit 501(c)(3)corporation.

The **Statements of Faith** are as follows:

- A. The Church acknowledges a heritage based on generations of Christians who have sought to live faithfully in the enlightenment of God’s Spirit and word.

- B. The Church Members believe in God, in the Bible, in Jesus Christ, his Death and Resurrection, in Salvation through Faith, in Forgiveness of Sin, in Baptism, and in Communion, in Family and the importance of Christian Living. This is the foundation of our beliefs and guides our doctrine, teachings, and practice within the Church.

- C. Each Member has a right to follow his/her/their spiritual heritage according to the dictates of his/her/their own Holy-Spirit-influenced enlightenment and in the manner, they feel is appropriate, as long as the Member does not impede the rights of others.

Section 3: Limitation of Methods

The Church shall observe all local, state, and federal laws which apply to a 501(c)(3) not-for-profit organization as defined by the Internal Revenue Service. The Church serves as a non-political body through which all members of the community can support the collective actions of the Church.

Section 4: Authority

The Church is incorporated under and operates pursuant to Idaho Code Title 30, Chapter 30, the Idaho Nonprofit Corporation Act, as amended (the “Act”). Any reference to Idaho Code or the Act shall mean the applicable provisions of Idaho Code as amended, repealed, or replaced which was in effect at the time in question.

ARTICLE II MEMBERSHIP

Section 1: Eligibility

Membership in the Church shall be open to all who accept and commit to its Statements of Faith and agree to support the Church financially to the best of their ability and participate in its fellowship and stewardship. This is an open Membership which is receptive to all.

Section 2: Application

Persons wishing to join the Church may ask to do so in writing or in person. Applications for Membership shall be in writing to the Church on forms provided for that purpose and signed by the applicant. After filling out the Application, the applicant shall meet with the Pastor, who will then recommend his/her/their membership to the Board of Trustees. Any applicant shall become a Member upon unanimous acceptance by the Board of Trustees.

The new Member will be added to the roll of current members and will assume full privileges afforded to their membership class.

Section 3: Membership Types

There are two broad categories of Membership, Active and Associate. Active Membership is further delineated into “Resident” and “Non-Resident”.

A: Active Member: A Member who desires to be considered to be “Active” should expect to participate in worship services, either in person or distantly, in Church activities/outreach, and to contribute to the Church financially and shall be referred in these Bylaws as “Active Members.” There are two categories of Active Members:

- 1. Resident Active Member:** Active Member whose primary residence is within fifty (50) miles of the Church . Resident Members have full voting rights, may serve on boards and committees, may hold office, and may serve on the Board of Trustees.

2. **Non-Resident Active Member:** Active Members whose primary residence is not within fifty (50) miles of the Church. They have full voting privilege. Non-Resident Members typically may not serve on boards or committees, cannot hold office, and cannot serve on the Board of Trustees, however, may do so with unanimous approval by the Board of Trustees.
- B. **Associate Member:** Members who wish to be affiliated with the church and participate in church activities and support, including distantly, but who are unable to regularly actively participate in person. Associate Members will not have voting privileges, hold office or serve on committees, except as deemed appropriate by unanimous approval by the Board of Trustees.
- C. **Voting.** All Active Members, as defined, may vote by direct attendance, virtually, or indirectly by proxy vote.

Section 4: Termination or Reinstatement of Membership.

- A. A Member is considered to be “Active”, defined above, if they have participated in worship services, Church activities/outreach, and have contributed to the Church financially within the prior two years (Article II, Section 3, A). If a member listed as Active as determined at the prior annual Membership Review is found to have not participated in Church activities and worship services for a one year (1) year period they will be contacted by the Pastor to confirm their welfare, and to determine whether they wish to continue to participate as Active or be switched to Associate status, or to be removed from the Membership list. A second evaluation will be undertaken at the next annual Membership review, as described in Article II, Section 7, below, under Membership Standing. If an Active Member still remains inactive at that time for the second year, the Board of Trustees may unanimously remove the Active status, but the attendee should be encouraged and invited to maintain a relationship with the Church if they desire.
- B. **Reinstatement of Membership:** If a former member, either Active or Associate, desires to reactivate their membership, they may meet with the Pastor and the Board of Trustees for consideration.
- C. Violation of another Member’s right to participate in Church activities and meaningful participation in the Church Membership by another Member may result in the termination of the offending Member’s Membership.

- D. Conduct which harms the Church or its ability to fully serve its members may result in termination of Membership. Membership termination shall be determined by the Board of Trustees.
- E. Any Member may resign from the Church upon written notice to the Board of Trustees.
- F. Termination of Church Membership will result in automatic vacancy as an Officer, Trustee, or committee chairman of the Church, if applicable.

Section 5: Transfer of Membership.

Membership in the Church is not transferable.

Section 6: Duties of Members.

Members shall pledge to share in the life and work of the Church through attendance at worship services, participation in Church activities, stewardship, and financial support.

Section 7. Membership Standing.

A roll of current Active and Associate Members shall be reviewed annually by the Church Executive Secretary, the Financial Secretary and a member or members of the Board of Trustees. The roll shall then be presented to the Board of Trustees which, by unanimous vote, shall approve the official Membership roll. This review shall be done prior to the annual meeting.

Historical record of membership will be retained until dissolution of the Church.

ARTICLE III MEMBERSHIP MEETINGS

Section 1: Annual Meeting

The Annual Membership Meeting of the Church shall be scheduled by the Board of Trustees, for the purpose of electing the Board of Trustees, receiving reports on the activities and financial condition of the Church, and such other business as may come before such meeting, and shall be held each year on the third Sunday of July or at such time and place in McCall, Idaho as may be fixed by the Board of Trustees in the call for the meeting.

Section 2: Regular Meetings

The Board of Trustees may hold additional meetings for the Membership at a date, time, and place fixed by the Board to consider and act upon such matters as may be deemed necessary for full Membership consideration, using notice requirements of Idaho Code § 30-30-505.

Section 3: Special Meetings

Special meetings for the Membership may be called by the Members or the Board of Trustees in accordance with Idaho Code § 30-30-505. Any Special Meeting requested by Members shall be initiated by a writing, signed by five (5) Members, setting forth the purpose of the meeting. The meeting shall be held after three (3) consecutive weeks of publication of the notice of the Special Meeting in the Church publication delivered at its Sunday services.

Section 3: Orientation Meetings

Upon notice by the Board of Trustees, orientation on the purpose and activities of this organization shall be conducted for the following groups: new Trustees and/or Officers, committee chairpersons, committees, and new Members.

Section 4: Quorum

At any duly called Membership Meeting of the Church, twenty five percent (25%) of the Active Membership shall constitute a quorum, and items brought up for vote shall require a sixty seven percent (67%) majority approval of those present in person, remotely, or by absentee vote or proxy, to pass.

Section 5: Notices, Agendas, and Minutes

Notice of Membership Meetings shall be given in accordance with Idaho Code § 30-30-505. Advance notification shall include three (3) consecutive weeks of publication of the notice of the Meeting in the Church publication delivered at its Sunday services. An agenda must be prepared and sent with the notice of the Meeting. Such agendas may be posted on the Church's website, in the principal office of the Church, and such other locations as determined by the Board of Trustees. If e-mailed, such notices shall be deemed to be delivered when sent to the Member at the e-mail address as it appears on the Membership roll of the Church. If requested by the Active Member to be mailed via USPS, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at the address as it appears on the Membership roll of the Church with postage thereon prepaid. Minutes shall be kept of all Membership Meetings.

Section 6: Waiver of Notice

Whenever any notice is required to be given to any Member or Trustee of the Church under the provisions of the Bylaws, the Articles of Incorporation, or the laws of the State of Idaho, a

waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7: Action by Mailed Written Ballot or Absentee Ballot

Active Members may vote by mail or by absentee ballot on any Church action that may be taken at any Annual, regular, or special meeting of Members. Absentee ballots may be submitted electronically as provided for in the notice delivered with the written ballot.

ARTICLE IV BOARD OF TRUSTEES

Section 1: Function

The duties of the Board of Trustees shall be to maintain control the Church's property, be responsible for the Church's finances and employees, and recommend policy to the Membership.

Section 2: Composition of Board and Officers

The Board of Trustees shall be composed of no less than five (5) and no more than seven (7) Active Members selected from the voting Members of the Church.

Section 3: Qualifications

1. The Board of Trustees shall be Active Members of the Church, elected by Members to administer the upkeep, management, use and custody of all property of the Church, and be in charge of the legal, fiduciary, and administrative affairs, including all insurance coverage, Church invested funds, savings, and endowments.
2. The Pastor is an ex-officio nonvoting member of the Board of Trustees.
3. Trustees must be Active Members of the Church and eighteen (18) years of age or older.
4. Church employees and relatives of church employees may not serve as a voting member of the Board of Trustees, however, with the unanimous approval of the Board of Trustees, may serve in an advisory role on the Board of Trustees.
5. The names of Members being considered for Board of Trustees positions will be vetted by an ad hoc nominating committee and the Board of Trustees prior to being submitted to the membership for a vote.

Section 4: Duties and Powers

- A. The Board of Trustees, in its trustee capacity, is responsible for the care of the church property but shall have no power to buy, sell, mortgage, lease, or transfer any Church property, without a sixty seven percent (67%) approval vote of the Active Membership.

The Board of Trustees will provide for the raising of money and authorize the Treasurer in the payment of all bills. The Board of Trustees shall be ultimately responsible for the hiring and terminating employees, with the exception of the Pastor, which requires the process outlined subsequently.

The Board of Trustees shall have the following specific powers:

1. Be responsible for all personnel oversight, including job descriptions, hirings and terminations of employees
2. Manage all legal, fiduciary, and administrative responsibilities of the Church relating to ownership, management, use and custody of all property of the Church
3. Oversee the investing and management of funds, savings, checking and credit card accounts, Church endowments, annual pledges, gifts or in-kind or financial contributions.
4. Authorize and supervise real and personal property improvements, repairs, leases, sales, leases, and maintenance.
5. Procure adequate insurance of Church properties.
6. Safeguard the real property owned by the Church.
7. Develop written policies and procedures for the use and management of the Church's property, assets, and personal relations (paid employees and volunteers).
8. Provide an annual internal review of the Church's financial records in accordance with the procedures outlined in the Policy and Procedure Manual and by a licensed professional as deemed necessary.
9. Conduct all meetings set forth in these Bylaws.
10. Work with the Pastor on such matters as worship, fellowship, community outreach, missions, evangelism, committees, fundraising and other matters as to provide a well-rounded, long-range program for the Church.
11. Assemble the annual operation budget for approval by the Church membership at the Annual Meeting, monitor the receipts and expenses under the budget and shall provide the membership quarterly financial statements showing the receipts and expenditures relative to the budget. The Board of Trustees shall administer the annual pledge appeal, and such other financial drives that may be approved by the Membership.
12. Appoint committees to assist the Board of Trustees' efforts from time to time as deemed necessary.
13. Appoint authorized check signers, credit card users, and authorized agents to access the safety deposit box. All check signers shall be approved by the Board of Trustees and cannot be related to other check signers or be employees of the church.
14. Submit required annual State of Idaho filings.
15. Encourage members to make gifts, bequests, endowments, memorials, and wills that benefit the Church.
16. Appoint a qualified person to review the accounting of all funds and accounts and the management thereof and shall make available the reviewer's report to the Board of Trustees.
17. Appoint an **Investment Committee** to actively oversee the management of the

Church's gifted, endowed and invested funds.

- B. The Board of Trustees shall have no power to purchase non-budgeted property, supplies or repairs over Fifty Thousand Dollars (\$50,000) except with specific authority by the Active Membership.

Section 5: Terms

Trustee seats shall have one three (3) year term for each seat on the Board of Trustees. Upon approval by the Active Membership a Trustee can serve additional terms. One-half of the Trustee seats shall be up for election in even years with the remaining Trustee positions up for election in odd years. Trustees appointed to their position to fill a vacancy on the Board of Trustees shall fulfill the term of the seat they occupy before being up for reelection. Mid-term vacancies on the Board of Trustees shall be filled by appointment from the Board of Trustees until the next Annual Membership Meeting.

Section 6: Election of Trustees

In the event the Church receives more candidates for Board of Trustee seats than there are open seats, a general election will be held. The general election for the Board of Trustees shall be held at the Annual Meeting of the Membership. All Members who have submitted an application for Board member candidacy shall be placed on the ballot. The names of all candidates shall be arranged in alphabetical order on the ballot. Instructions will be to vote for the number of Trustees as there are seats up for election. The Secretary shall send the ballot to all active Members at least fifteen (15) days before the Annual Membership Meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Church within ten (10) days. The Board of Trustees at the Annual Membership Meeting shall declare the candidates with the greatest number of votes elected. All references to 'days' in this paragraph refer to calendar days.

In the unlikely event of a tie, the Chairman of the Board of Trustees shall have the authority to cast the deciding vote in any election

If the number of candidates does not exceed the number of open Board of Trustee seats up for election, those candidates shall be deemed elected.

Section 7: Seating of New Trustees and Officers

All newly elected Trustees shall be seated at the next regularly scheduled Board of Trustees Meeting as guests of the current Board of Trustees. Retiring Trustees shall continue to serve until the end of the current fiscal year until the 1st day of January of the following year, at which point, the newly elected Trustees shall be full Trustees.

Section 8: Resignation

A Trustee may resign at any time by delivering written notice to the Board of Trustees. A Trustee will be considered to have resigned by the absence from more than three (3) regularly scheduled Board Meetings per year without a reason being deemed valid by the Board of Trustees. Said reason must be communicated to the Chairperson or Executive Secretary prior to the missing of said meeting.

Section 9: Appointment

Vacancies on the Board of Trustees may be filled by a majority vote of the seats remaining on the Board of Trustees. A Trustee selected to fill a vacancy shall serve for the unexpired term of the seat on the Board.

Section 10: Board of Trustees Meetings

The Board of Trustees shall hold regular monthly meetings at the Church's principal place of business. Regular monthly meetings of the Board of Trustees may be held without notice.

Special meetings for the Board of Trustees may be called by the BOT Chairperson or by three (3) Trustees. Special meetings of the Board of Trustees must be preceded by at least two (2) days' notice to each Trustee of the date, time, and place of the meeting.

A Trustee may, at any time before, during, or after the meeting, waive any notice required for a meeting of the Board of Trustees. A Trustee's attendance at or participation in a meeting waives any required notice of the meeting unless the Trustee, upon arriving at the meeting or prior to the vote on a matter not published on the agenda, objects to lack of notice and does not thereafter vote either for or against the objected action.

The Board of Trustees shall select a Chairperson by majority vote from its voting Board of Trustees members. The Chairperson shall generally be a non-voting member of the Board unless a vote is tied, or the Board seeks their vote. The Board of Trustees may approve the Pastor to propose an agenda for Board of Trustees meetings, which is to be formulated with input from the Chairperson and other Board of Trustees members.

The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication. All Trustees participating should be able to communicate during the meeting. A Trustee participating in a meeting by this means is considered to be present at the meeting.

A quorum of the Board of Trustees consists of a majority of the Trustees in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Trustees present is the act of the Board of Trustees.

Minutes shall be kept of all Board of Trustees meetings.

Church Members in good standing may attend Board meetings providing the President or Secretary receives notification at last one (1) day prior to such meeting.

Section 11: Action of the Board of Trustees Without Meeting

Action may be taken by the Board of Trustees without a meeting upon the affirmative vote of a majority of the Trustees then in office. Votes by the Board of Trustees without a meeting may be taken by written electronic means, including but not limited to email, text message, electronic survey, etc. Minutes shall be kept of all actions taken by the Board of Trustees without a meeting including records of votes by electronic means.

Section 12: Policy Statements of Position on Issues

The Board of Trustees is responsible for establishing procedure and formulating policy of the Church. A Trustee has no power or authority to incur any liability or obligation on behalf of or against the Church until he/she shall have first been authorized to do so by two-thirds vote of the Board of Trustees.

ARTICLE V OFFICERS

Section 1: Officers

The Officers of the Church shall be the Board of Trustees, Treasurer, and Financial Officer (formerly called Financial Secretary).

Section 2: Election and Selection of Officers

The Officers shall be elected annually by the Board of Trustees and presented to the Active Membership for approval at the Annual Membership Meeting. The Treasurer shall be elected by the Board of Trustees every three (3) years.

The Board of Trustees may hold an election for an Officer position at any meeting of the Board of Trustees to fill a vacancy. An Officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

In the event of a tie for the election of an Officer, the Pastor, shall have the authority to cast the deciding vote.

Section 3: Duties of the Chairperson of the Board of Trustees, the Treasurer, and the Financial Officer

A. The Chairperson of the Board of Trustees:

The Board of Trustees shall elect a Chairperson by majority vote from its voting Board of Trustees members. The Chairperson shall generally be a non-voting member of the Board unless a vote is tied, or the Board seeks their vote.

The Chairperson of the Board of Trustees shall have the following powers and duties:

1. Shall be the principal executive officer of the Church subject to the control of the Board of Trustees, shall have the general supervision and management of the business of the Church.
2. Shall recommend to the Board of Trustees such matters and suggestions which will promote the goals and mission of the Church.
3. Shall be responsible for administration of the strategic plan in accordance with the policies and regulations of the Board of Trustees.
4. Shall be an ex-officio member of all Church committees.
5. Shall preside at all meetings of the Members and of the Board of Trustees.

6. Shall see that all orders and resolutions of the Membership and Board of Trustees are carried into effect.
7. Shall appoint all standing committee chairs subject to Board of Trustees approval.
8. When established, shall sign Membership certificates along with the Financial Officer or any other officer of the Church, authorized by the Board to sign Membership certificates.
9. May sign deeds, mortgages, bonds, contracts, or other instruments which the Active Membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Active Membership or by these Bylaws to some other Officer or agent of the Church or shall be required by law to be otherwise signed or executed.
10. Shall, with the assistance of the Treasurer, cause an annual budget to be prepared for the fiscal year and presented to the Membership.
11. Shall conduct the activities of the Church between regularly scheduled monthly meetings of the Church through the Board of Trustees and shall, in general, perform all other duties and exercise all powers incident to the office of Chairperson of the Board of Trustees as may be prescribed by the Bylaws, the Board of Trustees, or the Active Membership.
12. Shall, with the approval of the Board of Trustees, employ individual(s) as needed to fulfill the mission of the Church. During the duration of such employment, the Board will annually review the hours, compensation, and performance of any/all employees. The outgoing and in-coming Chairperson shall conduct a joint annual employee evaluation interview with each employee in December. In order to facilitate budget preparation for the upcoming fiscal year, any changes in compensation, including hours, rates, or any other conditions, will be determined and voted upon by the Board of Trustees at the last Board of Trustee meeting of the current fiscal year.
13. Shall, at the expiration of the term of office, deliver to the Board of Trustees all books, papers, records, and property of the Church.

B. The Treasurer

The Treasurer shall be a Board of Trustees member and will have the following powers and duties appointed by the Board of Trustees. The duties will be laid out more fully in a written Policy and Procedures Manual, but will include, but not be limited to the following:.

1. Maintain an Active Member status and serve as a voting member of the Board of Trustees and attend Board of Trustee meetings. .
2. Prepare and submit all financial statements to the Board of Trustees, as well as any special accounting requested by the Board of Trustees.
3. Prepares and presents a financial report to the BOT at the year end Annual BOT Meeting as described under Section 4: E, page 20, and 4: E, 1 page 21.
4. Maintain the business integrity of the Church and to faithfully steward its resources.

5. Ensure financial practices, as outlined in the Policy and Procedure Manual, relevant job descriptions and ensure that contract provisions are followed.
6. Authorize disbursements and receipt and deposit of funds.
7. Pay by check all approved disbursements and strictly adhere to second signature requirements by non-related authorized signers.
8. Monitor all checks, credit card charges, monthly payables, payroll taxes, and other liabilities to ensure timely payment, proper recording, and preservation of financial records.
9. Prepare financial records for inspection by the Board of Trustees, Members of the Church and governmental entities.
10. Assist the Board of Trustees and Investment Committee to create and enforce written standard operating procedures for securing handling, recording, preserving, and retention and disposal of the Church's financial records.
11. May share any of these duties with the Executive Secretary as needed.
12. Serve on the Financial Affairs Committee and as a voting member of the Investment Committee.
13. Prepare and submit all financial statements to the Board of Trustees, as well as any special accounting requested by the Board of Trustees.
14. Prepare and present a financial report for the Annual Membership Meeting.
15. Maintain the business integrity of the Church and to faithfully steward its resources.
16. Ensure financial practices, as outlined in the Policy and Procedure Manual, relevant job descriptions and contract provisions are followed.
17. Authorize disbursements, receipts and deposit of funds.
18. Pay by check all approved disbursements and strictly adhere to second signature requirements by non-related authorized signers.
19. Monitor all checks, credit card charges, monthly payables, payroll taxes, and other liabilities to ensure timely payment, proper recording, and preservation of financial records.
20. Assist the Board of Trustees and Investment Committee to create and enforce written standard operating procedures for securing handling, recording, preserving, and retention and disposal of the Church's financial records.

C. The Financial Officer (formerly known as Financial Secretary):

The Financial Officer shall have the following powers and duties:

1. Is appointed by the BOT and may attend the BOT meetings in a non-voting status.
2. Serve a one (1) year term or longer as determined by the Board of Trustees.
3. Preserve the privacy and confidentiality of all tithe and donation records.
4. Work closely and coordinate with the Treasurer.
5. Receive all weekly monies and offerings, count, record, and deposit them into Board of Trustee approved bank accounts.

6. Keep individual giving records to be delivered to each member at year end or as otherwise directed by the Board of Trustees or Treasurer.
7. Give a written report at the Annual BOT Meeting.
8. Preserve all records in a safe and secure location within the church.
9. Maintain records' retention, dispersal schedules and best practices as provided in a policy and procedures manual in accordance with state and federal guidelines.
10. Along with the Treasurer, shall inspect and affirm the signature of the Chairperson of the Board on all legal documents which require such attestation.
11. Shall be custodian of the financial records of the Church, the execution of which will be on behalf of the Corporation as duly authorized.
12. When available, shall sign with the Chairperson of the BOT, Membership certificates of the Church.
13. Shall serve on the Financial Affairs Committee.
14. Shall, at the expiration of the term of office, deliver to the Board of Trustees all books, papers, records, and property of the Church.

The incoming Board of Trustees shall annually audit all books and accounts at the Annual Board meeting and issue a report to the Church Membership at the first Board of Trustees' January Board Meeting.

Section 4: Resignation and Removal of Officers

An Officer may resign at any time by delivering notice to the Church and the Board of Trustees. If a resignation is made effective at a future date and the Church accepts the future effective date, the Board of Trustees may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

The Board of Trustees may remove any Officer at any time with cause.

ARTICLE VI EMPLOYED POSITIONS

A. The Executive Secretary:

The Executive Secretary is a paid position, hired by the Board of Trustees. The duties will be laid out more fully in a written Policy and Procedures Manual and Employment Agreement, but will include, but not be limited to the following:

1. Manage the Church's office administrative duties.
2. Provide support to the Pastor, Church officers, including the Board of Trustees, staff, congregation, and visitors.

3. Serve as custodian and archivist of the Church records and historical documents, other than those financial records retained by the Financial Secretary, and shall keep records of all official actions of the Church, including minutes of all Board of Trustees and Congregational meetings, including Membership meetings, marriages, baptisms and deaths.
4. Keep an accurate register of current and past Members. Prepare baptismal, dedication, marriage, and membership certificates.
5. Keep the Policy and Procedures Manual up to date and provide revisions to the Pastor and each member of the Board of Trustees.
6. Shall maintain a record of committee membership.
7. Shall take attendance at each meeting.
8. Supervise the online presence of the Church (e.g. Facebook and website).
9. Shall conduct the correspondence of the Church and see that all notices are duly given in accordance with the Bylaws and as required by law.
10. May obtain assistance with duties and responsibilities as deemed appropriate while retaining oversight and responsibility for execution.
11. Other duties as assigned and included in the Policy and Procedures Manual or employment agreement.

B. The Assistant Secretary

The Assistant Secretary is a paid position and may be hired as determined necessary by the Board of Trustees. The duties will be laid out more fully in a written Policy and Procedures Manual and Employment Agreement, but will include, but not be limited to the following :

1. Primarily be under the direction and supervision of the Executive Secretary and the Pastor.
2. Maintain and be present at regular church office hours as determined necessary by the Board of Trustees.
3. Receive and answer phone, and emailed contacts, and refer as appropriate.
4. Assist the Pastor, the Financial and Executive Secretaries as requested.
5. Maintain the online presence of the Church under the supervision of the Executive Secretary.

C: The Music Director:

The Music Director, hired by the Board of Trustees, is a paid position, with the following duties and responsibilities laid out more fully in a written Policy and Procedures Manual and Employment Agreement. In cooperation and collaboration with the Pastor and subject to the church budget, coordinate and provide general planning and execution of the music program.

1. Provide appropriate music by organ, piano, other instrument or voice for the Sunday worship service, Christmas Eve and other special services.
2. Purchase music, music supplies, and hire instrumentalists and vocalists as required.
3. Shall be responsible for overseeing the maintenance and repair of Church musical instruments.
4. Maintain the music library in an orderly fashion.
5. Attend staff and committee meetings as necessary.

The annual salary will be determined by the Board of Trustees, in negotiation with the Music Director following an annual review in November, to include working relationships, job performance, compensation, and other aspects of the position. Salary shall be based on 52 weekly Sunday services, paid in 12 monthly payments, made on the last day of the month.

D. PASTOR:

The Pastor, with the assistance of the Board of Trustees, shall be in charge of the spiritual welfare of the Church. The Pastor, as the spiritual leader is expected to be the shepherd of the flock and as such holds a high position of responsibility and trust, but also answers to the Board of Trustees in an employee relationship. The duties will be laid out more fully in a written Policy and Procedures Manual and Employment Agreement, but will include, but not be limited to the following:

1. Preach and teach the Word of God.
2. Conduct worship services and Bible studies.
3. Coordinate and collaborate with the Music Director in the preparation of the weekly order of worship.
4. Administer Baptism and Communion.
5. Provide pastoral care: visit the sick and distressed, counsel those in need or make appropriate referrals.

6. Respect and maintain confidences.
7. Perform marriages and funerals.
8. Lead and counsel the Church in its missions.
9. Assist in long range planning.
10. Assist in evaluations of church activities considering its mission and goals.
11. Assist Board of Trustees and committees with vetting candidates.
12. Equip and encourage people for leadership roles in the church and evangelism.
13. Share knowledge and promotion of the church in the community and encourage new members and attendees.
14. Ensure that all baptism, marriage, and funeral records are maintained and recorded as required.
15. May be authorized by the Board of Trustees to supervise some employees or volunteers, but does not have authority, unless expressly provided by the Board of Trustees, to discipline, hire, or terminate employees or volunteers.
16. The Pastor may provide guidance to the Board of Trustees in maintenance of church records, financial management and facilities, and shall be an ex-officio, nonvoting member of the Board of Trustees and all boards and committees.

Authority to call a pastor will be by 2/3 vote of the Active Members. Voting will be in person, virtually, written, or by proxy. The Board of Trustees will present a candidate after selection and vetting based on the recommendations of a search committee and further vetting by the Board of Trustees. Vetting will include investigating a prospective pastor's abilities, experience, education, training and study, character, demeanor, reputation, leadership abilities, and a criminal background examination. A tentative employment contract should be in place to be part of the Active Members' consideration.

The Pastor has tenure, subject to renewal

The Pastor's tenure may be terminated by the Pastor giving the Board of Trustees and Congregation a written ninety (90) day notice OR by the Board of Trustees giving the Pastor and the Congregation a ninety (90) day notice of a Special Congregational meeting, called for the single purpose of voting on ending the Pastor's tenure. The vote must be by a 2/3 vote of those members attending in person, virtually, or by telephone in order to take effect.

ARTICLE VII COMMITTEES

Section 1: Appointment and Authority

Chairpersons of the various committees shall be approved by the Board of Trustees. It is desirable, although not required, that the committee chairperson be a member of the Board of

Trustees. If that is the case, where possible, in the final year of his/her term of office as a Board member, the committee chairperson should actively recruit a replacement from the members of the committee and train them. Such committee members would be involved in planning committee functions and would be prepared to advance to Board positions and committee chairmanships.

It shall be the function of the committees to investigate, conduct studies and hearings, make recommendations to the Board of Trustees, and to carry out such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

The Board of Trustees shall authorize and define the powers and duties of all committees.

No action by any Member, committee, division, employee, Trustee, or Officer shall be binding upon, or constitute an expression of, the policy of the Church until it shall have been ratified by the Board of Trustees or approved by the Membership.

Committees may be discharged when their work has been completed, and when, in the opinion of the Board of Trustees, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Trustees, it shall be incumbent upon the committee chairpersons or, in their absence, whomever they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and government agencies, if so directed by the Chairman or the Board of Trustees.

Committees, divisions, or councils shall take no action or resolution of any kind bearing upon or expressive of the Church, unless approved by the Board of Trustees.

Section 4: Committees

The following committees may be formed by the Board of Trustees. Active Members may serve on any committees, and Associate Members may do so on approval by the Board of Trustees.

A. Christian Education Committee

This Committee is currently not deemed necessary, but might be needed with future growth, as determined by the Board of Trustees and Pastor.

1. There shall be at least three (3) members of the Christian Education Committee elected by the Church Membership and approved by the Board of Trustees.
2. The Christian Education Committee shall supervise and recruit Church School teachers as needed.
3. The Committee shall determine the general policies and the aims of the education program of the Church.
4. The Christian Education Committee shall be responsible for submitting to the Trustees a budget proposal for curriculum and audio-visual aids, books and supplies which will be needed for Sunday School youth groups, confirmation class, adult study programs, and the church library.
5. The Christian Education Committee shall submit to the Trustees, a budget proposal for, and shall coordinate the educational programs and scholarships of the Membership including, but not limited to summer camp, Vacation Bible School and conferences for youth, adults, and families.

B: Pastoral Relations Committee:

A standing Pastoral Relations Committee of at least three (3) members shall be named by the Board of Trustees.

The Pastoral Relations Committee shall meet with the Pastor at least three (3) times per year and as deemed necessary in order to provide encouragement and support to the Pastor, to hear concerns of the Pastor, to share concerns that have been expressed from among the membership and to provide a written annual performance review, along with recommendations regarding salary,-benefits, and amendments in the contract to the Board of Trustees.

The yearly evaluation is helpful both for positive comments and suggestions.

C: Pastor Search Committee:

When the position of Pastor is about to be vacated, the Board of Trustees shall appoint Members to a Search Committee that is representative of the Membership.

1. Pastor Qualifications: The candidate shall be vetted by the Board of Trustees or its designated reviewer(s), and as detailed previously, to investigate and compile the candidate's abilities, experience, education, training and study, character, demeanor, reputation, leadership abilities, and a criminal background examination and conversations with previous employers
2. Pastor Call. When a duly appointed Search Committee votes to

recommend a candidate to the Board of Trustees and the Board of Trustees votes unanimously in favor to recommend a candidate to the Membership, the candidate will be invited at the Church's expense to spend some time in our community and to preach at least two (2) sermons at Sunday worship services. After the candidate's last visit to the Church, then a Special Membership meeting will be called, to discuss issuing a call to this candidate. The Pastor is called by a twothird (2/3) vote of the Members present at this meeting in person or virtually as further described in Article VI, D, Page 17 above.

D: Investment Committee

The Investment Committee shall actively oversee the management of the Church's gifted, endowed and invested funds. The Investment Committee shall:

1. Consist of not less than three (3) and not more than five (5) members appointed by the Board of Trustees for three (3) year terms. The Treasurer shall be a voting member of the Investment Committee. The Pastor may be an ex-officio, non-voting member of the Investment Committee at the discretion of the Board of Trustees.
2. Meet quarterly to administer all benevolent gifts, endowments and invested funds in a manner to honor and perpetuate the donor's desires and directives and meet the Church's financial goals to the best of its ability.
3. Develop written standard operating procedures reflecting sound investment practices and strategies and participate with the Board of Trustees in selection of financial advisors.
4. Provide a written report quarterly to the Board of Trustees and additional reports as requested by the Board of Trustees.
5. Prudently invest the church's funds in conjunction with a Board of Trustees approved qualified financial advisor.
- 6.

E: Financial Affairs Committee:

The Financial Affairs Committee shall oversee the annual budgeted operation of the Church. It shall be comprised of the Treasurer, Financial Officer, and three (3) other members approved by the Board of Trustees for three (3) year terms. The Financial Affairs Committee members shall elect a Chairperson from among themselves, who will attend the Board of Trustees meetings as appropriate.

The Financial Affairs Committee shall meet as needed to prepare an annual budget and quarterly to make an analysis of proposed needs and funding. The Financial Affairs Committee shall evaluate proposals for future needs to determine sound financial decisions. Following their analysis, proposed expenditures are submitted to the Board of Trustees for consideration and ultimate approval or rejection. Responsibilities include:

1. Formulating and the annual budget for the coming fiscal year for presentation to the Board of Trustees in November for consideration and approval by the Board of Trustees at the Board of Trustees Annual Meeting in December.
2. The Board of Trustees will submit the annual budget to the Membership at a Membership Meeting in January, the beginning of the fiscal year.
3. The Financial Affairs Committee shall meet quarterly to review the financial standing and budgetary compliance of the Church expenditures, and again in November to formulate the projected budget for the coming year.
4. The Committee shall make every possible effort to present projections that represent a balanced budget, with projected expenses being matched by projected income. In the event of a projected shortfall, the Board of Trustees shall be apprised and consulted for decisions concerning possible mitigations to bring the budget into balance, realizing that, on occasion there might be a shortfall that requires use of investment funds in financial reserve.

F: Music Committee:

Music Committee, selected by the BOT from interested Members shall be under the direction of the Music Director to assist in music selection recommendations, with final recommendations shared in cooperation and collaboration with the Pastor.

G: Service and Care Team and Committee (Formerly Deacons' Committee):

The Service and Care Team shall consist of volunteers from among all attendees, including, but not limited to Active Members, Associate Members, and anyone else who attends and is dedicated to serving the Church and community with faith, reverence, and discretion in various capacities. Applicants will be vetted by the Service and Care Team Committee and be submitted to the Board of Trustees and the Pastor for approval.

The Service and Care Team shall be under the ultimate supervision of the Board of Trustees, overseen by the Service and Care Team Committee, headed by a Chairperson chosen by and reporting to the Board of Trustees. The Chairperson should be a Member, although an employee or relative of an employee may hold that position if deemed appropriate. The Chairperson may establish subcommittees as needed for specific tasks and duties and may choose supervisors for those subcommittees.

The Service and Care Team members may have responsibility for various activities in the Church, as deemed appropriate by the Board of Trustees, including but not limited to:

1. Assist the Pastor with Church Ordinances, such as Communion and Baptisms, and sanctuary preparation for services.
2. Assist with the Church's compassionate outreach to persons in need.

3. Visit the sick, elderly, and lonely.
4. Assist with prayer requests.
5. Promote the Church in the community and welcome new members and guests.
6. Be supportive of the spiritual welfare of the membership.
7. Assist, along with other members of the congregation, in the worship, fundraising, missions, programs, and hospitality/fellowship of the Church.
8. Assist with property management and maintenance as needed if desired and as skills allow.
9. Other duties or services requested by the Pastor.
10. Maintain a list of volunteers who have offered and are willing to help with the activities of the Service and Care Team and the Church.
11. The Chairperson will prepare and submit to the BOT and/or the appointed Financial Affairs Committee a proposed budget to cover its expenses and an annual report of activities.

ARTICLE VIII FINANCES

Section 1: Funds

All money paid to the Church shall be placed in a bank depository fund in the name of the Community Membership Church of McCall Corporation

Section 2: Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts for expenses provided in the budget without additional approval of the Board of Trustees unless such expenditure exceeds ten percent (10%) of budgeted gross revenues. Disbursements shall be by check. Authorized signators for Church accounts must be approved by the BOT, and may include the officers and any employee of the Church authorized by the BOT.

Section 3: Budget Adjustments and Revisions

The BOT shall adjust and/or revise the annual budget to meet changing conditions throughout the fiscal year.

Section 4: Fiscal Year

The fiscal year of the Church shall close on December 31.

Section 5: Budget

As soon as possible into the new fiscal year, the Financial Affairs Committee shall prepare the budget for the coming year and shall cause it to be submitted to the BOT for approval no later than the year end Annual BOT Meeting as described under Section 4: E, page 20, and 4: E, 1 page 21. The approved budget will then be submitted to the Membership at the Annual Membership Meeting.

Section 6: Loans

No loans shall be contracted on behalf of the Church and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Trustees and approved by a sixty seven percent (67%) majority vote of the Active Membership.

Section 7: Contracts

The Board of Trustees shall not authorize any office or Officers, agent, or agents, to enter into any contract in excess of fifty thousand dollars (\$50,000) on behalf of the Church, excluding employment agreements, without the approval of a sixty seven percent (67%) majority of the Active Membership and such authority may be general or confined to specific instances.

ARTICLE IX DISSOLUTION

Section 1: Procedure

The Church shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the Members of the Church. On dissolution of the Church, physical assets and any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Trustees as defined by IRC Section 501(c)(3), further outlined in Article XIV, Section 4.

ARTICLE X PARLIAMENTARY AUTHORITY

Section 1: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the charter or current Bylaws of the Church.

ARTICLE XI AMENDMENTS

Section 1: Amendments

The Bylaws may be amended at any Annual Meeting or Special Meeting of the Church Members by a 2/3 vote of the annually approved Active Membership, present in person or virtually, or having provided a proxy after written notice of the proposed changes given at least three (3) weeks prior to, and no longer than five (5) weeks prior to the date of the meeting.

ARTICLE XII INDEMNIFICATION

Section 1: Indemnification

The Church shall indemnify to the fullest extent permitted by the Act any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, because such person was or is an Officer, Trustee, employee, or agent of the Church while acting for and on behalf of the Church, in accordance with Idaho Code § 30-30-626. Notice of any such indemnification shall be provided pursuant to Idaho Code § 30-30-1106.

Section 2: Insurance

The Church shall carry proper insurance for the Trustees and Officers in order to provide for the indemnification as set forth above.

ARTICLE XIII MISCELLANEOUS

Section 1: The Handbook

The Board of Trustees shall establish and maintain a Handbook for the Church which shall govern the policies and procedures of the Church not hereinbefore provided for in these Bylaws and consistent with the Act. The Handbook may be adopted, altered, and amended by a majority vote of the Board of Trustees. The Handbook shall be considered an official record of the Church and subject to inspection by its Members.

Section 2: Employees and Independent Contractors

The Board of Trustees may hire employees and independent contractors on behalf of the Church. The qualifications, job duties, terms of employment, and compensation shall be outlined in the Handbook.

ARTICLE XIV NON-PROFIT RESTRICTIONS

Section 1: Purpose of the Corporation

The Corporation is organized for the purpose to create a charitable religious organization and other items and/or services as determined by the needs of the community and the discretion of the Board.

Section 2: Non-Profit Purpose

This Corporation is organized exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. The Corporation is formed exclusively for purposes which are not for profit, and not for pecuniary benefit or financial gain. No part of the corporate assets, net income or profits shall be distributable to, or inure to the benefit of its officers, directors, or members, except to the extent permitted for a non-profit Corporation under the nonprofit Corporation laws of the State of Idaho and Section 501(c)(3) of the Internal Revenue Code.

Section 3: Prohibited Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: Distribution on Dissolution or Liquidation

The assets of this Corporation are irrevocably and permanently dedicated to charitable and educational purposes. Upon the dissolution of the Corporation, its assets shall be distributed only for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code or to a non-profit fund, foundation or Corporation, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV ADOPTION OF AMENDED AND RESTATED BYLAWS

We, the undersigned current Trustees and Officers of the Church, represent and do hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of the Church in accordance with the applicable provisions of the previous Bylaws, the Act, and by majority consent of the Board of Trustees on the ____ day of _____, 20__.

By: _____ By: _____ Its: _____
_____ Its: _____

By: _____ By: _____ Its: _____
_____ Its: _____

By: _____ By: _____
Its: _____ Its: _____

By: _____
Its: _____