

KENSINGTON COMMUNITY CHURCH CONSTITUTION AND BYLAWS

Amended and Restated June 5, 2016

CONSTITUTION

We, the members of Kensington Community Church (KCC), have associated ourselves together as a non-profit corporation under the Laws of the State of California, to be known by the name of the Kensington Community Church of San Diego, a non-profit corporation, affiliated with the United Church of Christ, for the purpose of:

1. The worship of God and the carrying out of ministry and mission in the name of Jesus Christ;
2. Procuring, holding and keeping in repair a house of public worship, and other real estate necessary, appropriate, or desirable for the purpose aforesaid;
3. Accepting trusts and holding trust funds, procuring and holding stocks, bonds, moneys, securities and other property real or personal, all for the purpose aforesaid, at San Diego, in the County of San Diego, in the State of California.

The property of this non-profit corporation is irrevocably dedicated to charitable and/or religious purposes, and on dissolution none of its assets shall inure to any individual but shall be distributed to a fund or foundation whose property is dedicated to exempt purposes as specified in Revenue and Taxation Code #214.

ARTICLE I NAME

The name of this Church shall be the Kensington Community Church - United Church of Christ of San Diego, California.

ARTICLE II MISSION, VISION, & COVENANT

Section I. The Mission of Kensington Community Church is

- To gather together and welcome all to develop a meaningful relationship with God through thought-provoking and inspiring worship, education, prayer, meditation, and fellowship.
- To nurture spiritual growth at every stage of life, with a caring commitment to youth and children, and to support and connect all generations.
- To connect spiritual life with a love for our neighbors and the world through local and global outreach and stewardship of God's creation.
- To be a strong foundation in Kensington for hospitality and service.

Section II. The Vision of Kensington Community Church is

Kensington Community Church is a vibrant and inspiring place to believe, belong, and become. Wherever you are on life's journey, we welcome you to join us as we grow in the light of God.

Section III. Covenant

The members of KCC covenant with one another for the worship of God and for the living out of the vision and mission of our church. We promise to hold one another in love and in prayer, and to deal with one another with charity and kindness. We will, as far as we are able, support KCC by the gifts of our time, talent, treasure, and through the stewardship of our human, financial, and spiritual resources.

ARTICLE III POLITY AND GOVERNANCE

The government of KCC is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Articles of Incorporation granted it by the Secretary of State of the State of California.

Kensington Community Church is administered by its officers, ministries, standing and ad hoc committees and other organizations whose coordinating body is the Church Council.

Kensington Community Church is an Open and Affirming congregation of the United Church of Christ; it shall sustain that relationship to the United Church of Christ described in Articles I and IV of the Constitution of the United Church of Christ adopted in 1961 as amended, until a date of dissolution or the ending of denominational affiliation.

Kensington Community Church passed and adheres to the guidelines and procedures outlined in our Safe Church Policy.

BYLAWS

ARTICLE IV MEMBERSHIP

Section 1. KCC invites people of every race, nationality, age, gender, gender identity, sexual orientation, marital status, ability, military background, financial means, and ethnic and spiritual background into the full life and ministries of the congregation. In keeping with its Congregational heritage, KCC does not have set beliefs or a confession of faith that serve as a requirement for membership.

Section 2. The membership of KCC shall consist of persons who accept the membership covenant in Article II, Section 3, and are received as members by confirmation, affirmation of faith, or letter of transfer from another church. Baptism is encouraged but not required.

Section 3. Members will ordinarily be received during a regular worship service. In unusual or time-critical circumstances, the Senior Minister, together with one or more members of the Council, may receive candidates into membership.

Section 4. Members shall have the right to vote at all congregational meetings and to serve as Moderator or Vice-Moderator, and shall have such additional rights as are specified in these Bylaws.

Section 5. A person who desires to retain an existing membership in another congregation may join KCC as an associate member. Associate members shall be entitled to all the privileges of membership, except that an Associate Member may not receive a letter of transfer under Section 6 of this Article.

Section 6. Any member may, upon request, be released from membership and receive a letter of transfer and/or recommendation to another church.

Section 7. Members who have not been in communication with KCC for two years, nor contributed to its support, may be removed from the membership roll, provided that a reasonable effort has been made to communicate with any such members prior to their removal. Any person whose membership has been removed, may be restored to full membership upon request.

ARTICLE V

CONGREGATIONAL MEETINGS

Section 1. The congregation will meet at least twice in a calendar year for the Annual Budget Meeting and the Annual Program Meeting.

- A. The Annual Budget Meeting will be held on or before the fifth (5th) Sunday of each calendar year. The purposes of this meeting are to approve the annual budget, and attend to such other business as may be appropriate. The proposed budget shall be posted for the congregation no less than twenty-one (21) days prior to the Annual Budget Meeting.
- B. The Annual Program Meeting will be held before the end of June each calendar year. The purposes of the Annual Program Meeting are to elect Council and Ministry members, and attend to such other business as may be appropriate.

Section 2. The Council or the Senior Minister may call additional congregational meetings as needed. The Council shall be required to call a meeting upon the written request, delivered to the Council, of at least fifteen (15) members of KCC.

Section 3. Notice of all congregational meetings, specifying the nature of the business to be transacted, shall be given no less than twenty-one (21) days prior to the meeting by U.S. mail or electronic mail, by verbal announcement during Sunday services, and in the bulletin.

Section 4. The presence of thirty (30) percent of the total membership of KCC shall be considered a quorum for the purposes of transacting business at any congregational meeting. The number of total members shall be that which is reported to the Southern California Nevada Conference of the UCC each year.

Section 5. A decision made by a majority of the members present at a meeting at which a quorum is present shall be considered a decision of the congregation, except as otherwise provided in these Bylaws. Voting shall be by a show of hands or voice vote, except for a contested election of Council and/or Ministry members, which shall be by written ballot. A written ballot shall be used on any other matter if requested by the Council or at least fifteen (15) members of KCC. Voting by proxy or absentee ballot shall not be permitted.

Section 6. The annual meetings shall be conducted in an informal but orderly style that encourages participation. Robert's Rules of Order may be used to facilitate discussion

and decision-making, as the Moderator (or Assistant Moderator, if the Assistant Moderator is conducting the meeting) deems appropriate.

ARTICLE VI OFFICERS

Section 1. The Moderator shall be a lay leader of the congregation and shall be elected by the congregation at the Annual Program Meeting to serve for one term of one year, and may be re-elected for a second term. The Moderator will be the presiding officer at Council, at all official meetings of the congregation. The moderator shall not serve for more than two successive terms. Co-Moderators may be elected to fill this office. The Moderator has a vote at all Council and official church meetings.

Section 2. The Vice Moderator shall be a lay leader of the Church and shall be elected by the congregation at the Annual Program Meeting for one term of one year, and may be re-elected for a second term. The Vice-Moderator shall serve as moderator-elect. It shall be the duty of the Vice Moderator to preside at all times in the absence of the Moderator. The Vice Moderator will succeed the Moderator upon election at the Annual Program Meeting. Co-Vice Moderators may be elected to fill this office. Vice Moderator has a vote at all Council and official church meetings.

Section 3. The Treasurer shall be elected by the congregation at the Annual Program Meeting one term of one year, and may be re-elected to serve in successive terms. The Treasurer shall receive records of deposit from the Financial Secretary and shall receive all other moneys of the Church. Under the direction of the Council, the Treasurer shall have custody of all financial papers relating to the Church. The Treasurer shall pay the expenses of the Church on the approval of the Ministry of Finance and Stewardship. The Treasurer shall keep an account of all receipts and disbursements and obtain bonding at the Council's request. The Treasurer shall keep separate accounts of all funds of the Church. The Treasurer shall serve as a member of the Ministry of Finance and Stewardship. Assistants to the Treasurer may be appointed by the Council if needed. The Treasurer has a vote at all Council and official church meetings.

Section 4. The Clerk shall be elected by the congregation at the Annual Program Meeting one term of one year, and may be re-elected to serve in successive terms. The Clerk shall keep a record of all Annual Meetings, official meetings of the Church, and meetings of the Council. The Clerk shall assist, as needed, the office staff with the register of the church members' addresses, with dates and modes of their reception and dates and modes of leaving, and records of baptisms, marriages, deaths, and letters of transfer. The Clerk shall keep on file all communications and written official reports,

give legal notices of meetings, and handle correspondence as directed by the Moderator. The Clerk has a vote at all Council and official church meetings.

Section 5. The Financial Secretary shall be elected by the congregation at the Annual Program Meeting one term of one year, and may be re-elected to serve in successive terms. The Financial Secretary shall receive all records of benevolence and givers of record; take charge of and keep an accurate account of all offerings and special collections; deposit all moneys received to the proper accounts as designated by the Treasurer. Assistants to the Financial Secretary may be appointed by the Church Council if needed.

Section 6. The Historian shall be elected by the congregation at the Annual Program Meeting and serves a one year term and may be re-elected for successive terms. The Historian keeps a journal of occurrences of interest to the congregation.

Section 7. The Librarian shall be elected by the congregation at the Annual Program Meeting and serves a one year term and may be re-elected for successive terms. The Librarian shall have charge of all activities relative to the Library. Selections and purchases of all books shall be under the supervision of the Librarian.

ARTICLE VII **PASTORS & STAFF**

Section 1. Ministerial searches shall be conducted in accordance with policies and procedures recommended by the Council and approved by two-thirds vote of the members present at a duly called congregational meeting. An interim minister who serves during a ministerial search period shall not be eligible to be called for the permanent ministerial position.

Section 2. The Senior Minister serves at the pleasure of the congregation, and is responsible for attending to the congregation's spiritual needs (examples may include: preparing and leading worship, administering the sacraments, pastoral care, and community outreach). The Senior Minister is also the head of staff and shall exercise general supervision of all staff, other ministers and ministry programs, in accordance with church policies. The Senior Minister reports directly to the Council.

Section 3. The term of a minister is indefinite, but a minister's resignation may be requested by a two-thirds vote of the members present at a duly called congregational meeting, with such resignation to be effective within sixty (60) days. A minister may

resign of his or her own volition by giving no less than sixty (60) days written notice to the Council, provided that the Council, taking into account the circumstances of the resignation, may accept a notice period of less than sixty (60) days.

Section 4. As need is ascertained, funded staff positions may be created and added to Kensington Community Church and Kensington Preschool at the discretion of the ministries with approval of Church Council.

Section 5. The Senior Minister and staff shall be responsible for the day-to-day operations of KCC, in accordance with policies and procedures adopted by the Board. All ministers and staff shall abide by the policies outlined in the Employee Handbook. The Senior Minister is regarded as the “Head of Staff” of Kensington Community Church and Kensington Preschool.

Section 6. In the case of the creation of an Associate Pastor position, the position shall be selected and released in the same manner as the Pastor. Their duties shall be approved by the Church Council in cooperation with the Pastor.

ARTICLE VIII **COUNCIL, MINISTRIES, TEAMS**

Section 1. Church Council. The Church Council shall consist of as voting members: the Moderator(s), Vice Moderator(s), Clerk, Treasurer, and Representatives from the Ministry of Finance and Stewardship, Ministry of Personnel and Resources, Ministry of Missions and Outreach, Ministry of Worship and Nurture, and Ministry of Kensington Preschool.

The Senior Minister shall serve as a voting member of the Council.

The Church Council shall meet monthly or upon the call of the Moderator(s). A quorum shall consist of half the members plus one (1).

It shall be the function of the Church Council to articulate the long-term vision of the Church and establish and evaluate its programs.

- Council shall be responsible for the hiring and discharge of all Church employees, with the exception of those under the responsibility of the Preschool Board and those called by the congregation
- Shall advise the Senior Minister and staff on the general direction of all the church's activities, and cooperate in the formation of an active Church program.

- Shall appoint church delegates to area and regional conferences as needed.
- Shall meet in Executive Session when the Council so votes.

Section 2. Ministries. The Church shall conduct its activities using a Ministry structure. The Church shall include five Ministries: Ministry of Finance and Stewardship (“MFS”); Ministry of Personnel and Resources (“MPR”); Ministry of Missions and Outreach (“MMO”); Ministry of Worship and Nurture (“MWN”); Ministry of Kensington Preschool (KPS). Each Ministry shall consist of a minimum of at least three team members, and shall elect a Chair from amongst its members. The Ministry Members shall serve for one-year terms, and may serve consecutive terms for as long as they are nominated and willing to serve. Each Ministry is open to and welcomes the participation of all Congregation members and Church attendees.

A. Ministry of Finance and Stewardship

The Ministry of Finance and Stewardship shall be responsible for the planning, setting priorities, and making decisions that affect:

- Annual Stewardship Campaign
- Preparation of the Annual KCC & KPS Budget
- Overseeing Church Operations and Building Use
- Campus and Facility Maintenance and Upkeep
- Review of Year-End Financial Statements and Verification of Assets
- Managing Rental Properties
- Managing Endowments, Investments, and Funds
- Developing and Managing MFS Budget

B. Ministry of Personnel and Resource

The Ministry of Personnel and Resources shall be responsible for the planning, setting priorities, and making decisions that affect:

- Personnel Policies including the Employee Handbook
- Annual Review of the Senior Staff
- Staff Relations
- Open and Affirming Statement
- Safe Church Guidelines
- Nominations for Council, Ministries, and Officers
- Developing and Managing MPR Budget

C. Ministry of Worship and Nurture

The Ministry of Worship and Nurture shall be responsible for the planning, setting priorities, and making decisions that affect:

- Worship Services
- Faith Programs
- Youth Group
- Friendship Hour
- Music
- Chancel Choir and Specialty Choirs
- New Membership
- Developing and Managing MWN Budget

D. Ministry of Mission and Outreach

The Ministry of Missions and Outreach shall be responsible for the planning, setting priorities, and making decisions that affect:

- Planning and Implementation of Mission Opportunities
- Special Community Events
- Visitation to Church and Community Members
- The San Diego UCC Partnership, Southern Association, Southern California Nevada Conference, National Office UCC, and General Synod
- KCC's Donations to Community Partners
- Developing and Managing MMO Budget

E. Ministry of Kensington Preschool

The Ministry of Kensington Preschool shall be responsible for the planning, setting priorities, and making decisions that affect:

- Calendar for the Preschool Year
- Curriculum and Programs
- Advisement of the Preschool Director
- Staffing based on Teacher to Student Ratio
- Parent-Preschool Relations
- Preschool Tuition and Fees
- Developing and Managing MKP Budget

Section 3. Teams. Ad hoc Teams may be created by the Church Council as needed and shall terminate after one year unless extended by the Church Council (example of such Teams: Media Team, Pastor-Parish Relations Team, Strategic Planning Team, Pastoral Search Team). Teams will be made up of at least three (3) members and no more than nine (9) members. The Council will determine which Ministry will have oversight of a created Team. Teams do not have direct representation on Council.

ARTICLE IX FISCAL & PROGRAM YEAR

Section 1. The fiscal year of the church shall begin on January 1 of each calendar year and end on December 31 of each calendar year.

Section 2. The program year of the church shall begin at the conclusion of the Annual Program meeting each calendar year and end at the next called Annual Program Meeting.

ARTICLE X PROPERTY & FINANCES

Section 1. Offerings.

KCC shall seek support by contributions of individuals and organizations. Opportunity shall be offered to all members and friends of KCC to contribute financially.

Section 2. Special Gifts, Memorials, and Legacy Gifts

Special gifts, memorials, and legacies bequests will be used as designated by the donor. In case circumstances change, making the designation obsolete, determination of the use of said funds shall be made by the Ministry of Finance and Stewardship and the Church Council, in consultation with the donor or heirs when possible. Undesignated gifts will be under the supervision of the Ministry of Finance and Stewardship and the Church Council. Designated gifts will be accepted so long as the purpose and conditions are consistent with the mission and ministry of the church. These funds will be administered by the Ministry of Finance and Stewardship and accepted at the discretion of the Ministry of Finance and Stewardship and the Council.

Section 3. Endowment Fund.

The Kensington Community Church Endowment Fund shall be a means by which members of our congregation and the community at large can make gifts to the Church in various forms. Gifts may be bequests in wills, charitable remainder and other trusts, charitable-gift annuities, assignments of life insurance, remainder interest and pooled income funds or remainder interest in residences and firms, transfers of property, memorials or other types of gifts, whether or not deductible by the donor under law.

The purpose of the Endowment Fund will be to enhance and enrich the outreach of Kensington Community Church and to provide capital improvements and major maintenance to the physical plant apart from the general operation of the Church.

Title to all assets of the Fund are to be held in the name of Kensington Community Church Endowment Fund.

Unrestricted income of the Fund shall be distributed as deemed necessary and feasible to accomplish ministry and mission consistent with Article II of these Bylaws. Allocation of funds shall be recommended by the Ministry of Finance and Stewardship and approved by the Church Council or the congregation at an annual or other designated meeting.

Unrestricted income of the Fund shall be distributed annually or at such other times as deemed necessary and/or feasible to accomplish the following purposes:

Up to one-half for scholarships, loans or grants

- a) to members of Kensington Community Church for the purpose of attending trade school, college, or graduate school; for church related camping or leadership conferences; or any other training which would enable members of this congregation to grow in Christian faith and service to God's people;
- b) for outreach into the community, including, but not limited to, grants to church related colleges and seminaries, social service agencies and any special programs designed for those persons in our area who are in spiritual and economic need; and
- c) for missions of the United Church of Christ at home and overseas and any program designed for those persons outside the area who are in spiritual and economic need.

Up to one-half for capital improvements and/or major maintenance to the physical plant apart from the general operation of the church.

The Ministry of Finance and Stewardship shall hold, sell, exchange, rent, lease, transfer, convert, invest, and in all other respects manage and control the assets of the Fund, including, but not- limited to, cash, stocks, bonds, mortgages, notes, or other securities,

as in their judgment and discretion they deem wise and prudent. The Ministry of Finance and Stewardship shall report on a quarterly basis to the Church Council and at each Annual Budget Meeting of the congregation, and shall render a full and complete account of the administration of the Fund during the preceding calendar year.

Sale of real property held and owned by KCC shall require approval of the congregation by a two-thirds vote of the members present at a duly called congregational meeting.

Legal restrictions placed on gifts and bequests by the donor will be honored.

KCC shall not accept any gift or bequest that is not consistent with the religious and ethical standards of Kensington Community Church. In addition, KCC shall retain the right to refuse any gift or bequest not considered to be in the best interest of the Fund.

Members of the Ministry of Finance and Stewardship and Church Council shall not be liable for any losses that may be incurred by the Fund except to the extent such losses have been caused by gross negligence. No member of either group shall be personally liable as long as actions are taken in good faith and with ordinary prudence. Each member of these groups shall be liable only for individual willful misconduct or willful omissions and not for the acts or omissions of any other member. No member shall engage in any self dealings or transactions with the Fund in which that person has a direct or indirect financial interest and shall at all times refrain from any conduct in which personal interests would conflict with the best interests of the Fund.

Whereas this section is entitled "Endowment Fund", its provision in no way bars gifts and "memorials" or the establishment of memorial funds. In the event Kensington Community Church ceases to exist either through merger or dissolution, disposition or transfer of the Fund shall be in conformity with the Constitution of the Church, and the Laws of the State of California.

Any real or perceived conflict of interest must be disclosed by the member as soon as the conflict has become apparent.

ARTICLE XI **DISSOLUTION & ENDING DENOMINATIONAL AFFILIATION**

Section 1. Dissolution. The congregation may dissolve KCC by a two-thirds (2/3) vote of the members present at a duly called congregational meeting. Upon dissolution of KCC and after all obligations have been met, the assets of KCC shall be transferred to such other organizations or entities as shall be specified in a plan of dissolution approved by a two-thirds vote of the members present at a duly called congregational meeting, provided that any such organization or entity specified in the plan of dissolution shall qualify as an exempt organization under Section 501(c)(3) of the

Internal Revenue Code, or the corresponding provision of any successor Internal Revenue Law. In developing a plan of dissolution, KCC shall confer with the appropriate representative(s) of the Southern California Nevada Conference of the United Church of Christ.

Section 2. Ending Denominational Affiliation. The congregation may end the congregation's affiliation with the United Church of Christ by a two-thirds vote of the members present at a duly called congregational meeting. Upon ending the affiliation, and after all obligations have been met, the congregation may decide to affiliate with a new denominational structure as shall be specified in a plan and approved by a two-thirds vote of the members present at a duly called congregational meeting. In developing a plan of severing ties to the United Church of Christ, KCC shall confer with the appropriate representative(s) of the Southern California Nevada Conference of the United Church of Christ.

ARTICLE XII **AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of those members present at any regular or special meeting, provided that a notice specifying the time of meeting and substance of the proposed amendment shall have been given to the congregation no less than thirty (30) days before the called meeting. The proposed amendment(s) shall be presented before the Church in writing not less than thirty (30) days prior to the called meeting, and copies of the proposed changes made available to the Church membership.

ARTICLE XIII **ENACTMENT**

These Bylaws supersede and replace all preceding bylaws, and shall take effect upon the affirmative vote of two-thirds of the members present at a congregational meeting at which a quorum is present.

APPENDIX A:

Original Articles of Purpose, Polity & Governance, and Doctrine, Faith and Covenant

The following original Articles II, III, IV from the Kensington Church Constitution and Bylaws and forwarded in each iteration of until this most recent version.

ARTICLE II: PURPOSE

The purpose of Kensington Community Church is:

- to affirm and proclaim Jesus as the Christ and Savior so that all may be saved by God's Grace;
- to gather together and welcome all to praise God through worship, prayer, Biblical Christian education, and fellowship;
- to provide courage and strength in times of stress and sorrow, to help those less fortunate, to strengthen the family, and to manifest the love of God in all we do toward all people.

ARTICLE III: POLITY AND GOVERNANCE

This Church acknowledges Jesus Christ as its sole head and finds in the Holy Scriptures, interpreted by the Holy Spirit through reason, faith and conscience, its guidance in matters of faith and discipline.

The government of this church is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Articles of Incorporation granted it by the Secretary of State of the State of California.

The Church is administered by its officers, official boards, standing committees and other organizations whose coordinating body is the Church Council.

This Church is a member church of the United Church of Christ; it shall sustain that relationship to the United Church of Christ described in Articles I and IV of the Constitution of the United Church of Christ adopted in 1961 as amended.

ARTICLE IV: DOCTRINE, FAITH AND COVENANT

This Church recognizes the Bible as the only rule of faith and practice, and holds that living in accordance with the teachings of Jesus Christ is the true test of Christian fellowship. Each member shall have the undisputed right to follow the Word of God, according to the dictates of his or her own conscience, under the enlightenment of the Holy Spirit.

In accordance with our confession, we band ourselves together for the worship of God and for more efficient Christian service. We promise all loyalty to one another in love, charity, and helpfulness. We will, as far as we are able, support this Church by our presence at its services, our regular contributions of gifts, participation in its activities, the promotion of the welfare of this community, and the extension of the Kingdom of God. We hold it to be the mission of the Church to witness the Gospel of Jesus Christ to all the world.