

## **124<sup>th</sup> Annual Congregational Meeting**

### **April 28, 2019**

### **Agenda**

- I. Welcome and Opening Prayer**
- II. Declaration of Quorum**
- III. Approval of Minutes from January 27, 2019 Congregational Meeting – (pp.1&2)**
- IV. Affirm Bedrock Beliefs Statement – (pp. 2)**
- V. Present and Approve Restructuring Proposal and By-Law Revisions – (pp. 3-4 & 5-11)**
- VI. Elections**
- VII. Present and Approve 2018 Annual Report to the Congregation - attached separately**
- VIII. Financial Update – see Annual Report (pp.15-16)**
- IX. Closing Prayer and Adjournment**

### **III. MINUTES FROM JANUARY 27, 2019 CONGREGATIONAL MEETING**

#### **Annual Budget Meeting**

Sunday, January 27, 2019

- A quorum of at least 50 is required per GPC by-laws. 55 people were in attendance.
- Speaking this meeting: Moderator, Anne Kruse; Assistant Moderator, Dave Raphael; Treasurer, Bob Converse; Stewardship, Karen Allen; and Team TLC, Sarah Blodgett, Joanne Wilder, Nancy Cimato; and Reverend Kevin Downer.
- The Moderator opened with greetings and a prayer for a 123-year strong church filled with loving Christians doing God's work.
- Team TLC shared their team's mission: to define who we are as a congregation, reflecting everyone's voice; exploring Core Values (Spirituality, Healthy Relationships, Inclusivity).
  - Karen Allen made a motion to accept the Core Values as written, Russ Vickstrom seconded the motion and thanked Team TLC & Rev Kev for all of their hard work throughout the fall. Anne Kruse reminded everyone that Team TLC will begin the next phase of their work: defining Bedrock Beliefs, the principles and symbols of faith for each of us.
- Next topic was 2019 Plan and Budget. Russ Vickstrom referred presented a balanced budget. He underscored the importance of understanding this ministry plan to prevent having to rely on our savings/endowment account.
  - 75% of the amount has been pledged. Income includes \$62,200 from building use (Cana, WIMS, Food Hub, Frohsinn Club, and others) which pays for itself. We will have to be mindful of these relationships when we plan for our own events.
  - Salaries are frozen from 2018. No raises planned for 2019. Rev Kev also opted to cut his health insurance benefit in half.

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- Pie chart of budgeted expenses showed upgrades for the AC & heating, as well as clean-up for the Fales Street property.
- 2018 estimate - \$245,902. 2019 budget - \$276,705.
- Recognition was given for anonymous special gifts for the video monitors, wi-fi, and upgrades to the current locks.
- Review of the endowment graph showed a marked reduction from 1.2 million in 2011 to 600,000 in 2018. Russ acknowledged Gene Schofield, who recently passed away, as a generous giver to GPC and whose financial advice helped originate this account/endowment fund.
- Questions/comments: It's Diane Trippi asked what is the plan for the Fales Street property? Will it be grassed/seeded and fenced? Likely community use when finished. Don Ashmoll asked if the elevator has been repaired. \$15,000 was spent in 2018 and the elevator has a maintenance contract/extended warranty.
- Russ thanked Bob Converse and Tony Bishop who helped create the spreadsheets as a visual expression of the budget numbers.
- Richard Grayson motioned to accept the budget as written and Dave Raphael seconded it. All in agreement/approved, no oppositions, and no absentions.
- Reverend Kevin Downer gave a quick explanation of the reorganization.
  - He credited Team TLC with stellar work on our beliefs/Core Values.
  - Rev Kev stated that GPC's by-laws identify committees, but these are not expressed well in 2019. They'll be a work group to review and evaluate the by-laws.
  - There will be a new Governing Board with limited number of seats that combines Trustees and Council.
  - Separate groups, Teams, will be comprised of people targeting their passions with focused ministries (Music, Selah, CEC, Deacons, etc.)
  - More information coming before the annual meeting on April 28<sup>th</sup>.
- Dave Raphael made a motion to adjourn (11:33 a.m.) and Nancy Cimato seconded the motion. All were in favor.

## **IV. AFFIRM BEDROCK BELIEFS STATEMENTS**

- We believe God creates everything. God created us, lives in us, strengthens and sustains us.
- We believe God sent Jesus to teach and guide us in our daily lives and we honor each individual's personal relationship with Jesus.
- We believe that God has many names and can be worshipped in different ways.
- We believe God's presence is reflected everywhere and in everything; in the power, majesty and beauty of nature, and in many faith symbols.
- We believe prayer is a conversation with God. Prayer inspires, transforms, and heals us through inspirational thoughts, comforting words, music and expressions of faith.
- We believe fellowship is an expression of God's love for us, and our love for each other. We demonstrate this reflection of God's love through the practices of being and working together, service to our community, and acts of compassion and forgiveness.

**V.1 RESTRUCTURING PROPOSAL AND BY-LAW REVISIONS**



Today many loosely connected groups and activities w/unclear purpose or focus

Teams will more intentionally focus our energies & activities on serving others in ministry & mission

a single board will integrate governance & help facilitate & connect various teams, groups & activities

**7** Pastor + 6 members elected by congregation to 2 yr terms with 3 term limit

**4 officers, i.e., Chair, Vice-Chair, Clerk & Treasurer; GB elect officers to 1 year terms**

**GB members serve as liaison connecting ministries, resource teams, work groups, task forces, etc.**

**Pastor convenes & facilitates periodic meetings to connect & coordinate all mission and ministry related teams, groups & activities**

**Significant matters brought to congregation, e.g., >\$50,000; property sale or purchase, change to mission, etc.**



**Slate for all other positions eliminated. People will serve based on needs of ministry and gifts/passions of people**

**Committees become ministries, teams, and groups; to be described in Policies & Procedures not in by-laws**



Clarification of "active" members, i.e., regularly participating, serving and/or contributing during past 12 months; have voice & vote at Congregational Meetings

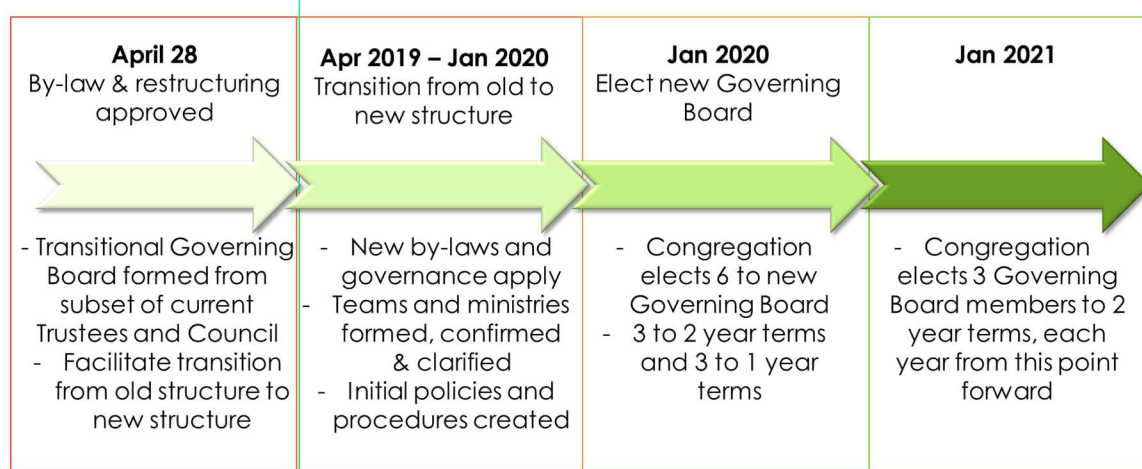


Clarification of "friends," i.e., have an affinity with GPC such as non-member participants, former members who maintain connection



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### TRANSITIONING TO THE NEW STRUCTURE



In order to transition from a separate council and trustees to the new, unified Governing Board as described in the by-laws, if approved by the congregation on April 28, 2019, a subset of the Council officers, at-large councilors, and trustee officers will form a transitional Governing Board. This will allow us to move into the new structure recognizing that it will take time to define the new roles and ministries. It will also give congregants time to process the new roles of the governing board and discern whether they may be called to serve in these new capacities.

The term of the transitional Governing Board will expire at the first meeting of the Governing Board following the election of Governing Board members at the January 2020 Congregational Meeting. At the January 2020 congregational meeting we will elect 6 Governing board members, 3 to 2-year terms and 3 to an initial 1-year term. At the January 2021 Congregational Meeting, and at all subsequent congregational meeting we will elect 3 board members to 2-year terms.

This transitional process has been described in Article IV. Section 1.a and 1.b of the proposed by-laws below.



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### V.2 PROPOSED BY-LAW REVISIONS



**THE BY-LAWS OF GREENDALE PEOPLE'S CHURCH  
25 FRANCIS STREET  
WORCESTER, MASSACHUSETTS 01606**

**INCORPORATED, APRIL 8, 1895**

#### **OUR COVENANT**

We accept as the guiding principles of our lives and conduct the teachings of Jesus Christ, who, when asked what the greatest commandment was, said, "Thou shalt love the Lord thy God with all thy heart and with all thy soul and with all thy mind and the second is like unto this, thou shalt love thy neighbor as thyself."

We believe in a church that shall work in Christian unity in harmony with Christ's prayer, "That they all may be one," a church whose only label is Christian and whose only head is Christ.

#### **OUR MISSION**

Greendale People's Church is an open, welcoming, inclusive community seeking to love God and follow Jesus Christ through worship, prayer and service to others.



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### **ARTICLE I NAME**

This organization, incorporated as a non-sectarian church on April 8, 1895 under Chapter 404 Acts of 1887, shall be called Greendale People's Church of Worcester, Massachusetts.

### **ARTICLE II PURPOSE**

The purpose of this Corporation, as constituted, is to provide people an opportunity to share their faith in Jesus Christ through worship, to strive to make His will preeminent in people's lives, within and beyond the church; to strive in the spirit of ecumenism to establish rapport with and to affirm the unity of all people of good will; and to nurture its youth with wise counsel, holy example and loving concern.

### **ARTICLE III MEMBERSHIP**

#### **Section 1.**

Applicants for membership in this Church may be received by confession of faith, transfer of membership from another church, by reaffirmation of faith, or by confirmation. Prior to the Rite of Membership, a prospective member of Greendale People's Church (GPC) shall attend membership class and complete the membership registration form. If a prospective member of GPC is transferring from another church the process will be the same. The Pastor may waive classes under certain circumstances.

#### **Section 2.**

Members may vote at all congregational meetings.

#### **Section 3.**

Members are those who endeavor to be in regular attendance at services, share in the various ministries of the Church, contribute regularly to the funds of the Church according to their ability, honor GPC's covenant, and live in harmony with the principles of the Sermon on the Mount.

#### **Section 4.**

Friends of Greendale People's Church are people who have an affinity and connection to GPC and have not attained, or are unable to maintain, the requirements of active membership. Friends are welcomed and included at all services and programs and considered a valued part of the Church family. Friends do not have voting rights at congregational meetings.

#### **Section 5.**

Any member may withdraw from membership in the Church at any time by notifying the Pastor or the Clerk in writing. GPC shall attempt to contact those members who



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appear to have been inactive for a period of at least twelve (12) months to determine whether they wish to remain active members, become a Friend of GPC, or withdraw their membership. Those who do not respond to the inquiries, and those who cannot be contacted by reasonable means, shall be reviewed by the Governing Board for removal from active membership.

### **Section 6.**

We encourage healthy communication and participation. Congregants with ideas, suggestions, questions or concerns will first consult the leader or team responsible. The congregant may then bring unresolved matters to the corresponding Governing Board Member. Matters of a confidential nature and/or concerns related to the Pastor are to be brought to Pastor Parish Relations.

## **ARTICLE IV GOVERNANCE**

### **Section 1. The Governing Board**

The Church administrative body shall be the Governing Board.

Governance encompasses the activities necessary for the congregation to remain focused on the mission that God has gathered, Christ calls, and the Spirit sends us.

#### **Section 1.a Transitional Governing Board**

In order to transition to the new, unified Governing Board, as described in these by-laws and approved by the congregation on April 28, 2019, a transitional Governing Board will be formed. The transitional Governing Board will consist of the pastor and at least six persons who are current officers of the board of Trustees, Officers of Council, or at-large councilors.

During this time the transitional Governing Board will facilitate the transition of responsibilities from the old structure to the new structure as described in these by-laws; work with ministries, teams, groups, leaders and staff to clarify roles, responsibilities and policies; and engage the congregation in a process to identify and discern who may be called to serve on the new Governing Board. The term of the transitional Governing Board will expire at the first meeting of the Governing Board following the election of Governing Board members at the January 2020 Congregational Meeting.

#### **Section 1.b Initial Governing Board Elections**

At the January 2020 congregational meeting we will elect 6 Governing board members, 3 to 2-year terms and 3 to an initial 1-year term. At the January 2021 Congregational Meeting, and at all subsequent congregational meeting we will elect 3 board members to 2-year terms.

### **Section 2. The Fiduciary Duties of the Governing Board**

The governing body of the congregation has a spiritual and legal obligation to act as "fiduciaries for the mission of the congregation". Fiduciary means a person or

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organization that owes to another the duties of good faith and trust. The board fulfills the three fiduciary duties of care, loyalty and obedience;

- Care: dedicating the time and attention "as an ordinarily prudent person would employ" to understand the mission and congregation's activities, and act as necessary.
- Loyalty: "act in good faith and in a manner that is in the best interest of the organization." It includes avoiding or disclosing conflicts of interests whether personal, professional or financial.
- Obedience: act as guardians of the mission; honor the congregation's mission, foundational documents, by-laws, and covenants; respect boundaries and authority; comply with federal, state, and local laws.

### **Section 3. The Role of the Governing Board**

Governing Board members are "servant leaders" who are accountable for the following:

- Discerning and keeping the mission, vision, and values of the congregation;
- Fostering a culture consistent with the mission, vision, beliefs, and values of the congregation;
- Stewarding resources, e.g., facilities, finances, corporate knowledge, and people;
- Monitoring and evaluating the effectiveness of the governing board, operations, and programs;
- Ensuring periodic evaluation, and oversight of staff;
- Developing and implementing governance, policy, and by-laws;
- Managing risk.

The Governing Board is accountable to the congregation, acts on behalf of the congregation between congregational meetings and will keep the congregation informed of the health of the congregation. The Governing Board will refer significant matters to the congregation via the annual or special congregational meetings, e.g., election of a settled pastor, financial decisions greater than \$50,000, purchase or sale of real property, matters that alter the mission and vision of the congregation, etc.

The Governing Board has the ability to create, reorganize, and dissolve teams, working groups, and task forces.

### **SECTION 4. THE STRUCTURE OF THE GOVERNING BOARD**

The congregation elects Governing Board members in accordance with the process outlined below:

- The Governing Board and members of the congregation nominate active members of the congregation who stand for election to the Governing Board.
- The Governing Board will consist of six (6) elected members of the congregation and the Pastor, as Ex-Officio, for a total of seven (7) people.

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- Each term is for two (2) years, renewable for three (3) terms, with three (3) persons being elected each year. A two (2) year waiting period is required after the third term before that member can stand for re-election.
- The officers are Chair, Vice-Chair, Clerk, and Treasurer. Every board member is responsible to the mission of the congregation, and will serve collectively to further the mission to which God is calling us.
- The Governing Board will elect its officers at the first Governing Board meeting following the annual election. Governing Board officers will serve in their role as Officer for a period of one (1) year and may be re-elected.
- A quorum of the Governing Board is defined as four (4) members present.

### **Section 5. The Officers**

#### **Chair:**

- Chairs Governing Board and Congregational Meetings;
- Works with the Clerk of the Governing Board to establish the agenda and prepare for the monthly Governing Board meeting;
- Coordinates administrative functions of the Governing Board;
- Delegates and assigns tasks, as appropriate;
- Serves as registered agent of the corporation;
- Performs other duties as assigned by the Governing Board.

#### **Vice-Chair:**

- Serves as Chair of the Governing Board, and Congregational Meetings in the absence of, or the temporary relinquishment of the Chair;
- Assumes administrative duties of the Pastor in the event of a pastoral vacancy or when the Pastor is temporarily absent;
- Performs other duties as assigned by the Governing Board.

#### **Treasurer:**

- Ensures that the financial records of the Church are maintained in a manner consistent with standard accounting practices;
- Responsible for the receipt and safekeeping of all church funds;
- Prepares and presents written financial reports for all Governing Board Meetings and Congregational Meetings;
- Coordinates all financial responsibilities, accounts receivable, and accounts payable;
- Oversees distribution and reporting of individual giving records, including quarterly giving statements;
- Performs other duties as assigned by the Governing Board.

#### **Clerk:**

- Oversees the taking of minutes at all Governing Board Meetings and Congregational Meetings;
- Ensures the posting of minutes in a timely manner;
- Oversees the maintenance of official Church membership lists;



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- Oversees notification of Congregational Meetings;
- Responsible for determining if a quorum is present at Governing Board, and Congregational Meetings;
- Oversees the maintenance and archiving of all official church records;
- Performs other duties as assigned by the Governing Board.

### **ARTICLE V OFFICE OF THE MINISTRY**

#### **Section 1.**

The Pastor shall be elected by two-thirds (2/3) of the voting members present at the Congregational Meeting. S/he shall be duly ordained and entitled to the rights and privileges of a member. The Pastor will report to the Governing Board. The term of the ministry shall be for an indefinite period with the salary established by the Governing Board.

#### **Section 2.**

The Pastor shall have control of the pulpit, the services of public worship, administering the sacraments, spiritual oversight of the Church, and coordinating and facilitating the Mission and Ministry Teams. S/he shall be a member ex-officio of the Governing Board and all Teams. S/he will provide a monthly written report to the Governing Board and a written report for the Annual Meeting.

#### **Section 3.**

A Pastor may terminate the pastorate upon written resignation, submitted to the Governing Board, to take effect not less than thirty (30) days from the date received.

#### **Section 4.**

The process for the removal of the Pastor shall begin with a written notification by the Governing Board of the reasons for removal. The Pastor will have the opportunity to respond within thirty (30) days. A meeting of the Governing Board will determine if removal of the Pastor should be referred to the congregation in a duly called meeting.

#### **Section 5**

When a pastoral vacancy occurs, the Governing Board will:

- Define the interim process;
- Appoint an Interim Pastor, as necessary;
- Call for a Pastoral Search Committee representing a demographic cross section of the Church membership.

### **ARTICLE VI SACRAMENTS**

#### **Section 1.**

Generally, on the first Sunday of every month the Sacrament of the Lord's Supper shall be observed, and also on the Thursday of Holy Week, World Wide Communion Sunday and/or at other times, at the discretion of the Pastor.



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### **Section 2.**

The Sacrament of Baptism may be performed in any preferred mode at such time and place as may be appropriate.

### **Section 3.**

Believing in the priesthood of all believers, authorized and trained laypersons can administer the sacraments.

## **ARTICLE VII MEETINGS**

### **Section 1.**

The Annual Meeting of this Church shall be held in January. The Governing Board shall be responsible for posting notice at least two (2) weeks before the meeting, using the best available methods of communication.

The Annual Meeting will include published annual reports from the Pastor, the Governing Board and the Ministry Teams, highlighting the past year's accomplishments and future goals. Election of the Governing Board for ensuing terms will be voted upon, together with any other Church business that may be legally transacted.

### **Section 2.**

Special meetings of the Church may be called by posting notice at least two (2) weeks before the meeting, using the best available methods of communication. A special meeting may be called by written request of twenty-five (25) members after following the healthy communication process as described in the Policy and Procedures Manual.

### **Section 3.**

Fifty (50) members shall constitute a quorum for Congregational Meetings. Robert's Rules of Order, in its most recent revision, shall be the parliamentary authority governing the Congregational Meetings and the Governing Board, subject to the laws of the Commonwealth, the articles of incorporation and these by-laws.

## **ARTICLE VIII AMENDMENTS**

These by-laws may be amended at any duly called congregational meeting of the Church by a two-thirds (2/3) vote of the members present, provided that written notice of the proposed amendment has been distributed through the best means of communication, at least two (2) weeks before the vote is taken.

**Complete revision dated April 30, 2000**

**Revised March 1, 2004**

**Complete revision dated January 15, 2012**

**Complete revision proposed April 28, 2019**