



**BYLAWS
of the
National Association of
Congregational Christian Churches, Inc.**

PREAMBLE

WHEREAS Churches of the congregational order have historically held to certain truths, chief among which are the freedom of the Christian man maintained at all costs and all hazards; the right of the local Church to self-government in all matters temporal and spiritual, because of Christ's word that where two or three are gathered together in His name He is in their midst; the fellowship of Churches in the spirit of love, without compulsion or restraint and free from the bondage of creed or ecclesiastical control, and,

WHEREAS the congregational way is one of the great outer and corporate expressions of the inner and individual life, and,

WHEREAS the needs of our time demand that these timeless principles be revived and given national, as well as local, expression, and,

WHEREAS the advance in transportation and communication is such that Churches a continent apart are now as near together as the contiguous Churches of yesterday, and,

WHEREAS it is desirable that Congregational Christian Churches have an organization embracing the entire nation, of which the members shall be Churches, and through which they may take counsel and may realize their common purposes, and advance God's Kingdom;

WHEREAS Churches by delegates assembled in Detroit, Michigan, on November 9 and 10, 1955, first organized and elected temporary officers of the National Association of Congregational Christian Churches;

THEREFORE WE, the Churches by our delegates here assembled in Wauwatosa, Wisconsin this 25th day of October, 1956, do covenant in this National Association of Congregational Christian Churches to walk together in the ways which God anciently revealed to our fathers, and in such further ways as He may yet reveal to us, the present form and purposes being hereinafter stated. Amen.

This Preamble (from the original Articles of Association) was written before the present concern for inclusive language and prior to the incorporation of the National Association of Congregational Christian Churches, Inc. Because it is an historic document its wording has been left unchanged.

PLEASE NOTE: Consistent with the autonomy of each congregation in the NACCC, no individual, either elected or appointed, serving the NACCC, may speak for the member churches, nor may any

person express opinions on matters on behalf of the NACCC as a whole unless authorized and directed by the Board of Directors or the delegates assembled in annual or special meeting.

ARTICLE I – Purpose

The National Association of Congregational Christian Churches, Inc. or (“NACCC”) is organized exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as set forth in its Articles of Incorporation. To the extent consistent with the above general purposes, the specific purposes of the NACCC shall be as follows:

- to provide a means by which Congregational Christian Churches of this nation may, without disturbing or altering their present associations and affiliations, consult and advise together as Churches upon matters of common concern to them, both temporal and spiritual;
- to provide this closer fellowship and unity in all spiritual matters among Congregational Christian Churches;
- to aid, in such ways as may from time to time be appropriate and proper, the continuance and growth of those Christian purposes and practices which have been the historic and accepted characteristics of Congregational Christian Churches;
- to promote, to carry on, and to coordinate such cooperative activities among member Churches as to them from time to time may seem wise and expedient; and
- upon application therefore by member Churches, to provide for them such assistance, whether financial or through advice and consultation or otherwise, as may be proper and expedient without violating the autonomy of member Churches.

ARTICLE II – Membership

1. **Membership.** Membership in the NACCC shall be by Congregational Christian Churches, which membership shall not be considered inconsistent with membership in any other Congregational Christian Association or conference. Part of the covenant responsibility of membership referred to in the Preamble includes sympathy with the purpose of the NACCC, support of its benevolent and community interests, and service in its practical work. All members of the NACCC shall be expected to contribute to the general fund (also referred to as the Shared Ministries Fund) according to their ability.
 - a. A Congregational Christian Church shall be defined as a body of Christians
 - i. which is complete under God in spiritual authority and ecclesiastical power, regularly meeting and worshiping, united by a mutually owned covenant, in fellowship with sister Congregational Christian Churches;
 - ii. with its governance vested in its members, which, while independent in their action, honor the principles of fellowship and rules of common usage of the churches of the Congregational Way of faith and order; and
 - iii. which is recognized by the laws of the place of location as a duly constituted Church.
 - b. A Congregational Christian Church may request membership in the NACCC following congregational action taken at any duly called and held meeting of such Church, which congregational action shall then be certified to the Secretary of the NACCC by the Church clerk or proper Church official.
 - i. Application for membership shall be made in writing to the Secretary of the NACCC on the forms approved by the Board of Directors and provided for that purpose.
 - ii. The Secretary shall transmit the application and required supporting documentation to the Leadership Council who shall review the application and documents to determine the qualification of the applicant. The Leadership Council shall recommend such qualified candidate to the delegates at the next annual meeting of the members, for

acceptance into membership in the NACCC. Membership is granted upon an affirmative majority vote of the voting members present.

2. **Classes of Membership.** There shall be two classes of member Churches: active and inactive.
 - a. **An active member Church** is one which makes a yearly financial contribution to the Shared Ministries Fund.
 - i. An active member Church shall be a “voting member” of the NACCC with all the rights and privileges as allowed by the Articles of Incorporation and these bylaws. Each voting member shall be entitled to one vote, as set forth in these Bylaws (Art.III.8.), on the election of directors, officers, council and committee members, on the disposition of all or substantially all of the assets of the NACCC, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the NACCC, on any amendment to the Articles of Incorporation, on the adoption, amendment or repeal of these Bylaws, ratification of Board of Directors and Leadership Council actions taken “ad interim”, and on such other matters as may be specifically set forth in these Bylaws or the Articles of Incorporation from time to time which expressly provide for a vote of the members.
 - ii. Active Member Churches are strongly encouraged to submit an annual statistical report for the Yearbook and to select an Official Meeting Delegate and a Year Round Delegate to the NACCC.
 - b. **An inactive member Church** is one that does not make a financial contribution to the Shared Ministries Fund during the current fiscal year of the NACCC and therefore becomes inactive as of the first day of the next fiscal year (April 1).
 - i. A Church which fails to make such a contribution to the Shared Ministries Fund shall be notified by the Secretary of the NACCC that it has been placed on the list of inactive member Churches and shall not be eligible to vote as a member on any matters brought before the membership or to receive any additional services of the NACCC.
 - ii. An inactive Church shall be immediately restored to active status upon confirmation by the Secretary of receipt of a contribution to the Shared Ministries Fund of the NACCC subject to stipulations of Art.II.3.c.
3. **Transfers, Withdrawal or Removal of a Member Church.**
 - a. No member may transfer membership or any right or rights related thereto.
 - b. Membership may be withdrawn from the NACCC by any member Church at any time following congregational action taken at any duly called and held meeting of such Church, which congregational action shall then be certified in writing to the Secretary of the NACCC by the Church clerk or proper Church official. Such withdrawal shall not affect said Church’s temporal or spiritual rights as a Congregational Christian Church. Membership in the NACCC, however, shall be terminated by such voluntary withdrawal, and thereafter all rights of the member in the NACCC shall cease. Any contributions to the Shared Ministries Funds of the NACCC are nonrefundable.
 - c. If a member Church fails to make an annual contribution to the Shared Ministries Fund for three successive fiscal years, its name shall be removed from the roll of member Churches and the name of its minister shall be removed from the list of ministers in the Yearbook. The Secretary of the NACCC shall notify the Church in writing of said actions and provide instructions outlining the procedure for reinstatement as a member Church of the NACCC pursuant to Art.II.3.d. below. Such notification shall express appreciation of the former member Church’s original fellowship with the NACCC.
 - d. A church removed from the roll of member churches in accordance with Art.II.3.c. that wishes to seek reinstatement must submit a request for reinstatement to the NACCC Secretary no later than six months following issuance of notification of removal.
 - i. The procedure for reinstatement shall include the following:

1. A statement of congregational action taken at a duly called and held meeting of such Church, certified by the Church clerk or proper Church official that the congregation desires continued fellowship with the NACCC.
 2. A financial contribution to the Shared Ministries Fund.
- And strongly encourage:
1. The Church to provide the relevant statistical information of the Church, and
 2. The designation of a Year Round Delegate.
- ii. Upon receipt of a request for reinstatement and all other applicable information required under Art.II.3.d.i., the Leadership Council shall process the request, and if approved shall present to the delegates gathered at the annual meeting for final vote.
 - iii. Any church seeking reinstatement more than six months following the issuance of notification of removal as a member church will be required to apply for membership in accordance with the procedures outlined in Art.II.1.b., with such application processed as a new application for membership.
- e. A Member Church may be dropped from the rolls of the NACCC upon receipt of satisfactory evidence the Church has disbanded. Such action shall be reported to the NACCC as a recommendation, independent of the ratification of the minutes of the Leadership Council, at the annual meeting prior to the action being taken.
4. **Provisional Membership.** Churches that have expressed intent to pursue or reinstate membership in the NACCC may be granted Provisional Membership by the Leadership Council. Provisional Members shall be eligible to participate in the investment and benefit programs of the NACCC and shall have free access to all services for which there is no charge to member Churches. Provisional Members shall have the privilege of voice but not vote in meetings of the NACCC. Provisional Membership shall not extend for more than 18 months.
 5. **Year Round Delegates.** In addition to meeting delegates, each member Church shall be encouraged to elect a Year Round Delegate, such person to serve as a conduit for information and communication between the NACCC, its various parts, and the member Church. Each member Church that elects a Year Round Delegate shall forward, to the Secretary of the NACCC, the name and contact information for the Year Round Delegate. Such Year Round Delegate may, but need not, serve as the Official Meeting Delegate for the member Church at the discretion of the member Church. (The Official Meeting Delegate (see Art.III.4.) is a separate position from that of Year Round Delegate, with duties that do not overlap. A member Church may appoint the same person or two different people in these two positions.)

ARTICLE III – Meetings of the Member Churches

1. **Annual Meeting.** Unless otherwise ordered by the NACCC, an annual meeting of the NACCC shall be held each year, the exact time and place to be fixed by the Board of Directors, with the consultation and consent of the Leadership Council, which shall not be unreasonably withheld. All annual meetings of the Association shall include the opportunity for members to participate in the meeting, remotely, through reasonably accessible electronic means. A written notice shall be sent to each member Church at least three (3) months prior to the date of the annual meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall specify those matters that the Board, at the time notice is given, intends to present for action by the members; however, any proper matter may be presented at the meeting. The notice of any meeting at which directors, officers, and council members are to be elected shall include the names of all persons who are nominees when the notice is given.

2. **Special Meetings.** Special meetings may be convened upon the call of the Board of Directors, the Leadership Council, or when twenty (20) or more member Churches have so requested; such meetings shall consider only that business stated in the call for the meeting, which call shall be made not less than thirty (30) days prior to such meeting. All special meetings of the Association shall include the opportunity for members to participate in the meeting, remotely, through reasonably accessible electronic means. For a special meeting, the notice shall specify the general nature of the business to be transacted; no other business may be transacted.
3. **Quorum.** A quorum shall consist of the delegates present representing twenty (20) percent of the Churches holding active membership in the NACCC. Except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws, the act of a majority of the voting members present at a meeting of the members shall be the act of the membership.
4. **Official Meeting Delegates.** Each active member Church of the NACCC shall select a member or pastor of that church to serve as an Official Meeting Delegate, chosen in such manner as the Church may determine, to represent said church at meetings of the NACCC. The church shall provide credentials for such delegate, certified by a proper officer of the Church, to be included with the registration forms and fees for each meeting the delegate is to attend. Such registration may be submitted to the Secretary not less than ten (10) days preceding the first day of the meeting, or may be presented in person at the registration desk on the first day of the meeting. All Official Meeting Delegates and alternate delegates shall have equal privileges of debate and in making motions or otherwise bringing matters before a meeting.
5. **Alternate Delegates.** Any active member Church may designate one or more Alternate Delegates, in addition to the Official Meeting Delegate, and provide certified credentials for each meeting in the same manner and form as for the Official Meeting Delegate in Art.III.4. above. Alternate Delegates may attend and take part in any business, but shall not be permitted to vote, except that one Alternate Delegate may vote for the Church in the absence of the Official Meeting Delegate. If more than one Alternate Delegate is in attendance, the Church represented shall select and authorize which alternate is to vote for the Church in the absence of the Official Meeting Delegate, verified as required by the Credentials Committee.
6. **Attendees.** Any person who is a member of a Church that is itself a member (active or inactive) of the NACCC may attend any meeting without vote, to whom the Moderator may grant the privilege of the floor.
7. **Observers.** Any person, who is not a member of a member church of the NACCC, may attend any meeting as an Observer, without vote, to whom the Moderator may grant the privilege of the floor.
8. **Voting by Churches.** Notwithstanding anything to the contrary in these Bylaws, each active member Church shall be entitled to one vote on all matters subject to vote at an annual or special meeting of the NACCC.
9. **Resolutions.** All resolutions, except those matters which are properly considered as proposals for action made by the duly constituted boards, councils and committees of the NACCC, shall be proposed as follows:
 - a. Only an active member Church can offer a resolution, and must certify by the Clerk or Secretary of the Church that such resolution was duly approved by congregational action of said Church.
 - b. Such proposed resolution must be germane to the purposes of the NACCC as expressed in the Articles of Incorporation of the NACCC and in these Bylaws.
 - c. A copy of such proposed resolution must have been sent to the Secretary of the NACCC at

- least sixty (60) days prior to the convening date of the annual meeting.
- d. Any resolution that is adopted shall in no sense bind the member Churches.

ARTICLE IV – The Board of Directors

1. Composition of Board of Directors.

- a. The affairs of the NACCC shall be managed by a Board of Directors consisting of eight (8) persons including:
 - i. The following four officers: the Moderator, the Vice-Moderator, the Treasurer and the Secretary of the NACCC;
 - ii. Four other persons (“at-large” Directors) who shall each be elected by the active members of the NACCC, to four-year terms arranged in such a manner that one term shall expire each year;
- b. No person may serve a total of more than eight years as an at-large Director on the Board of Directors. After the completion of a single full four-year term, a person must wait a minimum of one year before being eligible to be elected to serve an additional four-year term as at-large Director on the Board of Directors. These term limits shall not apply to years of service on the Board of Directors as an elected Officer of the NACCC.
- c. Each member of the Board of Directors must be a member of an active member Church of the NACCC.

2. Powers.

- a. The Board of Directors shall exercise all powers of the NACCC and do all lawful acts and things as are by statute, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised. The Board of Directors, however, shall not have the power to do any act which would cause the NACCC to lose its tax-exempt status under the Internal Revenue Code of 1986 as amended thereafter, or contravene duly certified decisions of the Referendum Council of the NACCC (see Art. IX), or the laws of the State of Wisconsin.
- b. The Board of Directors shall act for the NACCC, ad interim, on matters of organization, finance, administration, and appointments to executive and staff positions between meetings of the members. Minutes of actions of the Board of Directors taken on behalf of the NACCC between meetings shall be presented for ratification at the next annual meeting.
- c. The Board of Directors shall appoint a person to act as the chief executive officer of the NACCC (the “Executive Director”). The Board of Directors shall solicit the advice of the Leadership Council in the selection of the Executive Director. As the CEO of the NACCC, the Executive Director or his or her designee shall have the duty, responsibility, and authority to sign legal documents and to enter into contracts on behalf of the NACCC. The Executive Director shall report to the Board of Directors, and all actions taken by the Executive Director are subject to review by the Board of Directors and the members of the NACCC, without infringing on the other relationships and responsibilities of the Executive Director’s position. The Executive Director shall serve, ex officio without vote, on the Board of Directors, the Leadership Council, and all other elected councils and committees of the NACCC. The Executive Director shall supervise the paid staff of the NACCC.
- d. The Board of Directors shall prepare an annual budget for the Ministry Councils and Shared Ministries of the NACCC for presentation and adoption at the annual meeting.
- e. The Board of Directors shall engage an outside accounting firm to perform an annual audit of NACCC financials.
- f. The Board of Directors shall coordinate its actions and cooperate closely with the Leadership Council.
- g. The Board of Directors shall appoint persons to fill vacancies that may occur in any positions subject to election by the NACCC unless otherwise directed by these bylaws. Such persons

appointed shall hold such office until the close of the next annual meeting of the members. If the term of office has not expired by such meeting, a replacement person shall be nominated and elected by majority vote of the active members present to fill the balance of the unexpired term.

- h. The Board of Directors shall provide for the indemnification of any Director, officer, other elected official or staff member of the NACCC to the maximum extent permitted by Wisconsin law.
3. **Committees.** The Board of Directors shall have authority to provide for and delegate authority to appropriate committees and/or teams. No director or other member of a committee and/or team may serve where the action of such committee and/or team may directly or indirectly inure to the personal benefit of such director or member.
 4. **Meetings of the Board of Directors.**
 - a. The annual meeting of the Board of Directors shall be held during the Annual Meeting and Conference of the NACCC for the purpose of electing a Chairperson and such other officers they deem necessary. No notice of such meeting shall be necessary legally in order to constitute such meeting. The Board of Directors may provide by resolution the time and place for the holding of additional legal meetings.
 - b. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or by any two Directors on ten (10) days' notice to each Director, either personally or by mail or by electronic communication. Action taken at a specially called meeting of the Board of Directors shall be taken by majority vote of the Directors then in office rather than merely those present at the meeting.
 - c. Joint meetings of the Board of Directors and the Leadership Council are encouraged.
 5. **Quorum.** Except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws, the presence of five (5) of the directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at any meeting shall be the act of the Board of Directors.
 6. **Informal Action.** Any action required or permitted to be taken at any meeting of the Board of Directors or members of a committee of Directors may be taken without a meeting if a unanimous consent in writing setting forth the action so taken shall be signed by all Directors or members of a committee.
 7. **Vacancies.** If the office of any member of the Board of Directors becomes vacant for any reason, the vacancy shall be filled by the Board of Directors unless otherwise directed by these bylaws. Each Director so appointed shall hold the office of such Director until the close of the next regular meeting of the members of the NACCC. If any such term of office has not expired by such meeting, a replacement person shall be nominated and elected to fill the balance of the unexpired term.

ARTICLE V – The Leadership Council

1. **The Leadership Council.** The Leadership Council shall consist of fourteen members:
 - a. Nine (9) voting members and five (5) nonvoting members.
 - i. Those with vote include the Moderator, the Vice-Moderator, six persons elected annually by the active member churches from among the then serving members of each of the three ministry councils (two from the Mission and Outreach Ministry Council, two from the Vitality Ministry Council, two from the Growth Ministry Council), and a representative involved in the youth ministries of the NACCC

- (elected by the NACCC for a 1-year term).
- ii. Members with voice, but not vote, include the Executive Director, the Secretary, the Treasurer, and the Historian of the NACCC.
 - b. No person may serve a total of more than eight years on the Leadership Council. After the completion of a maximum of four consecutive years a person must wait a minimum of one year before being eligible to serve again on the Leadership Council. These term limits shall not apply to years of service on the Leadership Council as an elected Officer of the NACCC.
 - c. Each member of the Leadership Council must be a member of an active member Church of the NACCC.
2. **Powers.**
- a. The Leadership Council shall function as required by the Articles of Incorporation, and as directed by these Bylaws. The Leadership Council, however, shall not have the power to do any act which would cause the NACCC to lose its tax-exempt status under the Internal Revenue Code of 1986 as amended thereafter, or contravene duly certified decisions of the Referendum Council of the NACCC (see Art. IX), or the laws of the State of Wisconsin.
 - b. The Leadership Council shall act for the NACCC, ad interim, on matters of program, membership, service to our Churches, and vision for the NACCC between its meetings. In the intervals between meetings of the NACCC it shall represent that body in these matters, but shall in no case exceed the prerogative of the NACCC itself. All actions of the Leadership Council shall be within budgets duly approved by the Board of Directors and adopted by the active member churches of the NACCC. Minutes of actions of the Leadership Council taken on behalf of the NACCC between meetings shall be presented for ratification.
3. **Committees.** The Leadership Council shall have authority to provide for, and delegate authority to, appropriate committees and/or teams. No member of a committee and/or team may serve where the action of such committee and/or team may directly or indirectly lead to the personal benefit of such member.
4. **Meetings.** The annual meeting of the Leadership Council shall be held during the Annual Meeting and Conference of the NACCC, but not at the same time as the annual meeting of the Board of Directors. Additional meetings may be called by the Moderator, the Secretary, or any three members of the Leadership Council.
5. **Vacancies.** If the office of any member of the Leadership Council or any of the Ministry Councils becomes vacant for any reason, the vacancy shall be filled by the Leadership Council unless otherwise directed by these bylaws. Each person so appointed shall serve until the close of the next regular meeting of the members of the NACCC. If any such term of office has not expired by such meeting, a replacement person shall be nominated and elected to fill the balance of the unexpired term.
6. **Mediation.** Any disagreement between the Leadership Council and the Board of Directors shall be referred to the Moderator for mediation. Should the Moderator be unable to resolve the disagreement through mediation, the issue will be referred to a vote of the NACCC.

ARTICLE VI - Officers

1. **Officers.** The officers of the NACCC shall be as follows: Moderator, Vice-Moderator, Secretary, Treasurer, Historian, and such other officers as may be named by the NACCC or the Board of Directors. Each must be a member of an active member Church.

2. **Moderator.** The Moderator shall preside at all meetings of the Member Churches of the NACCC. The Moderator shall serve as Chair of the Leadership Council as well as a voting member of the Board of Directors and the Annual Meeting and Conference Committee. The Moderator shall be elected at the annual meeting of the NACCC by the active members of the NACCC. The Moderator shall take office upon adjournment of the Meeting when elected, and shall serve for two years. Apart from presiding at the meeting of the Member Churches of the NACCC, the Moderator shall not have any authority to take action on behalf of the NACCC.
3. **Vice-Moderator.** The Vice-Moderator shall assist the Moderator. The Vice-Moderator may serve as Chair of the Board of Directors and shall serve as a voting member on the Leadership Council and the Annual Meeting and Conference Committee. In case of a vacancy in the office of Moderator, the Vice-Moderator shall immediately succeed to the office of Moderator. The Vice-Moderator shall be elected at the annual meeting of the NACCC by the active members of the NACCC. The Vice-Moderator shall take office upon adjournment of the Meeting when elected, and shall serve for two years. In the absence of the Moderator, or at the Moderator's request, the Vice-Moderator shall preside at meetings of the members of the NACCC.
4. **Secretary.** The Secretary shall be elected for a term of one year and shall take office upon the adjournment of the Meeting when elected. The Secretary shall be elected at the annual meeting of the NACCC by the active members of the NACCC. The Secretary shall serve on the Leadership Council without vote and serve as the Secretary of the Board of Directors.
 - a. The Secretary shall be custodian of the current records of the NACCC; shall keep full and accurate records of the proceedings of the NACCC, its Leadership Council, and the Board of Directors; and shall keep the membership roll of the NACCC.
 - b. It shall be the Secretary's duty to see that due notice of meetings of the NACCC, Leadership Council and Board of Directors are given and that due notice is given of the action taken by these bodies whenever such notice is necessary, appropriate or directed to be given.
 - c. The Secretary shall receive communications and send notices and correspondence as directed by the NACCC, the Leadership Council, or Board of Directors.
 - d. The Secretary shall, when required, countersign all written instruments executed by the Board of Directors.
 - e. A list of active member Churches in the NACCC shall be prepared annually, by the Secretary, and made available to the member Churches. This list shall, so far as possible, give correct addresses of the pastors and clerks of the Churches so listed, together with such other information as shall be deemed wise in the judgment of the Leadership Council.
5. **Treasurer.** The Treasurer shall be elected for a term of one year and shall take office upon adjournment of the Meeting when elected. The Treasurer shall be elected at the annual meeting of the NACCC by the active members of the NACCC. The Treasurer shall serve on the Leadership Council without vote and serve as Treasurer of the Board of Directors.
 - a. The Treasurer shall be the custodian of the funds of the NACCC. The Treasurer shall receive all contributions to the NACCC, and shall submit reports to the NACCC at each annual meeting.
 - b. The Treasurer shall keep an account of all monies, credits and property of any kind and nature of the NACCC, and render such accounts, statements and inventories of the property and affairs of the NACCC as may be required by the Board of Directors.
6. **Historian.** The Historian shall be elected for a period of one year and shall take office upon adjournment of the Meeting when elected. The Historian shall be elected at the annual meeting of the NACCC by the active members of the NACCC. The Historian shall serve on the Leadership Council without vote.

- a. The Historian shall keep a written chronology of important historical events and accomplishments of the NACCC.
- b. It shall be the Historian's duty to gather and preserve the material of the archives.

7. Removal of Officers.

- a. Any individual serving as an officer or at-large member of the Board of Directors, who consistently fails to attend and/or participate in the work of their respective position, shall be contacted by the Board to discuss the individual's interest and ability to continue in the elected position. Should the individual's non-participation persist after being contacted by the Board, the person may be removed from the elected position by a two-thirds affirmative vote of the Board.
- b. Any individual serving as an officer or at-large member of the Board of Directors may be removed for misconduct. Misconduct is a willful act against the purposes and Bylaws of the NACCC as determined in the sole discretion of the Board of Directors. The Board of Directors shall consider removal when it is recommended by a petition signed by at least three members of the Board of Directors. Any individual to be removed for misconduct will be given an opportunity to be heard by the Board prior to the Board taking action on the recommendation for removal. Any removal, for misconduct, must be approved by a two-thirds affirmative vote of the Board.

ARTICLE VII – Councils and Committees

1. Ministry Councils.

- a. There shall be three Ministry Councils each of which shall function with the direction and guidance of the Leadership Council.
- b. Each Ministry Council shall consist of five members elected for three-year terms arranged in such a manner that at least one term shall expire each year. After seven consecutive years on a Ministry Council, including time spent filling an unexpired term, a person must wait a minimum of one year before being eligible to serve on that Ministry Council again. Each member of a Ministry Council must be a member of an active member Church of the NACCC.
- c. Each Ministry Council shall select two members to serve a one year term on the Leadership Council and submit those names to the Nominating Committee for election at the next regular meeting of the members of the NACCC.
- d. The Ministry Councils are:
 - i. *Vitality*: The purpose of the Vitality Ministry Council is to encourage and support the churches of the NACCC in their missions of strengthening church life through 1) educational, financial and spiritual support for seminary students, 2) ministerial training, 3) addressing issues relating to ministerial congregational relationships, 4) enhancing revitalization efforts and 5) dealing with pragmatic aspects of local congregational ministries as in stewardship education, leadership training and strategic planning.
 - ii. *Growth*: The purpose of the Growth Ministry Council is to encourage and support congregations of the NACCC in their mission of faith and discipleship through 1) the establishment of new Congregational Churches, 2) the development of meaningful and God-honoring worship and spiritual growth experiences, 3) the development of local church ministries with youth, 4) providing leadership for the NACCC-wide youth programs and 5) providing support and effective use of technology in the local Church.
 - iii. *Mission and Outreach*: The purpose of the Mission and Outreach Ministry Council is to encourage and support congregations of the NACCC in their mission of spreading

the word and work of Christ in the world – both locally and globally, through 1) advancing domestic and foreign mission programs, 2) nurturing our partnerships with Olivet and Piedmont Colleges, 3) promoting relationships with other Congregational bodies, 4) supporting ongoing communication with state and regional associations, and 5) cultivating ecumenical relationships and partnerships as appropriate.

- e. Ministry Councils may appoint task teams to assist with their areas of responsibility. Such task teams shall serve at the discretion and pleasure of the individual Ministry Council to accomplish a designated task.
- f. Each Ministry Council shall be responsible for submitting budget requests to the Board of Directors to be included in the annual budget.

2. Annual Meeting and Conference Committee and Credentials Committee

- a. There shall be an Annual Meeting and Conference Committee which shall operate under the direction of the Leadership Council in consultation with the Board of Directors.
- b. The Annual Meeting and Conference Committee shall consist of nine (9) members including the Moderator, Vice-Moderator, a representative involved in the youth ministries of the NACCC, and one (1) representative each from the Host Teams of the previous, current, and next annual meetings. Three (3) members-at-large shall be elected, at the annual meeting of the NACCC by the active members of the NACCC, for three (3) year terms, arranged so that one (1) term expires each year. Members-at-Large shall be members of active member Churches.
- c. Working closely with NACCC staff and the Host Team, the Annual Meeting and Conference Committee shall have general oversight and responsibility for the planning, marketing and administration of the Annual Meeting and Conference of the NACCC.
- d. The members-at-large of the Annual Meeting and Conference Committee shall form the Credentials Committee. The Credentials Committee shall certify the existence of a quorum and shall prepare a final report, to be presented before the conclusion of the annual meeting, showing the roll of member Churches of the NACCC represented at the meeting with the names of their Official Meeting Delegates and Alternate Delegates (if any) as determined by the presentation of credentials from the electing Churches. This roll shall be made available to all delegates by posting or duplicating or both.

3. Nominating Committee; Nominations and Elections.

- a. There shall be a Nominating Committee that shall operate under the direction of the Board of Directors. The Board of Directors shall oversee the work of the Nominating Committee in consultation with the Leadership Council.
- b. A Nominating Committee shall consist of six (6) members, two of whom shall be elected at each annual meeting of the NACCC. Nominations for the Nominating Committee will come from the Board of Directors with the consultation and consent of the Leadership Council, which shall not be unreasonably withheld. Members of the Nominating Committee shall be members of active member Churches. Each member shall serve from the adjournment of the meeting at which they are elected until the adjournment of the third annual meeting following the meeting at which they are elected.
- c. Any person accepting nomination and election to the Nominating Committee, shall, by that acceptance, be ineligible, while serving on the Committee, for nomination to any NACCC office for which the Committee makes nominations.
- d. Any person serving an elected role in the NACCC shall be ineligible for nomination and election to concurrent service on the Nominating Committee.
- e. The Nominating Committee shall present a complete slate of officers and the required number of persons for the Leadership Council, Board of Directors of the Corporation, Ministry Councils, Nominating Committee and Annual Meeting and Conference Committee, to be voted upon at each annual meeting during which they shall serve. The Nominating

Committee shall accept the two nominees from each Ministry Council to serve on the Leadership Council and the two nominees from the Board of Directors to serve on the Nominating Committee, and incorporate such nominees in their report.

- f. The Nominating Committee's nominations shall be transmitted to the NACCC Secretary who shall transmit such list of nominees to all member Churches at least thirty days prior to such regular meeting. In addition to any nominations so made, in every case, nominations for any elective office may be made from the registered delegates, alternates, or attendees of the meeting. The Moderator shall in every instance call for such nominations from the delegates, alternates or attendees present. In cases where there is no contest the nominees may be elected by voice vote. If there is a contest, the vote shall be by written ballot the following day.
- g. All persons elected to any office, board, council, or committee must be, and remain, a member of an active member Church. In the event such person fails to maintain membership in an active member Church, such person shall rectify their status or resign from the position within ninety (90) days.

4. Removal of Council and Committee Members.

- a. Any individual serving an elected position on a Council or Committee, who consistently fails to attend and/or participate in the work of their respective position, shall be contacted by the Leadership Council to discuss the individual's interest and ability to continue in the elected position. Should the individual's non-participation persist after being contacted by the Leadership Council, the person may be removed from the elected position by a two-thirds (2/3) affirmative vote of the Leadership Council.
- b. Any individual serving an elected position in the NACCC may be removed for misconduct. Misconduct is a willful act against the purposes and Bylaws of the NACCC. The Leadership Council shall consider removal when it is recommended by (a) a two-thirds vote of the respective Ministry Council or Committee or (b) a petition signed by at least three members of the Leadership Council. Any individual to be removed for misconduct will be given an opportunity to be heard by the Leadership Council prior to the Leadership Council taking action on the recommendation for removal. Any removal, for misconduct, must be approved by a two-thirds vote of the Leadership Council.

ARTICLE VIII – Electronic Participation in Association Meetings

Except as otherwise provided in these bylaws, participation in meetings of any board, council, committee, or team of the Association, as well as Annual and Special Meetings of the Association, may include, and/or rely entirely upon, electronic services including teleconferencing, video conferencing, live streaming, or any other digital medium available and suited for the purpose of the meeting. Any meeting including electronic participation shall be subject to all rules established by the Board of Directors of the Association prior to the call of the meeting. Rules for electronic participation in meetings may include reasonable limitations on, and requirements for, members' participation. Any such rules shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule, bylaw, or decision of the Association. All votes conducted in accordance with the adopted rules for electronic participation in meetings shall be deemed to have fulfilled any requirement in the bylaws that govern the conduct of such vote.

ARTICLE IX – Finance

1. **Gifts, Contributions and Bequests.** Before becoming the property of the NACCC, each gift, bequest, devise, grant or contribution must be accepted by the Board of Directors.
2. **Execution of Instruments.** Except as in these Bylaws otherwise provided, the Board of Directors

may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NACCC, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the NACCC by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

3. **Bank Accounts.** The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the NACCC to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.
4. **Checks and Drafts.** All checks, drafts and other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the NACCC, shall be signed by such officer or officers, agent or agents, of the NACCC, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the NACCC in any of its duly authorized depositories may be made without counter-signature by any officer or agent of the NACCC to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the NACCC.
5. **Loans.** No loans shall be contracted on behalf of the NACCC and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the NACCC, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the Executive Director or, in the case of the Executive Director, as determined by the Board of Directors.
6. **Sale of Securities.** The Board of Directors may authorize and empower any officer or officers, agent or agents, to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bonds or securities, owned or held by this NACCC and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. The NACCC, however, shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirement.
7. **Investments.** The Funds and property of the NACCC, unless specifically otherwise provided by a deed, gift, bequest, devise, grant or contribution, may be invested in real estate, both improved and unimproved, in tangible or intangible personal property and/or in securities of one or more types as may be authorized by the Board of Directors from time to time, without regard to the restrictions of the statutes regulating the investment of funds by trustees, fiduciaries or insurance companies.
8. **Fiscal Year.** The fiscal year shall begin on April 1 and end on March 31.
9. **Corporate Seal.** The NACCC shall not have a corporate seal.

ARTICLE X – Referendum Council

1. **Purpose.** Since ecclesiastical power under God rests solely with the local Churches, the active member Churches of the NACCC have and shall retain among their other rights and powers, the right and power to review and modify any proposal or action by any agency or creature of the NACCC when such proposal or action is deemed by the active member Churches to be in violation of the

principles set forth in these Bylaws. The active member Churches also have, and shall retain among their other rights and powers, the right and power to initiate action which they deem wise and proper.

Such right and power to review, modify or initiate may be exercised by means of a Referendum Council, which may be called by not less than ten percent of the active member Churches.

2. **Right to Call.** In the event that not less than ten (10) percent of the active member Churches of the NACCC contend that any agency or creature of the NACCC is violating the principles set forth in these Bylaws, or is taking action contrary to the will and interest of the Churches, or is formally contemplating such violation or action, the contending Churches shall have the right and power to call a Referendum Council.

An agency or creature of the NACCC is any Committee, Council, Corporation, or legal or ecclesiastical entity of any kind, brought into existence by the active member Churches of the NACCC and ratified by the annual Meeting or a special meeting of the active members of the NACCC, or by common acceptance and usage. Any subsidiary agency or creature subsequently brought into being by an agency or creature of the NACCC shall be deemed an agency or creature of the NACCC for this purpose.

3. **Composition.** A Referendum Council is an adaptation of the Congregational custom of a vicinage council. It is composed of nine (9) persons, three (3) to be chosen by the Churches that call the council, three (3) by the party whose action or proposal is in question; these six (6) to choose the other three. Each of the nine (9) persons must be a member in good standing of a local Congregational Church that is an active member of the NACCC. No more than four (4) members of a Referendum Council may be clergy. If the party whose action or proposal is in question shall fail or refuse to choose three persons within thirty (30) days after receiving written notice to do so from any Church that participates in the call, the Churches taking part in the call shall have the right to choose the number of persons who otherwise would have been chosen by such party.
4. **Meetings.** A Referendum Council meets at such times and places as are determined by the last three (3) persons chosen and considers the controversy, hearing the pleadings of both parties. All records of the NACCC and its agencies and creatures shall be available, without the necessity of legal recourse, to either or both parties. The Referendum Council shall endeavor to settle the controversy. If unable to do so, it makes its findings, which may include a minority report, formulates the question at issue, and sends the question directly to the Churches, together with a notification of the deadline for voting set by the Referendum Council.
5. **Local Church Voting.** The local Churches vote on the question in their own localities. Only a duly convened meeting of a local Church shall be competent to act upon a question submitted by a Referendum Council. A copy of the vote of the local Church, certified by its proper official, shall be forwarded to the Secretary of the NACCC. The Secretary shall tabulate the votes, and not later than sixty (60) days after the close of voting, notify all member Churches of the results of the balloting. A two-thirds (2/3) vote shall be necessary for an affirmative decision. No subsequent action on the part of the annual meeting of the active members of the NACCC or a special meeting of the NACCC, or on the part of any of the agencies and creatures of the NACCC, can overrule or supersede the decision of the active member Churches on a question referred to the Churches by a Referendum Council.
6. **Authority of a Referendum Council.** A vote on a question referred to the Churches by a Referendum Council has for the Churches as much force as force of wisdom in it lies; it is not a legal determination. No local Church can be legally bound by anything but its own actions or the laws of the state. The Referendum Council decision and the consequent decision of the active member churches of the NACCC with regard to the question before the Referendum Council is solely directed

to the NACCC as referred to in this document. Any decision of the Referendum Council can in no way ignore, contravene or alter the will of any participating, local member Church of the NACCC. Such an outcome or action is beyond the legal powers of the Referendum Council and is subject to legal action by said participating, local member Churches.

ARTICLE XI – Standing and Ordination

1. **Clergy List.** The NACCC shall compile and publish a list of the names of those who have ministerial standing in our Churches as ordained pastors and teachers and other ministers, missionaries, college and seminary professors and chaplains. The list shall include the names of ordained Congregational ministers who are retired, and licentiates, coded to indicate their current status.
 - a. The presence or absence of the name of a pastor or minister on this list shall not be construed as either conferring or denying ministerial standing. This record is merely a list of pastors and ministers of the active member Churches of the NACCC. This list is compiled for the convenience of those concerned and as a source of information to the Churches, and it shall be published by the proper agency of the NACCC as is determined by the Leadership Council. The NACCC makes no representations as to the fitness or appropriateness of any minister or any member Church.
 - b. In no case shall any person have the right to vote in a meeting of the NACCC merely by virtue of inclusion in these lists. In every case a listed person, except a retired minister, shall be a member or an associate member of an active member Church of the NACCC.
2. **Local Church Ordination.** The NACCC has no power to ordain, censure, or depose a minister, or to sit as a council of reference in such cases. Ordination is the right and business of the local Church, but the following statement of things commonly held among us is germane to the purpose of the NACCC:
 - a. The local Church being complete under the Headship of Christ in all spiritual and ecclesiastical power has, and shall retain, the inalienable right to ordain. The local Church may call an ecclesiastical council as an expression of the fellowship of the Churches, but it shall be remembered that ordination is by the local Church.
 - b. Ordination by the local Church is valid and sufficient, but it is conducive to orderliness and continuity of record that the fact of a minister's ordination be listed with a large body or bodies. This may include a local association of Congregational Churches and the National Association of Congregational Christian Churches. In the case of the NACCC, such listing shall be done under the pertinent provisions of this bylaw.

ARTICLE XII – Amendments

At any duly called and held meeting of the NACCC, a quorum being present, these Bylaws may be amended by a two-thirds (2/3) affirmative vote of the active member Churches represented at such meeting by their Official Meeting Delegates or designated alternate, provided that the full text of the proposed amendment or amendments shall be distributed with the call to the meeting at which they are to be considered.

ARTICLE XIII – Parliamentary Authority

Unless otherwise provided, meetings shall be conducted in accordance with Robert's Rules of Order (current edition).