

MEREDITH DRIVE REFORMED CHURCH BY-LAWS

(Revised January 27, 2019)

ARTICLE I: NAME AND ORGANIZATION

- A. The name and address of this Church shall be:

Meredith Drive Reformed Church
5128 Meredith Drive
Des Moines, Iowa 50310

- B. The Book of Church Order of the Reformed Church In America (Book of Church Order) shall be the constitution of Meredith Drive Reformed Church. No action of this Church, its internal groups, or its Consistory shall be valid if it is contrary to the Book of Church Order. Capitalized terms not defined in these By-Laws shall have the meaning defined in the Book of Church Order.

ARTICLE II: MEMBERSHIP

Members of Meredith Drive Reformed Church means Confessing members as defined in the Book of Church Order.

ARTICLE III: THE CONSISTORY

- A. The Consistory of Meredith Drive Reformed Church shall consist of the pastor(s), administrative elders, administrative deacons, pastoral care elders, and ministering deacons.
- B. The number of pastoral care elders and ministering deacons serving on the Consistory at any one time may vary. The number may be changed from time to time upon approval by the full Consistory. It shall not be a requirement that an equal number of pastoral care elders and ministering deacons serve on the Consistory at the same time.
- C. Pastoral care elders and ministering deacons will serve a term of three (3) years and are eligible to serve consecutive full terms for as long as they remain willing and effective in their ministries.
- D. Pastoral care elders and ministering deacons will meet as needed and may meet together or at separate times. The full Consistory will meet at least one (1) time during each calendar year. Special meetings of the Consistory may be called by the lead pastor or by any three (3) members of the Administrative Board.
- E. A majority of Consistory members must be present at any meeting of the full Consistory to constitute a quorum for the transaction of business. A majority vote of Consistory members constituting a quorum will be required to approve motions. Proxy votes will not be permitted.

ARTICLE IV: ADMINISTRATIVE BOARD OF THE CONSISTORY

- A. The Administrative Board of the Consistory (Administrative Board) shall consist of the lead pastor (Minister/President) and at least eight (8) at-large members comprised of an equal number of Elders (administrative elders) and Deacons (administrative deacons).

- B. The number of at-large members serving on the Administrative Board may be increased upon recommendation of the Consistory and approval by Members at a duly convened Congregational Meeting.
- C. Administrative elders and administrative deacons will serve a term of three (3) years and may not serve consecutive terms.
- D. Administrative elders and administrative deacons will not be eligible to serve on the Administrative Board for three (3) years after concluding a full term of service; provided, however, that an administrative elder or administrative deacon duly appointed to the Administrative Board to fill a vacancy for a period of less than one (1) year may subsequently serve a consecutive full term on the Administrative Board if duly nominated and elected as provided herein.
- E. Not more than one (1) member of any household may serve on the Administrative Board simultaneously.
- F. Paid staff (other than the lead pastor) and their immediate family may not serve on the Administrative Board.
- G. The Administrative Board will designate one of its members as Vice-President/Chairperson and one of its remaining members as Clerk/Secretary. The Vice-President/Chairperson and the Clerk/Secretary will each serve a term of one (1) year and are eligible to serve consecutive terms.
- H. The Administrative Board will designate one of its own or any other duly qualified Member as Treasurer. The Treasurer will serve a term of one (1) year and is eligible to serve consecutive terms.
- I. Duties of the Administrative Board:
 - 1. Provide for general spiritual and program oversight for the Church.
 - 2. Provide on-going vision casting and long range planning for mission of the Church.
 - 3. Provide personnel supervision of the lead pastor and ensure adequate personnel supervision by lead pastor of all other paid staff.
 - 4. Assure appropriate administrative coordination occurs in the following areas:
 - a. Finance, budgeting and stewardship;
 - b. Policies and procedures, including fair and equitable treatment of all paid staff and unpaid volunteers; and
 - c. Facility and general asset management and maintenance.
 - 5. Prepare agendas for Congregational Meetings.
 - 6. Recommend an annual budget for approval of the full Consistory and Members.
 - 7. Review, update and implement a written governance policy to guide the Church toward successful performance of its mission
- J. The Administrative Board should meet monthly or more frequently as needed at the request of the President, the Vice-President, or at least two other Administrative Board members.
- K. A majority of Administrative Board members must be present at any meeting of the Administrative Board to constitute a quorum for the transaction of business. A majority vote of Administrative Board members constituting a quorum will be required to approve motions. Proxy votes will not be permitted.
- L. Except as specifically provided herein, the Administrative Board shall be empowered to act on behalf of and without the approval of the full Consistory.

ARTICLE V: CONGREGATIONAL MEETINGS

- A. At least ten percent of Members must be in attendance at any Congregational Meeting to constitute a quorum for the transaction of business.
- B. All Members shall be eligible to vote on any matters presented at a Congregational Meeting.
- C. Except as specifically provided herein, a two-thirds (2/3) majority vote of Members constituting a quorum at a Congregational Meeting will be required to approve motions. Absentee ballots may be allowed for Members unable to attend a Congregational Meeting if duly submitted in writing prior to the commencement of such Congregational meeting. Proxy votes will not be permitted.
- D. The time and place for any Congregational Meeting shall be determined by the Administrative Board.
- E. Congregational Meetings must be announced to Members in writing not less than fourteen (14) days prior to the date of any such Congregational Meeting(s).
- F. A Congregational Meeting (Annual Congregational Meeting) shall be convened at least annually for Members to receive the Report of the Consistory, elect Consistory members, adopt a budget, and deliberate any other business which may be presented.
- G. Under the leadership of the lead pastor and Administrative Board, the Consistory shall report to the congregation (Report of the Consistory) not less than annually concerning the physical and spiritual growth of the church and its programs during the year and shall also present a thorough financial report.

ARTICLE VI: NOMINATIONS AND ELECTIONS

- A. Elders and deacons shall be chosen from all active Members who have attained the age of eighteen (18) years as of the date of election.
- B. The Nominations Committee will consist of the Vice President, the Clerk/Secretary and at least six (6) at-large pastoral care elders appointed by the Consistory, with an intent that there should not be a majority of at-large pastoral care elders from any campus of the church serving on the Nominations Committee simultaneously.
- C. The number of at-large pastoral care elders serving on the Nominations Committee may be increased from time to time upon recommendation of the Consistory and approval by Members at a duly convened Congregational Meeting.
- D. At-large pastoral care elders appointed by the Consistory to the Nominations Committee will serve a one-year term and may not serve consecutive terms.
- E. Not more than one member of any household may serve on the Nominations Committee simultaneously.
- F. The Nominations Committee will meet not less than ninety (90) days prior to the Annual Congregational Meeting. Notice of such meeting will be provided to Members in writing not less than thirty (30) days prior to the date of the meeting.
- G. Duties of the Nominations Committee:

1. Determine a single slate of eligible nominees for the offices of pastoral care elder and ministering deacon.
 2. Determine a single slate of eligible nominees for the offices of administrative elder and administrative deacon, with the intent that there should not be a majority of at-large members from any campus of the church serving on the Administrative Board simultaneously.
- H. Duties of the full Consistory:
1. Appoint the number of at-large congregational care elders to serve on the Nominations Committee.
 2. Meet at least forty-five (45) days prior to the Annual Congregational Meeting to approve the single slates of eligible nominations for the offices of pastoral care elder, ministering deacon, administrative elder, and administrative deacon determined by the Nominations Committee.
- I. Election by Members at the Annual Congregational Meeting:
1. Members will vote at the Annual Congregational Meeting to affirm the single slate of eligible nominees for the offices of pastoral care elder and ministering deacon approved by the Consistory.
 2. Members will vote at the Annual Congregational Meeting to affirm the single slate of eligible nominees for offices of administrative elder and administrative deacon approved by the Consistory.
- J. Absentee ballots may be allowed for Members unable to attend the Annual Congregational Meeting if duly submitted in writing prior to the commencement of such Annual Congregational meeting. Proxy votes will not be permitted.
- K. In the event of a vacancy on the Administrative Board, the Consistory will meet as a full Consistory to appoint an eligible Member to fill that vacancy until the next Annual Congregational Meeting and will notify Members of such appointment as soon as practicable.

ARTICLE VII: BUDGET

- A. The Administrative Board shall propose a budget for the next year and present the budget to the full Consistory for their approval.
- B. Upon approval of the full Consistory, the budget shall be presented to Members for approval at the Annual Congregational Meeting.

ARTICLE VIII: ENDOWMENT FUNDS

- A. One or more endowment funds may be established under the direction of the Administrative Board. Such endowment fund(s) may be established by adoption of an applicable resolution by the Administrative Board and approval of the Congregation in accordance with these By-laws.
- B. Each resolution adopted by the Administrative Board to establish an endowment fund shall specify the following criteria at a minimum:
 - 1) The name of such endowment fund
 - 2) The designated purpose for establishing such endowment fund
 - 3) Source(s) of funds used to establish such endowment fund
 - 4) Permitted use(s) of disbursements from the income generated by such endowment fund
 - 5) Permitted use(s) of disbursements from the principal of such endowment fund

- 6) Prohibited use(s) of disbursements from the principal of or income generated by such endowment fund
- C. Endowment fund(s) established in accordance with these By-Laws may be dissolved by resolution of the Administrative Board if all available principal and income from such endowment fund(s) have been fully disbursed or by resolution of the Administrative Board and approval of the Congregation in accordance with these By-Laws for any other purpose.
- D. The Administrative Board will appoint an Endowment Fund Committee to provide oversight of endowment funds established as provided herein. Such Endowment Fund Committee will be accountable to the Administrative Board. The Endowment Fund Committee will consist of at least eight (8) members, including the lead pastor (or representative), a member of the Administrative Board other than the lead pastor, and at least six (6) at-large members. At least three (3) of the at-large members should have special knowledge or skills in the areas of investments, financial planning, administration or similar related disciplines.
- E. At-large members of the Endowment Fund Committee will serve a term of three (3) years and may serve no more than two (2) full terms consecutively, except that any at-large member appointed to fill a partial term of less than one (1) year will be eligible to serve two (2) additional consecutive terms. At-large members of the Endowment Fund Committee will not be eligible for re-appointment for three (3) years after completing a consecutive term of service greater than one (1) year.
- F. Endowment Fund Committee members must avoid potential conflicts of interest, disclose any potential conflicts of interest to the Administrative Board, and must seek to avoid even the appearance of any potential conflicts with the interests of the endowment fund(s).
- G. The Endowment Fund Committee should meet quarterly or more frequently as required. A member of the Endowment Committee will be chosen by the Endowment Fund Committee to serve as the chairperson to call meetings, set the agenda, and duly notify members of meetings. A secretary will be chosen by the Endowment Fund Committee to keep minutes of the meetings and present written minutes to the committee members and the Administrative Board.
- H. A majority of members must be present at all regular and special meetings of the Endowment Fund Committee to constitute a quorum for the transaction of business. A majority vote of Endowment Fund Committee members constituting a quorum will be required to approve motions. Proxy votes will not be permitted.
- I. The Endowment Fund Committee will establish an appropriate disbursement policy and procedures applicable for each endowment fund, subject to review and approval by the Administrative Board. Such disbursement policy or policies and procedures shall be reviewed and approved by the Endowment Fund Committee and Administrative Board annually.
- J. All requests for disbursements from endowment fund(s) shall be made to the Endowment Fund Committee. The Endowment Fund Committee will recommend or approve all distributions, as applicable, in accordance with disbursement policy and procedures approved by the Administrative Board for each endowment fund.
- K. The Endowment Fund Committee will have the right to decline gifts if they deem such gifts

prohibitively difficult to administer, if such gifts could create potential liabilities for Meredith Drive Reformed Church, or for other reasons as determined by the Administrative Board.

- L. The Endowment Fund Committee will establish an appropriate investment policy and procedures applicable for each endowment fund, subject to review and approval by the Administrative Board. Such investment policy or policies and procedures shall be reviewed and approved by the Endowment Fund Committee and Administrative Board annually.
- M. In managing the investment of the assets in each endowment fund, the goal of the Endowment Fund Committee shall be to maximize the generation of income while preserving capital and minimizing fees and other administrative costs.
- N. The Endowment Fund Committee shall ensure that endowment fund investments are appropriately recorded in church accounting systems and appropriately segregated by individual endowment fund, as applicable, and from general assets of Meredith Drive Reformed Church.
- O. The Endowment Fund Committee will report to the Administrative Board on a quarterly basis and to the Congregation at the Annual Congregational Meeting. Such reports will detail gifts received, income earned, the net asset value and investment performance of each respective endowment fund, and projects or activities that were funded through disbursements from each respective endowment fund. Reports to the Administrative Board will also include a description of any gifts or requests for disbursement that were declined.

ARTICLE IX: AMENDMENTS

- A. These By-laws may be amended by a two-thirds (2/3) majority vote of Members present at a duly convened Congregational Meeting. Notice of proposed amendment(s) shall be provided in writing to Members not less than thirty (30) days prior to the date of such Congregational Meeting. Absentee ballots may be allowed for Members unable to attend if duly submitted in writing prior to the commencement of such Congregational meeting. Proxy votes will not be permitted.
- B. Effective with the adoption of these By-laws, all former By-laws of this Church are repealed.

Adopted this 27th day of January, 2019.

Clerk/Secretary