

Skyland Community Church, Los Gatos, CA

Bylaws

Article I. Name and Principal Office

Section 1. The name of this church is “Skyland Community Church (United Church of Christ).” For brevity, “Skyland” will be used throughout this document.

Section 2. The principal office of this church is located at 25100 Skyland Road, Los Gatos, CA.

Article II. Purpose, Open and Affirming Covenant, Polity, Beliefs, and Policies

Section 1. Purpose. Skyland is a non-profit religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes. Skyland exists to give glory to God and to work with others to help bring about the realm of God in our community.

Skyland freely joins in covenant with the United Church of Christ, UCC, banding together for mutually supportive ministry and mission with other local churches in the Northern California Nevada Conference and the Santa Clara Association as well as churches in the wider UCC.

Section 2. Open and Affirming Covenant. We have covenanted to live as an Open and Affirming congregation of the United Church of Christ, as reflected in our Open and Affirming Covenant as documented in the Policies, Procedures and Covenants Book.

Section 3. Polity. The governance and ownership of this church is vested in its members who exercise the right of control in all its affairs. It is amenable to no other ecclesiastical body but accepts the obligations and mutual counsel and cooperation involved in the free fellowship of the UCC, and pledges itself to share in common aims and work.

Section 4. Beliefs. While affirming the liberty of our church and the validity of our ministry, we hold to the unity of all Christians and the United Church of Christ. We earnestly seek Jesus' prayer for his disciples, that "they may all be one." (John 17:21) While the UCC's Statement of Faith as a Doxology is a good reflection of beliefs among many of our members, as a noncreedal church, we welcome persons with a wide range of beliefs who covenant to help carry out the ministries of our church. In addition, we value working with others in our wider community for the common good, including persons that may follow different faith traditions or do not identify as persons of faith at all. Consistent with the United Church of Christ, we celebrate two sacraments, Baptism and Holy Communion.

Section 5. Policies. The Council is responsible for promulgating and approving policies, which are voted upon at congregational meetings and periodically reviewed by Council (at least once every five years).

Article III - Membership

Section 1. General. Skyland welcomes into membership all persons who seek a church home and wish to extend their spiritual horizons. In keeping with its UCC heritage, Skyland does not have set beliefs or a confession of faith that serve as a requirement for membership.

The membership of Skyland will consist of persons who either:

- A. Accept the membership covenant in Article III, Section 2 of these Bylaws and are received as members by confirmation, affirmation of faith, letter of transfer; or
- B. Participate actively, demonstrating commitment and responsibility for five years and agree to be a member (Article III, Section 5 of these Bylaws.)

Section 2. Membership Covenant. We the members of Skyland Community Church covenant with God and with one another to:

- A. Create and nurture a sharing and caring family in which we value each person's unique expression of the image of God;
- B. Walk together, learn together, and explore together our shared and individual understanding of God our creator, Jesus our teacher, preacher, and healer, and the Holy Spirit our well of inspiration; and
- C. Treasure one another and the creation of which we are a part; value each other in our commonalities and in our differences.

In all this we respect one another in our collective and individual expressions of faith and practice.

Section 3. Covenant Members. In dialogue with the Senior Minister and Skyland members, persons seeking covenant membership shall seriously and prayerfully reflect upon their beliefs and dedication to the joys and responsibilities of church membership. At such time that the individuals' journey of seeking and faith leads them to embrace the commitment of membership in Skyland, they shall request of the Senior Minister to be received as members of Skyland. Covenant members will ordinarily be received during a regular worship service. The ceremony includes publicly assenting to the covenant of Skyland as stated in Article III Section 2.

Section 4. Associate Members. Associate membership may be held by those temporarily in the community or by those who do not desire to sever relations with another church. Associate Members follow the same procedures as all other candidates for Covenant membership into the church and shall be entitled to all the rights and responsibilities of membership, except that Associate Members may not receive a letter of transfer under Article III Section 8 of these Bylaws.

Section 5. Participant Members. Skyland welcomes and values the participation of persons from the wider community in carrying out ministries in alignment with Skyland's purpose. Participants who have demonstrated a responsibility and commitment to contribute their best hopes, time, gifts, and resources (including financial, when possible) to this community of faith for five years and agree to membership, shall be members with the same rights as described in Article III, Section 6 without accepting the membership covenant stated in Article III Section 2.

Section 6. Membership Rights and Responsibilities.

- A. Members have the right to vote at all Congregational Meetings (as defined in Article IV of these Bylaws) and will have such additional rights as are specified in these Bylaws.
- B. Only members are eligible to serve on the Council.
- C. Members have a responsibility and commitment to contribute their best hopes, time, gifts, and resources (including financial, when possible) to this community of faith.

Section 7. Inactive Members. Members may request reclassification as inactive members. A member may also be reclassified as inactive if that member has not been fulfilling the responsibilities of membership for a period of two years. The authority for determining inactive membership rests with the lay leadership, including the Deacons Ministry Team, in consultation with the Senior Minister. An inactive member has none of the membership rights or responsibilities as listed in Article III Section 6 of these Bylaws. An inactive member may be restored to active membership status by request

to the Senior Minister. The criterion for reinstating active membership is demonstrated by commitment to fulfilling the responsibilities of church membership. Active membership will be restored thirty days after the request is received if the Senior Minister, in consultation with lay leadership, determine this criterion is met.

Section 8. Release of Membership.

- A. Any member may, upon request, be released from membership and receive a letter of transfer to another church.
- B. Associate members are not eligible to receive a letter of transfer.

Section 9. Termination of Membership. Members who demonstrate an overt and/or harmful disregard for the people, mission or place of Skyland may have their membership terminated by a vote of three-fourths of the Council, after they have been invited to address that body. Pending termination procedures, a letter of transfer on behalf of the member who is subject to termination will not be issued.

Article IV - Congregational Meetings

Section 1. Notice of Congregational Meetings. Written notice of any congregational meeting, including date, time, place and the business to be transacted, shall be given to the membership at least fifteen (15) days prior to the meeting.

Section 2. Required Annual Congregational Meetings. There shall be at least two meetings of the congregation each year. Any other routine business that would naturally come before such a meeting shall also be transacted at this time.

- A. Annual Congregational Meeting – The Annual Meeting shall be held before the third Sunday in February. The purpose is to: a) receive annual reports from the Ministry Teams and officers and b) to present and approve a slate of council officers, at-large representatives and core ministry team members for the upcoming year.
- B. Annual Budget Meeting – The Annual Budget Meeting shall be held before the end of the current fiscal year to approve the budget for the upcoming fiscal year.

One-third of the total active members of the church, as counted on July 1 of the current fiscal year, shall constitute a quorum. A congregational vote may be taken only with a quorum present and members must be present (either physically or virtually) to vote.

Routine matters, those that are not Complex or Consequential as described in Article IV Section 3B, may be decided by a simple majority of the active members present.

Quorums and voting on Complex or Consequential matters are also described in Article IV Section 3B.

Section 3. Special Congregational Meetings. Special congregational meetings may be called by the Council or Senior Minister. The membership of the church may also request a special congregational meeting by a written request to the Council with a petition signed by ten percent (10%) of the total active members of the church. Any request or petition shall state the nature of business to be transacted at the meeting. Within twenty-eight (28) days of the receipt of any such petition the Council shall set a date and time for the meeting. Council shall also specify whether the matter to be decided is a Routine matter or a Complex or Consequential matter.

- A. Routine matters shall follow the same requirements stated in Article IV Section 2. Routine matters are understood to be any matter that is not a Complex or Consequential matter as described in Article IV Section 3B.
- B. Complex or Consequential Matters shall include but are not limited to:
 - 1. Authorizing action on any expenditure(s) or fundraising effort(s) of twenty-five percent (25%) or more of the current annual budget;
 - 2. Changing Skyland’s religious affiliation or dissolution of the church;
 - 3. Authorizing action involving buying, selling, or encumbrance of any real property.

A quorum for Complex or Consequential matters shall be three-fourths of the total active members as counted on July 1 of the current fiscal year.

Complex or Consequential matters will be decided by ballot wherein members of the congregation vote on the motion. Ballot anonymity and method shall be determined at the discretion of the church officers. A three-fourths majority of those voting or casting ballots is required for a motion to pass. (Abstaining or casting a blank ballot is not considered a vote to determine the outcome.)

Article V - Council

Section 1. The Council is Skyland’s primary governing body, acting as a fiduciary on behalf of and accountable directly to the membership. The Council sets governance policies and provides oversight of Skyland.

- A. **Duties.** The duties of the Council include, but are not necessarily limited to, the following:
 - 1. Serving as stewards of Skyland’s mission and vision, and periodically evaluating programs and policies;

2. Fostering intra-church communication and coordination;
 3. Ensuring Skyland's property, assets, and resources are used lawfully, ethically, and safely, in furtherance of the mission and vision, and in compliance with applicable governing documents, policies, and applicable regional, state, and federal laws;
 4. Reviewing and approving policies to guide the work of the Council, staff, volunteers, ministries, and the congregation as a whole, but leaving day-to-day decision making, including decisions about emergency situations, to the appropriate individuals, staff, committees and teams;
 5. Reviewing and approving Skyland's finances and financial policies including but not limited to: a) the development of a proposed annual budget; b) the development of a proposed pledge drive or other fundraising effort to support the annual budget; and c) any special fundraising campaigns;
 6. Reviewing and approving personnel policies to ensure that an effective staff evaluation process is implemented;
 7. Providing general direction of the church's activities in cooperation with the Senior Minister on behalf of the congregation;
 8. Referring policies and programs to the congregation for review and approval, when appropriate;
 9. Removing a Member of the Council – The Council may remove a member from the Council by a three-fourths vote of the Council if the member of the Council has repeatedly demonstrated an overt and/or harmful disregard for other council members or the mission of the council or found to have breached a duty under the California Nonprofit Religious Corporations law.
- B. **No compensation.** Members of the Council will serve without compensation, except that members of the Council may be reimbursed for reasonable expenses incurred in the performance of their duties to the Church when such expenses are approved by the Council.

Section 2. Meetings, Membership, Quorums and Decision-Making.

- A. All Council meetings shall be open to all active members of the congregation, unless the Council is meeting in closed session when matters under consideration require confidentiality.
- B. Half of all decision-making members or their appointed representative to the Council constitutes a quorum for meetings of that body, when meeting.
- C. To the extent possible, decisions shall be made by consensus. At the officers' discretion decisions may be by majority vote.

- D. Council meetings are normally held at the Church; members wishing to participate by teleconference or other communication device that allows all persons participating in the meeting to communicate with each other may do so in cooperation with the Moderator/Co-moderators.
- E. Action Without Meeting. Action taken by a majority of Council members without an in-person meeting will be deemed an official action if a) all Council members have been notified of the proposed action and have been given the opportunity to express their opinions in a conference call, Council email thread, or other method of group communication that all Council members have been notified of and invited to participate in; b) a majority of all Council members approve of such action in writing or by email; and c) a copy of such approval is filed with the Council minutes, whether done before or after the action is taken.

Section 4. Composition of the Council. Voting members of the Council shall include: officers (Moderator or Co-moderators, Vice-Moderator, Clerk, Treasurer), the Senior Minister, the leader or designated representative of each Core Ministry Team (Trustees, Deacons, Finance, Missions and Pastoral Relations) and at-large congregational representative(s), as described in Article V, Section 6. In addition, during times of important activity, a representative from Ministry Team of focus may vote.

Section 5. Officers.

- A. The officers of the church shall be the Moderator or Co-moderators, Vice-Moderator (if there is only one Moderator), Clerk, and Treasurer. Persons who are authorized to sign legal documents on behalf of the Church are the Moderator (or Co-moderators), the Vice-Moderator, and the Treasurer.
- B. The officers shall be active members of Skyland and shall be approved at the Annual Meeting to serve for the term stipulated under the description of the office.
- C. Any member wishing to resign an office, other than that of Senior Minister, shall inform the Moderator or Co-moderator, who shall consult with the Council to find a replacement.
- D. **Moderator or Co-moderators.** The Council may be led by one Moderator or two Co-moderators. The Moderator/Co-moderators will preside over all Congregational Meetings and Council meetings and will perform such other duties as the Council or congregation may from time to time determine. For purposes of legal authority, the Moderator/Co-moderators are deemed to be the Chief Executive Officer(s) of Skyland. The duties of the Moderator/Co-moderators shall include, but are not limited to, acting as the president of the congregation for a one-year term. The Moderator/Co-moderators may serve one additional one-year term, if needed, but may not serve more than two

consecutive terms. If one Co-moderator resigns from the office, the other Co-moderator will become the Moderator, unless and until a replacement Co-moderator or Vice-Moderator is approved by the congregation.

- E. **Vice-Moderator.** The Vice-Moderator, typically appointed when there is a Moderator, but not when there are Co-moderators, will assume the functions and responsibilities of the Moderator when the Moderator is absent or incapacitated and will perform such other duties as the Council or congregation may from time to time determine. The Vice-Moderator may serve one additional one-year term, if needed, but may not serve more than two consecutive terms. The Vice-Moderator may become the Moderator the year following the term of Vice-Moderator.
- F. **Clerk.** The Clerk will keep in written or digital form, minutes of the meetings of the Council, and will also be responsible for giving any notice of any meetings of the Council. The Clerk will perform any other duties as may be required by law or as may be prescribed or required from time to time by the Council. The Clerk, an Officer of the church, shall be approved for a term of two years with a limit of three consecutive terms that can be served.
- G. **Treasurer.** The Treasurer shall be approved for a term of two years with a limit of three consecutive terms that can be served. The duties of the Treasurer include, but are not limited to the following:
 - 1. Keeping and maintaining, or causing to be kept and maintained, in written or digital form, adequate and correct books and records of account of the properties and business transactions of Skyland, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account will at all times be open to inspection by any member of the Council and congregation.
 - 2. Ensuring that all monies and other valuables in the name of, and to the credit of, Skyland with depositories as designated by the Council are deposited appropriately.
 - 3. Disbursing, or causing to be disbursed, the funds of Skyland as approved by the Council and also preparing or causing to be prepared an annual financial report, which will include a balance sheet and income statement in a format to be included in Skyland's annual report.
 - 4. Performing any other duties as may be required by law or as may be directed by the Council or these Bylaws.
 - 5. Preparing or overseeing the preparation of monthly financial statements for review by the Council. Also interpreting the financial condition of the church to the Council and the congregation, e.g., regarding any financial problems.

Section 6. At-large Congregational Representatives. The at-large member(s) are chosen by the Nominating Ministry Team to represent the interests of the general congregation and in particular those who may not be well represented such as the working members or the less mobile elderly members. They shall strive to be unbiased and open in their work and communicate, with the approval of the Moderator/Co-moderators, the activities of the Council on a regular (monthly) basis. There may be one or two at-large members, and they shall serve for a period of two consecutive years then be ineligible for one year.

Section 7. Moderators and Minister Group. The Moderator/Co-moderators may form a group, including Senior Minister, Moderator/Co-moderators, Vice-Moderator and past Moderator(s) for the purpose of

- A. Setting the agenda for Council meetings;
- B. Addressing emergencies (an unforeseen combination of circumstances or the resulting state that calls for immediate action) that may arise in between Council meetings; and
- C. Supporting and advising the Senior Minister.

Article VI. Ministry Teams

Core Ministry Teams are ongoing and necessary to perform the care and governance of the church. The term of a Core Ministry Team position shall be two years. Incumbents may serve three consecutive terms or a maximum of six years and are then ineligible to serve in this position for one year. Trustees, Deacons, Pastoral Relations, Finance and Missions are all Core teams and expected to send a representative to the Council Meeting.

Internal and External Ministry Teams operate at the discretion of the church and its council. Oversight and direction of these teams are monitored by the Council. A new Internal or External Ministry Team may be formed when proposal information is provided to the Council for discussion at least two months in advance of a Congregational Meeting where the formation of the new Ministry Team will be subject to a vote of the congregation. A simple majority of approval votes are required to add a new Internal or External Ministry Team. External Ministry Teams may become inactive due to lack of participants or may be dissolved by a vote at a Congregational Meeting. There is no set number of members for Ministry Teams except for the minimum required by certain Core Ministry Teams.

All Ministry Team meetings are open to all members of the congregation unless in closed session due to privacy issues. The exception is the Pastoral Relations Team's meetings which are never open meetings.

Section 1. Core Ministry Teams.

- A. Trustees – This team shall consist of a minimum of three members and as many members as needed to perform the duties. This team shall provide for the care, upgrade and maintenance of the church and its properties subject to local and state laws. The team shall plan for and keep the Council informed of major upcoming maintenance needs.
- B. Deacons – This team shall consist of a minimum of three members and as many members as needed to perform the duties. The duties of the Deacons include partnering with the Senior Minister in ministering to the spiritual and individual needs of the church and community, including leadership in worship and pastoral care.
- C. Pastoral Relations – This team shall consist of three to five people whose duties shall include serving as an advisory group to the Senior Minister as well as a support for the Senior Minister's leadership. This team meets privately.
- D. Finance – The Finance Ministry Team shall be composed of the Treasurer and at least four other members. The duties of the Finance Team are to provide education, support, advice and oversight in matters related to Skyland's budget and finances. This team also develops the Annual Budget for the church and oversees the fundraising effort to support the budget (pledge drive). A sub-group handles the Human Resources services, auditing and taxes for the church.
- E. Missions – This team shall consist of a minimum of two members and as many members as needed to perform the duties. The duties of the Missions Ministry Team include fundraising and support for all neighborhood, local, national and global outreach activities of the church.

Section 2. Internal Ministry Teams.

- A. Faith Formation Team – This team's duties lie in the support of faith development through spiritual practice, discussion and religious education of adults and children.
- B. Communication Hardware – This team shall be responsible for the design, update and maintenance of the communication hardware for the church.
- C. Tech/Software Team – This team shall be responsible for the design, maintenance/update and utilization of various software applications for streaming, communication, internet presence, social media, cloud-based storage of documents, and the database of the church.

- D. Newsletter Team – This team shall be responsible for the monthly communication news for Skyland’s members and the greater church community.
- E. Women’s Fellowship Team – This team shall be responsible for activities that support fellowship and spiritual development among the women of the church.

Section 3. External/Community-Facing Ministry Teams. Ministry Action Teams are responsible to the Council and Congregation with mission and budget information directly connected to serving the community.

One goal of Skyland that is expressed in External Ministry is to work with our neighbors to create together a new vision of who we are as a community and our role in it – one that is energizing and compelling – for both those in our community and within the church.

Section 4. Special Teams.

- A. Nominating Team – When needed, a Nominating Ministry Team shall be created by the Officers of the Church to select candidates to fill annual leadership vacancies and other special teams.

Their duties shall include:

1. Proposing candidates to fill vacancies on the Core Ministry Teams and other Ministry Teams as needed;
2. Proposing candidates to fill vacancies in the slate of officers and at-large member representatives for the Council;
3. Proposing candidates for a Search Committee when needed; and
4. Proposing candidates to act as Delegates to the UCC Northern California Nevada Conference, and Representatives to the Santa Clara Association, UCC.

- B. Vision and Assessment Team – The goal of the Vision and Assessment Ministry Team is to improve the practice of ministry and to increase vitality in the congregation. This team may be composed of three to five members that may include past moderators as well as at-large representatives of the congregation.

Their duties include:

1. Identifying of areas of strength and needed growth for ministry, projects and personnel;
2. Gathering insight that can shape future planning and priorities;
3. Discussion and assessment of the shared ministry between the Senior Minister and the congregation at least every two years;
4. Gathering and assessing feedback from the congregation as needed; and
5. Communicating their findings to the congregation.

Article VII. Ministers

Section 1. Senior Minister. The Senior Minister of Skyland is the spiritual leader of the congregation. The duties of the Senior Minister include, but are not limited to leadership in worship, vision implementation, administration, pastoral care, spiritual growth and religious education, community relations and representing Skyland in other settings.

Section 2. Other Ministers. Other ministers whose call is to serve the church, such as Associate Ministers, are called in the same manner as the Senior Minister and their ministry is dissolved according to the same process. They will serve the church guided by their Letter of Call in cooperation with and supervised by the Senior Minister.

Section 3. Calling a Minister. The Senior Minister shall be chosen by the church whenever a vacancy occurs and shall hold office without limitation of time. Candidates for Senior Minister or other clergy must be Authorized Ministers with Standing in the Northern California Nevada Conference, UCC or agree as a condition of their call to enter in the process of gaining such Standing. The Nominating Ministry Team will recommend with the approval of the Council a Search Committee. The calling of a Minister will be done upon the recommendation of the Search Committee and shall require a three-fourths approval vote of all active members of the church at a regular or special congregational meeting specifically called for that purpose. The Senior Minister will enter into an appropriate Three-Way Covenant with the Santa Clara Association of the NCNC-UCC and Skyland. The Senior Minister will become a member of Skyland and be installed by the Santa Clara Association NCNC-UCC.

Section 4. Dissolution of the Ministerial Relationship. If the Senior Minister decides to terminate the call agreement, a 60-day written notice is expected to be given to the Council as a professional courtesy as well as the continued performance of duties during that time. The Council may vote to excuse the Senior Minister by written resolution from further performance of duties once notice has been given.

Skyland may choose to terminate the call agreement with the Senior Minister for cause after the Council recommends and calls a special congregational meeting. Termination will take place only after a vote to terminate the call is passed by seventy-five percent of

the active members of the Skyland. Such a termination shall not be made lightly or secretly. Consultation with Association/Conference staff as well as other recommended outside assistance shall be sought before such a vote.

In case of loss of Ministerial Standing in the Northern California Nevada Conference of the UCC on the part of any Minister, contractual relations shall cease immediately.

Section 5. Interim Minister. The role of the Interim Minister shall be to act as Senior Minister until a settled Senior Minister is called and assumes the duties. The Interim Minister shall not be considered an officer of the church but shall serve in an advisory capacity to the Council and the other bodies of church government.

Article VIII. Dissolution

In the event the members of Skyland shall vote for dissolution of the church, all real estate, properties, goods, monies and funds belonging to this church shall, after payment of an indebtedness, bills and claims, become the property of the Northern California Nevada Conference of the United Church of Christ (UCC), subject only to such limitations as may be provided in any bequests or other gifts making up the invested reserves of the church. If the Northern California Nevada Conference of the United Church of Christ no longer exists as a non-profit religious organization then after payment of any indebtedness, bills and claims, all real estate, properties, goods, monies and funds belonging to this church shall be distributed to any qualified non-profit fund, foundation or corporation irrevocably dedicated for charitable or religious purposes and meeting the requirements of Revenue and Taxation Code Section 214. If the church holds any assets in trust, such assets shall be disposed of as decreed by the Superior Court of Santa Cruz County.

Article IX. Amendments

These Bylaws may be amended or revoked by a three-fourths (3/4) approval vote of a quorum consisting of three-fourths (3/4) of the active membership at any regular or special congregational meeting called for that purpose. Written notice of the proposed amendment(s) or revocation shall be submitted to the active church members at least thirty (30) days prior to the meeting at which such changes are to be voted upon.

The Bylaws of Skyland Community Church were voted upon and adopted by the congregation at the Annual Meeting on February 14, 2021.