



# CONSTITUTION AND BY-LAWS

as amended and approved  
24 January 2016

*“And they shall come from the east, and from the west, and from the north, and from the south,  
and shall sit down in the kingdom of God.”*

St. Luke 13:29



# CONSTITUTION

## PREAMBLE

Believing it to be the will of God that the followers of Jesus Christ associate themselves in fellowship for the worship of God, mutual encouragement in the Christian life, and for active service, the English-speaking residents in this community, representing many different denominations and national traditions, do hereby declare their common Christian heritage and purpose by establishing a local congregation under the following articles, and in accordance with the appropriate laws of Switzerland.

## 1 NAME

This organization shall be known as:

THE INTERNATIONAL PROTESTANT CHURCH OF ZURICH

## 2 PURPOSE

The purpose of this church shall be to emphasize and exalt in the lives of its members the significance of Christ and His influence in their lives; to provide a means of witness to their loyalty to Christ; to engage its members in worship, Christian education, and service; to invite and encourage others to make Christian profession of their faith; and to maintain fellowship with other churches and bodies of Christians in this area and world wide.

## 3 COVENANT

Recognizing full liberty of individual interpretation, and taking cognizance of the various statements of faith under which its members may have made their professions, we, the members of this church, associate ourselves with all who follow Jesus and promise to work with one another in this church to further its Christian testimony through worship and in service, supporting its efforts as best we are able.

We humbly repent of all the selfishness that is in us and of the wrongs that we have done, and trusting in God's love to forgive, guide and strengthen us, hereby propose to love Him with all our heart and mind and strength, and our neighbors as ourselves. We resolve to follow the Biblical injunction to do justly, to love mercy and to walk humbly with our God; to take Jesus Christ as Saviour

and Master, His Spirit as our spirit and His way of life as ours. We promise to pray, to work and, if need be to suffer for the realization of righteousness and freedom, and to seek as God's children to fulfill together our common calling to the glory of the one God.

## 4 MEMBERSHIP

Membership is open to all who are in agreement with the purposes of this church, who unite in its Covenant, and who undertake to promote its welfare by attending worship services, by regular contribution toward its support, by personal participation in its activities and by consistent Christian living.

4.1 One may become a member in any of the following three ways:

4.1.1 Permanent membership by profession or reaffirmation of faith - this is, by declaration of faith in Jesus Christ and intention to share in the full fellowship of His followers.

4.1.2 Permanent membership by letter of transfer and recommendation from another Christian church.

4.1.3 Affiliate membership - that is, by declaration of affiliation, and of intent to participate in the support and activities of this church, but without severing relations with another church. Affiliate members shall enjoy the rights and privileges of permanent membership.

4.2 Affiliate membership may be terminated when desired but, unless requested to the contrary, will cease in accordance with procedures contained in the By-Laws of this Constitution.

4.3 A letter of transfer and recommendation to some other church shall be granted upon request to any member in good standing who shall have been received into permanent membership by profession or reaffirmation of faith or by transfer.

4.4 Members who become inactive relinquish their voting rights. All permanent and affiliate members who are not inactive are deemed to be active members.

## 5 OFFICERS

5.1 The officers of the church shall be:

- A senior pastor and any associate pastor(s) as may be necessary.
- A council of elders, which shall elect from its membership at its first meeting, a chairperson, two vice-chairpersons, a secretary and a treasurer.

## 5.2 Pastor:

5.2.1 The senior pastor and normally also the associate pastor(s) of this church shall be ordained minister(s) of a denomination which is a member, or is eligible to be a member of the World Council of Churches or a similar institution.

5.2.2 When a new senior or associate pastor is to be selected, a Pastoral Selection Committee shall be appointed by the congregation as specified in the By-Laws of this Constitution. After appropriate consultations with respect to eligible and available candidates the committee shall recommend a candidate for election by the congregation at a special meeting. An affirmative vote of not less than two thirds of the active members present is required to elect the candidate.

5.2.3 The terms of the call shall be agreed between the pastoral candidate and the council of elders as represented by the chairperson of the council and the elder responsible for personnel.

5.2.4 The initial call will be for a maximum of three years. At the end of the first contract or any subsequent contracts, the congregation may extend a new call for a further period of up to three years by the same two thirds vote needed for the original call.

## 5.3 Council of Elders:

5.3.1 The council shall normally consist of 14 members, but no fewer than 10 members, elected by the congregation. Elections shall be held annually to fill any vacant positions. A quorum for the transaction of business shall consist of a majority of the members. The normal term is two years. The term may be extended by one year on the recommendation of the Nominations Committee and re-election by the congregation. Council members who have been co-opted during the course of the year may be re-elected to a normal two year term at the first annual congregational meeting following their co-option. One year must elapse after the end of

his or her elected term before a council member may again serve on council for another term.

5.3.2 Vacancies during the course of the year in the council of elders may be filled through co-option upon recommendation of the nominating committee and election by the council of elders. The term of such co-option will last until the April 30th following the next annual congregational meeting.

## 5.4 Duties

### 5.4.1 Pastor:

The senior pastor shall be responsible for the overall spiritual welfare of the congregation. The pastor(s) shall, in collaboration with the council of elders, oversee the worship services and other ministries, including preaching of the gospel, parish visitation, confirmation, and the administration of the Sacraments (Ordinances) of Baptism, and the Lord's Supper. The pastor is a non-voting ex-officio member of the council of elders and all committees.

### 5.4.2 Council of Elders:

The council shall be responsible with the pastor(s) for the spiritual affairs of the church and assisting in the administration of the Sacraments. The council shall be the general administrative body determining objectives and policies of the church. It shall appoint such committees as are necessary to conduct church affairs and it shall co-ordinate the programs of all committees and auxiliary organizations within the church. It shall hold all church property and be responsible for maintenance. The council may not buy, sell, mortgage, lease, rent or transfer any real estate without specific authorization by vote of the congregation. It shall prepare and approve for presentation at the annual meeting a budget of income and expenditures for the following year. It shall authorize expenditures consistent with the approved budget.

### 5.4.3 Treasurer:

The treasurer of the church shall receive all church monies, keep an accurate account of the finances of the church, issue payments as authorized and render a report at each regular meeting of the council of elders and the annual meeting of the congregation. The treasurer may, with the approval of the council of elders, appoint a cashier to receive all church

monies and issue payments as authorized on his or her behalf. The financial records will be audited by a qualified person annually.

#### 5.4.4 Secretary:

The secretary shall keep the minutes of meetings of the council of elders and the congregation, handle official communications and ensure that a current record of members and friends is maintained. The secretary shall provide written notice of all regular and special meetings of the congregation.

## 6 GOVERNMENT

The government of this church is vested in its active members who exercise the right of control in all its affairs. All of the Council of Elders' actions and decisions are subject to the authority of the active members of the church in annual or special congregational meetings. All active members have the privilege of voting at any meeting of the congregation. Each member shall have one vote.

### 6.1 Annual Congregational Meeting

An annual meeting shall be held on or about January 20th of each year. Notification of the date of the meeting shall be made to the active members by way of the church publications at least one month in advance of the annual congregational meeting and announced at the two preceding Sunday worship services. The agenda, which shall be distributed to all active members at least one week in advance of the meeting, shall include:

6.1.1 Suitable provision for worship and fellowship.

6.1.2 Presentation of reports by all officers, committees, and organizations, with appropriate action thereon.

6.1.3 The presentation and adoption of the budget for the ensuing year and approval of the report of expenditures for the previous year.

6.1.4 The election of members of the council of elders.

6.1.5 Such other business as may be in order.

### 6.2 Special Congregational Meetings

Special congregational meetings may be called by the senior pastor or by the chairperson of the council of elders. Special congregational meetings shall also be called by the council of elders on the written request of 10% of the active members of the congregation. In all cases, at least two week's written notice stating the purpose of the meeting shall be given to all active members. No other business shall be voted on in a special congregational meeting which is not specified in the notice of the meeting.

### 6.3 Quorum

Twenty percent of the active members shall constitute a quorum for the transaction of business at all congregational meetings. A vote of more than 50% of those active members present is required to adopt any matter proposed to the membership except as specified elsewhere in this constitution or By-laws. Proxy votes are specifically disallowed. Only active members present may vote.

## 7 BY-LAWS

By-laws may outline the order of procedure of meetings of groups designated in the constitution and may be used to provide details of means whereby explicit provisions of the constitution may be put into effect, such as listing and describing responsibilities of the committees which are appointed by the council of elders. Such By-laws as are proposed must not be in conflict with the basic provisions of the church constitution or applicable Swiss law.

## 8 AMENDMENTS

Additions, deletions or amendments of this constitution or its By-laws may be proposed by the council of elders or by active members of the congregation. The proposed amendments shall be mailed to the active members of the church at least two weeks before the meeting. This constitution and its By-laws may be amended by a two thirds vote of the active members present at any meeting of the congregation in which a quorum of active members is present.

## 9 TERMINATION AND LIQUIDATION

In case of a termination of the Church, which must be confirmed by a Special Meeting of the Congregation, the assets remaining after settlement of all debts will be utilized for benevolent purpose. In case of liquidation, the Special



Meeting of the Congregation will appoint a Board of Liquidators and give it the necessary powers and rights.

# BY-LAWS

## 1 CONGREGATIONAL MEETINGS

1.1 The agenda of all meetings of the congregation shall be prepared in advance and made available to the active members.

1.2 The secretary shall ensure that the current roster of voting members is determined and made available to the active members prior to all meetings of the congregation.

1.3 The chairperson of the council, or in his or her absence, a vice-chairperson, shall preside at any meeting of the congregation. The chairperson may call for a vote by ballot on any issue which in the chairperson's judgment deserves such handling. The majority of the active members present may resolve to vote on any issue by ballot.

1.4 In all matters not specifically provided for in the constitution or By-laws, procedure during meetings of the congregation and council shall be according to the most recent edition of *Robert's Rules of Order*.

1.5 When necessary to complete unfinished business at any meeting of the congregation, the members may, by majority vote of the active members then present, recess and reconvene at a specified time and place. The time and place of such reconvened meeting must be announced with no less advance notice than required for special meetings.

1.6 At an annual meeting of the congregation, the first item of business to be reviewed and voted upon shall be the agenda as distributed to the active members. The members shall be free to raise for discussion any matter relevant to the church. The chairperson is authorized to refer new matters raised to the appropriate council committee for further study or to a subsequent special congregational meeting.

1.7 The pastor(s), chairperson of the council and chairpersons of the committees of the council shall each provide a report to the members at the annual meeting of the congregation. The reports shall be filed with the secretary and shall be available to any member. The treasurer's report shall include an accounting of funds received and expended compared to those budgeted. The budget being presented for the next calendar year shall be sufficiently detailed to permit appraisal by the members; after opportunity for

questions it shall be offered for approval or amendment by the active members.

1.8 Elections of members to the council of elders will be held at the annual congregational meeting. In the event that the number of nominees does not exceed the number of vacancies, the congregation may choose to elect the candidates by acclamation.

## 2 COUNCIL OF ELDERS

2.1 Within 30 days after the annual meeting of the members, the council for the ensuing year shall meet for the purpose of electing its chairperson, two vice-chairpersons, secretary and treasurer. If more than one candidate is nominated for any office, a written ballot shall be taken. The chairperson, the two vice-chairpersons, the secretary and the treasurer of the council shall be elected on the basis of a majority of the council members present and constituting a quorum in accordance with By-law 2.4 herein below.

The term of office of the council members newly elected at the annual meeting and of the new council officers at the subsequent meeting of the council shall commence, and the term of office of the outgoing council members and council officers shall cease, on the 1st of May following such elections.

2.2 The newly elected chairperson of the council in consultation with the outgoing chairperson and the chairperson of the membership and nominations committee shall appoint such committee chairpersons as he or she shall consider appropriate, with the provision that the elder responsible for personnel shall be a council member appointed in consultation with the pastor(s). The names of committee chairpersons shall be published within thirty days after the appointments are made. The chairperson of each committee shall report the organization and membership of the committee to the council as soon as possible. The committees may form sub-committees as required. Each committee shall have the following general responsibilities to the council of elders:

2.2.1 Presentation of annual goals and objectives.

2.2.2 Preparation of an annual budget for council approval.

2.2.3 Hold adequate meetings to carry out its business.

2.2.4 Maintaining adequate minutes of meetings and other records or data required by the council.

2.2.5 Submitting to the council for approval drafts of any printed material destined for general distribution to the congregation or friends of the church other than the regular church publications.

2.3 The senior pastor and associate pastor(s) and the chairperson of the council shall each be informed of and shall have the right to attend every meeting of a committee and any sub-committee. The chairperson of the council shall be an ex-officio non-voting member of any committee and sub-committee of the council.

2.4 A majority of the council members must be present to constitute a quorum for the transaction of business at a council meeting. A majority vote of the council members present will adopt any matter proposed unless provided otherwise in the constitution or By-laws of the church. Proxy votes are specifically disallowed for council resolutions and only council members present may vote. When a council member is unable to be present at a council meeting he may appoint as his substitute a member of any committee of which he is chairperson to attend the meeting and report to the council the views or undertakings of the committee on any business relating to the work of that committee. The substitute person must be an active member of the church. The substitute shall have no vote on council decisions and shall not participate in general discussion not specifically related to the work of the committee.

2.5 The council shall meet every month unless otherwise agreed by its members. A special meeting of the council may be called by the chairperson or, in his or her absence, by a vice-chairperson.

2.6 The normal monthly council meetings shall be called with at least two weeks notice to each of the council members and special meetings may be called with at least three days notice to each of the council members. Such notice may be by letter or telephone.

2.7 Permission to use church property or the church's name as a sponsor for any activity shall be granted only by the council. All solicitation of funds by societies from outside and organizations within the church must receive the prior approval of the council.

2.8 No business other than that stated as the purpose of the meeting and notified to the council members shall be acted upon at a special meeting of the council.

2.9 The council shall consider and take appropriate and timely action regarding any petitions and letters received from any of the members of the church.

2.10 The council shall regulate the employment conditions for the paid staff of the church, both pastoral and non-pastoral, in a Personnel Policy Handbook. Changes to the Personnel Policy Handbook require a 2/3-majority vote by the entire council of elders.

### 3 PASTOR

3.1 In the event that it is necessary to select a new senior or associate pastor, the screening and proposing of candidates to the congregation shall be the responsibility of a pastoral selection committee which shall consist of three council members and four additional active members of the church all of whom must be elected directly at an annual or special congregational meeting. The pastoral selection committee shall select its chairperson at its first meeting.

### 4 MEMBERSHIP AND NOMINATIONS COMMITTEE

4.1 The committee to nominate new members for both the council and pastoral selection committee shall be composed of at least four members preferably including the incumbent chairperson of the council. Any member of the church including council members shall be eligible to serve on the committee. The chairperson of the council shall select the chairperson of the nominations committee who in turn shall select the other members unless the majority of the council decides otherwise.

4.2 The committee shall nominate at least one candidate for each vacancy on the council and pastoral selection committee and notification thereof shall be made to the active members by way of the church publications or announced at the Sunday service shortly prior to the regular annual or special meeting of the church. Nominees must be active members of the church. Other nominations may be made in writing by any active member of the church and sent together with the signed approval of the nominee to the chairperson of the council. These names will be included with those published by the

membership and nominations committee. In addition, any active member of the church is free to make a nomination for the council and pastoral selection committee from the floor at the congregational meeting. In the absence of the nominee, signed approval must be presented.

4.3 The membership and nominations committee shall supervise the election of council and pastoral selection committee members and shall hand ballots to all active members present. Said ballots shall include the names of all candidates selected by the membership and nominations committee and any nomination received not less than one week before the meeting, plus blank space for later nominations or any nominations from the floor. The committee shall act as judge of the election, shall receive and count all votes and announce the election results before the close of the congregational meeting. Any ballot which is not clearly and understandably marked shall be null and void. Candidates for office may not themselves be election judges.

## 5 FINANCE COMMITTEE

5.1 All committees of the council, the pastor(s), or any member handling funds of the church shall submit all accounts for the church year to the treasurer at least three weeks prior to the annual congregational meeting. The Finance Committee shall consider the accounts for approval and the treasurer shall include such approved accounts in the annual financial report.

## 6 SECRETARY

6.1 The secretary shall keep minutes of all council and congregational meetings and shall preserve the records of the church. All members of the council shall receive a copy of the minutes of all council and congregational meetings within 14 days after such meetings are held. The minutes of all council and congregation meetings of the current year shall be made available for the members of the church to consult.

## 7 MEMBERSHIP

7.1 New members shall be presented to the council at a council meeting and their names shall be recorded in the minutes of that meeting. Membership in the church shall be from the date of the council meeting at which the new members were presented. New members shall normally be presented to the congregation during a Sunday service as soon as possible after the date of the council meeting from which membership began.

7.2 The secretary with the assistance of the pastor(s) and the membership and nominations committee shall keep for the church and make available at all times to the council and the members a complete and permanent roll of the members of the church. This shall be updated before every congregational meeting.

7.3 The names of those permanent members who have moved their place of residence beyond 100 km from the church but whose new address is unknown, shall be placed on a list of inactive (non-voting) members. Permanent members who move their place of residence beyond 100 km from the church and whose addresses are known shall be contacted to inquire if they would like to alter their membership status with the church. If no reply is received within a period of two months they shall be considered to be inactive. Any member of the church still residing within 100 km of the church may, at his own request, have his name transferred to the list of inactive members. Affiliate membership shall be terminated automatically when the member moves his place of residence beyond 100 km from the church unless the affiliate member makes a specific request to the contrary.

7.4 Members on inactive status shall lose the right to vote at any meeting of the members and shall not be counted in the membership rolls. The names and records of inactive members shall be kept in the files of the church until restored to active status or membership has been terminated by resignation or transfer.

## 8 MISSIONS AND BENEVOLENCE

8.1 The council through its outreach and missions committee shall allocate no less than 10% of income actually received during the previous business year of the church for outreach and missions. Funds raised for specific benevolence projects and so designated by the council less the expenses incurred in raising such funds shall be given wholly to the project and not be considered as part of the 10% allocated to missions and benevolence.

8.2 Other funds raised in special events that are to support either worship activities or internal charitable causes may, from time to time, be approved by the council. The funds raised during these activities will not be considered part of the income received during the business year of the church and 10% requirement mentioned above for the purposes of missions and benevolence allocations.

8.3 Disbursements during the course of the year shall be made in accordance with the current liquid financial condition of the church. Unspent missions and benevolence funds shall be carried over to the next business year of the church. Missions and benevolence disbursements should be substantially designated or disbursed by the end of each financial year.

## 9 GENERAL

9.1 The Constitution and By-Laws of the church shall be published and made available to all members of the church.

9.2 All records of membership and other business of the church shall be maintained by the church office under guidance of the senior pastor and the council of elders.