



F. Staff

1. DIRECTOR OF MUSIC
2. DIRECTOR OF CHRISTIAN EDUCATION
3. OTHER STAFF

ARTICLE III                      RECORDS AND EXECUTION OF DOCUMENTS

ARTICLE IV    FISCAL YEAR

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BY-LAWS  
OF  
CONGREGATIONAL CHURCH

ARTICLE I  
MEMBERSHIP

A. Membership Categories, Qualifications, Rolls

I. MEMBERSHIP CATEGORIES AND QUALIFICATIONS: Membership in this Church shall consist of two categories: Active and Inactive.

a. An Active Member is one who has been approved for Membership in this Church by the Board of Deacons, and not designated an Inactive Member. Such approval shall be based upon affirmation of the Purpose and ownership of the Covenant.

b. An Inactive Member is a former Active Member.

i) Whose address has been unknown for two years; or

ii) Who, in spite of kindly reminders, has not, for a two-year period, participated in the services of worship or the organized work of this Church, or contributed to its support or otherwise shown an interest in this Church; and

iii) Who has been designated an Inactive Member by the Board of Deacons.

An Inactive Member may be restored to the roll of Active Members by the Board of Deacons.

2. REMOVAL FROM MEMBERSHIP: Membership in this Church shall cease:

a. Upon transfer or voluntary termination;

b. At death;

c. After three consecutive years as an Inactive Member; or

d. Upon the affirmative vote of two-thirds (2/3) of the Members present at a Membership Meeting to which a recommendation of the Board of Deacons for such termination has been presented.

3. ROLLS: The Board of Deacons shall be responsible for the maintenance of rolls of Active and Inactive Members, to be revised annually.

## B. Members' Powers and Authority

The Active Members shall have sole authority to approve the annual budget, to elect the Council, Boards, at-large members Of ~he Nominating Committee, and Officers (except those f~lling unexpired terms), to call or authorize Ministers, to amend these By-Laws, and to vote at Membership Meetings.

## C. Membership Meetings

1. ANNUAL MEETING OF THE .MEMBERSHIP: The Church shall have an Annual Meeting, to be held on the Wednesday which falls between the 16th and 22nd of January in each year. At such Meeting, the Active Members shall elect such Officers, members of the Council, Boards, and the Nominating Committee and are up for election, approve a budget for the ensuing year, and take such other action as they deem appropriate and proper.
2. SPECIAL MEETINGS OF THE MEMBEKSHIP: The Church may have a Special Meeting for any purpose relevant to the Church, upon the call of the Council or written petition to the Clerk signed by 50Active Members.
3. NOTICE: Notice of a Membership Meeting shall be published in the Church Bulletin at least two times and announced from the pulpit at least two times, the first in both cases being at least four weeks prior to the Meeting. A notice of at least two weeks shall be published and announced for any Special Meeting the purpose of which is to call a Senior Minister. Notice of a Special Meeting for a change in By-Laws shall state the proposed amendments.
4. QUORUM: Five percent (5%) of the Active Members shall constitute a quorum for the transaction of business at a Membership Meeting.
5. MEETING PROCEDURE:
  - a. Membership Meetings shall be called to order by the Moderator or, in the Moderator' absence, the Vice Moderator acting as Moderator pro-tern. If neither is present, any Active Member of the Church may call the Meeting to order for the election of a Moderator pro-tern by majority vote.
  - b. Order of Business:
    1. Annual Meeting
      - i) Invocation
      - ii) Reports and action by the Membership
      - iii) Unfinished Business
      - iv) Elections
      - v) New Business
      - vi) Benediction
    2. Special Meeting
      - i) Invocation

- ii) Reading of call for Special Meeting
  - iii) Action on Business of Special Meeting
  - iv) Benediction
- c. Roberts' Rules of Order shall govern the conduct of all Membership Meetings, except as these By-Laws may require otherwise.

6. ELECTION PROCEDURES

- a. All Officer, Council, Committee, Board, and Ministerial positions shall be held by Active Members.
- b. All Officers, directly elected Council members, Board members, and directly elected Nominating Committee members shall be initially elected at the Annual Meeting.
- c. Names of candidates nominated by the Nominating Committee for positions to be filled at the Annual Meeting shall appear in the notices of the Meeting published to the Membership.
- d. Additional nominations for any such positions may be made only by petition, signed by ten (10) Active Members and filed with the Clerk at least two (2) weeks in advance of the Annual Meeting; and they shall be published to the Membership at least one (1) week prior to the Meeting.
- e. Voting shall be by ballot in event of contest.
- f. No nomination may be presented at an Annual Meeting unless the nominee shall have consented to serve and elected.
- g. Terms of Officers, Council members, Board members, and directly elected Nominating Committee members shall commence immediately upon their election, and shall terminate on proper election of their successors, resignation, or cessation of Active Membership'
- h. If any Officer or position, except the Vice Moderator and Moderator, or any Board or Council position becomes vacant between Annual Meetings, the Council, after consulting the Nominating Committee, shall fill the vacancy by an interim appointment until the next Annual Meeting.

7. RECALL PROCEDURES: Any Officer, member of the Council, Board member, or directly elected Nominating Committee member may be recalled at a Special Meeting by a vote of two-thirds (2/3) of the Active Members present.

8. VOTING BY PROXY SHALL NOT BE ALLOWED.

ARTICLE II  
GOVERNANCE

A. Council

Except as reserved to the Boards, the Council shall be responsible for all matters of the Church when a Membership Meeting is not in session.

1. COMPOSITION: The Council shall consist of the following:
  - a. The Moderator, Vice Moderator, and immediate Past Moderator;
  - b. A representative from each Board;
  - c. Twelve (12) members-at-large elected at an Annual Meeting, each of whom preferably shall have served at least two (2) years on Boards, Committees, or as an Officer of the Church.
2. TENURE: Members-at-large shall be elected for three (3) year terms staggered so that, absent a vacancy, not more than four (4) members are elected at each Annual Meeting.
3. DUTIES AND RESPONSIBILITIES: The Council shall have the following duties and responsibilities:
  - a. Coordinate the overall Church program and policy, and resolve matters of overlap or conflict between two or more Boards, Committees, or Officers;
  - b. Have supervisory responsibilities for the Ministers and staff, including approving job descriptions, establishing compensation, and evaluating performance;
  - c. Present at each Annual Meeting a comprehensive program for the coming year and an updated Long Range Plan;
  - d. Formulate and present a budget for approval at each Annual Meeting;
  - e. Report at each Annual Meeting on work accomplished in all aspects of the Church program;
  - f. With the advice of the Board of Trustees, approve the purchase, sale, or mortgage of real property, the annual audit, and investments of the Church;
  - g. Keep minutes in writing of its deliberations and determinations.
4. MEETINGS: The Council will meet upon the call of the Moderator or twenty-five percent (25%) of its members. A quorum for all business shall be a majority of the members of the Council. The Moderator or, if absent, the Vice Moderator, shall preside at all meetings. Written notice of at least seven (7) days shall be given to each Council member for each meeting of the Council. The Council shall meet at least six (6) times per year.

## B. Boards

There shall be seven (7) Boards, officially known as the Board of Benevolences and Church Relations, the Board of Christian Education, the Board of Christian Fellowship, the Board of Christian Stewardship, the Board of Congregational Care, the Board of Deacons, and the Board of Trustees.

### 1. BOARD DESIGNATION AND RESPONSIBILITIES:

- a. The Board of Benevolences and Church Relations shall consist of nine (9) members. The duties of this Board shall be to investigate, correlate, and promote benevolent projects to all Members. It shall direct benevolent projects of the Church itself, and seek out and encourage means of expanding the Christian service of the Church beyond its own Membership. It shall name delegates to religious gatherings to which the Council has not elected official delegates. Funds collected or allocated for benevolent purposes shall be disbursed only upon the authority of this Board, and a List of current benevolent projects and their respective funding shall be published to the Membership annually.
- b. The Board of Christian Education shall consist of twelve (12) members. The duties of this Board shall be to formulate and administer the educational programs of the Church. It shall have the authority to appoint and dismiss teachers.
- c. The Board of Christian Fellowship shall consist of twelve (12) members. It shall be responsible for the fellowship programs of the Church.
- d. The Board of Christian Stewardship shall consist of nine (9) members. The duties of this Board shall be to promote among rite Members the systematic and proportionate giving of time, talent, and possessions. It shall be responsible for the raising of funds to maintain the annual operating budget, including organizing and soliciting annual pledge support and engaging in the maintenance of the individual Member pledge commitments. It shall encourage the development of bequests, trust funds, and memorials.
- e. The Board of Congregational Care shall consist of twelve (12) members. It shall be responsible for administering the congregational caring ministry programs of the Church through program development and coordination. These expressions will include provisions of appropriate emotional, spiritual, and physical support and nurture of Members and interpersonal relationships.

The Board of Deacons shall consist of eighteen (18) members. It shall have particular responsibility for Church Membership. It shall also be responsible for matters relating to the service of worship and the spiritual interests of the Church, including pulpit supplies, ushers, greeters, assisting in the sacraments, and the Church rolls.

- g. The Board of Trustees shall consist of nine (9) members. It shall exercise all statutory powers and duties with respect to Church property, and secular business matters. It shall have no power to buy, sell, or mortgage real estate without specific authority being granted by vote of the Council or of the Membership. It shall manage and safeguard the funds of the Church, designate depositories, authorize routines for approval of the Treasurer, audit, and

present the audit to the Council prior to the Annual Meeting. It may, upon receiving Council approval, invest reserve funds and establish separate foundations or trusts for specific purposes and name the trustees thereof.

2. BOARD ELECTIONS. OFFICES. AND PROCEDURES;

- a. Each Board shall be composed of Members elected for three (.3) year terms. A Board member may not be elected to successive terms on the same Board. Election to each Board shall be such that the terms of no more than one third (1/3) of its members expire annually.
- b. Each Board shall include, in an ex-officio capacity without vote, the member or members of the Ministers or staff who are most closely associated with the function of the Board. The ex-officio members are expected to attend all regular meetings of those Boards to which they belong. .
- c. Each Board shall hold at least six (6) meetings during the year to accomplish its stated purposes. In addition to regularly scheduled meetings, special meetings may be called at any time by the Chairperson or any three (3) members, upon notice. ,
- d. Each Board shall elect from among its membership a Chairperson and a Vice-Chairperson, to be elected at the last Board meeting before the Annual Meeting, and to assume office immediately following the Annual Meeting. Eligibility for office shall require the completion of at least one (1) year on the Board.
- e. A Board quorum shall consist of a majority of the voting members of the Board.
- f. Each Board shall appoint a representative and alternate to serve as its" representative to the Council; however, the Chairpersons and Vice Chairpersons of the Boards of Deacons and Trustees shall be such Boards' representatives and alternates.
- g. Each Board shall keep minutes in writing. Copies of the minutes shall be furnished to each member of the Board and to the Council.
- h. Upon request of the Moderator or the Council, each Board shall submit, in writing, a statement of its goals, programs, and activities for the ensuing year.
- i. Annually, at a date determined by the Council, each Board shall submit to the Budget and Finance Committee an itemized budget of proposed expenditures for the next two (2) years.
- j. As a guide for carrying out their duties and preserving their experience, all Boards shall maintain an official Manual of Procedure. The Manual shall be subject to Council approval. A master copy of the Manual of Procedure shall be kept in the custody of the Clerk.



All Committees and their members, except the Executive Committee, shall be advisory to, supervised by, and. serve at the pleasure of the Council, except as otherwise set forth in these By-Laws.

1. STANDING COMMITTEES OF THE COUNCIL: The following Committees of the Council, and their Chairpersons, shall, unless otherwise indicated, be appointed by the Moderator subject to ratification by the Council.

All members of standing Committees shall be Active Members and shall serve three (3) year terms except as otherwise provided by these By-Laws.

- a. The Executive Committee shall consist of the Moderator as Chairperson, the Vice Moderator as Vice Chairperson, the Past Moderator, and the Council representative of the Board of Deacons and the Board of Trustees.

It shall be the function of this Committee to advise the Moderator and take emergency action with respect to urgent matters arising before a Council meeting can be called. It shall have all powers of the Council between meetings, except as limited by the Council or these By-Laws.

- b. The Budget and Finance Committee shall consist of eight (8) members, two (2) of whom shall be the Vice Moderator as Chairperson, and the Treasurer, and the majority of which shall be Council or Board members. In selecting the other members of this Committee, the Moderator shall endeavor to see that the Board of Benevolences and Church Relations, the Board of Stewardship, the Board of Trustees, and the Personnel Committee are each represented on the Committee.

The Committee shall be responsible for the preparation of the proposed annual Church budget, and for long-range financial planning relative to both operating and capital funds. Specifically, the Committee will do two (2) year forecasting and will convene in the first quarter of each calendar year to prepare the proposed budget for the following year.

- c. The Communications Committee shall consist of five (5) members, three (3) of whom shall be Council members.

It shall develop and have general responsibility for an over-all program of communications and public relations for the Church.

- d. The Personnel Committee shall consist of seven (7) members, four (4) of whom shall be Council members.

It shall advise the Council on all matters pertaining to personnel, whether volunteer or paid, and on the terms and conditions, of their service; and shall furnish personnel information to all Officers and Board Chairpersons, and to the Nominating Committee. It shall make recommendations to the Council on all matters of administrative personnel procedure and policy.

It shall maintain supportive relationships with the ministers and other staff members, assist them to evaluate the fulfillment of their calling, and nurture the relationships between them and the congregation.

- e. The Music Committee shall consist of five (5) members, three (3) of whom shall be Council members.

The Committee shall advise the Council on all matters pertaining to music and the professional music staff and shall make recommendations to the Personnel Committee regarding employment and compensation of the music staff.

- f. The Long Range Planning Committee shall consist of six (6) members; two (2) of whom shall be the Vice Moderator as Chairperson and the Senior Minister, and two (2) of whom shall be members of the Council.

This Committee shall provide an annual written update of the Long Range Plan; it shall also recommend, review, and update one (1) year and five (5) year goals.

## 2. OTHER COMMITTEES:

- a. The Membership Committee shall consist of six (6) members, three (3) from the Board of Deacons appointed by the Chairperson thereof and three (3) from the Board of Christian Fellowship appointed by the Chairperson thereof. Terms shall be staggered so that normally two (2) are appointed in each year, unless there is a vacancy.

The Chairperson shall be the senior member in tenure from the Board of Deacons. The Committee shall work to recruit and assimilate Members, and advise the Council on Membership policies. The Committee shall coordinate its responsibilities with the Board of Deacons and the Board of Christian Fellowship.

- b. The Memorials and Special Gifts Committee shall consist of six (6) members, three (3) from the Board of Trustees appointed by the Chairperson thereof and three (3) from the Board of Christian Stewardship appointed by the Chairperson thereof. Terms shall be staggered so that normally two (2) are appointed in each year, unless there is a vacancy. The Chairperson shall be the senior member in tenure from the Board of Christian Stewardship.

The Committee shall review memorials and special gifts, including planned giving, and shall administer all funds received therefrom. It shall discuss, consider, and determine with donors whereby Church projects are proposed, the availability of projects, and the appropriateness of the use of these gifts for the Church. It may also establish and administer a memorial fund.

- c. The Nominating Committee shall consist of five (5) members, three (3) of whom shall be elected by the Membership at the Annual Meeting and two (2) of whom shall be members of the Council. The Moderator shall appoint a convener, but the Chairperson shall be tiered by the Committee. All Nominating Committee members shall serve for a

term of one (1) year and, after serving one (1) full term they shall not be eligible to be re-elected for one (1) year.

The Committee shall function throughout the year to nominate Council and Board members and Officers for all positions to be filled by interim appointment or election at an Annual Meeting.

- d. Special Committees shall consist of Active Members appointed for terms of not more than one (1) year, and may consist in part of persons not members of the body creating the particular committee.

At their discretion, the Council and the several Boards may create and dissolve special committees in furtherance of their respective duties.

All Officers shall be elected at the Annual Meeting by the Members, and shall serve without compensation.

1. MODERATORS: The principal Officer of the Church shall be elected annually for a three (3) year term to serve in successive one (1) year positions, first as Vice Moderator, then as Moderator, and finally as immediate Past Moderator. All nominees shall preferably have served at least two (2) prior years on the Council. In the event the Vice Moderator or Moderator resigns or is otherwise unable to continue in each position, a Special Meeting shall be promptly called to fill the position. The responsibilities of this Officer in each position are as follows:
  - a. As Moderator, this Officer shall preside at Membership Meetings and shall be Chairperson of the Council. The Moderator may not serve successive terms.
  - b. As Vice Moderator, this Officer shall serve as Chairperson of the Budget and Finance Committee and the Long Range Planning Committee, and shall assume the responsibilities of the Moderator if the Moderator is unable to perform those duties.
  - c. As immediate Past Moderator, this Officer shall be a member of the Council.
2. TREASURER: The Treasurer shall be responsible for custody of all Church funds and valuable papers, and for the deposit thereof as the Board of Trustees directs. The Treasurer shall give such bond as the Board of Trustees prescribes, at Church expense; shall make such payments from general Church funds and such investments as the Board of Trustees shall have authorized; and shall account for all receipts and disbursements.
3. ASSISTANT TREASURER: The Assistant Treasurer shall assist the Treasurer and act when the Treasurer is absent or otherwise unable to act.
4. CLERK: The Clerk shall be elected as an Officer of the Church at the Annual Meeting, and shall act as Secretary for the Church, keep official records, issue letters of transfer as directed by the Board of Deacons, and have legal notice of Membership Meetings.

All Ministers shall have been ordained and, before being recognized, each shall have become a Member of the Church. They shall have responsibility for the spiritual welfare of the Church, shall seek to enlist followers of Christ, preach the Gospel, administer the Sacraments, and have under their care services of worship. As appropriate to their individual responsibilities, they shall be non-voting members of the Council and of the Board of Deacons, and advisory members of all other Boards and Committees.

1. SENIOR MINISTER:

- a. The Senior Minister be called by a vote of at least two-thirds (2/3) of Active Members present at a Meeting to which, upon due notice, the election of a Senior Minister is proposed by the Council.

The Senior Minister shall continue in office for an indefinite term. The Senior Minister's tenure may be terminated at any time upon at least sixty (60) days notice given to the Council by the Senior Minister or given to the Senior Minister by a majority vote of Active Members present at a Special Meeting called for the purpose. In the event of such a vote, the Council may suspend the Senior Minister pending termination of tenure.

2. ASSOCIATE OR ASSISTANT MINISTERS: The Active Members may authorize any number of Associate or Assistant Minister positions. Approval by the Active Members of a budget containing compensation for any such positions shall constitute authorization by the Active Members of such positions. Upon authorization of such positions by the Active Members, the Council may select and call Associate or Assistant Ministers upon terms fixed by written agreement, subject to all other provisions of these By-Laws.

F. Staff

All staff shall be hired by the Council and shall serve at the pleasure of the Council. Personnel decisions retaining to the staff shall be made after consultation with the Senior Minister.

The staff shall be paid by the Church, and shall include:

1. Director of Music: The Director of Music shall supervise and direct all musical activities of the Church, acting in coordination with the Music Committee.
2. Director of Christian Education: The Director of Christian Education shall supervise and direct education programs of the Church, acting in coordination with the Board of Christian Education.
3. Other Staff: In addition to the above, the Council may establish positions and hire staff to perform the necessary administrative and financial functions of the Church, including accounting and payroll, maintenance, scheduling, clerical, and custodial.

ARTICLE  
RECORDS AND EXECUTION OF DOCUMENTS

All contracts and other documents pertaining to Church property shall be executed in the name of the Church by the Chairperson of the Board of Trustees or, if absent, the Vice Chairperson or such other person as is duly authorized by that Board. Such instrument shall be attested by the Clerk or other Officer of the Church, who shall affix the official seal of the Church.

The Church shall maintain records of its business and affairs, including Membership, financial affairs, and property.

All checks, drafts, or other draws on its funds shall be executed by the Treasurer or if absent, the Assistant Treasurer or as authorized by the Board of Trustees with approval of the Council.

ARTICLE IV.

The fiscal year of the Church shall be the calendar year.

ARTICLE V.

These By-Laws may be amended at any Membership Meeting. upon the vote of two-thirds (2/3) of the Members present.