

**AMENDED AND RESTATED
BYLAWS
OF
CENTRAL UNION CHURCH OF HONOLULU**

**Adopted _____, 2021
Effective _____, 2021**

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**AMENDED AND RESTATED BYLAWS
OF
CENTRAL UNION CHURCH OF HONOLULU**

Adopted _____, 2021 but Effective _____, 2021.

**ARTICLE I
NATURE OF THE CHURCH; GOVERNMENT; STATEMENT OF FAITH; OFFICES**

Section 1.1 Nature of Church.

The corporation shall be known as Central Union Church of Honolulu (the “**Church**”). The Church is an independent church that is Congregational in tradition and interdenominational in spirit. It is a member of the Hawaii Conference of the United Church of Christ, the Oahu Association of the United Church of Christ, and the United Church of Christ.

Section 1.2 Government.

The Government of the Church shall be vested in the members of the Church (the “**members**”), as provided by Hawaii law, the Articles of Incorporation of Central Union Church of Honolulu (the “**Articles of Incorporation**”) and these Bylaws, and duly adopted Standing Rules, Charters and Manuals. The Church controls its own affairs and is not amenable or subject to the jurisdiction of any other ecclesiastical body or other entity. The Church recognizes, however, the obligation and privilege of the communion of churches by seeking and extending that fellowship, sympathy, advice, and cooperation which the law of Christ demands.

Section 1.3 Authority.

As provided hereunder, (i) the fundamental authority of the members is exercised at annual and special meetings and on an ongoing basis through the elected Church Council (the “**Council**”), (ii) the corporate powers of the Church are granted to the Council and its Committees, and (iii) the affairs of the Church are administered by a hired staff. As far as practical, the Council, the Committees of the Council, and the staff shall carry out their legal and delegated authority in a manner that is open and transparent to the members of the Church, emphasizing communication and review among these entities and the members.

Section 1.4 Statement of Faith.

The Church shall have a Statement of Faith as may be adopted by the members from time to time.

Section 1.5 Offices.

The principal office of the Church shall be at 1660 South Beretania Street, Honolulu, Hawaii 96826. The Church may have other offices within the State of Hawaii as the Council may designate.

**ARTICLE II
MEMBERSHIP**

Section 2.1 Membership and Voting Rights.

The members of the Church shall consist of those persons admitted to membership in accordance with these Bylaws. Membership in the Church shall be evidenced by the membership records of the Church. Members may belong to other churches while also being a member of the Church. Members shall have full voting rights but only members whose principal residence is in the State of Hawaii shall have the right to hold office.

Section 2.2 Admission of Members; No Transfer of Membership Rights.

The power to admit or remove members shall be vested solely in the Council except for removals that do not require Council approval as provided in Section 2.3. Individuals who have met any one of the following requirements may be admitted to membership: (i) upon attendance of confirmation classes and confirmation by a Minister of the Church, (ii) upon confession of faith on recommendation of a Minister of the Church, (iii) upon presentation of satisfactory letters of transfer from other churches, or (iv) upon reaffirmation of faith on recommendation of a Minister of the Church. Membership in the Church is non-transferrable to another person but a member may request a letter of transfer to another church as described in Section 2.3(A).

Section 2.3 Removal from Membership.

Membership in the Church shall be terminated only as provided in this Section 2.3.

A. Letter of Transfer. A letter of transfer to another church may be granted any member upon written request delivered to the Secretary of the Council (the “**Secretary**”) who shall remove the member from the membership records of the Church upon issuance of the letter of transfer.

B. Resignation. Any member may terminate his or her membership in the Church by written notice delivered to the Secretary who shall remove the member from the membership records of the Church.

C. Removal from Membership for Inactivity. Except for members who are unable to participate in the work, in the services or in the financial support of the Church, those members who have not participated in the work, services or financial support of the Church for the prior two (2) years, as determined by the Council in its sole discretion, may be removed from membership. No member shall be removed from membership unless not less than thirty (30) days prior to such removal the Church sends the member written notice of the proposed removal and the reasons therefor to the member’s last known address as shown on the membership records of the Church by first class mail. The written notice shall offer the member the opportunity to be heard orally or in writing by the Council not less than five (5) days before the effective date of the removal to explain whether the member is unable to participate or whether the member has been participating in the work, services, or financial support of the Church for the prior two (2) years. Any proceeding challenging the removal, including a proceeding in which a defective notice is alleged, shall commence within one (1) year after the effective date of the removal.

D. Death. Upon his or her death, the member shall be removed from the membership records of the Church by the Secretary.

E. Dissolution. Upon any dissolution of the Church, all memberships in the Church shall be terminated.

Section 2.4 Reinstatement to Membership.

A former member shall be permitted to rejoin the Church and restored to membership in accordance with Section 2.2.

Section 2.5 Powers Reserved to Members.

A. Voting Rights Reserved to Members. Members shall have all voting rights as may be reserved to members under Hawaii law, the Articles of Incorporation, or these Bylaws including, without limitation, voting rights with respect to (i) any amendments to the Articles of Incorporation or these Bylaws, (ii) the sale of all or substantially all of the assets of the Church,

and (iii) any merger or dissolution of the Church. Except for the vote necessary for approval of any amendments to these Bylaws, the vote necessary for approval of the actions set forth above shall be the affirmative vote of not less than two-thirds (2/3s) of the members present and voting at a meeting of members at which a quorum has been declared. The vote necessary for approval of any amendments to these Bylaws shall be the affirmative vote of not less than a majority of the members present and voting at a meeting of members at which a quorum has been declared.

B. Other Voting Rights Reserved to the Members. In addition to the foregoing, and any other voting rights reserved to the members under these Bylaws, approval of the members shall also be required for the following actions: (i) approval of the Church's annual budget as described more particularly in Section 3.2; (ii) the incurring of indebtedness in excess of \$1,000,000; and (iii) the mortgage or sale of any interest in the Church's main campus located at 1660 South Beretania Street, Honolulu, Hawaii; the Church's Windward campus located at 38 Kaneohe Bay Drive, Kailua, Hawaii; and the Manse located at 1906 McKinley Street, Honolulu, Hawaii. Approval of any of these matters set forth in the previous sentence shall require the affirmative vote of not less than a majority of the members present and voting at a meeting of members at which a quorum has been declared.

ARTICLE III MEETINGS OF MEMBERS OF THE CHURCH

Section 3.1 Annual Membership Meeting.

The annual meeting of the members of the Church shall be held on or before the last day of May of each year, or as soon thereafter as possible as determined by the Council, at such time and place as the Council determines for the purposes of electing the Council Members who are to be elected by the membership, and transacting other business as may properly come before the meeting. At the annual membership meeting the Chair of the Council, the Senior Minister and the Treasurer of the Council (the "**Treasurer**") shall report on the activities and the financial condition of the Church. Failure to hold an annual membership meeting in accordance with these Bylaws shall not affect the validity of any corporate action of the Church. Until such time as an annual membership meeting is held in accordance with these Bylaws, those Council Members whose terms were to expire at the annual meeting shall continue until their successors are elected, and the existing Council shall continue to have all authority granted to it under Hawaii law, the Articles of Incorporation, and these Bylaws.

Section 3.2 Annual Budget Meeting.

The annual budget meeting of the members of the Church shall be held on or before the last day of January of each year, or as soon thereafter as the proposed budget for the current fiscal year is ready to present to the members, at such time and place as the Council determines for the purposes of consideration and approval of the budget for the current fiscal year and such other business as may properly come before the meeting.

Section 3.3 Special Meetings.

Special meetings of the members of the Church may be held at any time upon the call of (i) the Chair of the Council, (ii) the Senior Minister, (iii) not less than a one third (1/3) of the Council Members then in office, or (iv) upon the written request of not less than five percent (5%) of the members as evidenced by the membership records of the Church. At any special meeting, no matters may be voted on that are not described in the notice for such meeting.

Section 3.4 Place of Meeting.

The Council may designate any place on the Island of Oahu as the place of meeting for any annual membership meeting, annual budget meeting, or special meeting of the members. If

no designation is made, the place of meeting shall be the principal office of the Church. In the alternative, unless prohibited by Hawaii law, the Council may designate that any meeting of the members be held by means of remote participation such as telephone, internet or satellite-enabled audio or video conferencing or other technology that enables all participants of the meeting to be able to communicate with each other.

Section 3.5 Notice of Meetings.

A. Content of Notice. Notice of all membership meetings (annual, budget or special) shall state the place, day, and hour of the meeting and whether it is an annual, budget, or special meeting. Notice of all such meetings shall include a description of the matter or matters for which the meeting has been called and a description of all matters that must be approved by the members at such meeting.

B. Timing and Method of Notice. Notice of the annual, budget, or special meeting of the membership shall be given not less than twenty (20) days or more than sixty (60) days prior to the meeting. Notice shall be given personally, by mail, by electronic mail or other form of electronic transmission as permitted by Hawaii law, or by publication in the Spire (or such other regular communication to members as may be published by the Church). If notice is given by mail, it shall be mailed to each member at the last known address as shown on the membership records of the Church.

Section 3.6 Adjourned Meetings and Notice of Adjourned Meetings.

Any meeting of the members, whether or not a quorum has been declared, may be adjourned by the vote of a majority of the members present and voting, but in the absence of a quorum no business may be transacted or a vote taken at any such meeting except to adjourn. Further notice need not be given of any new date, time, or place to continue such meeting if the new date, time, and place are announced at the meeting before adjournment. However, if a new record date for the adjourned meeting must be fixed under Hawaii law, notice of the adjourned meeting shall be given in the manner set forth in Section 3.5 to the members of record as of the new record date.

Section 3.7 Record Date.

The record date for determining the members entitled to notice of or to vote at a meeting of the membership shall be set by the Council, provided that such record date is not more than forty (40) days prior to the date of the meeting. If no record date for notice is set by the Council, then the members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. If no record date for voting is set by the Council, then the members on the day prior to the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

Section 3.8 Quorum and Voting.

A. Quorum of Members. At any meeting of members, a quorum shall constitute not less than 100 members of the Church present in person at the meeting. If the Council designates the meeting to be held by means of remote participation as described in Section 3.4, then a member shall be deemed "present in person" who participates by means of telephone, internet or satellite-enabled audio or video conferencing or other technology that enables such member to communicate with other members at the meeting.

B. Voting Entitlement of Members; No Proxy Voting. At all meetings of members, every member who is present at the meeting shall be entitled to vote. Voting by proxy shall be expressly prohibited and no member shall have the right to vote by or grant a proxy. Each member shall have one (1) vote. The affirmative vote of the majority of members present and voting at a meeting at which a quorum has been declared is required for action unless a greater vote is specifically required by Hawaii law, the Articles of Incorporation or these Bylaws.

Section 3.9 Membership List.

After fixing the record date for the notice of a members' meeting pursuant to Section 3.7, the Church shall prepare an alphabetical list of the names of its members entitled to notice of the meeting. The list shall show the address of each member entitled to vote. In addition, the Church shall prepare on a current basis through the time of the membership meeting, a list of members, if any, entitled to vote at the meeting, but not to notice of the meeting. These lists shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, at the Church's principal office beginning two (2) business days after notice of the meeting is given and continuing through the meeting. Upon written request, a member, a member's agent or member's attorney is entitled to inspect, and copy the list at a reasonable time and at the member's expense during the period it is available for inspection, subject to any limitations in Hawaii law relating to the purposes for which a list may be utilized. The Church shall make the list of members available for inspection by members or their agents at the meeting.

**ARTICLE IV
COUNCIL**

Section 4.1 Number and Qualification of Council Members.

There shall be fifteen (15) Members of the Council of the Church composed of the Officers described in Section 4.2(A), the At Large Council Members described in Section 4.2(B), and the Senior Minister who shall serve as a Council Member *ex officio* without vote. All members of the Council must be members whose principal residence is the State of Hawaii. The Council Members shall be the directors of the Church for all purposes of Hawaii and federal law.

Section 4.2 Classification and Terms of Council Members.

The classification and terms of voting members of the Council shall be as follows.

A. Five Officers/Designated Council Members. The individuals elected to the offices of Chair, Vice Chair, Secretary and Treasurer of the Council, and Chair of the Diaconate shall serve as designated Council Members for so long as they hold such office.

B. Nine At Large Council Members. There shall be nine (9) At Large Council Members divided into three (3) groups of three (3) each and elected at the annual membership meeting on a staggered basis with one-third (1/3) of the At Large Council Members elected each year to serve for a term of three (3) years or until their successors are elected. An At Large Council Member may serve as an At Large Council Member for not more than two (2) full elective three (3) year terms, not including any unexpired term of a vacancy in office or any service as a designated Council Member described in Section 4.2(A). A member may be elected for subsequent terms as an At Large Council Member, provided the individual has not served as an At Large Council Member within the past one (1) year.

Section 4.3 Nomination of Candidates to the Council and Election Procedure.

A. Nominations and Governance Committee Nominations. At least sixty (60) days prior to the annual membership meeting, the Nominations and Governance Committee shall

submit to the Council the candidates nominated by the Nominations and Governance Committee for election to Officer positions and At Large Council Member positions.

B. Notice to Membership of Nominations. Nominations made by the Nominations and Governance Committee are subject to approval and/or amendment by the Council. Once approved and/or amended, the list of nominees shall be made available to the membership at least forty-five (45) days prior to the annual membership meeting provided that in the event of withdrawal or disqualification of a nominee, notice of any replacement nominee may be given in the notice of meeting. The list of nominees shall be made available by publication in the Spire and by electronic mail or other form of electronic transmission permitted by Hawaii law.

C. Nominations by Members. The membership may make additional nominations for candidates for Officer and At Large Council positions. Members making such nominations shall deliver written notice of the nominations to the Secretary at least twenty-five (25) days prior to the annual membership meeting. The written notice of the nominations shall be signed by not fewer than forty (40) members of the Church including the individual (or individuals) being nominated. All nominees nominated by this process shall be included in the list of candidates for election and the notice of the meeting. Nominations made by this process may be withdrawn by the person(s) nominated.

D. Election Procedure. The election of Officers and At Large Council Members by the membership shall be held at the annual membership meeting or any special meeting called for such purpose. The voting shall be by such method as the Council determines appropriate to provide an efficient and accurate vote count. If there be no more nominees for a position or positions than necessary to fill such position or positions, the Chair shall be authorized to declare the election of such nominee or nominees without a vote. Only those members present at the meeting shall be entitled to vote. The Council shall have the power and authority to determine in what manner the Church may provide information regarding the nominees for election, and such other policies, rules and procedures regarding the conduct of such election as may be necessary and appropriate and not inconsistent with Hawaii law, the Articles of Incorporation, and these Bylaws. The Chair of the Council shall appoint the Secretary and two (2) other members of the Council as an Election Committee to assist with the election process.

E. Votes Required for Election. Where the number of nominees for a position exceeds the number of positions available, candidates shall be elected by a plurality in descending order of the votes received. Cumulative voting shall not be permitted.

Section 4.4 Vacancies.

A vacancy on the Council may be filled by the affirmative vote of a majority of the remaining Council Members, with the selected person filling the vacant position until the next annual membership meeting.

Section 4.5 Removal.

The entire Council or any Council Member may be removed from office with or without cause by the affirmative vote of not less than a majority of the members present and entitled to vote at any meeting of members duly called and properly noticed for such purpose and at which a quorum has been declared. Any vacancy so created and not filled by the members at such meeting may be filled as provided in Section 4.4.

Section 4.6 Reduction.

No reduction of the authorized number of Council Members shall have the effect of removing any Council Member prior to the expiration of his or her term of office.

Section 4.7 Powers.

The corporate powers of this Church shall be vested in the Council to the fullest extent permitted by the laws of the State of Hawaii, subject to the rights of the members. The Council, as the Board of Directors of the Church, shall have general charge of the affairs, programs, funds, business, and property of the Church, subject to the rights of the members set forth in Hawaii law, the Articles of Incorporation, and these Bylaws. Without limiting the generality of the foregoing, the Council shall have the express power and authority to adopt and interpret reasonable rules of procedure for the conduct of all meetings of the Church. In the absence of the adoption of any such rules of procedure by the Council, meetings shall be governed by the latest version of Robert's Rules of Order. Additionally, the Council shall have the express power and authority to establish Standing Rules to carry out the purpose and intent of the Congregation and of these Bylaws in fulfilling the mission of the Church. The Standing Rules shall have the same force and effect as these Bylaws and may be amended from time to time by the affirmative vote of not less than a majority of Council Members present and voting at a Council meeting at which a quorum has been declared; provided, however, that should there be any inconsistency between the provisions of the Standing Rules and the provisions of these Bylaws, the provisions of the Bylaws shall govern and control.

Section 4.8 Duties.

It shall be the duty of the Council to conduct, manage, and control the affairs, programs, funds, business, and property of the Church; to enforce these Bylaws; and to promulgate and enforce rules and regulations consistent with Hawaii law, the Articles of Incorporation, the Standing Rules, and these Bylaws. The Council shall ensure that the Church complies with best practices for nonprofit tax-exempt religious organizations.

Section 4.9 Conflict of Interest.

The Church shall have a conflict of interest policy adopted annually by resolution of the Council.

**ARTICLE V
MEETINGS OF THE COUNCIL**

Section 5.1 Annual and Regular Meetings.

The Council shall meet on an established regular monthly meeting date, time and place following the annual membership meeting. The Council shall provide the date, time and place of such regular monthly meetings which, unless prohibited by Hawaii law, may be held by means of remote participation such as telephone, internet or satellite-enabled audio or video conferencing or other technology that enables all participants of the meeting to be able to communicate with each other. Regular monthly Council meetings shall be open to all Church members who wish to attend; provided, however, that certain portions of the Council meeting (e.g., Executive Sessions, etc.) may be reserved for Council Members only.

Section 5.2 Special Meetings.

Special meetings of the Council may be called by the Chair of the Council or by not less than one-third (1/3) of the Council Members then in office.

Section 5.3 Notice.

The Secretary shall give notice of each meeting, and if a special meeting, also give notice of the purpose for the meeting, not less than five (5) days before the meeting. Notice shall be given personally, by mail, by electronic mail or other form of electronic transmission as permitted by Hawaii law.

Section 5.4 Quorum and Adjournment.

A quorum of the Council shall be a majority of the Council Members then in office. Each Council Member shall have one (1) vote and Council Members shall not be permitted to vote by proxy. In the absence of a quorum at a meeting of the Council, the presiding Officer or the majority of the Council Members present may adjourn the meeting. No action taken shall bind the Church unless it is taken in a meeting with an established quorum.

Section 5.5 Presumption of Assent.

Any Council Member present at a Council meeting is presumed to have assented to action taken unless: (i) the dissent or refusal to vote is entered in the minutes of the meeting, (ii) the Council Member files a written dissent with the secretary of the meeting before the adjournment thereof, or (iii) the Council Member forwards a written dissent to the Secretary immediately after adjournment.

Section 5.6 Action Without A Meeting.

Any action required or permitted to be taken at any meeting of the Council, may be taken if all Council Members consent in writing to the action. Such consent shall be filed with the minutes of the Council and shall have the same effect as a unanimous vote.

**ARTICLE VI
COMMITTEES OF THE COUNCIL AND THE CHURCH**

Section 6.1 Committees of the Council and Committees of the Church.

The Council shall create Committees of the Council and Committees of the Church. The Council shall appoint Council Members to serve on Committees of the Council and may appoint one or more Council Members to serve on Committees of the Church. Committees of the Council shall be open to all Church members who wish to attend; provided, however, that certain portions of the meetings of Committees of the Council (e.g., Executive Sessions, etc.) shall be reserved for Council Members only. Committees of the Church shall be open to voluntary membership and participation by members of the Church, and meetings of Committees of the Church shall be open to all Church members who wish to attend. Committees of the Council and Committees of the Church shall exercise all authority granted them by the Council and as may be further specified in the Standing Rules unless contrary to Hawaii law, the Articles of Incorporation or these Bylaws. The Council shall likewise have the power to prescribe the manner in which proceedings of any Committee shall be conducted and to reorganize them as necessary to meet the needs of the Church. The Council may vote to discontinue any Committee that has been inactive for one (1) year or more.

**ARTICLE VII
OFFICERS; COMPTROLLER**

Section 7.1 Number.

The Officers of the Church shall be the Chair, Vice Chair, Secretary, Treasurer, Chair of the Diaconate and Senior Minister.

Section 7.2 Election and Term of Office.

A. Election. All Officers of the Church other than Senior Minister shall be elected pursuant to the procedures and required votes set forth in Section 4.3(D) and Section 4.3(E). The procedures necessary and the vote necessary to call the Senior Minister shall be as set forth in Article VIII.

B. **Terms.** The Chair, Vice Chair, Secretary, Treasurer and Chair of the Diaconate each shall serve a two (2) year term. All Officers of the Church other than the Senior Minister may not serve more than two (2) terms consecutively in such position but may serve further after a period of one (1) year following the end of any second term. Notwithstanding the foregoing, at the completion or earlier termination of the Chair's first or second two (2) year term (as the case may be), the Vice Chair shall succeed automatically to the position of the Chair for the next ensuing two (2) year term without the necessity of a vote by the Congregation.

Section 7.3 Chair of the Council.

The Chair of the Council shall be the highest lay position in the Church. The Chair shall (i) preside at all meetings of the members and the Council, (ii) have general charge and supervision of the Church, and (iii) perform such other duties as are incident to the office or are required by the Council.

Section 7.4 Vice Chair of the Council.

The Vice Chair of the Council shall (i) serve as the Chair of the Council-elect and succeed to the office of Chair of the Council as set forth in Section 7.2(B); (ii) in the absence or disability or refusal to act by the Chair of the Council, perform all of the duties of the Chair of the Council, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Council; and (iii) have such powers and perform such other duties as from time to time may be prescribed by the Chair of the Council, the Council, or these Bylaws.

Section 7.5 Treasurer.

The Treasurer shall (i) be the chief financial officer of the Church, (ii) exercise general supervision over the receipt, custody and disbursement of corporate funds, (iii) serve as a member of the Administration and Finance Committee, and (iv) perform all other duties assigned by the Chair of the Council or the Council.

Section 7.6 Secretary.

The Secretary shall (i) prepare or cause to be prepared the minutes of all meetings of the membership and the Council, (ii) maintain or cause to be maintained a membership list showing the names of the members with their addresses, (iii) give notice in conformity with these Bylaws of all meetings of the membership and the Council, and (iv) perform all other duties assigned by the Chair of the Council or the Council.

Section 7.7 Senior Minister.

The Senior Minister shall be called and serve as described in Article VIII. The Senior Minister shall (i) be responsible for the spiritual program of the Church, supervise the Ministerial Staff and assign ministerial associates and assistants to such duties as the Senior Minister deems necessary and appropriate; (ii) be a non-voting *ex officio* member of the Council and all Council standing committees; and (iii) have full standing in the United Church of Christ or be in the process of Privilege of Call to become a minister with standing in the United Church of Christ. The Senior Minister shall nominate and hire Ministerial Staff as set forth in the Standing Rules.

Section 7.8 Chair of the Diaconate.

The Chair of the Diaconate shall chair the Board of Diaconate, serve on the Council, and perform such other duties as may be incident to the office.

Section 7.9 Resignation.

An Officer or At Large Council Member may resign at any time by delivering notice to the Church. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date, the Council may fill the pending

vacancy before the effective date so long as the successor does not take office until the effective date.

Section 7.10 Removal of Officers.

Except for the Senior Minister, any Officer may be removed with or without cause by the affirmative vote of not less than a majority of the members present and entitled to vote at a meeting of members duly called and properly noticed for such purpose and at which a quorum has been declared. The removal of any Officer shall be without prejudice to any contract rights. The Senior Minister may be terminated and removed from office pursuant to the provisions of Section 8.5.

Section 7.11 Vacancies in Office.

Vacancies in any office other than the Senior Minister may be filled by the affirmative vote of a majority of the remaining Council Members, with the selected person filling the vacant position until the next annual membership meeting. Vacancies in the office of Senior Minister shall be filled pursuant to the provisions of Article VIII.

Section 7.12 Comptroller.

The Comptroller shall be hired by, serve at the pleasure of, and report directly to the Council and perform such duties as may be assigned by the Council.

**ARTICLE VIII
PASTORAL SUCCESSION**

Section 8.1 Pastoral Succession.

When the Senior Minister resigns, dies, is removed or retires, the Chair of the Council will promptly inform the Conference Minister of the Hawaii Conference of the United Church of Christ. The Council, in consultation with the Hawaii Conference staff, will determine whether to appoint an Interim Minister Search Committee or, instead, proceed to the appointment of a Senior Minister Search Committee. The Council may appoint the chairperson of any such appointed committees (excluding any Officer of the Church), and will determine the term of service of members of any such appointed committees. Members of either of these committees may be removed by the Council at any time with or without cause. Vacancies on either committee shall be filled by the Council.

Section 8.2 Interim Minister Search Committee.

The Interim Minister Search Committee shall be composed of persons broadly representing the diversity of the Congregation and include not less than seven (7) and not more than nine (9) members of the Church. Not more than one (1) Officer of the Church may serve on the Committee. The Committee may seek guidance from the Hawaii Conference of the United Church of Christ as it deems necessary. Along with the Chair of the Council, the Treasurer, and the Chair of the Personnel and Pastoral Relations Committee, the Interim Minister Search Committee shall develop the proposed terms and conditions of the Interim Minister's employment by the Church, including, but not limited to, proposed salary and benefits. The Committee shall make a recommendation to the Council as to whether the Church should hire an Interim Minister and, if so, shall recommend the proposed terms and conditions of the Interim Minister's employment. The Interim Minister shall be hired by and serve subject to the pleasure of the Council. During the period of an Interim Ministry, decisions regarding staff hiring and firing normally subject to the discretion of the Senior Minister shall be made by the Personnel and Pastoral Relations Committee on behalf of the Council.

Section 8.3 Senior Minister Search Committee.

The Senior Minister Search Committee shall be composed of persons broadly representing the diversity of the Congregation, include not less than nine (9) and not more than twelve (12) members, and be assisted by the staff of the Hawaii Conference of the United Church of Christ and UCC policies in effect at such time. Not more than one (1) Officer of the Church may serve on the Committee. Along with the Chair of the Council, the Treasurer, and the Chair of the Personnel and Pastoral Relations Committee, the Senior Minister Search Committee shall develop the "Terms of Call" which shall contain the terms and conditions of the call and the Senior Minister's employment by the Church, including, but not limited to, proposed salary and benefits. The Senior Minister Search Committee shall conduct a national search that is open to all qualified candidates and shall review all applications received from qualified candidates. Upon completion of its search, the Senior Minister Search Committee shall recommend to the Church Council the Senior Minister candidate who it believes is best suited to lead the Church.

Section 8.4 Review of Nomination by the Council, Presentation to the Congregation and Vote on the Call.

Upon nomination of a candidate by the Senior Minister Search Committee, the Council will review the nomination to the extent it deems necessary and appropriate in its sole discretion. Upon approval of the nomination and appropriate terms of call by the Council, the Council will call a special meeting of the membership to call the Senior Minister. The acceptance of the candidate requires the affirmative vote of not less than seventy-five (75%) percent of the members present and voting at a meeting called for such purpose.

Section 8.5 Suspension and Removal.

The relationship between the Senior Minister and the Church may be terminated at any time by either party after ninety (90) days written notice. Termination by the Church shall require the affirmative vote of a simple majority of the members present and voting at a meeting of the Church called for such purpose. Loss of standing in the United Church of Christ will be cause for immediate termination. Notwithstanding the foregoing, however, the Council shall have the power to suspend the Senior Minister from active service when, in the reasonable judgment of the Council, such suspension is in the best interests of the Church.

**ARTICLE IX
DISBURSEMENTS AND CONTRIBUTIONS**

Section 9.1 Disbursements.

Disbursements of the funds of the Church shall be made either by the Council or by such Officers of the Church as the Council appoints.

Section 9.2 Limitations on Disbursements.

The Council shall not make any disbursements or contributions of the funds or assets of the Church to or for the benefit, directly or indirectly, of any person or entity, except for reasonable payments for services actually rendered to the Church by such person or entity.

Section 9.3 Loans.

The Church shall not lend or advance money to any person or entity, other than customary travel or expense advances, or otherwise guarantee the obligations of any person or entity.

**ARTICLE X
MISCELLANEOUS**

Section 10.1 Inspection of Corporate Records.

Members of the Church shall have the right to inspect and copy the corporate records of the Church to the extent such rights are expressly provided to members of a Hawaii nonprofit corporation under Hawaii law. Demand for inspection may be made in writing to the Chair of the Council or the Secretary.

Section 10.2 Handling of Funds.

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Church shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Council.

Section 10.3 Execution of Contracts.

The Council may authorize any Officer or Officers, agent or agents, employee or employees, to enter into any contract or execute any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances. Unless so authorized by the Council, no Officer, agent, or employee, shall have any power or authority to bind the Church by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 10.4 Inspection of Bylaws.

The Church shall keep in its principal office a copy of these Bylaws, as amended, certified by the Secretary to be a complete and correct copy of the original, which shall be open to inspection by members at all reasonable times during office hours.

**ARTICLE XI
AMENDMENTS**

These Bylaws may be amended or repealed in accordance with the provisions of the Articles of Incorporation.

**ARTICLE XII
AMENDMENT AND RESTATEMENT**

These Amended and Restated Bylaws shall supersede and replace all prior Bylaws and all amendments to such prior Bylaws.