

Komo Kulshan Cluster Memorandum of Agreement

Article I – Name

The name of this organization shall be the “Komo Kulshan Cluster”, hereinafter, “the Cluster”. The chief place of business shall be Skagit County, and its office currently is at St. Paul’s Episcopal Church, Mt. Vernon, Washington. The Cluster term of existence shall continue until dissolved by a majority vote of the member churches.

Article II – Purpose

The purpose of this organization is to explore and develop the opportunities for shared ministry by combining resources and talents of its Member churches while remaining separate congregations, by opening our hearts to the Holy Spirit to fulfill our Baptismal vows and to grow as individuals as well as congregations.

Article III – Status

The Cluster shall maintain the status of a tax-exempt organization under Internal Revenue Code 501(c)3, and shall use its own employer identification number for all payroll, tax and other business purposes.

The formal relationship of the Cluster to the Diocese of Olympia shall be as defined by Diocesan Constitution and Canons and the Constitution of the Northwest Washington Synod.

Article IV – Membership

Section 1 **Cluster membership.** The members of the Komo Kulshan Cluster are: St Paul’s Episcopal, Mount Vernon; St. James’ Episcopal, Sedro-Woolley, Christ Episcopal Church, Anacortes, and Celebration Lutheran, Anacortes with La Iglesia de la Resurrección as a developing mission in the cluster.

Section 2 **New members.** A church may be invited to join the Cluster by unanimous vote of the Cluster churches (each church voting as one unit), and the approval of the Bishop of the Diocese of Olympia and the Bishop of the Northwest Washington Synod, as well as the judicatory head of the entering church. Each member church shall follow its internal procedures to determine the vote of the church. When considering a church for Cluster membership, the Cluster churches shall also determine the role within the Cluster of the proposed new member’s clergy.

Section 3 **Withdrawal of a member church.** While a church may leave the Cluster, a withdrawing church is required to give written notice of its intent to withdraw to the Cluster Council *no later* than September 1, and its withdrawal shall not become effective until December 31 of the year in which notice is given. This provision is intended to provide opportunity for the

other churches and the Cluster Council to adjust their budgets.

Section 4 **Financial Partnership** Each member church, with the exception of developing missions of the Cluster, contributes a share of its income to the Cluster. We begin with the diocesan assessment formula, except that the immediate prior year's data shall be used, and the church's income shall be net of the diocesan assessment for the year; i.e., net income = income reported to the diocese less the diocesan assessment or synod benevolence. From this point the amount of each church is to be negotiated in good faith in interaction between the Vestries/Leadership Team and the Cluster Council.

Section 5 **Removal of a member church.** By unanimous vote of the vestries of the other member churches, a member church may be asked to leave the Cluster if: (a) it has demonstrated, over a reasonable period of time, that it is not financially able to participate; or (b) it has failed to pay its assessment for other than financial reasons.

Article V - Cluster Council

Section 1 **Council Members** The vestry/Bishop's Committee/Leadership Team of each Cluster member church shall select two Cluster Council Members, each to serve a two year term, and one Alternate to serve a one year term. The Alternate shall serve with voice but without vote, except when attending a meeting in the place of the regular Council Member.

Insofar as possible, the Member terms shall be staggered. One Member shall be a Sr. Warden or equivalent and one member and Alternate shall be selected from the congregation at large. The Sr. Warden Council Member shall be the team leader for the congregation's Council Members and is responsible for reporting on Cluster activities to the vestry and congregation. It is the responsibility of each Cluster church to keep its delegation to the Council up to a full strength. A Council Member may serve no more than two consecutive terms; provided, however, a Council Member may be elected again at a later date.

Developing missions of the cluster shall have one representative who will have full voice and vote on issues relating to the partnership of cluster congregations and the governance of this partnership, but not on the budget, finances, or staffing of the cluster since the mission's budget and staffing are independent of the Cluster process. Terms of service shall be as determined by the developing mission(s).

The Clergy of the Cluster, including developing mission clergy, may participate in the Council meetings with voice but without vote.

Section 2 **Duties of Cluster Council**

The Cluster Council has four primary roles:

1. To facilitate the partnership of cluster congregations
2. Provide governance for this partnership
3. To create and manage the budget and finances of the Cluster

4. To oversee and support staff

The following shall be administered through a Standing Committee for Budget and Finance appointed by and reporting to the Council

- a) To propose Cluster budget to the whole council, oversee the receipt and expenditure of funds for the support of the Cluster program, staff, and office
- b) Obtain annually an audit or equivalent financial review of the Cluster records of the prior year's operation; the audit/review shall be in a manner consistent with the requirements of the Diocese, and shall be completed and distributed to Council members and all Cluster churches no later than the third quarter of the year in which the audit is conducted.
- c) The Cluster treasurer shall serve on this Standing Committee.

The following shall be administered through a Standing Committee for Personnel appointed by and reporting to the Council

- d) Prepare and maintain a Cluster Operations Manual, setting out processes for hiring staff, calling clergy, duties of staff and clergy, preparation of budget and approval of Cluster projects, and such other matters as fall within the purview of the Cluster Council.
- e) Hire cluster-wide staff in conjunction with the Missioner
- f) Shall make recommendation regarding grant applications and assist in preparation as needed
- g) Propose shared programs

The following shall be administered by the entire Council

- h) Make final recommendations to cluster congregations from the standing committees
- i) Oversee the governance of the Cluster partnership
- j) Explore a broader mission in Skagit Valley, looking beyond the Cluster church community borders; exploring new congregation development and social-service opportunities and engaging in collaborative networking with other councils and service organizations.
- k) Undertake a ministry study within the Cluster and make recommendations to the clergy and constituent churches.
- l) Present the Cluster vision and work with other churches in the Diocese considering the Cluster model.

Section 4. Duties of a Council Member. The Council Member shall: exercise judgment;

provide advice and consent while serving as a sounding board for clergy decisions; serve as the eyes and ears of each congregation to the Cluster; and collectively represent the Cluster to his/her congregation. The position of Council Member is an opportunity for expanded communication. The Vestry Council Member is expected to communicate all Council projects to his/her vestry/bishop's committee/leadership team, in accordance with timelines for approved Council projects.

Section 5. Council Officers

- a) **Chairperson of Cluster Council** The Chairperson shall be selected by a discernment committee composed of the missioners and the vestry Cluster Council Member from each church. The Chair shall serve a two year term, beginning January of each odd-numbered calendar year. In the event of temporary disability of the Chairperson, the discernment committee may appoint an acting chair, or a new chair in the event of extended disability. If the Chairperson is already serving as an elected Council Member, the congregation shall elect a new member. The Chairperson shall have voice but not vote, except in the event of a tie. The Chairperson shall not be counted for the establishment of a quorum.

The Chairperson shall call Council meetings and preside over such meetings; set the agenda; lead in the decision-making process, lead the council in appointing a chair for the standing committees, appoint *ad hoc* committees; serve as coordinator between the senior wardens of the Cluster churches; at the request of the missioners, act on behalf of the Council when necessary to do so between Cluster Council meetings.

- b) **Vice-Chairperson** The Council shall elect a Vice-Chairperson from its members to conduct meetings and set agenda in the absence of the Council Chair. The Vice-Chairperson shall serve a one-year term. Except when serving in place of the Chair, the Vice-Chairperson shall have a vote and be counted for a quorum.
- c) **Secretary** The Council shall appoint a Secretary for a term of one year; the Secretary shall not serve as a Council Member. The Secretary shall record the minutes of Council meetings, store an electronic and paper copy of those minutes in the Cluster office, and perform other related duties.
- d) **Treasurer** The Council shall appoint a Treasurer for a term of one year. The Treasurer shall not be the treasurer of one of the member churches and shall not serve as a Council member while serving as Treasurer. The treasurer will oversee the bookkeeper of the cluster. The Treasurer shall serve on and report to the Standing Committee for Budget and Finance on a monthly basis. The Treasurer shall sign all checks on the Cluster account; checks larger than \$500 shall be co-signed. The Council shall appoint two Council members to be authorized signers on the Cluster account.

Section 6. Compensation

The Council officers serve without personal financial compensation.

Article VI - Missioner and other Clergy

The rights and responsibilities of the Missioner and other Clergy are defined by the canons of the Episcopal Church, and Letter of Agreement with each clergy person as approved by the Cluster Council and the Vestries and Leadership teams of the Cluster congregations.

All missioners and clergy are accountable to the Bishop, the Canons, and Constitutions of the member churches. The Bishop appropriate to that congregation shall be notified and consulted if problems with the functioning of a Missioner or other clergy.

Article VII - Council Meetings

Section 1. Regular and Special Meetings. Regular meetings will be held at a time and place set by the Chairperson, and shall be held at least four times a year. Special meetings may be called by the Chairperson, or in the Chair's absence, by the Vice-Chair or the Bishop or designated representative, by notifying the Council Members from each congregation at least three days in advance.

Section 2. Quorum and voting requirement. A quorum for transacting business the cluster shall be one plus one-half of the voting Council Members [e.g., with four member churches, and with each church having two voting members, a quorum is five]. The representative of the developing mission is not counted for the purposes of quorum. The preferred process for Cluster Council decision-making is by consensus. The Clergy, Cluster Administrative Coordinator, Treasurer, developing mission(s) council members and clergy, and the Pastoral Assistant of Resurrección, Secretary and Chairperson shall have a voice but shall neither vote nor be counted in the quorum; provided, however, the Chairperson and the Missioner may vote to break a tie. A vote shall be carried by a simple majority of the voting members present.

Section 3. Meeting Organization. To the extent possible, the meeting should be conducted in a way that allows partnership and governance of the partnership to be early in the meeting so that the representative of the developing mission may leave, if there desire, before the budget and staffing issues are discussed.

Article VIII – Finances

The Cluster Administrative Coordinator (CAC) shall serve as the bookkeeper for the Cluster, and manage all bookkeeping/accounting functions of the Cluster; provided however, the CAC shall prepare checks but shall not be an authorized signer on the Cluster account. All checks shall be signed by the Treasurer or designee, who must be an authorized signer appointed by the Council. The CAC shall maintain the financial records of the Cluster, and provide all information requested for monthly and annual financial review. The CAC shall provide to the Treasurer information necessary to verify the amount, payee and expenditure for all checks. The Cluster shall operate as a 501(c) (3) charitable institution.

Article IX -Amendment of Memorandum of Agreement

This Memorandum of Agreement may be amended by a majority vote of a quorum. Proposed amendments to shall be submitted to all Council Members in writing at least ten days in advance of the meeting at which the proposed amendments are to be voted upon.

Approved:

Sr. Warden
St. Paul’s Episcopal Church

Sr. Warden
St. James’ Episcopal Church

Sr. Warden
Christ Episcopal Church

Leadership Team Chair
Celebration Lutheran Church

Missioner
La Iglesia de la Resurrección

Council Chairperson
Komo Kulshan Cluster Council

Bishop
Diocese of Olympia, ECUSA

Bishop
Northwest Washington Synod

12/22/09 3:52 PM