DRAFT RESTATED BYLAWS

of

BROOKSIDE COMMUNITY CHURCH

United Church of Christ

Brookside, New Jersey

Comprehensive Integrated Working Draft — Version 2
September 2026

DRAFT FOR REVIEW — NOT YET ADOPTED

This integrated draft preserves the substantive scope of the 2019 bylaws wherever practical while incorporating the governance decisions developed through the 2026 restatement process. Operational provisions have generally been retained for this first complete draft; a later review may identify provisions better placed in policy.

Drafting Notes

Working terminology: The phrase “Standing Teams/Committees” is used throughout pending a final decision whether Brookside will use “Teams” or “Committees.” Once selected, the terminology should be made uniform throughout.

Governance model: The Church Council is the single governing body of the Church and succeeds to the governance and fiduciary responsibilities previously divided between the Church Council and Board of Trustees.

Congregational polity: Ultimate authority remains with the Congregation in matters expressly reserved to it by these Bylaws.

Preservation approach: This draft intentionally retains substantive and operational material that may later be moved to policy. The purpose of this version is completeness, not yet maximum brevity.

Quorum: The final Council quorum formula remains under review. A bracketed placeholder appears in Article V so the issue is visible without preventing review of the rest of the document.

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ARTICLE I

Name, Purpose, and Affiliation

Purpose of this Article. Establishes the Church's legal identity, religious purpose, and relationship with the United Church of Christ.

Status. Restatement and consolidation of 2019 Articles I, II, and related portions of Article III.

Section 1. Name

The name of this congregation shall be Brookside Community Church, United Church of Christ, located in Brookside, New Jersey.

Section 2. Purpose

Brookside Community Church exists to worship God, proclaim and seek to live the Gospel of Jesus Christ, nurture Christian discipleship, serve the community and the world, and bear witness to God's love through worship, education, fellowship, mission, justice, and service.

The Church shall be organized and operated exclusively for religious, charitable, and educational purposes consistent with its mission and applicable federal and state law.

Section 3. Affiliation

Brookside Community Church is a congregation of the United Church of Christ and participates in the covenantal relationships of the United Church of Christ while retaining the autonomy of the local church in accordance with congregational polity.

Section 4. Nonprofit Status

The Church shall operate as a nonprofit religious corporation organized under the laws of the State of New Jersey and shall maintain its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or any successor provision. No part of the net earnings of the Church shall inure to the benefit of any private individual, except for reasonable compensation and reimbursement for services rendered or expenses incurred.

ARTICLE II

Polity, Covenant, and Autonomy

Purpose of this Article. States Brookside's congregational form of governance, covenantal identity, local autonomy, and relationship to civil law.

Status. Restatement and clarification of 2019 Articles III and IV.

Section 1. Headship of Christ

Jesus Christ alone is the head of the Church.

Section 2. Congregational Governance

Authority within Brookside Community Church resides ultimately in its members assembled in duly called Congregational Meeting. The Congregation exercises the powers reserved to it by these Bylaws and delegates other governing authority to the Church Council.

Section 3. Covenant

Brookside Community Church is a covenant community in which members seek together to discern and follow the will of God through worship, prayer, study, service, mutual care, and shared ministry.

Section 4. Autonomy and Wider Church

The Church is autonomous in the conduct of its internal affairs while maintaining covenantal relationships with the United Church of Christ, including its Association, Conference, and wider church bodies.

Section 5. Civil Law

The governance and corporate affairs of the Church shall be conducted in accordance with these Bylaws, its certificate of incorporation, applicable provisions of the New Jersey Nonprofit Corporation Act, and other applicable law. If an ecclesiastical provision and a civil corporate requirement appear to conflict, the Church Council shall seek appropriate ecclesiastical and legal guidance.

ARTICLE III

Membership

Purpose of this Article. Defines membership, admission, responsibilities, records, review, transfer, withdrawal, and termination.

Status. Restatement and clarification of 2019 Article V.

Section 1. Membership

Membership is open to persons who desire to enter into covenant with Brookside Community Church and participate in its worship, fellowship, ministry, and mission. Membership shall be administered in a manner consistent with the Church's covenant, Open and Affirming commitments, and United Church of Christ tradition.

Section 2. Reception of Members

Members may be received by profession of faith, transfer from another Christian church, reaffirmation of faith, or another means consistent with the practices of the United Church of Christ and the procedures of Brookside Community Church.

Section 3. Rights and Responsibilities

Members are encouraged to participate in worship and the life of the Church; support its ministries through prayer, service, stewardship, and Christian witness; participate in Congregational Meetings; and vote on matters reserved to the Congregation when eligible under these Bylaws.

Section 4. Membership Records

The Church shall maintain an official membership roll. The Clerk shall maintain or oversee membership records in consultation with the Minister and the appropriate Standing Team/Committee or staff.

Section 5. Review of Membership

The Church Council, Minister, or a designated Standing Team/Committee may periodically review the membership roll to maintain accurate records and encourage continued participation. Changes in membership status shall be made with pastoral sensitivity and in accordance with procedures adopted by the Church.

Section 6. Transfer, Withdrawal, and Termination

Membership may end through transfer to another church, voluntary withdrawal, death, or other action authorized by these Bylaws and Church policy. Any involuntary termination of membership shall include reasonable notice and an opportunity for the member to be heard, except where extraordinary circumstances require protective action.

ARTICLE IV

Worship and Congregational Meetings

Purpose of this Article. Preserves Brookside's worship life and congregational decision-making procedures, including annual and special meetings, notice, voting, and reserved powers.

Status. Restatement and consolidation of 2019 Article VI and related provisions.

Section 1. Worship and Sacraments

Regular public worship shall be conducted under the spiritual leadership of the Minister in collaboration with the Worship & Congregational Life Standing Team/Committee and other lay and staff leaders. The Sacraments shall be celebrated in accordance with Christian tradition and the practices of the United Church of Christ. The time, form, and frequency of worship services may be adjusted as ministry needs require.

Section 2. Annual Congregational Meeting

An Annual Congregational Meeting shall be held each year at a time established by the Church Council. Its business shall include election of officers and elected Standing Team/Committee members, approval of the annual budget, receipt of annual reports, and other business properly brought before the Congregation.

Section 3. Special Congregational Meetings

Special Congregational Meetings may be called by the Moderator, by the Church Council, or as otherwise provided by these Bylaws. The notice shall state the purpose or purposes of the meeting, and action shall be limited to matters reasonably within the stated purpose.

Section 4. Notice

Notice of Congregational Meetings shall be given to members in the manner and within the time required by applicable law and these Bylaws. Notice may be delivered by mail, electronic communication, publication through regular Church communication channels, or a combination thereof, provided the method used is reasonably calculated to reach the membership. Notice of a remote or hybrid meeting shall include instructions for participation.

Section 5. Remote and Hybrid Participation

Congregational Meetings may be held in person, by remote communication, or in hybrid form when authorized by the Church Council and permitted by law. A member participating by authorized remote means shall be deemed present and may vote if the Church uses reasonable procedures to verify participation, permit substantially concurrent communication, and maintain a record of votes and actions.

Section 6. Quorum

The quorum for a Congregational Meeting shall remain the quorum established by the 2019 Bylaws unless and until the Congregation expressly changes it during review of this restatement. The final adopted version shall state the applicable number or percentage directly rather than by reference to prior bylaws.

Section 7. Voting

Each voting member shall have one vote. Except where these Bylaws or applicable law require a greater vote, action shall be approved by a majority of votes cast at a meeting at which a quorum is present. Voting may be by voice, show of hands, ballot, or secure electronic means appropriate to the meeting format. Proxy voting shall not be permitted unless expressly authorized by these Bylaws and applicable law.

Section 8. Reserved Powers of the Congregation

The Congregation retains authority to elect Church officers and elected Standing Team/Committee members; call and conclude the call of the Minister; approve the annual budget; approve amendments to these Bylaws; approve dissolution; and approve such major property, debt, merger, or other corporate actions as these Bylaws or applicable law reserve to the members.

Section 9. Parliamentary Authority

Congregational Meetings shall be conducted in an orderly and participatory manner. The current edition of Robert’s Rules of Order Newly Revised shall serve as parliamentary guidance when not inconsistent with these Bylaws, Church policy, congregational practice, or the spirit of Christian discernment.

ARTICLE V

Church Council

Purpose of this Article. Establishes the Church Council as Brookside's single governing body, combining the governance responsibilities formerly divided between the Church Council and Board of Trustees.

Status. Major restructuring of 2019 Articles IX and X.

Major changes from 2019. Unifies Council and Trustees; combines ministry oversight and fiduciary responsibility; clarifies delegation; establishes regular and special meetings, electronic participation, terms, vacancies, removal, and attendance expectations; quorum remains for final resolution.

Section 1. Governing Authority

The Church Council shall serve as the governing board of Brookside Community Church and shall exercise all corporate and governing authority not reserved to the Congregation by these Bylaws, the certificate of incorporation, or applicable law.

Section 2. Responsibilities

The Church Council shall be responsible for governance, strategic planning, financial stewardship, property oversight, employment decisions, policy development, legal and regulatory compliance, risk management, stewardship of Church resources, coordination of ministries, and implementation of decisions of the Congregation.

Section 3. Fiduciary Duties

Council members shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the best interests of the Church. Council members shall observe duties of care, loyalty, confidentiality, and obedience to the Church's mission and governing documents.

Section 4. Composition

The Church Council shall consist of the Moderator, Vice Moderator, Clerk, Treasurer, Officer-at-Large, and the Leader/Chair of each Standing Team/Committee. The Minister shall participate fully in Council meetings with voice but without vote unless otherwise expressly provided by these Bylaws.

Section 5. Election and Terms

Council membership arising from an officer position shall begin when the officer assumes the elected office. Council membership arising from Standing Team/Committee leadership shall begin when the Team/Committee selects its Chair/Leader following the annual congregational election of Team/Committee members. Officers shall serve the terms specified in Article VI; Standing Team/Committee membership and leadership shall be governed by Article VIII.

Section 6. Regular Meetings

The Church Council shall meet monthly. A regular meeting may be omitted when circumstances warrant, but Council shall not intentionally skip more than two consecutive regularly scheduled monthly meetings.

Section 7. Special Meetings

A special meeting of the Church Council may be called by the Moderator or by a majority of the voting members of the Council. Reasonable notice of the time, method, and purpose of a special meeting shall be given to all Council members. Emergency meetings may be held on shorter notice when circumstances reasonably require.

Section 8. In-Person, Remote, and Hybrid Meetings

A Council meeting may be held in person, solely by remote communication, or in hybrid form. Participation by telephone, videoconference, or other technology that permits all participating members to hear one another substantially concurrently shall constitute presence at the meeting. In-person and

authorized remote participation shall have equal validity for deliberation, voting, quorum, and official action.

Section 9. Quorum
A quorum shall consist of sixty percent (60%) of the members of the Church Council, including officers and Standing Team/Committee designees.

Section 10. Voting
Except where a greater vote is required by these Bylaws or applicable law, action of the Council shall be by majority vote of voting Council members present at a meeting at which a quorum is established. Each voting Council member has one vote. The Moderator shall vote only in the event of a tie. No person may cast more than one Council vote.

Section 11. Action Without a Meeting
To the extent permitted by applicable law, the Council may take action without a meeting by written or electronic consent of all voting Council members, in accordance with section 10. voting rules . Such consent shall be filed with the Council minutes and shall have the same effect as unanimous action taken at a meeting.

Section 12. Delegation
The Church Council may delegate authority to officers, Standing Teams/Committees, staff, or ad hoc groups, but shall retain responsibility for matters reserved to the Council by these Bylaws. Delegation shall not relieve the Council of accountability.

Section 13. Team/Committee Delegates
A Standing Team/Committee Chair/Leader who is unable to attend a Council meeting may designate another member of that Standing Team/Committee to attend in the Chair/Leader's place.

Section 14. Vacancies
A vacancy in an elected Council position occurring between Annual Meetings may be filled on an interim basis by the Church Council until the next Congregational Meeting at which an election can reasonably be held. A person appointed to fill a vacancy shall meet the same eligibility requirements as the person elected to the position.

Section 15. Removal and Attendance
Council members are expected to attend regular and special meetings faithfully. Absence from more than two consecutive regular Council meetings without circumstances accepted by the Moderator or Council shall prompt a review of the member’s ability to continue serving. An elected officer or elected Standing Team/Committee Leader may be removed before expiration of the term by the Congregation at a meeting called with notice that removal will be considered. Council may recommend such action and may take temporary protective measures concerning delegated authority pending congregational action when necessary to protect the Church.

Section 16. Executive Session and Confidentiality
The Council may enter executive session to consider confidential matters including personnel, legal advice, pastoral concerns, member privacy, negotiations, or other sensitive subjects. Confidential information received in a fiduciary or pastoral capacity shall not be disclosed except as authorized or required by law.

ARTICLE VI

Officers

Purpose of this Article. Establishes the elected officers and assigns clear areas of accountability, while preserving financial checks and balances through appointed financial functions.

Status. Expansion and reorganization of 2019 Article VIII.

Major changes from 2019. Five officers; personnel process assigned to Vice Moderator; flexible Officer-at-Large; two-year terms and two-consecutive-term limit retained; Financial Secretary and Assistant Treasurer become appointable rather than mandatory elected offices.

Section 1. Officers

The elected officers of the Church shall be Moderator, Vice Moderator, Clerk, Treasurer, and Officer-at-Large. Officers shall be members of the Church eligible to vote and shall serve as voting members of the Church Council, subject to the Moderator's tie-vote limitation.

Section 2. Election, Terms, and Succession

Officers shall be elected by the Congregation at the Annual Meeting for terms of two years. An officer may serve no more than two consecutive full terms in the same office.

Terms shall be staggered so that continuity of leadership is maintained. The transition schedule necessary to establish or preserve staggered terms may be adopted as part of the initial implementation of these Restated Bylaws.

Section 3. Moderator

The Moderator shall preside at Congregational and Church Council meetings; coordinate agendas in consultation with the Minister and other leaders; communicate or coordinate communication of Council positions and decisions; monitor the functioning of the Council; encourage sound governance; and perform other duties customarily associated with the office. The Moderator shall vote on Council only in the event of a tie.

Section 4. Vice Moderator

The Vice Moderator shall assist and act for the Moderator when needed and shall coordinate the Church's personnel administration processes. Responsibilities include ensuring that staff evaluations are completed; coordinating review of job descriptions; presenting compensation and salary recommendations for Council consideration; coordinating staff searches; and convening ad hoc personnel groups when appropriate. The Vice Moderator coordinates process and accountability but does not independently make final employment decisions reserved to Council.

Section 5. Clerk

The Clerk shall maintain or oversee minutes of Congregational and Council meetings, official corporate records, required notices, membership and governance records as assigned, and legal or corporate documents. The Clerk shall attest or sign documents when authorized and shall ensure that actions taken electronically or without a meeting are incorporated into the official record.

Section 6. Treasurer

The Treasurer shall oversee financial reporting, accounting systems, budget coordination, financial transparency, and reporting to the Council and Congregation. The Treasurer shall serve as a member of the Finance Standing Team/Committee and shall perform other financial duties assigned by these Bylaws, policy, or Council.

Section 7. Financial Administration and Internal Controls

The Council shall provide for appropriate financial administration and internal controls, including separation of responsibilities for receipt, recording, custody, disbursement, and reconciliation of Church

funds. The Council may appoint a Financial Secretary, Assistant Treasurer, or other financial officers or agents as necessary. Such appointees need not be voting members of Council unless separately elected to a Council position.

Section 8. Officer-at-Large

The Officer-at-Large shall undertake projects, initiatives, governance responsibilities, or other assignments designated by the Church Council and shall support continuity and flexibility in the leadership of the Church.

Section 9. Vacancies and Removal

Officer vacancies and removal shall be governed by Article V. An interim appointee serves only until the next appropriate Congregational Meeting unless elected to complete the unexpired term.

ARTICLE VII

Minister and Staff

Purpose of this Article. Defines the enduring relationship between the Minister, Congregation, Council, staff, and wider United Church of Christ while leaving individual compensation and benefit terms to the Letter of Call.

Status. Restatement and expansion of 2019 Article VII, incorporating enduring principles reflected in Brookside's pastoral Call Agreement.

Section 1. Call and Standing

The Minister shall be called by vote of the Congregation at a meeting duly called for that purpose. The Minister shall hold and maintain appropriate authorized ministerial standing in the United Church of Christ, ordinarily through the Association in which Brookside Community Church holds standing, unless the Congregation expressly approves another recognized arrangement.

Section 2. Covenant of Shared Ministry

The relationship between the Minister and Brookside Community Church is a covenant of mutual trust, shared ministry, respect, accountability, candor, Christian care, and faithful stewardship. The Minister and Congregation share responsibility for the vitality and mission of the Church.

Section 3. Spiritual and Pastoral Leadership

The Minister shall provide spiritual leadership for the worship and ministry of the Church, including preaching, administration of the Sacraments, pastoral care, teaching, faith formation, spiritual development, and leadership in mission. The Minister shall plan and lead worship in collaboration with staff and lay leaders and shall encourage and equip members for participation in worship and ministry.

Section 4. Leadership and Ministry Development

The Minister shall encourage, equip, and support lay leadership and shall collaborate with Council, Standing Teams/Committees, staff, and volunteers in strengthening existing ministries, developing new ministries, and discerning when ministries should be renewed, reimagined, or concluded.

Section 5. Council and Standing Teams/Committees

The Minister shall participate in Church Council meetings with voice but without vote. The Minister shall be an ex officio member of all Standing Teams/Committees, ad hoc committees, and other ministry groups of the Church, with voice but without vote unless otherwise expressly provided by these Bylaws. The Minister may participate in their meetings as appropriate to provide spiritual guidance, coordination, and support. The Minister shall not, by virtue of pastoral office, exercise the fiduciary vote of an elected Council member. The Minister shall not participate in deliberation or decision-making concerning the Minister's own compensation, evaluation, discipline, or other confidential matter concerning the pastoral relationship, except when invited to provide information or participate in discussion.

Section 6. Staff Supervision and Personnel Recommendations

The Minister shall supervise the day-to-day work of Church staff, subject to job descriptions, personnel policies, and Council authority. The Minister shall have the right and responsibility to participate in staff evaluations and shall ordinarily make or participate in recommendations concerning hiring, compensation, discipline, and dismissal. Final personnel decisions shall be made by the Church Council. The Minister shall normally be consulted before Council acts on a personnel matter affecting staff.

Section 7. Stewardship and Administration

The Minister shall collaborate with the Council, Treasurer, Finance Standing Team/Committee, and other leaders in promoting faithful stewardship of the Church's financial, physical, and human resources and in planning for the Church's present and future ministry.

Section 8. Wider Church and Community

The Minister is encouraged and expected, consistent with the Letter of Call and available resources, to participate in the wider ministries and covenantal life of the United Church of Christ, including Association and Conference activities, and to represent Brookside constructively in ecumenical and community relationships.

Section 9. Review of Ministry

The Church Council shall provide for periodic review of the shared ministry of the Congregation and Minister, including priorities, vision, stresses, effectiveness, mutual expectations, and opportunities for growth. The purpose of review is to strengthen ministry and maintain a healthy pastoral relationship, not merely to evaluate an individual employee. The timing and procedures may be established by policy and the Letter of Call.

Section 10. Compensation and Terms of Call

Salary, housing, benefits, leave, continuing education, sabbatical, professional expenses, work schedule, relocation, intellectual-property arrangements, and other individual terms shall be stated in the Minister's Letter of Call or related agreements and shall not be fixed by these Bylaws except where a governing principle is expressly stated.

Section 11. Conflict, Consultation, and Mediation

When significant conflict arises affecting the pastoral relationship, the Minister and Church Council should seek appropriate consultation and, when practicable, the support, advice, or mediation of the Association, Conference, Committee on Ministry, or another mutually acceptable resource before pursuing separation. Either the Minister or Council may request such assistance.

Section 12. Conclusion of the Pastoral Relationship

The pastoral relationship may conclude by resignation, retirement, death, loss of required ministerial standing, mutual agreement, or action of the Congregation in accordance with these Bylaws, the Letter of Call, and applicable United Church of Christ procedures. Except where immediate action is required by loss of standing, law, or urgent protective circumstances, termination by the Church shall not be undertaken secretly or without appropriate notice, consultation, and congregational action.

Section 13. Other Staff

The Church Council shall establish and approve staff positions, job descriptions, compensation, and personnel policies. Staff shall be accountable through the supervisory relationships established by Council, ordinarily including day-to-day supervision by the Minister.

ARTICLE VIII

Standing Teams/Committees

Purpose of this Article. Establishes the standing ministry bodies through which the Church recruits participation, develops ministry, recommends plans and budgets, and implements approved initiatives.

Status. Major restructuring of 2019 Articles X and XI.

Major changes from 2019. Consolidates numerous boards and committees into five Standing Teams/Committees; two core members including the Leader/Chair are elected by the Congregation; each body recruits additional members; Leaders/Chairs sit on Council; personnel becomes a Vice Moderator-led process rather than a standing body.

Section 1. Standing Teams/Committees

The Standing Teams/Committees shall be Worship & Congregational Life; Faith Formation & Leadership; Mission & Community Engagement; Finance; and Facilities & Grounds.

Section 2. Election and Membership

Each Standing Team/Committee shall consist of no fewer than three members. The Congregation shall annually elect three individuals to each Standing Team/Committee. Each Standing Team/Committee shall meet within four weeks following the election to appoint a Chair/Team Leader, who must be a member of the Church. Standing Teams/Committees may recruit additional participants as ministry needs require, subject to reasonable eligibility, orientation, and safeguarding requirements established by the Church Council.

Section 3. Terms

The three elected members of each Standing Team/Committee shall be elected annually. Additional recruited participants may serve for periods determined by the Standing Team/Committee and Church Council policy. The Standing Team/Committee shall select its Chair/Team Leader from among its members within four weeks following the annual election.

Section 4. Council Membership and Delegate

Each Standing Team/Committee Chair/Leader is a member of the Church Council by virtue of that role. Each Standing Team/Committee shall identify a delegate to Council and a record keeper; one person may hold more than one of these roles. When the Chair/Leader is unable to attend a Council meeting, another member of that Standing Team/Committee may be designated to attend in the Chair/Leader's place. No individual shall exercise more than one vote on the Church Council, regardless of the number of positions held.

Section 5. Multiple Service

A Church member may serve on more than one Standing Team/Committee. Whenever practicable, leadership responsibilities should be distributed broadly across the Congregation. Financial and other duties shall be assigned so as to maintain appropriate internal controls and avoid incompatible responsibilities.

Section 6. Authority

Standing Teams/Committees may develop ministry, recruit volunteers, recommend budgets, implement approved programs, recommend policies, and make recommendations to Council. They may act within approved budgets and authority delegated by Council.

Unless expressly authorized by Council, a Standing Team/Committee may not hire or dismiss employees, enter contracts, incur debt, dispose of property, adopt Church-wide policy, or otherwise bind the Church legally.

Section 7. Records and Reporting
Each Standing Team/Committee shall keep basic minutes of its meetings, including at minimum who was in attendance, what was discussed, and what was decided for recommendation to the Church Council. Each shall provide reports to Council and an annual report as reasonably requested.

Section 8. Worship & Congregational Life
This Standing Team/Committee shall support worship, sacraments, music, hospitality, fellowship, congregational care, and other activities that nurture the gathered life of the Church. It shall work collaboratively with the Minister and appropriate staff and volunteers. Historical and ceremonial traditions may be supported by this body, but custody of official historical records remains governed by Article XII.

Section 9. Faith Formation & Leadership
This Standing Team/Committee shall support faith formation across the lifespan, Christian education, spiritual growth, leadership development, volunteer development, orientation of lay leaders, and cultivation of future Church leadership. It may assist with nominations and succession planning as assigned by Council.

Section 10. Mission & Community Engagement
This Standing Team/Committee shall encourage and coordinate mission, outreach, justice, service, community partnerships, benevolence, and engagement with local and wider communities consistent with the mission and values of the Church.

Section 11. Finance
This Standing Team/Committee shall work with the Treasurer and Council in budget preparation, financial planning, stewardship, investments, financial controls, review of financial reports, and recommendations concerning the prudent use of Church resources. It shall support periodic independent review or audit as required by policy, Council, law, or sound practice.

Section 12. Facilities & Grounds
This Standing Team/Committee shall oversee the condition, maintenance, repair, safety, security, and appropriate use of Church buildings, grounds, furnishings, and equipment, and shall recommend capital improvements and property-related expenditures to Council.

Section 13. Ad Hoc Groups
The Church Council, Moderator, Vice Moderator, Minister, or a Standing Team/Committee acting within delegated authority may establish temporary working groups for defined purposes. An ad hoc group has only the authority expressly delegated to it and shall conclude when its assigned work is complete.

Section 14. Personnel Ad Hoc Groups
Personnel administration shall be coordinated by the Vice Moderator. The Vice Moderator may appoint temporary personnel committees to assist with staff recruitment, evaluations, compensation review, policy review, or other personnel matters. Final personnel authority remains with the Church Council, except for the call or dismissal of the Minister, which is reserved to the Congregation.

ARTICLE IX

Financial Administration and Property

Purpose of this Article. Consolidates the Church's financial, stewardship, property, contract, and risk-management responsibilities while preserving congregational approval of the annual budget and other reserved actions.

Status. Consolidation and modernization of 2019 Trustee, finance, property, and related provisions.

Section 1. Fiscal Stewardship

The Church Council is responsible for prudent stewardship of Church assets and shall maintain financial systems, policies, and controls appropriate to the size and complexity of the Church.

Section 2. Annual Budget

The Finance Standing Team/Committee, Treasurer, Minister, staff, and other ministry leaders shall collaborate in preparing a proposed annual operating budget. The Church Council shall review and recommend a proposed budget to the Congregation. The annual budget shall become effective upon approval by the Congregation.

Section 3. Expenditures

Expenditures shall be made in accordance with the approved budget, donor restrictions, these Bylaws, and policies adopted by Council. Council may authorize reasonable transfers or adjustments within the approved budget and may authorize necessary unbudgeted expenditures within limits established by policy, provided actions reserved to the Congregation are not circumvented.

Section 4. Contributions and Funds

All contributions and receipts shall be promptly recorded and safeguarded. Restricted gifts shall be used in accordance with donor restrictions to the extent legally enforceable. The Council may establish designated, reserve, memorial, endowment, or other funds and shall adopt procedures for their administration.

Section 5. Banking and Investments

Church funds shall be deposited or invested in institutions and instruments approved by Council. Authorized signers, electronic banking permissions, investment authority, and transfer procedures shall be established by Council policy with appropriate separation of duties.

Section 6. Internal Controls

No single person should control all material stages of a financial transaction. Council shall provide reasonable separation among receipt, recording, authorization, custody, disbursement, and reconciliation functions. Financial Secretary, Assistant Treasurer, counters, bookkeepers, or other agents may be appointed as needed.

Section 7. Financial Reporting and Review

The Treasurer shall provide regular financial reports to Council and an annual report to the Congregation. The Council shall arrange for periodic independent review, compilation, or audit of Church financial records at a level appropriate to legal requirements, financial complexity, donor expectations, and sound stewardship. Persons conducting an internal review should be independent of the transactions being reviewed.

Section 8. Property

Title to Church property shall be held and administered in the name of the Church corporation. The Council shall oversee maintenance, insurance, security, use, leasing, and preservation of Church property, subject to matters reserved to the Congregation and applicable law.

Section 9. Major Property, Debt, and Restricted-Fund Actions

The Congregation shall approve any sale, transfer, mortgage, or other disposition of substantially all Church real property; dissolution; merger; or other action required by law or these Bylaws to receive member approval. Council shall retain authority over contracts, ordinary-course property decisions, litigation, borrowing, and restricted funds except where these Bylaws, the approved budget, donor restrictions, or applicable law reserve the matter to the Congregation. The Council may recommend additional thresholds requiring Congregational approval by policy or resolution.

Section 10. Contracts and Legal Instruments

Contracts, deeds, loans, and other legal instruments shall be executed only by persons authorized by Council or the Congregation. Council shall identify authorized signers by policy or resolution and may require two signatures for specified transactions.

Section 11. Insurance and Risk Management

Council shall maintain insurance reasonably appropriate to the Church's operations, property, employees, volunteers, governing leaders, and ministries and shall periodically review risk-management practices.

Section 12. Fiscal Year

The fiscal year of the Church shall be established by the Church Council and reflected in the annual budget and financial reports.

ARTICLE X

Conflict of Interest

Purpose of this Article. Establishes enduring standards for identifying, disclosing, and managing conflicts of interest.

Status. New Article.

Section 1. Duty of Loyalty

Council members, officers, Standing Team/Committee leaders, employees, and other persons serving in positions of trust shall act in the best interests of the Church and shall not use Church position or information for improper personal benefit.

Section 2. Disclosure

A person shall promptly disclose any actual, potential, or perceived material conflict of interest relating to a matter under consideration.

Section 3. Participation and Recusal

A person with a conflict shall not participate in a vote on the matter and shall refrain from deliberation when appropriate. The disinterested members may request factual information from the person before deliberating without that person present.

Section 4. Documentation

Material disclosures, recusals, and the basis for any determination that a transaction is fair and in the Church’s best interests shall be recorded in the minutes when appropriate.

Section 5. Policy

The Church Council shall adopt and periodically review a Conflict of Interest Policy consistent with this Article.

ARTICLE XI

Indemnification and Insurance

Purpose of this Article. Provides protection, to the extent permitted by law, for persons who serve the Church in good faith.

Status. New Article.

Section 1. Indemnification

To the fullest extent permitted by New Jersey law, the Church shall indemnify its Council members, officers, employees, Standing Team/Committee members, and other authorized representatives against reasonable expenses and liabilities incurred by reason of their service to the Church, provided they acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Church.

Section 2. Limitations

Indemnification shall not be available to the extent prohibited by law or for conduct finally determined to involve fraud, willful misconduct, knowing violation of law, or improper personal benefit.

Section 3. Insurance

The Church Council may purchase and maintain directors and officers liability insurance and other insurance protecting the Church and persons serving on its behalf.

ARTICLE XII

Records and Corporate Administration

Purpose of this Article. Consolidates provisions concerning minutes, membership, financial and historical records, annual reports, access, retention, and corporate administration.

Status. Consolidation and clarification of recordkeeping provisions previously dispersed throughout the 2019 bylaws.

Section 1. Official Records

The Church shall maintain accurate and complete records of Congregational and Council proceedings, membership, finances, governing documents, significant contracts, property, and other corporate affairs as required by law and sound practice.

Section 2. Custody

The Clerk shall serve as custodian of the official corporate records unless these Bylaws or Council policy assign custody of particular records to the Treasurer, Minister, staff, or another responsible person.

Section 3. Historical Records

The Church shall preserve records of enduring historical significance. Council may appoint a Historian or assign historical preservation to a Standing Team/Committee, staff member, or other volunteer. The Historian, if appointed, is not an officer or Council member solely by virtue of that appointment.

Section 4. Financial Records

Financial records shall be maintained accurately and consistently and retained in accordance with legal requirements and a records-retention policy approved by Council.

Section 5. Inspection and Confidentiality

Members shall have access to Church records to the extent provided by law, these Bylaws, and Council policy. Access may be limited where necessary to protect personnel information, pastoral confidences, donor privacy, legal privilege, security, or other legitimate confidential interests.

Section 6. Annual Reports

Officers, the Minister, Standing Teams/Committees, and other ministries designated by Council shall prepare annual reports for the Congregation in a form and on a schedule established by Council.

Section 7. Electronic Records

Official records may be created, signed, stored, transmitted, and retained electronically to the extent permitted by law and Church policy. Reasonable measures shall be used to preserve integrity, accessibility, confidentiality, and continuity.

ARTICLE XIII

Policies

Purpose of this Article. Recognizes Council's authority to adopt operational policies consistent with the Bylaws and establishes the relationship between bylaws and policy.

Status. New organizing Article; formalizes authority implicit in the 2019 bylaws.

Section 1. Authority

The Church Council may adopt, amend, and repeal policies, procedures, charters, and administrative rules necessary to carry out these Bylaws and govern Church operations.

Section 2. Hierarchy

No policy may conflict with the certificate of incorporation, these Bylaws, applicable law, or a binding action of the Congregation. In the event of conflict, the higher authority controls.

Section 3. Scope

Policies may address financial controls, personnel, facilities use, records retention, conflicts of interest, safeguarding, communications, technology, ministry procedures, investments, insurance, reimbursement, and other operational matters.

Section 4. Review and Availability

Council shall periodically review major policies and shall make nonconfidential policies reasonably available to members.

Section 5. Future Migration of Operational Detail

Following adoption of these Restated Bylaws, Council may recommend that operational provisions presently retained in the Bylaws be moved to policy. Any such change requiring amendment of these Bylaws shall follow Article XIV.

ARTICLE XIV

Amendments

Purpose of this Article. Preserves congregational authority to amend the Bylaws while requiring advance notice and a supermajority vote.

Status. Restatement and clarification of 2019 Article XIV.

Section 1. Proposal

Amendments may be proposed by the Church Council or by members through a procedure established by Council that provides reasonable opportunity for member-initiated proposals.

Section 2. Notice

The full text or a fair summary of a proposed amendment shall be provided with advance notice of the Congregational Meeting at which it will be considered. The final notice period shall be no less than the period required by applicable law and should preserve any longer notice period established in the 2019 Bylaws unless the Congregation expressly changes it.

Section 3. Vote

These Bylaws may be amended by a two-thirds vote of members present and voting at a duly called Congregational Meeting at which a quorum is present, unless a greater vote is required by law, the certificate of incorporation, or another provision of these Bylaws.

Section 4. Technical Corrections

The Clerk, with approval of Council, may correct numbering, cross-references, capitalization, punctuation, and other nonsubstantive clerical errors without a formal amendment, provided no meaning or governing right is changed.

ARTICLE XV

Dissolution and Disposition of Assets

Purpose of this Article. Preserves congregational authority over dissolution and clarifies that remaining assets must be distributed for qualifying charitable or religious purposes.

Status. Restatement and modernization of 2019 Article XIII.

Section 1. Dissolution

The Church may be dissolved only by action of the Congregation at a meeting called specifically for that purpose and in accordance with applicable law. The Church should consult appropriate United Church of Christ Association and Conference resources before final action.

Section 2. Liabilities and Restrictions

Upon dissolution, all lawful debts and obligations shall first be satisfied or adequately provided for. Restricted assets shall be administered in accordance with legally enforceable donor restrictions.

Section 3. Remaining Assets

After payment or provision for liabilities, remaining assets shall be distributed to one or more organizations organized and operated exclusively for religious, charitable, or educational purposes and qualifying under Section 501(c)(3) of the Internal Revenue Code, consistent with applicable New Jersey law and, where appropriate, Brookside's covenantal relationship with the United Church of Christ. No remaining assets shall be distributed for the private benefit of members or individuals.

ARTICLE XVI

Adoption, Transition, and Effective Date

Purpose of this Article. Provides for adoption of the restatement, transition from the 2019 governance structure, and continuity of Church actions and obligations.

Status. New transition Article.

Section 1. Adoption

These Restated Bylaws shall become effective upon approval by the Congregation in accordance with the amendment requirements then in force. Upon effectiveness, they supersede prior bylaws to the extent of any inconsistency.

Section 2. Continuity

All lawful actions, contracts, policies, funds, restrictions, appointments, and obligations existing immediately before adoption shall continue unless inconsistent with these Restated Bylaws or subsequently changed by authorized action.

Section 3. Transition of Governing Bodies

Upon the effective date, the Church Council shall become the single governing body and shall succeed to the authority and responsibilities previously exercised by the Board of Trustees and Church Council, subject to any transition resolution adopted by the Congregation.

Section 4. Transition of Officers and Standing Teams/Committees

The Congregation may adopt a transition schedule to establish five officers, five Standing Teams/Committees, staggered terms, and continuity of leadership without unnecessarily shortening or extending existing service. Existing boards and committees may continue temporarily until their responsibilities are transferred.

Section 5. Open Items Before Final Adoption

Before presentation for final congregational adoption, Council shall resolve all bracketed or expressly deferred matters, including final Team/Committee terminology, congregational quorum and notice provisions, any property/debt approval thresholds, and the initial staggering of officer terms.

Appendix A — Major Remaining Issues for Council Resolution

Standing Teams or Committees: Select one permanent term. The draft continues to use "Standing Teams/Committees" throughout so the governance substance can be reviewed before the naming decision.

Church Council quorum: Packet 3 now sets quorum at sixty percent (60%) of Council members. Confirm whether a substitute Standing Team/Committee designee counts toward establishing that quorum and state the rule explicitly.

Congregational quorum: The exact 2019 quorum should be inserted or intentionally revised; the draft currently preserves the issue rather than inventing a number.

Congregational notice periods: The final document should state precise notice periods for annual, special, amendment, minister-call/dismissal, property, and dissolution meetings, harmonized with New Jersey law and Brookside's existing practice.

Terms and staggering: Officer two-year terms and the two-consecutive-term limit are preserved. Confirm the initial staggering schedule for officers. Packet 3 now provides for annual election of three members to each Standing Team/Committee.

Election mechanics for Standing Teams/Committees: Packet 3 now provides for the Congregation to elect three individuals annually to each Standing Team/Committee, with the body meeting within four weeks to appoint its Chair/Team Leader. Confirm whether recruited additional participants, if any, have voting status within the Team/Committee and how midyear vacancies are filled.

Delegate status: Packet 3 permits a Chair/Leader who cannot attend Council to designate another Team/Committee member to attend. Confirm expressly whether the designee has full voice and vote and whether the designee counts toward Council quorum.

Reserved congregational powers: Confirm which debt, real-property, restricted-fund, merger, litigation-settlement, or major capital decisions require Congregational approval rather than Council approval, and whether dollar thresholds should appear in bylaws or policy.

Minister call and separation vote: Confirm the vote threshold, notice period, and any special procedural protections for calling or concluding a pastoral relationship. The current draft deliberately leaves individual employment terms in the Letter of Call.

Membership voting eligibility: Confirm whether Brookside has membership classes and, if so, which classes may vote, hold office, or serve as elected Team/Committee members.

Financial review standard: Choose whether the bylaws should require an annual audit, periodic independent review, or allow Council to select the appropriate level based on circumstances.

Authorized signers: Decide whether specific signers belong in the bylaws or should be set annually by Council policy/resolution.

Historian and legacy offices: The draft preserves the Historian function as an appointable records role and Financial Secretary/Assistant Treasurer as optional appointed financial roles. Confirm that none should remain elected offices.

Operational material to migrate later: After the comprehensive restatement is stable, identify detailed worship schedules, financial procedures, facilities rules, record-retention details, personnel processes, and Team/Committee procedures that can be moved to policy without changing governing authority.

Articles of Incorporation / corporate record check: Before adoption, compare the final bylaws against Brookside's certificate/articles of incorporation and current New Jersey corporate filings to ensure names, powers, governing-body terminology, and amendment requirements are consistent.

Drafting caution. This is a governance working draft, not legal advice. Before final adoption, Brookside should have New Jersey nonprofit/church counsel review the final text, particularly the corporate-governance, property, indemnification, remote-meeting, and dissolution provisions.