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ARTICLES OF MERGER  
OF  
ST. CHARLES UNITED METHODIST CHURCH  
AND  
CHURCH OF CHRIST OF ST. CHARLES, IOWA

KNOW ALL MEN BY THESE PRESENTS:

The St. Charles United Methodist Church and the Church of Christ of St. Charles, Iowa, both nonprofit corporations under the laws of the State of Iowa, hereby adopt the following Articles of Merger, and further state that attached hereto and marked Exhibit "1" is the statement setting forth the date of the meeting of the members of each corporation at which the plan was adopted, that a quorum was present at such meeting and that such plan received at least two-thirds (2/3) of the vote of the members present at such meeting, or represented by proxy, were permitted to cast.

ARTICLE I

NAME

The name of this corporation shall be St. Charles Parish and it shall exist according to Chapter 504A of the 1989 Code of Iowa as amended, and its principal place of business shall be in St. Charles, Madison County, Iowa.

ARTICLE II

SEAL

This corporation shall not be required to have a corporate seal.

**COMPARED**

ARTICLE III

PERIOD OF DURATION

This corporation shall have perpetual duration.

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*Michelle Utaler*  
RECORDER  
MADISON COUNTY, IOWA

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ARTICLE IV

PURPOSE

The purpose of this corporation shall be provide an effective witness to the Gospel of Jesus Christ and to provide a more adequate presence of His Community of Faith within the community of St. Charles, Iowa.

ARTICLE V

PROVISIONS FOR THE REGULATIONS OF THE INTERNAL AFFAIRS OF THE CORPORATION

Preamble:

Believing that a more effective witness to the Gospel of Jesus Christ and a more adequate presence of His Community of Faith, the Church, can be provided within the community of St. Charles, Iowa, the above congregations do hereby agree to the following principles and guidelines as governing their federation relationship beginning July 1, 1990.

I. The Congregational Identity

The St. Charles Parish shall continue to identify with the Christian Church (Disciples of Christ) and the United Methodist denominations, however, the membership rolls of the federating congregations shall be merged so that all membership will be in the St. Charles Parish. Membership shall be reported to the denominational entities as 50% Disciples and 50% United Methodist. Financial support to the denominations will also be divided on this percentage basis.

The Pastor serving the Parish shall encourage the membership to participate in programs and activities of both denominations, which includes representation at annual assemblies of each.

II. Church Administration

The Parish Council shall be the governing board of the Parish and shall make all administrative decisions regarding the conduct of the Parish business.

The Parish Council will consist of nine members (with four alternates) selected at large from the membership by the Nominations Committee and confirmed at an annual congregational meeting with the denominational judicatories.

The term of office shall be three years with three members being rotated each year. No person may serve two consecutive terms. The Parish Council shall meet monthly and shall elect its own officers consisting of: Chairperson, Vice-Chairperson, and Secretary. All Chairpersons of standing committees are ex officio non-voting

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members of the Parish Council and are encouraged to attend meetings regularly.

Parish Council meetings shall be on the third Wednesday of each month, or may be called by the Pastor or the Chairperson of the Parish Council with each other's knowledge and consent. A minimum of five Parish Council members or alternates present and voting at a duly called meeting shall constitute a quorum.

An annual congregational meeting will be held with the denominational judicatories for the purposes of electing Council and Committee members and other officers as needed, approving yearly budget, and reviewing the life and mission of the Parish. A notice of the meeting shall be given to all members at least one week in advance.

Special congregational meetings may be called by the Pastor or the Parish Council with each other's knowledge and consent, or by petition of twenty-five or more active members of the Parish. These meetings shall be called for the purpose of deciding major property decisions, major financing, building projects, etc. A notice of special congregational meetings and their purpose(s) shall be given to all members at least one week in advance.

All members of the Parish are eligible to vote at congregational meetings. A minimum of twenty-five members present and voting at a duly called meeting shall constitute a quorum. No proxy votes shall be cast.

### III. Worship and Sacraments.

The service of worship shall be carried out each Sunday recognizing as much as possible the traditions and practices of both denominations involved in the federation.

Communion shall be served on the first Sunday of each month and other significant times of remembrance for which this celebration is appropriate. The method of administering Communion may vary based on the desires of the Pastor and Parish Council. Communion is open to all who will put their trust in Christ.

The method of Baptism shall be the choice of the person or family involved, whether by immersion, sprinkling, or pouring. Both infant and believer Baptism shall be practiced at the discretion of the family or individual.

### IV. Committees

Standing Committees shall include the Finance, Pastor Parish, Trustees, Nominations, Parish Growth, Education, Memorial, Worship, Social Concerns, and all other committees essential to the life and ministry of the Parish. The Parish Council may delegate persons for expanded Committees and special projects as needs are discovered.

Members of Committees will be selected by the nominating committee and confirmed at the annual congregational meeting. Members of Committees

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will be elected for a three year term except when otherwise noted. The Pastor shall be an ex officio member of all Committees. Committees shall elect their own Committee Officers except when otherwise notes, and have the power to establish sub-committees for particular tasks.

The Finance Committee shall consist of the Financial Secretary and four other members. They shall be responsible for organizing and conducting the fund raising of the Parish, and for encouraging stewardship among the membership in actions as well as finances.

The Pastor Parish Committee shall consist of one representative from the Women's Group, one from the Youth Group, and five other members. They shall conduct an annual performance appraisal of the Pastor and act as a mediator between the Pastor and the congregation to promote good relations and reconcile and conflicts. They shall conduct a yearly review of the Pastor's compensation and present recommendations to the Parish Council for consideration. They shall also serve as Pulpit Committee when a new Pastor is called, and find a guest preacher when one is needed.

The Trustees shall consist of nine members. They shall be responsible for supervising the maintenance of all Parish property. They shall recommend any proposed major renovation or redecoration of Parish property for approval by the Parish Council.

The Nominations Committee shall consist of six members. They shall be responsible for presenting a list of nominees for Council Committee, and other Parish Office vacancies for election at the annual congregational meeting. Vacancies for this committee shall be nominated and elected at the annual congregational meeting.

The Parish Growth Committee shall consist of the Membership Secretary and six other members. They shall be responsible for encouraging the spiritual and numerical growth of the congregation. They shall promote active participation in worship, ministry, and outreach.

The Education Committee shall consist of the Parish Church School Superintendent(s), all Church School Teachers and substitutes, and Senior and Junior High Youth Group Leaders. They shall be responsible for the Parish Church School, Youth Groups, Vacation Bible School, and other related activities. The Parish Church School Superintendent(s) shall be Chairperson(s) of the Education Committee, and shall also be responsible for filling vacancies among Teachers and Youth Group Leaders.

The Memorial Committee shall consist of five members. They shall be responsible for receiving, recording, and supervising the use of memorial funds.

The Worship Committee shall consist of the Choir Director(s), Church Organists and Pianists, and three other members. They shall, in conjunction with the Pastor, decide the Order of Sunday Worship, arrange lay persons responsible for worship duties, and arrange special services.

The Social Concerns Committee shall consist of five members. They shall promote awareness concerning social issues, encourage appropriate and

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responsible Christian action, and supervise related programming in this area.

#### V. Parish Officers

All Parish Officers are elected for a one year term of office except when otherwise notes. The Chairperson, Vice-Chairperson, and Secretary of the Parish Council shall be elected by the Parish Council at its first regular meeting of the year. All other Officers of the Parish shall be selected by the Nominating Committee for election at the annual congregational meeting.

The Chairperson of the Parish Council shall call and preside at all regular and special meetings of the congregation and Parish Council.

The Vice-Chairperson of the Parish Council shall preside at meetings in the absence of the Chairperson, and fulfill any unfinished term of the Chairperson.

The Secretary of the Parish Council shall keep minutes of the meetings of the congregation and Parish Council, provide a summary of these minutes for the Parish newsletter, and report the minutes at the next meeting.

The Parish Treasurer shall disburse all funds; routine bills shall be paid regularly, all others shall be approved by the Parish Council before payment. The Parish Treasurer shall also provide a monthly financial statement and an annual report to the Parish Council.

The Financial Secretary shall receive and record all funds and deposit them in the proper Parish accounts, and provide a record of these transactions to the Parish Treasurer. The Financial Secretary shall keep an individual account record of each contributor and report periodically to the contributor as determined by the Finance committee. The Financial Secretary also is a member of the Finance Committee.

The Parish Church School Superintendent(s) shall be responsible for directing the Church School and all the activities of the Education Committee. The Parish Church School Superintendent(s) shall also call and preside at all Education Committee meetings.

The Membership Secretary shall keep all membership and baptismal records, and such other records as required by denominational policies or requested by the Parish Council or Pastor. The Membership Secretary shall also provide letters of transfer when needed.

Lay Delegates to the Annual Conference of the United Methodist Church and to the Regional and General Assemblies of the Christian Church (Disciples of Christ) shall be elected for the purpose of representing St. Charles Parish at these sessions, and serving as interpreters of Conference and Assembly actions by reporting to the

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Parish Council no later than three months after the conference or Assembly. Number of delegates shall be determined by the guidelines of each denominations.

#### VI. The Calling of the Pastor

The selection of a new Pastor shall be according to the procedures of the Christian Church (Disciples of Christ) or the United Methodist Church whichever is agreed upon by the Parish Council in consultation with the judicatory representatives of both denominations. If an interim is needed it shall be arranged by the Pastor Parish Committee in consultation with the denominational judicatories. Alternating denominations may be considered as time and availability allow.

Specific guidelines as to terms of the call shall be developed by the Parish Council as consistent with the requirements of the Pastor's denomination, covering such matters as salary, travel expense, housing, pension, health insurance, continuing education, length of call (four year minimum is suggested), and moving expense.

Termination of a given Pastor's call shall be, either by the Pastor or by the Parish Council, by notice in writing, 90 days in advance by the Pastor, or six months by the Parish Council. Any such actions by the Parish Council shall require prior consultation with denominational judicatories.

#### VII. Pastoral Leadership

The Pastor shall render pastoral services to the whole community, ministering where the needs exist. In addition to all other ministerial and pastoral duties, the Pastor shall identify with both denominations, and provide the kind of leadership necessary for the combined membership.

The Pastor shall maintain his/her ministerial credentials and relationship with his/her parent denomination, and shall be recognized and accredited by both denominations. The Pastor is expected to attend the various denominational meetings and conventions of each denomination whenever possible.

Membership in the Madison-Warren Ministerial Association is highly recommended.

#### VIII. Financial Support

The Parish Council shall be responsible for setting up a Parish budget which shall include the following items:

Salary, Travel, Conventions, Secretary, Office Supply, Christian Education, Parsonage Maintenance, Insurance and Workman's Compensation, Parish Programs, Custodian, Parish Utilities, Parish Maintenance, Support of Denominational Programs, and other Miscellaneous.

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The Parish shall continue to support the United Methodist and Christian Church (Disciples of Christ) through Apportionments and Basic Mission Finance. Denominational support shall be based on the United Methodist Apportionment. The support for the Basic Mission Finance will equal Apportionments minus the Pastor's health care and pension.

IX. Property

All property and resources would become the property and resources of the Parish. If the Parish were to dissolve or disassociate themselves from the United Methodist and Christian Church (Disciples of Christ), title to the property would transfer equally to the two denominations.

X. Amendment

This document may be amended on 90 day notice by a recommendation of the Parish Council in consultation with denominational judicatories, and by a two-thirds vote of the congregation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent shall be

Milton Young

whose address is 110 S. Walnut, St. Charles, Madison County, Iowa 50240.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of eight members whose names and addresses are as follows:

Linda Gray  
St. Charles, IA 50240

Don Wilson  
St. Charles, IA 50240

Fred Smith  
St. Charles, IA 50240

Barb Taylor  
St. Charles, IA 50240

G. Ann Smith  
St. Charles, IA 50240

Janice Howell  
St. Charles, IA 50240

Carroll Hayden  
St. Charles, IA 50240

Marian Magensen  
St. Charles, IA 50240

Rev. Tom Webster  
St. Charles, IA 50240

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ARTICLE VIII

CORPORATE EXISTENCE

The corporate existence of St. Charles Parish shall begin from the date the Secretary of State issues a Certificate of Incorporation.

IN WITNESS WHEREOF, the respective Chairmen and Secretaries of the Board of Trustees of the St. Charles United Methodist Church and the Church of Christ of St. Charles, Iowa, hereby execute said Articles of Merger on this 1<sup>st</sup> day of December, 1990.

ST. CHARLES UNITED METHODIST CHURCH

By G. Ann Smith  
G. Ann Smith, Chairman of the Board of Trustees

By Nancy L. Ramey  
Nancy L. Ramey, Secretary of the Board of Trustees

CHURCH OF CHRIST OF ST. CHARLES, IOWA

By Ed Downs  
Ed Downs, Chairman of the Board of Trustees

By Audrey L. Jewelllyn  
Audrey L. Jewelllyn, Secretary of the Board of Trustees

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## APPROVAL OF MERGER

WHEREAS, the members of both the Church of Christ of St. Charles, Iowa, and the St. Charles United Methodist Church were entitled to vote upon the plan of merger. The undersigned states that both churches held a meeting of the membership for the purpose of adopting the plan of merger on April 29, 1990. For both corporations a quorum was present at said meeting and that such plan was adopted by two-thirds of the votes of the members present.

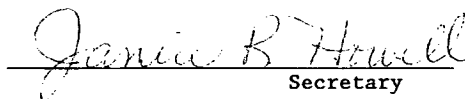
  
Secretary

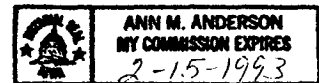
Exhibit "1"

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STATE OF IOWA :  
: ss  
MADISON COUNTY :

On this 1st day of December, 1990, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared G. ann Smith and Nancy L. Ramey, who being by me first duly sworn, did say that they are the Chairman and Secretary of the Board of Trustees of the St. Charles United Methodist Church, and that they signed the foregoing Articles of Merger as said Chairman and Secretary of the Board of Trustees of said corporation and acknowledge the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Ann M. Anderson  
Notary Public in and for the State of Iowa



STATE OF IOWA :  
: ss  
MADISON COUNTY :

On this 1st day of December, 1990, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Ed Downs and Audrey Llewellyn, who being by me first duly sworn, did say that they are the Chairman and Secretary of the Board of Trustees of the Church of Christ of St. Charles, Iowa, and that they signed the foregoing Articles of Merger as said Chairman and Secretary of the Board of Trustees of said corporation and acknowledge the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Ann M. Anderson  
Notary Public in and for the State of Iowa

<b>FILED</b> in the Office of the Secretary of State of Iowa By: <u>Jordan Newburn, Attn Lewis H. Jord</u> <u>Dec 18, 1990</u> <u>Farmers &amp; Merchants State BK Bldg</u> Cert. No. <u>3166273</u> <u>P.O. Box 230 Winterset, Mo. 65273-0230</u> <u>ELAINE BAXTER, Secretary of State</u>	

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