

BYLAWS  
OF THE  
FIRST CONGREGATIONAL CHURCH  
OF  
ESSEX JUNCTION, VERMONT

Revised January 2020

# BYLAWS OF THE FIRST CONGREGATIONAL CHURCH

Essex Junction, Vermont

## Table of Contents

<b>Article I Name, Denomination and Governance</b> .....	3
<b>Article II Faith, Statement of Faith and Mission</b> .....	3
<b>Article III Membership</b> .....	4
<b>Article IV Pastoral and Professional Staff</b> .....	6
<b>Article V Church Council</b> .....	7
<b>Article VI Church Officers</b> .....	9
<b>Article VII Standing Committees of the Church</b> .....	10
<b>Article VIII Meetings</b> .....	13
<b>Article IX Names and Titles</b> .....	15
<b>Article X Church Council, Standing Committees, Groups and Organizations</b> .....	15
<b>Article XI Property</b> .....	15
<b>Article XII Rules of Order</b> .....	16
<b>Article XIII Indemnification</b> .....	16
<b>Article XIV Amendments</b> .....	16
<b>Revision Schedule</b> .....	16

# BYLAWS OF THE FIRST CONGREGATIONAL CHURCH

Essex Junction, Vermont

## ARTICLE I. NAME, DENOMINATION AND GOVERNANCE

1. The name of this church is The First Congregational Church of Essex Junction, and it is a Vermont nonprofit corporation (the "Church").
2. The Church is a member of the United Church of Christ, and it affirms the principle of local autonomy as set forth in the Constitution and Bylaws of the United Church of Christ adopted by the General Synod on July 4, 1961, as amended.
3. The government of the Church is vested in its members, who exercise the right of control in all its affairs, subject to these bylaws ("Bylaws"), and no other ecclesiastical body. It recognizes the covenant that it shares with the Champlain Association, the Vermont Conference of the United Church of Christ and the United Church of Christ.
4. The Church is organized, and is to be operated, exclusively for religious and charitable purposes as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future federal tax code.
5. No part of the net earnings of the Church shall inure to the benefit of any member, director, trustee, committee participant, or officer of the Church or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Church effecting one or more of its purposes), and no member, director, trustee, committee participant, or officer of the Church, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Church.
7. The Church shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
8. Notwithstanding any other provision of these Bylaws, the Church shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code (or any corresponding provision of any future federal tax code).

## ARTICLE II. FAITH, STATEMENT OF FAITH, AND MISSION

1. *Faith.* The Church acknowledges as its sole Head, Jesus Christ, the Son of God and our Savior. It acknowledges as disciples in Christ all who share in this confession, as well as everyone who follows Christ's teachings in word and deed. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic church expressed in the basic insights of the Protestant Reformers. It affirms the responsibility of the church in each generation to make this faith its own.

In accordance with the teachings of our Lord and the practice prevailing among mainline Protestant Christians, it recognizes two sacraments: Baptism and the Lord's Supper or Holy Communion.

## 2. *Statement of Faith*

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being, create persons in your own image, and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.

You call us into your church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table.

You promise to all who trust you forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end. Blessing and honor, glory and power be unto you. Amen.

3. *Mission.* It is the Church's mission to serve God by serving this congregation and all humanity. We seek to fulfill this mission by loving God, Jesus Christ our Lord, the Holy Spirit, our enemies, our neighbors, and ourselves. Our mission is to reach out to others in need, whether spiritually, physically, mentally or economically, to address that need and to spread the good news of the gospel by word and deed. As representatives of the church of God in Jesus Christ, it is our duty to act responsibly in loving, caring, nurturing, and educating.

The Church offers its cooperation with all churches, ecumenical organizations, and interfaith groups which seek to promote peace, justice and love.

## **ARTICLE III. MEMBERSHIP**

1. *Categories.* There shall be two categories of members in the Church: Regular Members, and Affiliate Members. A Regular Member or an Affiliate Member may be in an Inactive status. The terms Member or Membership (capitalized) refers to Regular Members and Affiliate Members. The terms members or membership (not capitalized) are not used as defined terms, and do not refer to a particular category of membership; rather, they refer to any person, including but not limited to Members.

**A. Regular Member.** This membership is open to any person who has been baptized and has made a public confession of faith in Jesus Christ as Lord and Savior during a regular worship service. Regular Membership is contingent upon a willingness to accept and enter into the faith and mission of the Church. Acceptance as a Regular Member shall be by attendance at a new members' class and by vote of the majority of the Diaconate. Under special circumstances, the Diaconate by majority vote can waive any of the aforementioned requirements.

**B. Affiliate Member.** A person who either (i) meets all the requirements to be a Regular Member, but who chooses not to formally join the Church, or (ii) wishes to explore their faith in Jesus Christ and

God, but at this point in their faith journey does not feel they can meet the requirements of Regular Membership, will be considered for membership as an "Affiliate Member." In all cases, candidates for Affiliate Membership must be confirmed by majority vote of the Diaconate.

**C. Inactive Status.** The Church may classify a Regular Member or an Affiliate Member as Inactive and list that person as such on the membership records if he or she has failed to meet the obligations of membership for a period of one (1) year or he or she indicates a desire to be put on Inactive status. The Diaconate shall notify a Member prior to listing such member as Inactive. An Inactive Member shall enjoy none of the rights, privileges, or obligations of Members as set forth elsewhere in these Bylaws.

In spite of the provisions of this paragraph, no Member shall be listed as Inactive if in the judgment of a majority of the Diaconate, his or her failure to attend worship or contribute otherwise to the support of the Church is for worthy reasons.

2. *Members' Obligations.* Members covenant with one another and with God to be faithful in regular attendance at worship and participate in programs and activities of the Church. They further covenant to contribute to the financial support and missions of the Church and seek diligently the spiritual welfare of the membership and the community.

3. *Review of Membership Records.* The Diaconate shall annually review the membership records of the Church. In accordance with the above paragraphs, said records shall accurately reflect the status of Members as of the most recent December 31st.

4. *Per Capita Dues.* The Church shall pay per capita dues to the appropriate conference and the Champlain Association of the United Church of Christ based on the number of then Regular Members reported as of the most recent December 31st.

5. *Voting Privileges.* All Regular Members may vote and act in all business meetings. Affiliate Members and Members in Inactive status shall have no voting rights or rights to notice of any Annual or Special Meetings of the Regular Members. A Regular Member shall have one (1) vote on any matter such Regular Member is entitled to vote on, so long as such Regular Member has met all procedural requirements that are prerequisites for such right to vote.

6. *Termination of Membership and Discipline*

### **A. Voluntary Termination**

#### **1. Regular Members**

a. Letter of Transfer. Upon written request, a Regular Member shall be granted a Letter of Transfer to another church. Request for such a Letter of Transfer may be made by the Regular Member, by someone in the Regular Member's family, by an official in the church to which the Regular Member wishes to transfer, or by any other person who, in the judgment of a majority of the Diaconate, shall have written on behalf of and with the concurrence of the Regular Member.

b. Letter of Good Standing. If a Regular Member so requests, the Church may, in lieu of a Letter of Transfer, grant that person a Certificate of Good Standing and terminate his/her membership in the Church.

#### **2. Affiliate Members**

An Affiliate Member who desires to terminate association with the Church may apply to the Diaconate in writing for a Certificate of Good Standing. Issuance of such a letter shall termi-

nate membership in the Church.

### **B. Involuntary Termination**

Any member who persistently and willfully acts to undermine the Faith and Mission of the Church may have her/his membership terminated by a two-thirds vote of the Diaconate. Such action shall be taken only after the member involved has been given the opportunity for a hearing before the Diaconate. Any restrictions imposed shall remain in effect until removed by vote of the Diaconate or by appeal.

**C. Discipline.** In cases where termination of membership is not warranted or applicable, the Diaconate may consider discipline as follows.

1. Private admonition by the Senior Pastor or Chairperson of the Diaconate, or both.
2. Admonition by the Senior Pastor or Chairperson of the Diaconate in the presence of two or three fellow Deacons.
3. Citation to appear before the Diaconate. The citation shall be written by a deacon appointed by the Diaconate, delivered five (5) days prior to the meeting, and specify the nature of the complaint that has been made against the member. When a member is cited to appear before the Diaconate, the Diaconate may impose the following disciplinary actions:
  - a. Censure before the Church Council or the congregation.
  - b. Suspension from membership for a definite period of time.
  - c. Other disciplinary action as the Diaconate sees fit.

The Chair of the Deacons shall provide such member a written determination of the Diaconate imposing any such disciplinary action.

### **D. Appeals**

A member may appeal any of the measures enacted by the Diaconate as set forth in this Article III, Section 6 to the Church Council. A majority vote of the Church Council may overturn the ruling of the Diaconate.

## **ARTICLE IV. PASTORAL AND PROFESSIONAL STAFF**

1. *Pastor(s)*. All pastors shall have full standing in the United Church of Christ. The Church shall have a Senior Pastor, and may have one or more Associate Pastors, as set forth below. The term Pastor shall refer to the Senior Pastor and the Associate Pastor(s).

**A. Senior Pastor.** The Senior Pastor shall be called to be the primary spiritual leader and chief administrator of the Church. The Senior Pastor shall be responsible, with the Diaconate, for the spiritual welfare of the Church. His/her duties shall be delineated in writing and reviewed annually at the time of performance evaluation by the Human Resources Committee.

**B. Associate Pastor(s).** The Church may call one (1) or more Associate Pastors. When such Associate Pastors are called, their duties shall be delineated in writing and reviewed annually by the Human Resources Committee.

**C. Membership.** The Pastor(s) shall become Regular Members of the Church at the earliest possible time. The Pastor(s) shall also be voting members of all standing and ad hoc committees, and Recog-

nized Groups, except as noted in these Bylaws.

**D. Termination.** If a Pastor wishes to resign, at least sixty (60) days' written notice shall be given to the President. The Church may, at any time by a two-thirds (2/3) vote of the Regular Members at a duly called meeting, terminate a Pastor's call agreement to be effective within sixty (60) days. If a Pastor loses ministerial standing, the Pastor's relationship to the Church as Pastor shall cease at once. Discipline of the Pastor shall conform to the constitution and bylaws of the United Church of Christ and be guided by the Manual on Ministry and the Ministerial Standing and Standards Committee of the Vermont Conference.

**E. Replacement.** When a vacancy in the Pastorate occurs, the Church Council, after seeking the guidance of the Holy Spirit, shall appoint a Pastoral Search Committee consisting of at least one representative from each of the Human Resources Committee, Finance Committee, Trustee Committee, the Diaconate, the Missions Committee, the Music Committee and the Christian Education Committee plus two Regular members selected at large from the church membership. The Pastoral Search Committee shall consult with the Vermont Conference of the United Church of Christ concerning qualified candidates. It shall settle upon one who, in its judgment, should be called to the pastorate, introduce the candidate to the Church, and at a duly called Special Meeting of the Regular Members, propose his/her election. Election shall be by a two-thirds (2/3) vote of the Regular Members present and voting at such Special Meeting. Upon election, a letter of call shall be issued by the Pastoral Search Committee, in conjunction with the Human Resources Committee and as approved by the Church Council, defining the terms of the pastoral relationship, including the intent of the Church to participate in:

1. Salary
2. Provision of a parsonage or specific housing allowance
3. Health insurance
4. Pension fund
5. Other terms agreed upon between the candidate and the Pastoral Search Committee and approved by the Church Council.

When a minister accepts a call to the pastorate of the Church, the Church shall request the Champlain Association of the Vermont Conference of the United Church of Christ to arrange for and participate in a service of installation.

2. *Other Professional Staff.* Other professional staff may be employed by the Church Council as needs arise. The hiring and dismissal of any professional staff shall be based upon the recommendation of the Senior Pastor and will be subject to approval by the Human Resources Committee. year

## **ARTICLE V. CHURCH COUNCIL**

1. The Church Council shall be the governing body of the Church in between meetings of the congregation. Its primary function is to facilitate communication and coordinate the activities of the Church.

A. Each of the standing committees and other Recognized Groups will report to the Church Council on a regular basis and to the Regular Members at the Annual Meeting of the Regular Members. Proposals for policies for the Church made by a standing Committee, ad hoc committee, or a Recognized Group will go to the Church Council for approval and shall be made available for review by the Regular Members.

B. The Church Council will support each of the standing Committees and Recognized Groups in the development and periodic review of their respective activities and ministries.

C. Except where specifically delegated to another standing Committee or Recognized Group within these bylaws, the Church Council is the only body that may enter into agreements, including contracts, covenants, and grants, with other, individuals or entities that obligate the Church.

D. Church Council will review and approve the annual budget prepared by the Finance Committee for presentation to the Regular Members for their final approval at the Annual Meeting.

2. *Members.* The Church Council shall be composed of the officers of the Church and one representative of each standing Committee and Recognized Group. All members of the Church Council shall be Regular Members.

3. *Meetings.* The Church Council will meet at least six times per year at a time and place announced in advance to the Church. The Church Council shall meet when called by the Senior Pastor, the President, or by any three Regular Members. All Members are welcome to attend all meetings of the Church Council, except where noted in other sections of these Bylaws.

4. *Committees of the Church Council.*

**A. Executive Committee.**

1. The Executive Committee shall deal with specific matters referred to it by the Church Council, and, when authorized by a formal vote of the Church Council, may take action on behalf of the Church Council. The Executive Committee may call Special Meetings of the Church Council by giving such notice as it deems sufficient, and otherwise has no power to act except as expressly authorized by the Church Council. Members of the Executive Committee shall be the President, Vice-President, Treasurer, Clerk, and Chairperson of the Diaconate.

**B. Finance Committee.**

1. The Finance Committee shall consist of (i) the Treasurer, the Assistant Treasurer, the Financial Secretary, and the Vice-President (who shall serve as Chairperson of the committee), and (ii) the Chairperson of the Trustees, and the Chairperson of the Stewardship Committee., or their respective committee designee.

2. The Finance Committee shall have the care and custody of and be responsible for all the funds and securities of the Church. The Finance Committee shall maintain overall financial accountability of the Church with the assistance of the Church Auditors.

3. The Finance Committee shall be responsible for developing the annual budget of the Church, including (i) submission to Church Council for its approval for presentation for approval at the Annual Meeting, and (ii) consideration and approval by the Regular Members at the Annual Meeting. The Finance Committee shall also be responsible for administering the approved annual budget. In carrying out this latter responsibility, the Finance Committee may delegate authority to individuals, Committees or Recognized Groups to spend within their respective budgets. Individual groups may do so unless officially notified by the Finance Committee of an overall change of the Church's financial condition. Neither the Finance Committee nor its delegates shall pledge the credit of the Church beyond the Church's then current budget. In addition, the Finance Committee shall be responsible for periodically reviewing and revising the financial policy of the Church.

**C. Human Resources Committee.**

1. The Human Resources Committee (HRC) shall consist of the President (who shall serve as Chairperson of the committee), the Vice-President, the two most recent previous Presidents, and the Chairpersons of the Christian Education Committee, the Diaconate, and the Music Committee. The HRC may receive information in confidence. Its meetings will ordinarily be closed to persons other than those the HRC chooses to invite. The HRC shall not include the Associate Pastor, and shall include the Senior Pastor; provided, however, that the Senior Pastor shall recuse himself/herself from consideration or decision-making for matters set forth in subsections 2 and 3 below directly pertaining to the Senior Pastor.

2. The Human Resources Committee shall be responsible for (i) delineating the duties and performance objectives of the Senior Pastor(s) on an annual basis, and delineating the duties and performance objectives of the Associate Pastor(s) with input from the Senior Pastor; (ii) conducting semi-annual reviews of the achievements of the Senior Pastor relative to such duties and performance objectives, and conducting semi-annual reviews of the achievements of the Associate Pastor(s) relative to such duties and performance objectives, with input from the Senior Pastor; (iii) reviewing concerns pursuant to subsection 3 below; and (iv) periodically review and revise the job descriptions of other professional staff, as well as the personnel policy of the Church.

3. Any Regular Member who has a concern regarding the leadership of the Pastors, or regarding any other aspect of Church life, may bring such concerns to the attention of the HRC. The HRC shall facilitate communications in order to fully understand, and address, such concern. The HRC may elect to refer such concerns to the "Pastoral Relations Committee" (PRC) or any other applicable Committee of the Church for review and resolution. A Regular Member may appeal to the Church Council the decision of the HRC or such Committee to which such concern was referred, respectively. A majority vote of the Church Council may overturn the decision of the HRC or the Committee to which the concern was referred, respectively. The decision of Church Council shall be final. For the avoidance of doubt, and for the purpose of protecting confidentiality, the foregoing procedures shall not apply to issues pertaining to other professional staff.

## ARTICLE VI . CHURCH OFFICERS

1. *Term of Office.* All Church Officers shall be elected at the Annual Meeting of the Regular Members and shall serve in their elected capacity for a term of one (1) year, until their successors are elected at the next succeeding Annual Meeting. All Church Officers shall be Regular Members of the Church.

2. *Bonding.* Any staff, Church Officers, committee members, and Church volunteers are, at the discretion of the Church Council, to be bonded through the insurance carried by the Church.

### 3. *List of Officers*

**A. The President.** The President shall preside over all meetings of the Church and of the Church Council and may be called to represent the Church at special events. The President shall serve as Chairperson of the HRC.

**B. The Vice-President.** The Vice-President shall assume the duties of the President when the President is absent and may share those duties at other times. The Vice-President shall serve as Chairperson of the Pastoral Relations Committee and the Finance Committee.

**C. The Clerk.** The Clerk shall be the custodian of the Church records and shall keep minutes of all

meetings of the Church and the Church Council.

**D. Assistant Clerk.** The Assistant Clerk shall assume the duties of the Clerk when the Clerk is absent and may share those duties at other times.

**E. Treasurer.** The Treasurer shall be an ex-officio voting member of the Finance Committee, the Stewardship Committee, and the Planned Giving Committee. The Treasurer will perform such tasks as receiving and paying of bills, proper disbursements for employee payroll, safekeeping and tracking of investments, and otherwise accounting for money received by and possessed by the Church. The Treasurer shall prepare timely reports reflecting the financial position of the Church and otherwise keep records in accord with good financial practice. Said records shall be open for inspection by the Church Council at all reasonable times.

**F. Assistant Treasurer.** The Assistant Treasurer shall assume the duties of the Treasurer when the Treasurer is absent and may share those duties at other times.

**G. Auditors.** Auditors shall be designated by either of the following:

1. Election of two (2) Regular Members, or
2. Hiring an outside agency that offers auditing as a commercial service.

The Auditors shall annually, or more frequently if the Finance Committee so designates, audit the accounts of the treasurer, the pastor's fund, and any other special funds which they believe requires auditing, and present a report of that audit to the Church members at a place and time that the Finance Committee shall designate. The Auditors shall be given at least one (1) week to prepare their report.

**H. Financial Secretary.** The Financial Secretary is responsible for the collection, recording and timely deposit of all monies received, for establishing a pledge payment system, and for maintaining individual contributor accounts. The Financial Secretary shall notify the Treasurer of amounts deposited concurrent with said deposit. The Financial Secretary shall provide appropriate information to the Treasurer for the preparation of financial reports, and to the Stewardship Committee for its annual stewardship drive. The financial secretary shall issue statements at regular intervals to all persons who have made identifiable financial contributions.

**I. Assistant Financial Secretary.** The Assistant Financial Secretary (ies) shall share in the work of the Financial Secretary as mutually agreed and as otherwise assigned.

**J. Church Historian(s).** One (1) or more Church Historians shall be appointed by the Church Council. The Church Historian(s) shall be responsible for the collection, organization, and safe-keeping of accounts of historical and ongoing significance to the church.

## **ARTICLE VII. STANDING COMMITTEES OF THE CHURCH**

### *1. General:*

**A.** All members of the Church Council, the Diaconate, the Finance Committee, HRC, and the Pastoral Relations Committee shall be Regular Members. Other committees may have Regular Members, Affiliate Members, and Non-Members. All committee chairs shall be Regular Members.

**B.** Members of all committees shall be elected at the Annual Meeting of the Regular Members for staggered three (3) year terms. One third of the members of each committee shall be elected each year. In the case of a vacancy, the Nominating Committee shall recommend to the Church Council the name of a replacement to fill the vacancy for the remainder of the term. Members of committees shall be limited

to serving no more than two (2) consecutive three (3) year terms. Members who first join a committee to fill a partially completed term may serve up to eight consecutive years with the approval of the Nominating Committee.

C. In addition to the regular committee membership, all committees may include a youth representative. The youth shall be a voting member of the committee and shall serve a term of one year, notwithstanding any other provision of these Bylaws. Youth representatives shall be appointed by staff and approved by the Church Council.

D. All committees shall report (a) to the Regular members of the Church at the Annual Meeting and (b) to the Church Council as frequently as the Church Council deems necessary or desirable.

E. All committees, as well as Church Council, shall have the power to create one or more ad-hoc subcommittees. The purpose of such subcommittees shall be to carry out one or more specific functions as designated, and overseen, by the committee (or Church Council) establishing such subcommittee. Unless otherwise approved by the Church Council, such ad-hoc subcommittees shall not continue in operation for longer than one (1) year after their establishment or until their stated purpose has been completed, as determined by Church Council.

F. Committees can continue to operate if not fully staffed, as long as there are two or more members and council reviews their status and approves their continued operation for the current year. This Section shall not apply to Church Council, the Diaconate, the Finance Committee, HRC, or the Pastoral Relations Committee.

## *2. Committees*

### **A. Christian Education Committee.**

1. The Christian Education Committee shall consist of eight (8) to twelve (12) members.
2. The Christian Education Committee, in conjunction with professional staff, is responsible for planning, coordinating, and implementing every aspect of youth and adult Christian education programming.

### **B Diaconate.**

1. The Diaconate shall consist of twelve (12) Regular Members who have demonstrated faithfulness and diligence in the work of the Church
2. The Diaconate, in conjunction with the ordained staff, is responsible for the spiritual life of the Church. It shall be the duty of the Diaconate to assist the Pastor(s) in preparing and administering the sacraments, planning special worship services, visiting members, recruiting new members and, assisting in the orientation and reception of new members. The Diaconate shall see that the pulpit is filled when circumstances require.
3. The Diaconate shall work with the Clerk, Financial Secretary, and Church staff to review membership records and determine active/inactive status. As called for in Article III (Membership), the Diaconate shall annually review the membership records of the Church and shall accurately reflect the status of the members as of December 31 each year. The Diaconate shall be responsible for the discipline of members as described in Article III.
4. A past deacon may perform the duties of a deacon when called upon by a Pastor or a member of the Diaconate.

### **C. Hospitality Committee.**

1. The Hospitality Committee shall consist of six (6) members.
2. The Hospitality Committee, in conjunction with professional staff, is responsible for providing refreshments to facilitate an atmosphere of fellowship and caring for the Church family. Specific events may include hosting coffee hours following weekly worship, offering receptions for families following funerals on the Church premises, and maintaining the kitchen facilities.

**D. Missions Committee.**

1. The Missions Committee shall consist of eight (8) to twelve (12) members.
2. The Missions Committee, in conjunction with professional staff, is responsible for conducting ongoing missions education, promoting and supporting special denominational offerings, and planning, coordinating, and implementing mission initiatives and programming.

**E. Music Committee.**

1. The Music Committee shall consist of six (6) members.
2. The Music Committee, in conjunction with professional staff, is responsible for all aspects of the ministry of music. Specific responsibilities may include, but are not limited to, providing an organist/choir director for worship services, maintaining leadership of the various choirs and musical groups, maintaining the organ and pianos, upkeep of the choir robes, and administering the music budget.

**F. Nominating Committee.**

1. The Nominating Committee shall consist of six (6) members.
2. The Nominating Committee shall, in conjunction with professional staff, be responsible for providing names of nominees for each office and committee for presentation at Annual Meeting. Any Regular Member may also make nominations at the Annual Meeting, and such nominations shall be honored if the nominee accepts the nomination.
3. In the case of a vacancy in any elected position, the vacancy shall be filled by a candidate nominated by the Nominating Committee and approved by the Church Council for the remainder of the term of such vacant position.

**G. Pastoral Relations Committee.**

1. The Pastoral Relations Committee (PRC) shall consist of five (5) Regular Members, one of whom shall be the Vice-President, who shall act as the Chairperson of the PRC.
2. The PRC seeks to identify and support the needs and concerns of the Pastors, and to support and maintain an open and productive relationship between the Pastors and members of the Church by facilitating communications between the Pastors and members.
3. The PRC shall meet upon request, but no less frequently than two times a year. It may receive information in confidence, and its meetings will ordinarily be closed to persons other than those the PRC chooses to invite. In its role of facilitating pastoral communications, absent some extraordinary circumstance, the PRC will share all such information with the Pastors.

**H. Planned Giving Committee.**

1. The Planned Giving Committee shall consist of (3) Regular Members.
2. The Planned Giving Committee, in conjunction with professional staff, shall be responsible

for educating members and others regarding the opportunities and long-term benefits of planned giving.

#### **I. Stewardship Committee.**

1. The Stewardship Committee shall consist of six (6) members. The Treasurer and the Financial Secretary shall serve as ex-officio voting members. The Chairperson (or designee) of this committee shall be an ex-officio voting member of the Finance Committee.
2. The Stewardship Committee is responsible for conducting on-going stewardship education and designing the annual stewardship campaign that raises funds to support the ministries of the Church.

#### **J. Trustee Committee.**

1. The Trustee Committee shall consist of six (6) members.
2. The Trustee Committee, in conjunction with the Pastors and professional staff, shall be responsible for the maintenance, repair, and general upkeep of the tangible property of the Church. This committee shall determine the use of Church properties and facilities and the conditions of use. When authorized to do so by the members of the Church, the Trustee Committee shall act as an agent of the Church in selling, mortgaging or conveying any or all of the real property of the Church.

#### **K. Ushering Committee**

1. The Ushering Committee shall consist of six (6) members.
2. The Ushering Committee, in conjunction with professional staff, shall be responsible for providing ushers and greeters for all services, maintaining a protocol of duties, and ensuring ushers and greeters are familiar with their responsibilities.

#### **L. Communications Committee**

1. The Communications Committee shall consist of four (4) members.
2. The Communications Committee, in conjunction with professional staff, will provide guidance and/or support for the sharing of information with our members and also outside of the Church, including, but not limited to, the church's website and social media accounts.

### **ARTICLE VIII. MEETINGS.**

1. *Worship.* Public worship services shall be held regularly on the Lord's Day and at such other times as the Diaconate or any Pastor may select. At any worship service, the Regular Members may, without advance notice, choose delegates to the Vermont Conference or the Champlain Association meetings but may not act on any other matters.
2. Religious meetings other than regular worship services may be held at any time subject to the approval of the Pastor(s) or a majority of the Diaconate.
3. *Annual Meeting of Regular Members.* The annual meeting of the Regular Members (Annual Meeting) shall be held at such time, place, and date before Feb 9th, as shall be designated by the Church Council. The Annual Meeting will be held in each new year and the Church Council shall set the date for the Annual Meeting. Written notice of the Annual Meeting shall be sent to all Regular Members at least fourteen (14) days and no more than sixty (60) days prior thereto. This notice shall state the time, place, and purpose of the

Annual Meeting including the text of any Bylaw changes proposed. At the Annual Meeting, the Regular Members shall vote for committee members and officers, vote on any proposed Church budget, and address other business that may come before the Regular Members during such meeting, including voting on any By-law changes, pursuant to Article XIV.

#### 4. *Special Meeting.*

A. A Special Meeting of the church may be called in one of three (3) ways:

1. By a Pastor on his or her own initiative via written request,
2. By a written request of at least five (5) members of the Church Council, or
3. By a written request signed by ten percent (10%) of the Regular Members of the Church, subject to verification by the Clerk.

B. The request for a Special Meeting shall state the object or business of such meeting. Such written request shall be delivered to the President and the Church Council and shall describe the purpose or purposes for which such meeting is to be held. The Church Council shall then set the date for such Special Meeting, within the fifteen (15) day period following the Church Council's receipt of a valid written request for such Special Meeting. The Church Council shall also set the Special Meeting date, which shall occur within the thirty (30) day period following the Church Council's receipt of a valid written request for such Special Meeting. Written notice of a Special Meeting shall be sent to all Regular Members at least fourteen (14) days (or if notice is mailed by other than first class or registered mail, thirty (30) days and no more than sixty (60) days prior thereto. This notice shall state the time, place, and purpose of the Special Meeting.

5. *Additional Notice of a Meeting.* Notice of an Annual or Special Meeting of the Regular Members shall, in addition to the notice called for above, be warned by posting a written notice in two or more public places on Church premises at least fourteen (14) days and no more than (60) days prior to such meeting date and by orally announcing such meeting date and time at Sunday public worship services on two consecutive weeks. Any such written notice of a meeting shall state the time, place, and purpose of the meeting.

6. *Place of Meetings.* All meetings, unless otherwise directed by a vote of the Regular Members at any meeting of the Regular Members, or by vote of the Church Council, shall be on the premises of the Church.

7. *Quorum and Voting.* A quorum for the transaction of business at any Annual or Special Meeting of the Regular Members shall consist of ten (10) percent of the Regular Members of the Church. A quorum for the transaction of business of any committee, council, or board shall consist of fifty (50) percent of its members, with a minimum of three individuals. Should a quorum not be present, a lesser number may adjourn the meeting to some further time. Each Regular Member shall be entitled to one vote and only one vote. Absentee ballots shall not be allowed.

8. *Committee Meetings.* Meetings of all committees shall be open to all Members, except meetings or portions of meetings held in executive session in accordance with Robert's Rules of Order, and meetings of the Pastoral Relations Committee and the Human Resources Committee.

9. *Committee Chairpersons.* Except where a committee chairperson is identified elsewhere in these Bylaws, each committee shall elect a chairperson (and co-chairperson(s) if needed). A vote for chairperson shall be held at its first committee meeting following the then most recent Annual Meeting of the Regular Members. All Chairpersons shall be Regular Members. Each newly elected Chairperson shall promptly inform the Church Council of such person's election.

## **ARTICLE IX . NAMES AND TITLES.**

1. *General.* The names and titles of persons, activities, and organizations used throughout these Bylaws are solely for the purpose of identification. The Church may, at any Special or Annual Meeting, designate other names and titles to be used without amendment of these Bylaws, provided the name or title to be used is clearly set forth in the minutes of the meeting. Notwithstanding the above, the Church shall always maintain the offices of the President, the Clerk, the Vice-President, and the Treasurer in accordance with the Act.

2. *Ex-Officio.* The term ex-officio in these Bylaws shall imply the right to vote except as otherwise noted.

## **ARTICLE X. CHURCH COUNCIL, STANDING COMMITTEES, AND RECOGNIZED GROUPS**

1. *General.* The Church Council and Standing Committees specifically designated in these Bylaws are integral parts of the Church organization. They may be abolished or their functions may be changed only by amendment of these Bylaws. Other committees and groups may be set up or abolished and their purposes and functions specified at any Annual or Special Meeting.

2. *Recognized Groups.* The Church regards as integral parts of itself all Recognized Groups formed for the purpose of furthering the activities and ministries of the Church. Any two (2) or more Regular Members may petition the Church Council to form a Recognized Group to fulfill a specific purpose (e.g., operation of a thrift store or the operation of the pantry). Recognized groups shall be supervised by and accountable to Church Council. The existence of a Recognized Group may be terminated by a majority vote of Church Council. Each Recognized Group will provide a report at the Annual Meeting and to Church Council on a regular basis.

## **ARTICLE XI. PROPERTY.**

1. *General.* The Church may in its corporate name sue or be sued, acquire by purchase, gift, devise, bequest, or otherwise, and own, hold, invest, or dispose of property both real and personal for such work as the Church may undertake and may purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage, or otherwise encumber, sell, assign, transfer, and convey such property for the general purpose of the Church; it may receive and hold in trust both real and personal property and invest and reinvest the same and make any contracts for promoting the objects and purposes of the Church.

2. *Dissolution.* Upon dissolution of the Church, its net assets and interests of which it shall then be possessed, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after dissolution, shall be transferred to the Vermont Conference of the United Church of Christ for the purpose of investing in a United Church of Christ congregation in Essex Junction, Vermont, so long as the Vermont Conference of the United Church of Christ is then organized and operated exclusively for religious and charitable purposes that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Code (or any corresponding provision of any future federal tax code) and contributions to which are deductible under Section 170 (c)(2) of the Code (or any corresponding provision of any future federal tax code). In the event that it becomes impossible or impractical to transfer the Church's net assets as indicated above, the distribution of the Church's net assets shall be to such qualified organizations and in such amounts as may be determined by a Special Meeting of the Regular Members. Any assets not so distributed by the Church shall be so distributed by a court of competent jurisdiction exclusively to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such exempt purposes.

## ARTICLE XII. RULES OF ORDER.

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws. Parliamentarians may be appointed by the president and serve in that capacity at all Church meetings.

## ARTICLE XIII. INDEMNIFICATION

The Church shall indemnify all staff, elected officers, committee members, Church Council members, and volunteers to the fullest extent authorized by the Act. The Church may purchase or otherwise obtain insurance to cover any of its indemnification obligations.

## ARTICLE XIV. AMENDMENTS.

1. *General.* These Bylaws may be amended at a duly called and held meeting of the Annual Meeting or a Special Meeting. Any bylaw changes to be considered by the Regular Members must first be submitted to and approved by at least five (5) members of Church Council; provided, that if a Regular Member wishes to submit a bylaw change for consideration by the Regular membership, and should such proposal not be accepted by at least five (5) members of Church Council, such Regular Member may call for a Special Meeting pursuant to Article VIII. Any notice of a meeting to consider a Bylaw change must include the text of such proposed bylaw change. All changes to the Bylaws require a two-thirds (2/3rds) affirmative vote of the Regular Members present at such meeting, so long as a quorum is present.

2.. These Bylaws shall be reviewed every three to five years by an ad-hoc committee appointed by the Church Council.

3. In the case of a conflict, these Bylaws take precedence over any other Church policy, rules, guidance, or other document, and over any other Church procedure or practice.

4. In the case of a disagreement regarding interpretation of these Bylaws that Church Council believes to be important to the life of the Church, Church Council will make such interpretation by majority vote.

5. *Revisions through:*

January, 1977

February, 1987

January, 1999

January, 1979

January, 1988

January, 2003

January, 1980

January, 1992

March, 2010

January, 1982

January, 1994

January, 2013

September, 1982

January, 1996

January, 2015

January, 1997

April, 2018

Jan, 2020