

First Community's Proposed Constitution Revisions FAQ's

Why amend First Community's Constitution?

It is a good business practice to review and update the Constitution every 3-5 years. It has been ten years since First Community's Constitution was revised. The last iteration of this document is dated January 2010. Essential changes have been recommended by the Governing Board so that the proposed Constitution revisions reflect the current organization and workings of the church. Such revisions also keep up with current church trends and sound church business practices.

The Ohio Attorney General's office recommends that Trustees, in First Community's case, members of the Governing Board, are responsible for:

- Adhering to the organization's governing documents and to the law and regulations that relate to the charity (First Community) and its operations.
- Making good-faith efforts to establish organizational policies, to revisit them regularly to review how well they are working and update them as deemed necessary.

What process was initiated in determining the need for Constitution revisions?

In January 2019, the Governing Board appointed the Governance Review Ad Hoc Committee, made up of three current Board Members; Elizabeth Downey, Pam Shisler, Jodi Patton, and the church's Executive Director of Operations, Paul Anderson to review First Community's current Constitution. In February 2019, the Governance Review Committee began investigating best practices, researched modernization of governance and procedures, and explored current trends in church governance. After gathering pertinent information, this committee went to work in creating a draft of the proposed revisions to the Constitution.

In July 2019, the draft of the proposed Constitution revisions were comprehensively reviewed and approved by an outside counsel. In the August and September 2019 Governing Board meetings, members of the Governing Board carefully reviewed this draft, deliberated and arrived in agreement. In the September 2019 board meeting, a motion was voted on and passed that stated the Governing Board approved the proposed revisions to the Constitution of First community Church and authorizes these revisions to be voted upon by the congregation at its next annual meeting in January 2020, in accordance with Section 1 Article X of the current Constitution. Furthermore, the Governing Board approved the revisions to its By Laws, contingent upon approval of the aforementioned revisions to the Constitution by the congregation.

What are the major changes?

Article IV, Section 2 – Reducing the number of Governing Board members from 15 to 12

Article IV – Section 7 – Approval of the sale of a property

Article V, Section 1 – Clarification of Senior Minister's responsibilities

Article VII — Adjusting the Treasurer position to be voted in by the Governing Board

Article VIII – Nominating Committee to be better representative of the congregation

Minor changes primarily correcting punctuation/grammar and substantive consistency

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Why reduce the number of Governing Board Members from 15 – 12?

- Nimble: make necessary decisions in a timely and prudent way
- Working-style board vs. rubber-stamp board
- Practicality: it is challenging for 15-18 members (including chair, vice-chair, past-chair) to fully participate.
- Engaging/decision-making in meetings vs. spectating meetings
- Organizes us for focus on growth in utilizing this core group to keep us aligned with our mission imperatives and business plan as they work on a regular basis in exploring programming and business strategies, evaluating their impact based on objectives, and examining how to manage resources, risk and return.
- Trends are showing smaller boards across the country for churches and non-profits for reasons previously mentioned — the average board size currently is 13 members
- See Resources listed at the end of this FAQ document for further information

What happens in the case of a tie vote with 12 Governing Board Members?

In the case of a tie vote, the motion shall be deemed to have failed. Any member may reintroduce the matter for a subsequent vote.

Why include the sale of a property in the revisions?

During the recent Town Meetings, several members commented that a congregational vote was required for a mortgage on a church property, but not for a sale of a property. The Governance Review Committee and the Board felt it important that the congregation have a say in the sale of any church property.

Why clarify role of Senior Minister?

According to best practices by the Attorney General of Ohio, charities/nonprofits are required by law to have their board members ensure integrity and accountability in their governance. It is the job of the Governing Board to set clear and concise rules for organizational operations so as to ensure that church leadership and staff members follow the board's policies. It is the job of the Senior Minister as CEO of this organization, to fulfill the direction given him/her by First Community's Constitution and to lead and operate the church according to the articles set forth in this document.

Why recommend the process of the Treasurer position voted in by the Governing Board instead of the Congregation?

Initially, the Treasurer role at First Community functioned as the CFO and it was the Treasurer's job to keep the financial records for the church. The Treasurer position has not served as primary record-keeper in many years and so this governance is antiquated.

The Treasure position is now a financial oversight role, comparable to that of the rest of the members of the Governing Board. Modern practices in most church and non-profit organizations, elects the Treasurer by its Board of Trustees (our church's Governing Board) and is not a separate election by members of the greater organization.

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Why recommend that the Treasurer's position be a one-year term with a three-term limit (3 years total) instead of a three-year term with a two-term limit (6 years total)?

It is challenging to find an individual with a skill set in accounting/business who is willing to volunteer as church Treasurer for six consecutive years. A one-year term with a three-year term limit will enable valuable financial oversight for the church and will be a realizable commitment for the individual serving as Treasurer. The Nominating Committee will continue to qualify candidates for the Governing Board who have an understanding of financial reporting and business and will have the knowledge that the Treasurer will be selected from the proposed slate of Governing Board candidates.

Why is the Congregation not voting on the Governing Board By Laws?

The Governing Board By Laws outline the rules for First Community's Governing Board by providing comprehensive guidelines, specific methods of operations, provisions for conducting its affairs, and the responsibilities of its officers and members.

First Community's Constitution is the broader body of mutually agreed upon principles and purposeful structure that governs the affairs and action of the church, and is voted on by the members of First Community's Congregation. The Governing Board By Laws are the subordinate rules adopted by the members of the Governing Board to augment the Constitution. Therefore, the By Laws are adopted only by the members of the Governing Board, and may be amended by the Governing Board at anytime.

What resources were utilized in research and examining the need for changes to this Constitution?

Board Source

NonProfit Quarterly

Carey Nieuwhof, former attorney, pastor, leader in church trends

Smart Church Management

Christianity Today

Ohio Attorney General website

Attorney from Dinsmore and Shohl