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 OF
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BYLAWS
OF
ROSER MEMORIAL CHURCH OF ANNA MARIA, FLORIDA

Adopted By The Council Of Roser Memorial Church On December 19, 2018

PREAMBLE

Roser Memorial Community Church of Anna Maria, Florida, Inc. is a legally constituted entity in the State of Florida. It was organized to serve the community as a nondenominational, ecumenical, Christian church. It is an autonomous church body in that the ultimate authority for the attainment of its purpose and continued existence resides in the members of the Congregation, thereby being characterized as a “**Lay-Led**”, or “**Lay-Governed**” Church. The practical impact of Roser being a Lay-Led, or Lay-Governed Church means that the operating authority resides in the Council, comprised of members elected by the Congregation at the Annual Meeting of the Congregation and the Ministers. The Council, as the governing body, is authorized by the Constitution to amend Bylaws, buy, sell, lease, and mortgage property, approve all expenditures, and generally conduct the business of the Church.

The following Bylaws have been adopted by the Council of Roser Memorial Community Church to provide a basis for the efficient operation of the Church in its ongoing operations and to aid the Church in its Ministry, as defined by the Congregation through its elected representatives. All pronouns in these Bylaws are deemed gender neutral.

DEFINITIONS

“**Roser Member(s)**” as used herein shall include full and federated members. Full members are those whose only Church membership is Roser. Federated are those who maintain membership in another Church, most frequently a Church in the North where they spend part of the year.

“**Absence**” as used herein shall be defined as the person not being available in person, by telephone, or by email, in a timeframe required for the necessary action, and is anticipated to be temporary in nature.

“**Executive Officers**” shall include the Chair and Vice-Chair of the Congregation, the Treasurer, the Financial Secretary, and the Clerk / Corporate Secretary.

“**Staff**” shall include all paid employees and Ministers.

“**Supervisory Responsibility**” indicates the person, Board, or Committee, that directs, or shares in directing, the day-to-day activities of a Roser Staff person. An exception to this definition is the Senior Minister, who shall be subject only to overall supervision by the Council and Executive Committee.

I. THE CONGREGATION

The Congregation shall be composed of Full members and Federated members of Roser Memorial Community Church of Anna Maria, Florida, Inc., and resident clergy participating in the fellowship of this Church. These clergy have the same rights and privileges as a member, with the following exceptions:

1. Voting rights only on Council and the Executive Committee
2. May not serve as a Chair, Vice-Chair or Co-Chair of any Board, Standing Committee, Special Committee or Council

The Annual Meeting of the Congregation shall be held by the 15th of February each year at a time designated by the Council. All members shall have an equal vote. Absentee ballots and proxy votes are not allowed. No business shall be legal in the absence of a quorum of twenty five (25) members. At the Annual Meeting all Officers and Board and Standing Committee Chairs shall give written reports, and a Nominating Committee shall present a slate of all elective Officers. The final authority on all matters pertaining to the business and government of the Church shall rest in the membership.

Between meetings of the Congregation, the Council is authorized to act on all matters of business and government, excepting those it deems of such importance that they should be brought before the membership at either the Annual Meeting or a special meeting of the Congregation. As few as fifteen (15) members of the Church may insist that a particular matter be brought before the membership at an Annual Meeting or a special meeting of the Congregation.

II. THE CHURCH COUNCIL

The Church shall be managed by the Church Council. The Council, as the governing body of the Church, has the authority to transact business of the Church between annual meetings of the Congregation.

The Council, composed of members designated in Article VII of the Constitution, shall meet monthly at a date and time determined by the Council, at the call of the Chair of the Congregation or upon the request of any three (3) of its members. The Council may omit a meeting in any month, if such meeting is deemed unnecessary.

Such meetings are open to all members of the Church, but with voting privileges limited to members of the Council only. Any church member may make a recommendation but not a motion.

The Council, as the governing body of the Church, has the authority to acquire, hold in trust, sell, mortgage, lease, rent, and transfer property and goods in legal fashion. They must approve all expenditures unless this power is assigned to others by them. However, matters of major importance may be brought before a meeting of the Congregation at the request of the Council or by any fifteen (15) members of the Church. The Council must keep the membership informed at all times in a timely manner.

The Council, as the governing body of the church, has the authority to create Special Committees. The scope of responsibility and the make-up of the Special Committee(s) shall be as designated by Council. Special Committee members may be Roser Members, Roser non-members or Roser Staff. The Chair of a Special Committee must be a non-Staff Roser Member.

Unless the Bylaws be amended to make a Special Committee a "Standing Committee," any and all Special Committees shall cease to exist at the next Annual Meeting of the Congregation, and action by Council is required, if any Special Committee(s) are to be continued beyond the Annual Meeting when they were scheduled to expire. A Standing Committee is a Committee that has a continuing existence..

No business of the Council shall be legal without a quorum of 12 members present.

III. ELECTED OFFICERS

The activities of Roser Memorial Community Church shall be administered by the following Officers, all of which must be non-Staff Roser Members, and whose election shall occur by vote of the membership at the Annual Meeting unless otherwise provided for in these Bylaws. The Nominating Committee shall propose candidates for election by the Council to fill positions occurring between Annual Meetings of the Congregation.

The Elected Officers are:

- A. Officers, hereinafter referred to as "Executive Officers", to be elected:
Chair and Vice Chair of the Congregation (who shall also be the Chair and Vice-Chair of the Council and the President and Vice President of the Church Corporation), Clerk, Treasurer, and Financial Secretary.
- B. All members of the Boards of Deacons, Trustees, Religious Education, and Finance.

The following Officers MAY (if desired) be elected:

Assistant Treasurer, and Assistant Financial Secretary.

- C. The Chair and Vice-Chair, or Co-Chairs, of the following Standing Committees shall be elected as Officers:

Altar, Hospitality, Kitchen, Membership, Missions, Music, Nominating, Memorials and Gifts Acknowledgement, Stewardship, Ushering, and such other standing committees as may be established by the Council.

All Executive Officers, Board members, Standing Committee Chairs and Vice-Chairs, or Co-Chairs, and others elected by the Congregation shall assume their duties immediately upon being elected.

IV. APPOINTED POSITIONS AND OFFICERS

- A. The Chair or Co-Chairs of the Appointed Committees designated as Standing Committees: Audit, Bylaws and Policies, Digital Applications, Library, and Investment shall be Officers of the Church, and shall be full privilege members of the Roser Council. The Chair or Co-Chairs shall be appointed by the Chair of the Congregation, must be non-Staff Roser Members, and are subject to approval by the Council. The Chair of the Congregation and the appointed Chair or Co-Chairs of these Committees shall then appoint the remaining members of the Committees, subject to approval by the Council.
- B. The State of Florida requires Roser to identify a Resident Agent. Such Agent shall be appointed by the Council for an indefinite term and shall not, as Resident Agent, be a member of the Council.
- C. The immediate past Chair of the Congregation shall be a full voting member of the Executive Committee and Council from the end of their term as Chair until the Annual Meeting following the end of their term.
- D. A Parliamentarian shall be appointed, for an indefinite term, by the Council to serve the Congregation, the Council, and any Board or Committee which may request such service.

V. ELECTED POSITION TERMS, APPOINTED POSITION TERMS, FILLING VACANCIES AND REQUIRED NUMBER OF MEMBERS

- A. Terms for elected and appointed positions

- 1. Boards:

- All Board members shall be elected for a two year term, and may be re-elected to succeed themselves for three additional two year terms. All Boards shall elect their Chair, and Vice-Chair, or Co-Chairs from among their members, and shall report their names and positions to the Council. No person shall serve as Chair, or Co-Chair of a Board for more than four years in any eight consecutive year period.

- 2. Committees:

- The Chair and Vice-Chair, or Co-Chairs, of all Standing Committees shall be elected for a two year term and may be re-elected to succeed themselves for one additional two year term. In addition to their service as Chair, or Co-Chair, a person can serve as many additional two year terms, as a non-elected member, as would cause their total service to reach the maximum of eight consecutive years on the Committee.

The intent of the two preceding paragraphs is that no person shall serve more than eight consecutive years on the same Board or Committee, including continuous service immediately prior to adoption of this provision.

- 3. Executive Officers:

- Executive Officers shall be elected to a two year term and may be re-elected to succeed themselves for one additional two-year term. No person shall serve more than four consecutive years in the same Executive Officer capacity.

Upon serving the limits set forth above, a person is then ineligible for either, re-election to, or membership on, the same Board, or Committee, or service in the same Executive Officer position, prior to the Annual Meeting following the end of their most recent term.

The Chairs and members of all Appointed Committees shall be appointed for indefinite terms.

B. Filling Vacancies

1. Council Authorization:

The Council shall fill any vacancies or add elected positions with candidates recommended by the Nominating Committee. These positions shall be filled only for the remainder of the year until the Annual Meeting. Such partial year terms are not counted as part of any subsequent two year terms in determining term limits.

2. Absence of Chair or Vice-Chair of the Congregation, or vacated Office of Chair or Vice-Chair:

In the Absence of the Chair of the Congregation, the Vice Chair has the sole authority to sign documents that have been authorized by action of Council or by action at a meeting of the Congregation, or as otherwise required to conduct, in a timely fashion, the legitimate and duly authorized business of the Church.

In the Absence of both the Chair and Vice-Chair of the Congregation the responsibility for acting for the Chair shall fall successively, as they are available, to the Executive Officers of Treasurer, Financial Secretary, and Clerk / Secretary.

The Vice-Chair of the Congregation shall automatically become Chair of the Congregation if that office is vacated. If a vacancy occurs in the office of the Vice-Chair of the Congregation, the Chair shall recommend to the Nominating Committee a candidate for the position. In no event shall a Vice-Chair be nominated without the agreement of the Chair.

If both the positions of Chair and Vice-Chair of the Congregation are vacated, the Treasurer shall become the temporary Chair of the Congregation, and the Nominating Committee shall present to the Council, within 60 days of the most recent vacancy, a slate for Chair and Vice-Chair of the Congregation. If necessary the Treasurer shall be followed, in order, by the remaining Executive Officers of Financial Secretary, and Clerk / Secretary of Council.

3. Vacancy in Board Chair, Co-Chair, or Vice-Chair:

When a vacancy occurs in the office of the Chair of a Board, the Vice Chair shall automatically assume the office of Chair for the remainder of the year. If a vacancy occurs in the office of Vice Chair of any Board, the Board shall elect a new Vice Chair from its members.

If a vacancy occurs in the office of Co-Chair of a Board, the Board shall elect a new Co-Chair, or alternatively, convert to a Chair, and Vice-Chair form and elect a Chair and Vice-Chair.

4. Vacancy in Elected Committee Chair, Co-Chair, or Vice-Chair:

When a vacancy occurs in the office of Chair of an Elected Committee, the Vice-Chair shall automatically assume the office for the remainder of the year. If a vacancy occurs in the office of Vice-Chair of a Committee, the Nominating Committee shall recommend to the Council a candidate to fill the vacancy.

If a vacancy occurs in the office of Co-Chair of a Committee, the nominating Committee shall recommend to the Council a candidate to fill the vacancy.

5. Vacancy in Appointed Committee Chair, Co-Chair, or Vice-Chair:

If a vacancy occurs in the office of Chair, Co-Chair, or Vice-Chair of an Appointed Committee, the Chair of the Congregation shall appoint a new Chair, Co-Chair, or Vice-Chair, subject to Council approval.

C. Required Number of Members

The minimum number of Roser Members elected to serve on Boards shall be:

Board of Trustees	ten (10)
Board of Deacons	sixteen (16)
Board of Religious Education	six (6)
Board of Finance	eight (8)

The minimum number of members to serve on Standing Committees, in addition to the elected members, shall be:

Missions, Music, Nominating, Stewardship Committees	three (3)
All Other Standing Committees	one (1)

The Investment Committee shall have a minimum of five non-Staff, Roser Church members. All other Appointed Standing Committees shall have a minimum of three non-Staff, Roser Church members.

VI. DUTIES OF ELECTED EXECUTIVE OFFICERS

A. Chair of the Congregation

As provided in the Constitution, the Chair of the Congregation shall serve as Chair of the Council and as President of the Corporation, "Roser Memorial Community Church of Anna Maria, Florida, Inc."

The Chair of the Congregation is the duly constituted representative of the Church in all financial matters and in legal matters. In an emergency situation, the Chair has the authority to initiate action as required. The action shall subsequently be reported to the Council for informational and/or ratification purposes as appropriate.

The Chair shall be an ex-officio member of all Boards, Elected Committees and Appointed Committees of the Church with privileges of attendance, making motions, and voting.

The Chair of the Congregation is the sole person with authority to sign documents that have been authorized by action of Council or by action at a meeting of the Congregation, or as otherwise required to conduct, in a timely fashion, the legitimate and duly authorized business of the Church.

B. Vice-Chair of the Congregation

The Vice-Chair of the Congregation shall assume duties as agreed upon with the Chair, and in the Absence of the Chair, shall perform the obligations and duties of the Chair.

The Vice-Chair shall be an ex-officio member of all Boards, Elected Committees and Appointed Committees of the Church with privileges of attendance, making motions, and voting.

C. Clerk / Secretary of the Corporation

As Clerk, the person shall:

1. Attend all Council and Congregational meetings, take and report minutes, distribute copies to members of the Council, and write, or cause to be written, such correspondence as requires the Clerk's signature.
2. Receive and distribute Board and Committee monthly Reports to Council members, and provide digital copies of Minutes and Reports to the Financial Administrator for the Central Permanent File and keep a file of all official reports and valuable papers pertaining to the Church.

3. When directed by the President of the Corporation, act as Agent of the Corporation or the Church on official matters.

As Secretary of the Corporation, the person shall discharge such duties as required of the position, including, but not limited to signing such documents as require the Secretary's signature.

D. Treasurer and Assistant Treasurer

The Treasurer shall have custody of all Church funds, except for funds of Council approved Adult Organizations authorized by Article XI, Section A, and shall pay budgeted items and approved bills. All expenditures for items not included in the current year's budget must be approved by the Council except that the Board of Trustees may approve for payment individual expenditures for operation, upkeep, and minor repairs and maintenance not to exceed \$2,500.00 for any one project. The records of the Treasurer shall be audited at the end of each fiscal year by the Audit Committee which shall follow the procedure approved by the Church Council.

The Treasurer shall keep in the Church Office an inventory of the Church safe and safe deposit box(s) to which the Treasurer shall have access.

The Treasurer shall serve as an ex-officio member of the Board of Finance, the Executive Committee and the Investment Committee, with privileges of attendance, making motions, and voting.

The Assistant Treasurer shall assist the Treasurer when needed and shall assume the responsibilities and authorities of the Treasurer when necessary.

E. Financial Secretary and Assistant Financial Secretary

The Financial Secretary shall be responsible for the receiving of all funds of the Church (except funds of the Women's Guild and Men's Club), and for the recording of all amounts and sources of same.

The Financial Secretary shall also be responsible for determining, in accordance with Roser Policies, the acceptability of all gifts, memorials, and donations that have a specifically designated purpose. In the event the proposed designation is deemed unacceptable to Roser, the Financial Secretary shall make all reasonable effort to identify with the donor, a purpose that is acceptable and consistent with Roser Policies. No plaques or inscriptions shall be allowed.

The records of the Financial Secretary shall be audited at the end of each fiscal year by the Audit Committee following procedures approved by the Church Council.

The Financial Secretary shall be an ex-officio member of the Board of Finance with privileges of attendance, making motions, and voting.

The Assistant Financial Secretary shall assist the Financial Secretary and assume the responsibilities and authorities of the Financial Secretary when necessary.

VII. DUTIES OF BOARDS

A. All Boards shall have the following duties and responsibilities in addition to those duties and responsibilities specific to each Board:

1. Electing from among their members a Chair, and Vice-Chair, or Co-Chairs, and Secretary, reporting their names to Council and insuring that the Board is in compliance with term limit provisions herein. The Secretary may be a non-member of the Board if a Secretary is unable to be elected from the membership of the Board.

2. Appointing the Chair, Vice-Chair, designated Co-Chair, or member of the Board, to be a member of the Executive Committee.
3. Submitting monthly reports of Board activities to the Clerk for inclusion in the report to Council and sending copies of approved meeting Minutes to the designated person in the church office for filing.
4. Working with the Board of Finance to establish an annual Budget for their Board. Such Budgets to be completed by November 1 for the following year.
5. Insuring that position/job descriptions are kept current for any Staff members for which the Board has supervisory responsibility. The Roser Church Supervisory and Performance Review Chart, found in the Roser Policy Manual, delineates Supervisory Responsibilities.
6. Holding performance reviews for any Staff members for whom the Board has evaluation responsibility. Annual Staff evaluations shall be forwarded to the Financial Administrator for filing in the Staff person's personnel file, prior to the October Executive Committee meeting. *Amendment 3 adopted 4/29/2020*
7. Reviewing existing, and initiating new, policies related to their activities and making recommendations to the Council for new or updated policies.
8. Keeping the Board handbook current. The handbook shall include all duties, responsibilities and procedures for the Board.
9. Complying with all Council-adopted Policies and Practices that apply to their actions.
10. Meeting monthly at an established regular time. Meetings may be omitted in any month if such meeting is deemed unnecessary.
11. Complying with Article XII, Section A (Meetings), Paragraph 4 (teleconference meeting) and Paragraph 5 (email as a substitute for a meeting) describing necessary meeting procedures.

B. Board of Deacons

Selection of nominees for election to the Board of Deacons shall be based on the nominee's commitment to fulfilling all the duties required of Deacons as set forth in the Deacons' Handbook.

The Board shall be responsible for all matters pertaining to the spiritual life of the Church, and shall assist the Minister(s) in ministering to the spiritual needs and interests of the Congregation and the Community. The Board shall have the responsibility of scheduling and organizing visitations and all other areas requiring spiritual support and comfort, working closely with the Ministers in these areas.

The Board of Deacons shall also:

1. prepare the Elements of the Sacrament and assist the Minister in their administration, and
2. be responsible for supplying the pulpit during the Absence of the Minister(s).

C. Board of Finance

The Board shall be responsible for all financial aspects of Church life not specifically delegated to other Boards or Committees.

The Board of Finance, in conjunction with the Treasurer, shall be responsible for compiling and maintaining accurate financial records, and shall report same to the Church Council.

If the Board of Finance finds there is a requirement for funds over and above the budgeted amount, the Board shall study the impact on the financial condition of the Church and recommend to Council actions to take. If the Board finds that current and projected income will result in a shortfall of funds, the Board shall report this to the Church Council and recommend actions to resolve the problem.

The Board of Finance shall annually work with all Boards, Committees, and other Church Organizations and Staff to develop an annual budget for approval by the Church Council and the Congregation at its Annual Meeting.

The Chair of the Board of Trustees shall be a non-voting member of the Board of Finance.

D. Board of Religious Education

The Board shall determine the policies, plan the Religious Education program, determine financial requirements, and supervise the expenditure of funds allotted to the Board. Its major concerns shall be the Christian Education of children, youth, and adults.

The Board shall be responsible for supplying Acolytes for the primary Sunday morning Worship Service.

The Christian Education Coordinator and/or Associate Pastor shall be nonvoting members.

E. Board of Trustees

The Board of Trustees shall be responsible for all Church real property, vehicles, equipment, furnishings, fixtures and their maintenance. It shall plan and make recommendations for all improvements to, and replacement of, property. Expenses for operation, upkeep and minor repairs and maintenance that do not exceed \$2,500.00 for any one project may be authorized and approved for payment by the Board of Trustees.

The Trustees shall be responsible to review the insurance coverage of Church property and work with the Board of Finance to insure appropriate coverage is recommended for approval to the Church Council. Trustees shall also cause property records to be maintained with anticipated replacement schedules.

The Trustees shall be responsible for the Roser Memorial Garden upkeep. They shall maintain records of all persons participating in the project, ascertain that all rules and regulations in connection with the Garden are strictly enforced, and supervise all funds in the Roser Memorial Garden account.

The Chair of the Board of Trustees shall be a non-voting member of the Board of Finance.

VIII. DUTIES OF ELECTED COMMITTEES

- A. All Elected Committees shall have the following duties and responsibilities in addition to those duties and responsibilities specific to each Committee:
 1. Electing a Secretary from among their members, recruiting members as necessary to achieve their goals, reporting names of the Secretary and all non-elected members to Council, and insuring that the Committee is in compliance with term limit provisions herein. The Secretary may be a non-member of the Committee if a Secretary is unable to be elected from the membership of the Committee.
 2. Submitting monthly reports for the Church Council to the Clerk for distribution and sending copies of approved meeting Minutes to the designated person in the Church Office for filing.
 3. Working with the Board of Finance to establish an annual Budget for their Committee. Such Budgets to be completed by November 1 for the following year.
 4. Insuring that position/job descriptions are kept current for any Staff members for whom the Committee has supervisory responsibility. The Roser Church Supervisory and Performance Review Chart, found in the Roser Policy Manual, delineates Supervisory Responsibilities.
 5. Holding performance reviews for any Staff members the Committee has evaluation responsibility for. Annual Staff evaluations shall be forwarded to the Financial Administrator for filing in the Staff person's personnel file, prior to the October Executive Committee meeting. *Amendment 3 adopted 4/29/2020*
 6. Reviewing existing, and initiating new, policies related to their activities and making recommendations to the Council for new or updated policies.
 7. Keeping the Committee's handbook current. The handbook shall include all duties, responsibilities and procedures for the Committee.
 8. Complying with all Council-adopted Policies and Practices that apply to their actions.
 9. Meeting monthly at an established regular time. Meetings may be omitted in any month if such meeting is deemed unnecessary.
 10. Complying with Article XII, Section A (Meetings), Paragraph 4 (teleconference meetings) and Paragraph 5 (email as a substitute for a meeting) describing necessary meeting procedures.

Non-elected Committee members are not required to be Roser Members, but only non-Staff Roser Members shall have voting rights and hold the positions of Chair, Vice-Chair or Co-Chair. The majority of Committee members must be Roser Members.

B. Altar Committee

The Committee shall be responsible for the care, cleaning and decoration of the Altar and Chancel furniture in the Sanctuary, Narthex and Chapel. They shall provide flowers and/or greenery for services of worship and arrange for the distribution of flowers after the services. They may obtain a list of ill and shut-ins to whom flowers may be sent each Sunday.

The Committee shall ascertain that hymnals and other materials are in proper order in the pews.

C. Executive Committee

The Executive Committee shall furnish assistance and counsel as requested by the Chair of the Congregation, and shall review matters on their way to the Council for action.

The Executive Committee shall consist of the Chair, Vice-Chair, one designated Co-Chair, or one designated member of Deacons, BRed, Trustees, Music, Finance, Stewardship, and Missions, plus, the Treasurer, the Chair of the Congregation, the Vice Chair of the Congregation, the Ministers(s), and the immediate past Chair of the Congregation for one (1) year following their term as Chair.

The Executive Committee shall be chaired by the Chair of the Congregation.

The Executive Committee, prior to Budget submission deadline, shall review all salary change recommendations based upon evaluations of Church Staff made by supervising Staff, Boards and Committees..

D. Hospitality Committee

The Hospitality Committee shall be responsible for hosting and/or serving refreshments at all Fellowship meetings or any other meetings of the Church as requested by the Senior Minister, the Chair of the Congregation, or the Council. The Committee shall host special events conducted in Fellowship Hall if so requested.

The Hospitality Committee is responsible to see that consumables are inventoried and reordered.

E. Kitchen Committee

The Kitchen Committee shall make certain that all users of the kitchen maintain cleanliness and order in the kitchen, pantry, and everything contained therein. The Committee will provide supervision of those who work in the kitchen. The Committee shall be responsible for Fellowship Hall when it is used in connection with the kitchen and the Hospitality Committee is not involved.

The Committee shall inform the Board of Trustees with regard to needed repairs or replacement of equipment in the kitchen area.

F. Membership Committee

The Membership Committee shall have responsibility, with the assistance of the Minister(s), to cultivate and introduce new members to the Church. The Committee shall also work with the appropriate Boards, Committees, and groups to integrate new members into the Congregation and to insure the involvement of current members in the life of the Church.

The Committee shall also be involved in searching out and bringing new members into the Church. The Committee shall contact new residents in the community and undertake whatever other efforts might identify people interested in the fellowship of Roser.

The Committee shall revise and keep up to date the Church Membership Roll, under procedures approved by the Council. The Committee shall follow-up with those members of the congregation whose names remain on the Membership Roster but who have not been heard from for a Council-agreed period of time and have apparently become inactive. After a review of each case, the Committee shall make recommendations to the Council as to whether or not to keep their names on the Roll. In the case of members whose names are on the roll but whose address is unknown, the Committee is empowered, after a year of no contact, to remove their names from the Roll.

G. Memorials and Gifts Acknowledgement Committee

This Committee is responsible for recording all donors of Memorials and Gifts, recording how such gifts were used, sending acknowledgements to the donors, and placing them in the “Book of Remembrances”.

Families of a deceased shall be notified of the names and address of donors, but amounts of contributions shall be confidential. However, the total amount of contributions may be given when a request is made by the family.

Prior to acceptance by Roser the Financial Secretary shall determine, in accordance with Roser Policies, the acceptability of all gifts, memorials, and donations that have a specifically designated purpose.

H. Missions Committee

The Committee shall determine what Missions the Church will support. The Committee shall make detailed reports to the Council, listing the Missions included in their budget, and shall continually evaluate the Missions receiving support to insure the most effective use of the funds and that the missions supported are true Christian entities.

The Committee shall authorize the Treasurer to disburse the budgeted funds and the “gifts-to-missions” received from time to time.

The Committee shall appoint the Chair, Vice-Chair, a Co-Chair or a member as a member of the Executive Committee.

I. Music Committee

The Committee shall give aid and encouragement to the formation and performance of all musical groups. The Committee, Director of Music Ministry or Organist and Choir Director shall be responsible for recruiting singers.

The Committee shall be responsible for supplies and equipment, for the music program, for the maintenance of a music library, and for obtaining special music when required.

The Director of Music Ministries or the Organist and Choir Director shall be ex-officio members of the Music Committee without vote.

The Committee shall appoint the Chair, Vice-Chair, a Co-Chair, or member, as a member of the Executive Committee.

J. Nominating Committee

The nominating Committee shall prepare a slate of candidates for all elective offices (Executive Officers, Board members, Committee Chairs and Vice Chairs, or Co-Chairs) to be elected by the Congregation at the Annual Meeting. The Committee shall also be responsible for seeking out candidates for nomination to fill positions between Annual Meetings.

K. Stewardship Committee

The goal of the Stewardship Committee is to connect and involve all full members, affiliated members and winter visitors with time and talent opportunities that fit their interests and availability.

The Stewardship Committee shall consult with Boards, Committees, and Church organizations as required to insure the Church is availing itself of the time, talent, and treasure available to achieve the mission goals of the Church. As part of this effort, the Stewardship Committee will initiate, coordinate, monitor and report to Council on programs within the Church and the community at large.

This Committee shall also be responsible for development, promotion and administration of a gift annuity program, a Legacy Program, and encouraging ongoing gifts to the Endowment Fund by members and friends of Roser Church.

The Committee shall appoint the Chair, Vice-Chair, a Co-Chair, or a member, as a member of the Executive Committee.

L. Ushering Committee

This Committee shall be responsible for ushering at all regular services and other services that require ushering. Ushering shall include seating, special assistance to the elderly and handicapped, providing information to visitors, and collecting the offering.

The Committee shall, with the assistance of the Facilities Administrator, have responsibility for the regulation of lighting, heating, and air-conditioning at Church services when they are on duty.

IX. DUTIES OF APPOINTED COMMITTEES

Non-Members of Roser and Roser Staff may be members of Appointed Committees, but only non-Staff Roser Members shall have voting rights and hold the positions of Chair or Co-Chair. The majority of the Committee members must be Roser Members.

A. Audit Committee

This Committee should be made up of Roser Members who are independent of the Board of Finance to avoid any improper influence on Audit activities. Annual Internal Audits shall be conducted following the Audit Policies established and approved by Council, for that purpose. The Internal Audit Report shall be delivered to the Chair of the Congregation, who will provide it to the Council. If requested, the Audit Committee shall make a presentation of the Report and findings to the Council.

B. Bylaws and Policies Committee

The Bylaws and Policies Committee is responsible for reviewing proposed amendments with respect to inconsistencies and conflicts with current Bylaws, Charter, Constitution, and Policies ("Documents") and assisting in memorializing proposed amendments to the Documents.

A proposal for amendments may arise from: existence of ambiguities, lack of clarity, issues that the Documents do not adequately address, or errors in the Documents. Proposed amendments may originate from Boards, Committees, the Council, or any member of the Congregation ("Sponsors"). Any proposed amendments to the Documents shall be presented to the Executive Committee. Proposals for Amendments to the Documents need not include precise language, but should include the perceived need, concept, purpose, desired result of the proposal, and contain language sufficient for the Executive Committee to reach a decision regarding need and justification.

After need and justification for the amendment is determined by the Executive Committee, the subject matter of the proposed amendment shall be referred to the Bylaws and Policies Committee for drafting. Upon completion of a draft amendment to Bylaws or Policies, the draft will be provided to the Executive Committee for review and approval, and once approved, presented by the Executive Committee to the Council for approval to be adopted.

In the case of proposed amendments to the Charter or Constitution, the process shall be the same through the Council vote of approval. Thereafter, the proposed amendment shall be presented by the Chair of the Congregation to the Congregation for action pursuant to the rules of the Constitution and Charter, as set forth respectively, in the Articles entitled “Amendments to the Constitution and the Bylaws”, and “Amendments to Articles of Incorporation”.

Unless otherwise specified by the Executive Committee all amendments shall be treated as “time is of the essence”.

The Bylaws and Policies Committee shall be responsible to see that all adopted amendments to the Bylaws and Constitution are sequentially numbered, reflected in the body of the documents, with a notation in italics of the assigned number and date adopted, and attached to the Documents in a form that clearly presents the “before and after” of the amendment such that an audit trail is available for all amended provisions. *Amendment 1 adopted 10/23/2019.*

C. Digital Applications Committee

The mission of the Digital Applications Committee is to provide technical oversight and guidance to Roser Boards, Committees, and Staff for the purpose of maximizing the efficient use of digital technology to further the mission of the Church. The Committee exists to lend technical expertise when called upon.

D. Roser Investment Committee

The Roser Investment Committee shall be responsible for:

1. Investment of all funds generated by the gift annuity program and Legacy program, as well as the investment of all funds in the Church’s Endowment Fund, and
2. Investment of the Roser Operating Reserve Fund, where the amount of such reserve shall be determined by the Treasurer and the Board of Finance.

In carrying out these responsibilities, the Committee may consult with professional advisors, or, in the Committee’s discretion, may engage one or more professional managers to act as its agent or agents in fulfilling any or all of these responsibilities on its behalf. In any event, the Committee shall establish, and regularly review, a Statement of Investment Objectives, including, but not limited to, investment parameters to be observed.

The Operating Reserve Investment Fund holds surplus operating funds. Those funds are subject to transfer from the Operating Reserve Fund as operating needs dictate. At the request of the Board of Finance and the Treasurer, the Roser Investment Committee shall transfer funds from the Operating Reserve Investment Fund to the operating funds of the Church.

The Endowment Fund is established to receive gifts and bequests designated for that purpose and any other gifts, bequests or funds which may be so designated by the Church Council. The Endowment Fund will provide present and future financial support of the Church’s services, programs and missions. At the request of the Council, the Roser Investment Committee shall transfer an amount not to exceed 4% annually of the balance of the Endowment Fund, or such other amount established by the Council, to the operating funds of the Church. Other transfers from the Endowment Fund may be made only in the case of emergencies or to pay for capital expenditures not usually included in the budget, but in either case, only if approved by a vote of the Congregation at an Annual or Special meeting.

E. Roser Library Committee

The Roser Library Committee shall be responsible for the maintenance of the book collection housed in the Library room. The committee shall make access to the collection available to all through maintenance of a catalog of holdings, currently on cards. All gift materials received by the committee shall be reviewed for

appropriateness to the collection. The committee shall utilize the library budget for purchase of materials needed to augment or expand the existing collection.

The committee shall also serve as archivists for the church, recommending proper storage of printed or "physical" items, and shall work with Church Staff and the Digital Applications Committee on procedures for the storage and retention of digital materials.

X. DUTIES OF OTHER APPOINTED POSITIONS

A. Resident Agent

A Resident Agent is required by the Florida Secretary of State. The Resident Agent will receive any legal notifications or suits served against the Corporation. It is the Resident Agent's responsibility to inform the Officers of the Church regarding any notifications or suits which are received.

B. Parliamentarian

The Parliamentarian shall resolve procedural issues arising during meetings of the Council and Congregation by the application of Robert's Rules of Order. Amendment Procedures to the Constitution and Bylaws shall follow Article IX of the Constitution and Article XV of these Bylaws. If the Parliamentarian is not present, and a procedural issue is raised which cannot be resolved by an agreeable change in procedure, the matter shall be tabled, and the procedural matter submitted to the Parliamentarian for resolution.

XI. CHURCH-RELATED ORGANIZATIONS

A. Council-approved Adult Organizations

A Women's Guild, Men's Club, or others may be formed by members for purposes of Christian fellowship, charitable work, education, or other Christian activities. They shall elect their own Officers and coordinate their own finances. They shall have free use of all church facilities.

Reports of their annual activities and finances shall be presented at the Annual Meeting of the Congregation. A representative from each such organization shall be a member of the Council with all privileges and must be a Roser Member.

B. Stephen Ministry

Stephen Ministry is a budgeted organization at Roser and is enrolled in the Stephen Series with an ongoing relationship between Roser and Stephen Ministries of St. Louis, MO. Stephen Ministers, who are trained and supervised according to the national guidelines of Stephen Ministry, provide a one-to-one, confidential Christian ministry to persons facing challenges. Roser Stephen Ministers must be members of Roser Church, but care receivers of their Ministry may be from the community as well as the congregation. Stephen Ministers are also responsible for the Roser GRIEFSHARE program, which is a Christ-centered, Biblical-based, grief support program.

Reports of their annual activities shall be presented at the Annual Meeting of the Congregation.

A representative of Stephen Ministry shall be a member of the Council with all privileges and must be a member of Roser.

XII. MEETINGS and REPORTS

A. Meetings

1. The congregation shall hold an Annual Meeting each year as specified in Article VI of the Constitution and Article I of these Bylaws. The meeting shall occur prior to February 15 at a time set by the Council. The purpose and agenda of the meeting shall be determined by the Council and advance notice of at least 14 days made to the members of the Church. The election of Officers shall be held at this meeting. The Annual Report shall be available in the Narthex no later than the Sunday preceding the meeting.
2. A special meeting of the Congregation may be called to consider matters of major importance to the entire Congregation. What is of "Major Importance" shall be determined by the Council and approved by the Parliamentarian.

Any Special meeting of the Council or Congregation must have at least 7 day notice and state the purpose of the meeting. No other purpose than that stated in the notice shall be discussed at such Special meeting. If the Special meeting is certified by the Executive Committee to constitute a true emergency the notice period may be reduced to 5 days for the Congregation and 3 days for the Council.

3. Robert's Rules of Order shall be used for the orderly transaction of business at all Council and Congregation meetings.
4. A Board, Committee, or Council may permit one or all of its members to participate in a meeting of the Board, Committee, or Council by use of any means of communication by which all members may hear each other simultaneously during the meeting. Members participating in this manner shall be deemed to be present in person at the meeting after identifying themselves during the roll call to determine a quorum. Minutes of such meetings shall be kept as with any other meeting of the Board, Committee, or Council.
Amendment 2 adopted 4/29/2020
5. Email may be used to solicit opinions and disseminate information. If email is intended as a substitute for a Board or Committee meeting and action requires the approval of the Board or Committee, the process should parallel the unanimous consent required of a writing in lieu of meeting. This means that unanimous written consent is required from all members of the Board or Committee to a clear and complete statement of the question under discussion.

Email as a substitute for a meeting is limited to Boards and Committees, and in no circumstance shall email, as a substitute for a meeting, be applicable to Council or Congregational meetings.

B. Reports

1. To the Congregation

The Chair of the Congregation, the Treasurer, Financial Secretary, all Boards, elected Standing Committees, Appointed Committees, Church-related organizations, Stephen Ministry and the Senior and Associate Ministers shall each submit a written Annual Report to the Congregation. These reports shall be compiled for presentation to the Congregation in the Annual Report prior to the Annual Meeting.

2. To the Council

The Treasurer and Financial Secretary, Chairs of designated Boards or Committees, and a representative of Church-Related Organizations and Stephen Ministry, shall submit reports at each regular meeting of the Council.

The Chair of the Roser Investment Committee shall report, at the July and January meetings of the Council, a summary of the overall status and performance of invested funds, as of the Committee's most recent meeting.

All reports shall be dated and filed in the Church Office, and in the Digital Central File.

XIII. FOUNDERS' DAY

Founders' Day, a tradition of Roser Church, shall be celebrated each year in November or as designated by Council, at which time a Memorial Service will be held for those members who have died during the past year, and exceptional volunteers will be recognized.

The Senior Minister and the Chair of the Congregation will make plans and arrangements for Founders' Day.

XIV. CHURCH PERSONNEL, SEARCH PROCESS, AND HIRING POLICY

All Staff hiring shall be done in compliance with the provisions of the Roser Church Policy Manual, and are subject to Council approval as to selection and compensation.

A. Ministers

Ministers shall be graduates of a divinity school recognized by the Association of Theological Schools, and shall be ordained Christian ministers of the Gospel.

The Ministers shall be supervised by the Executive Committee, although ultimately responsible to the Church Council. They must have a working relationship with all Boards and Committees which facilitates carrying out the ministries and programs of Roser Church. The Ministers shall be considered as resource persons and a source of spiritual guidance at all Council, Board and Standing Committee meetings.

The Ministers of the Church are full members of the Church Council with all rights and privileges of Church Council members, including the right to make motions and vote. They shall be nonvoting members of all Boards and Standing Committees, except for the Executive Committee, where they are voting members.

If there is an Associate Minister, the Senior Minister shall provide daily supervision and direction to the Associate Minister, consistent with the Associate Minister's job description. The Senior Minister shall participate in the Associate Minister's annual evaluation.

B. Search Process for Change in Ministerial Leadership

When it becomes necessary to employ a new Senior or Associate Minister, the Church Council shall authorize the Chair of the Congregation to call, subject to Council approval, a minimum 10 member Minister Search Committee. All Committee members must be Full or Federated members of Roser Church. The Committee shall consist of one appointee by the Board of Deacons, one appointee by the Board of Trustees, one appointee by the Board of Religious Education, one appointee by the Board of Finance, one appointee by the Music Committee, one appointee by the Missions Committee, and one appointee by the Stewardship Committee. The balance of the Minister Search Committee shall be appointed by the Chair of the Congregation and shall include a minimum of two at-large members from the congregation.

Anyone serving in any kind of Ministerial position at Roser Church at the time of this search shall not be considered as a candidate for the position of Senior Minister and cannot be appointed to the position outside of the search process.

The Minister Search Committee shall search out candidates. An outside recruitment agency may be employed for the Minister search. Monthly updates on the search shall be provided to the Executive Committee and the Church Council. The congregation shall be updated on an as-needed basis, but at a minimum of once a quarter.

All members of the Boards and Committees represented on the Minister Search Committee shall have an opportunity to meet with the Minister Search Committee's final candidate and also have a follow up meeting with the Minister Search Committee. After the candidate and the Boards and Committees who met with the candidate decide to move forward together, the Minister Search Committee shall take the Minister Search Committee's recommended candidate to the Council for approval to call the candidate to be the Senior Minister or Associate Minister at Roser Church.

Funds shall be made available by the Board of Finance for the Minister search. The Minister Search Committee shall approve and reference the published search process used.

The Minister Search Committee shall define, and the Executive Committee shall review, the Minister's Job Description and the Letter of Agreement before interviews begin. These documents shall be reviewed by the relevant Boards and Committees for consensus before final approval.

Having the final candidate preach at Roser Church before the final selection is made should be considered.

C. Proposals to add Staff other than Ministers.

1. The sponsoring Board, Committee, or person must submit to the Executive Committee a statement of need, a job description, a range for compensation and a proposed methodology for recruiting for the position.
2. The Executive Committee shall review the proposal, discuss the proposal with the sponsor, and if approved, advance the proposal to the Council for approval to proceed.

D. Details for hiring Staff other than Ministers.

Details of the Procedure for hiring Staff are set forth in the Roser Policy Manual, as are details on compensation, paid vacations, and other matters related to personnel.

XV. BYLAWS AND AMENDMENTS

The Council is empowered through Article X of the Charter and Article IX of the Constitution to compose and adopt Bylaws, provided that such Bylaws are not in conflict with state law, the Charter, or the Constitution. Bylaws adopted by the Council may be amended by the Council from time to time, as the Council deems it to be in the interest of the Church. Any proposed change in the adopted Bylaws shall be presented at a regular meeting to be acted upon at the next succeeding meeting.

Published Bylaws shall be updated in an appropriate and effective fashion to reflect all amendments.

XVI. POLICY MANUAL

The Roser Council shall work with the Bylaws and Policies Committee to adopt, maintain and publish the Manual. Original content and future amendments to the Manual shall be approved by Council.

REVISION HISTORY

A revision of the Bylaws of Roser Memorial Community Church of Anna Maria, Florida, Inc. was completed November 9, 1981, by the duly appointed Revision Committee listed below. This revision was approved by Council at its regular meeting on December 16, 1981.

Richard Goldthwait, Chair	
Loy Covey	Hal Pierce
Renal Hook	Gene Stevenson
Mary Lasson	Mildred Vandeman

These Bylaws also contain all revisions and additions approved by Council from December 16, 1981 through July, 2004. A revision of the Bylaws of Roser Memorial Community Church of Anna Maria, Florida, Inc. was completed June 14, 2010, by the duly appointed Revision Committee listed below. This revision was approved by Council at its regular meeting on June 16, 2010.

Ron Vandeman – Chair	
George Barford	Nancy Colcord
Marc Deur	Sherry Oehler
Roger Roark	Bill Willis

A publication of the Roser Bylaws on January 23, 2016, reflected all Amendments made by the Roser Council through November 18, 2015.

A publication of the Roser Bylaws on April 1, 2018, reflected all Amendments made by the Roser Council through March 28, 2018.

A major revision of the Bylaws of Roser Memorial Community Church of Anna Maria, Florida was completed on November 11, 2018 by the duly appointed Bylaw Review Committee listed below. This revision was first noticed at the regular Council meeting on November 28, 2018 and adopted by the Roser Council at its next regular meeting on December 19, 2018.

Cathy Meehan, Co-Chair	Dick Walter, Co-Chair	George Barford
Glenda Beck	Betsy Grundy	Sherry Oehler
Dr. Bob O'Keef	Marcia Powers	Cass Robertson
Ron Vandeman	Randy Zion	

AMENDMENTS to BYLAWS

Amendment 1 to Roser Bylaws which were adopted December 19, 2018

Following due Notice, On motion duly made, seconded, and passed, Section IX. B. which currently reads as follows:

“B. Bylaws and Policies Committee

The Bylaws and Policies Committee is responsible to review, and assist in memorializing, amendments to the Bylaws and Policies Manual of Roser. Amendments shall be presented by the Bylaws and Policies Committee to the Executive Committee for review and recommendation before being taken by the Executive Committee to the Council or Congregation for approval. The need for such amendments may arise from: existence of ambiguities, lack of clarity, issues that the bylaws or policies do not adequately address, or errors in the Bylaws or Policies. The need may be identified by Boards, Committees, the Council, or any individual member of the Council.”

Shall be replaced in its entirety by the following, which shall be effective, immediately upon being adopted by the Roser Council:

“B. Bylaws and Policies Committee

The Bylaws and Policies Committee is responsible for reviewing proposed amendments with respect to inconsistencies and conflicts with current Bylaws, Charter, Constitution, and Policies (“Documents”) and assisting in memorializing proposed amendments to the Documents.

A proposal for amendments may arise from: existence of ambiguities, lack of clarity, issues that the Documents do not adequately address, or errors in the Documents. Proposed amendments may originate from Boards, Committees, the Council, or any member of the Congregation (“Sponsors”). Any proposed amendments to the Documents shall be presented to the Executive Committee. Proposals for Amendments to the Documents need not include precise language, but should include the perceived need, concept, purpose, desired result of the proposal, and contain language sufficient for the Executive Committee to reach a decision regarding need and justification.

After need and justification for the amendment is determined by the Executive Committee, the subject matter of the proposed amendment shall be referred to the Bylaws and Policies Committee for drafting. Upon completion of a draft amendment to Bylaws or Policies, the draft will be provided to the Executive Committee for review and approval, and once approved, presented by the Executive Committee to the Council for approval to be adopted.

In the case of proposed amendments to the Charter or Constitution, the process shall be the same through the Council vote of approval. Thereafter, the proposed amendment shall be presented by the Chair of the Congregation to the Congregation for action pursuant to the rules of the Constitution and Charter, as set forth respectively, in the Articles entitled “Amendments to the Constitution and the Bylaws”, and “Amendments to Articles of Incorporation”.

Unless otherwise specified by the Executive Committee all amendments shall be treated as “time is of the essence”.

The Bylaws and Policies Committee shall be responsible to see that all adopted amendments to the Bylaws and Constitution are sequentially numbered, reflected in the body of the documents, with a notation in italics of the assigned number and date adopted, and attached to the Documents in a form that clearly presents the “before and after” of the amendment such that an audit trail is available for all amended provisions. *Amendment 1 adopted 10/23/2019* “

Amendments 2 and 3 to Roser Bylaws which were adopted April 29, 2020

Amendment 2:

Following due Notice, On motion duly made, seconded, and passed;

Amend Article XII, Section A, item 4, lines 1, 2, and 5 by replacing “Board or Committee” with “Board, Committee, or Council”. *Amendment 2 adopted 4/29/2020.*

Amendment 3:

Following due notice, On motion duly made, seconded, and passed;

Amend Article VII, Section A, item 6, and Article VIII, Section A, item 5, such that line 3 of both items will read “prior to the October Executive Committee meeting” following “file,”. *Amendment 3 adopted 4/29/2020*