

**BY LAWS OF
THE FIRST CONGREGATIONAL CHURCH
IN WELLESLEY HILLS**

Approved 29 January 2023

Article I. Identification

The corporate name of this Church is The First Congregational Church in Wellesley Hills. This Church may also be referred to as Wellesley Hills Congregational Church. It is a member of the United Church of Christ.

The Church year is the interval between two successive Annual Meetings of the Church. The fiscal year is the calendar year.

Article II. Purpose and Faith

This Church proposes to bind together in fellowship those who strive to do the will of God as known in the person, life, death, and everlasting presence of Jesus, in the Bible, and through the continuing revelation and creation of God in history and experience. The purposeful fellowship of this Church is affirmed and reaffirmed, upon occasions of the reception of new members, in the words of the Covenant:

We do unite in striving to know the will of God and to walk in the ways of God, as made known in Holy Scripture and in the continuing revelation through men and women. We hold it to be the mission of the Church of Christ to proclaim the gospel, to exalt the worship of God, and to labor for the progress of knowledge, the promotion of justice, the reign of peace and the realization of harmony among the children of God. We agree to maintain the Church of Christ by our presence and support, and to live with each other in love and uprightness. This we do not in our own might but depending on God and the Holy Spirit. In the name of Christ, we thus covenant and agree.

As a part of the Church universal, this Church cherishes the historic definitions and interpretations of the Christian faith, but it emphasizes the individual's responsibility, with the help of God's spirit, to make the faith both real and pertinent in his or her thoughts, life and worship. No doctrine or statement of faith is required for membership.

Article III. Government and Fellowship

The government of this Church and full control of its affairs are vested in its active members and those associate members who hold active member privileges, subject to the laws of the Commonwealth of Massachusetts. Only active members and the associate members who hold active member privileges may vote on Church matters or serve as officers, delegates, or members of governing bodies.

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This Church is autonomous. It recognizes its responsibilities to the United Church of Christ and to the fellowships and ecumenical organizations with which it chooses to associate.

Article IV. Organization and Structure

Section 1. Governance

- (A). The authority within the Church rests with the full congregation following the will of God as discerned by members gathered in Congregational Meetings.
 - 1. The members of the Church exercise their authority directly in meeting as a full body subject to quorum requirements and regulated by the notice of meetings set forth in these Bylaws.
 - 2. The members exercise their authority secondarily, and in most cases, by delegating authority over specific functions and areas as set forth in these Bylaws. Authority not delegated by these Bylaws remains with the membership as a whole.
- (B). The affairs of the Church are the responsibility of the governing bodies established by these Bylaws, operating in the structure defined herein, organized into a Church Council and the Support Boards, and elected by the membership.
- (C). The essential purpose of the Church is to follow the Covenant stated in Article II, carried out by and organized into Ministry Teams. The purpose of the governance elements of the Church is to support the spiritual life of the congregation and enhance the spiritual development of each member by the practice of prudent decisions and planning appropriate to the Council and each Support Board.

Section 2. Council and Boards

- (A). Church Council
 - 1. Church Council represents the membership of the congregation between congregational meetings. Church Council is responsible for all governing decisions which are beyond the scope of other governing bodies.
 - 2. With concern for the entire mission of the Church, the Church Council shall have the authority of the Church between Congregational Meetings, in consultation with the Support Boards, to:
 - a. Establish and implement the overall policies of the Church;
 - b. Coordinate the activities and operations of the Church and its Support Boards and Ministry Teams;
 - c. Engage in long-range planning;
 - d. Approve the Church budget for presentation to the Church;

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- e. Appoint members of the Support Boards and specified Ministry Teams in the event of a vacancy;
 - f. Initiate such studies and inquiries and create such special study groups and task forces as it deems appropriate;
 - g. Call meetings of the Church; and
 - h. Perform such functions as the Church may from time to time assign to it.
3. Church Council shall direct the work of such Special Ministry Teams as detailed in the descriptions of Special Ministry Teams, filling the roles described. This will also be carried out with the Wellesley Nursery School in the Hills Advisory Board.
 4. Members of the Council include Officers, Ex Officio members and At-Large members.
 - a. Church Officers which serve on the Council include: the three members of the Office of the Moderator, Treasurer, Clerk,
 - b. Ex Officio members include: The Senior Minister and a Clerk Emeritus.
 - c. At-Large members include four elected members serving 4-year terms and elected one each year to these positions in sequence to create overlapping terms.
 5. Notwithstanding any other provisions of these Bylaws, the Church Council may not, without the express authorization of the Church, sell or acquire real estate, call or terminate a member of the Clergy, make a determination of a member's status, or amend these Bylaws.

(B). Support Boards – General Overview

1. Four Support Boards – Spiritual Care, Christian Service, Faith Formation, and Stewards - are established to govern the mission of the Church in four comprehensive areas. Each Support Board will sponsor, supervise and support the activities of Ministry Teams within their areas of ministry.
2. Each Support Board shall choose its chair and vice-chair or co-chairs for the forthcoming year at the end of the current Church year. The chair shall call meetings of the Support Board and preside thereat, prepare and present the annual report, and act as a liaison to the Clergy between meetings. The co-chair or vice-chair shall act as the chair in the absence of the chair. The Support Board shall name a chair pro tempore when neither the chair nor the vice-chair is able to fulfill the role of chair.
3. Each Support Board shall provide support and leadership to the Ministry Teams it sponsors, and shall sponsor new Ministry Teams or dissolve Ministry Teams as appropriate to the mission of the Church within the areas of responsibility listed below.

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4. For the funding of its ministries, and those of the Ministry Teams it sponsors, each Support Board shall submit a request for budgeted monies to the Stewards Support Board and be responsible for the allocation of the budgeted funds during the Church year.
5. Support Boards will meet at least four times evenly throughout the year in carrying out their responsibilities to provide support and accountability to the Ministry Teams in their area of ministry.
6. In sponsoring Ministry Teams, Support Boards shall encourage and inspire formation of Ministry Teams as requested by members of the congregation from time to time, ensuring the presence of all requirements as set forth in Church policies, including the identification of a Leader and the publishing of a Statement of Purpose for each Ministry Team.

(C). Spiritual Care Support Board - Deacons

1. Shall be comprised of at least six members, serving in overlapping three-year terms, with the actual number to be determined year-to-year by the Support Board in consultation with Church Council and elected by the Annual Meeting.
2. The Spiritual Care Support Board shall:
 - a. Act with regard to the spiritual care of the Church;
 - b. Provide for the service of the Lord's Supper, assist Clergy with the distribution of the elements, and have custody of and the responsibility for the care of the Church's communion service;
 - c. Function as provided in Article VIII with regard to membership;
 - d. Be concerned with the welfare of those who are sick or in need;
 - e. Approve the use of Church property for purposes other than those normally accorded to the activities of each of the integral units of the Church and set rental rates if appropriate;
 - f. Provide for a qualified preacher during vacation, illness, or sabbatical leave of the Clergy, when feasible doing so in counsel with the Senior Minister;
 - g. Be responsible for providing an Interim Minister for any period of vacancy in the position of a Minister, and the Interim Minister shall be ineligible for consideration as the new Minister while serving in the Interim position;
 - h. Act as provided in Article VI with respect to the Clergy and the professional staff and act as the steward of the pastoral relationship, including the formation of search committees to recommend a candidate for vote by the congregation to fill any position of Minister; and

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- i. Determine, in counsel with the Senior Minister, which other ministers shall be permitted to participate in public services of worship and recognized religious rites of this Church.

(D). Faith Formation Support Board

1. Shall be comprised of at least six members, serving in overlapping three-year terms, with the actual number to be determined year-to-year by the Support Board in consultation with Church Council and elected by the Annual Meeting.
2. The Faith Formation Support Board shall oversee opportunities for the formation of faith in education and practice for the congregation and community, including children, youth, and adults.

(E). Christian Service Support Board

1. Shall be comprised of at least six members, serving in overlapping three-year terms, with the actual number to be determined year-to-year by the Support Board in consultation with Church Council and elected by the Annual Meeting.
2. The Christian Service Support Board shall:
 - a. Oversee the missionary ministry of the Church, including opportunities for service and education;
 - b. Direct the Treasurer as to the benevolence monies to be paid as grants to organizations outside the Church; and
 - c. Decide on the objects for special offerings when the Church has not acted thereon.

(F). Stewards Support Board

1. Shall be comprised of at least six members, serving in overlapping three-year terms, with the actual number to be determined year-to-year by the Support Board in consultation with Church Council and elected by the Annual Meeting.
2. The Stewards Support Board shall:
 - a. Be responsible for the management of the real property of the Church and its financial affairs and business matters, subject to the direction of the Church and the provisions of these Bylaws;
 - b. Prepare the annual budget of the Church and, after approval by the Church Council, present it at Annual Meeting for action by the Church;
 - c. Provide the ways and means of underwriting the financial support of the program of the Church;
 - d. Have the power to authorize and direct the Treasurer as to the payment of money under its control;

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- e. Be empowered to call special meetings of the Church for direction by the Church on matters with which it is concerned.
- f. Request the direction of the Church on the purchase, sale or trade of real property in the name of the Church, and the action taken by this Support Board pursuant to the direction of the Church shall be binding upon the Church;
- g. Except where restricted therefrom in the provisions of any trust agreement, have the duties and responsibilities for management of all funds invested in the name of the Church with the authority to make changes in the investment portfolio of the Church, and direct the Treasurer to execute such changes. It may engage professional investment advisory services for assistance with the management of investment funds of the Church;
- h. Supervise and be responsible for the maintenance of all Church properties owned from time to time, including but not limited to the Church building, equipment, furniture, fixtures and grounds, and any parsonages and grounds (referred to herein as “Properties”). The Support Board shall undertake and oversee actual maintenance directly and through the church staff as appropriate;
- i. Oversee any renovations or restorations to the Properties, and any purchases which will become Properties;
- j. Oversee all employees and contractors working for the Church who are responsible for the maintenance of the Properties; and
- k. Provide a current inventory of Church property and maintain insurance against the damage or loss of Church property and against claims of liability.

Section 3. Wellesley Nursery School in the Hills Advisory Board.

- (A). In carrying out its mission to care for and educate children and youth, the Church has created the Wellesley Nursery School in the Hills, which is a licensed non-denominational preschool open to the general public.
- (B). The Wellesley Nursery School in the Hills operates under a Director who manages all aspects of the School with wide authority for its budget. The Director reports to the Senior Minister or their designee. The Director and Nursery School staff are employees of the Church and hold all credentials required by applicable laws and regulations.
- (C). The Church has created the Wellesley Nursery School in the Hills Advisory Board and tasks it with oversight of the School to support the School’s proper and efficient operation.
 - 1. The members of the Advisory Board are:

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- a. Senior Minister of Wellesley Hills Congregational Church, or their designee, as a voting ex officio member;
 - b. A Moderator of Wellesley Hills Congregational Church as a voting ex officio member;
 - c. Director of the Wellesley Nursery School in the Hills as a voting ex officio member; and
 - d. A minimum of four At-Large members with staggered three-year terms.
2. The At-Large members are nominated by the existing Advisory Board and appointed by Church Council. Church Council may decline a recommended candidate, necessitating the Advisory Board to look for another candidate.

Section 4. Special Ministry Teams

- (A). The purpose of Special Ministry Teams is to provide teams within the organization of the Church to carry out essential tasks in a hybrid form of Ministry Team.
1. Whereas Ministry Teams welcome opt-in members almost without limitation, Special Ministry Teams operate with members who are chosen for experience, skills, or specific abilities to carry out duties requiring exceptional expertise.
 2. Whereas Ministry Teams are sponsored by a Support Board, Special Ministry Teams are responsible to a Support Board or Church Council.
 3. Like Ministry Teams, Special Ministry Teams will:
 - a. Have a mission statement;
 - b. Identify their sponsor; and
 - c. Set its own agenda, programs and plans for carrying out its tasks.
 4. Unlike Ministry Teams, Special Ministry Teams:
 - a. Must be defined and described in the Bylaws;
 - b. Must have only members who are members of the Church.
 - c. Might not be responsible to advise the congregation of their work, as defined specifically for that Special Ministry Team;
 - d. Might not select their own leaders as defined specifically for that Special Ministry Team;
 - e. Might not recruit their own members, as defined specifically for that Special Ministry Team; and
 - f. Might not report annually in a formal form, as defined specifically for that Special Ministry Team.
- (B). In accordance with the above Paragraph (A), Special Ministry Team's members will have the following requirements:
1. Each Special Ministry Team will receive a clear area of responsibility;

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2. Members may serve in roles to communicate among governance bodies or Ministry Teams as defined specifically for that Special Ministry Team;
3. Members will be nominated and elected or appointed as defined specifically for that Special Ministry Team;
4. Members will be of a set number and will serve defined terms as defined specifically for that Special Ministry Team; and
5. Members may be required to have professional experience or training for the work of the group, as defined specifically for that Special Ministry Team.

(C). Participation & Involvement Special Ministry Team

1. The Participation & Involvement Special Ministry Team shall nominate candidates for all Church Officers, Church Council, Support Boards, and Special Ministry Teams, when so directed by Church Council, and as described by these Bylaws, to be filled by nomination of this Participation & Involvement Special Ministry Team for election at the Annual Meeting or by interim appointment by Church Council. It shall submit its list of nominees to the Clerk in time for publication with the warrant for the call of the Annual Meeting. It shall have secured the consent of each nominee it proposes. Additional nominations may be made from the floor at Annual Meeting.
2. The Participation & Involvement Special Ministry Team works under the guidance of Church Council.
3. The Participation & Involvement Special Ministry Team shall be comprised of at least three members nominated by the existing Participation & Involvement Special Ministry Team, in consultation with the Clergy. The members of the Special Ministry Team shall be elected to overlapping three-year terms and the four ex-officio representatives of the four Support Boards shall be designated annually by the respective Support Boards.

(D). Personnel Special Ministry Team

1. Works under the guidance of Church Council and shall be comprised of the Senior Minister and one Moderator, one Senior Deacon, and one member of Stewards Support Board, all of whom shall serve as voting ex-officio members. The Personnel Special Ministry Team will also have three At-Large members who are nominated by Church Council in consultation with the Senior Minister and the Moderators, and elected for three-year staggered terms.
2. Shall provide advice to the Senior Minister, or others as designated by the Senior Minister, regarding the Church's administrative structure and personnel issues.
3. Shall provide a forum in which issues among staff and/or among staff and clergy can be dealt with constructively and confidentially.

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4. Shall make annual budget recommendations to the Stewards Support Board about salary and benefit offerings for the Church's staff.

(E). Pastor Parish Relations Special Ministry Team

1. The function of the Pastor Parish Special Ministry Team shall be to support an open relationship between the Clergy and the Church by fostering communications, discussing strengths and weaknesses, and providing a framework in which issues can be dealt with constructively and confidentially.
2. The Pastor Parish Relations Special Ministry Team shall:
 - a. be comprised of eight Deacons or Deacons Emeriti, at least three of whom are currently serving on the Spiritual Care Support Board. Members shall be nominated by the co-chairs of the Spiritual Care Support Board, in consultation with the Clergy and current members of the Ministry Team and be elected for 4-year staggered terms. As with all elected positions, members can be re-elected once to a consecutive term.
 - b. elect a chair and a vice-chair for a term of one year at the end of each Church Year for the following year
 - c. meet periodically, except in July and August.
 - d. appoint one member to be an ex-officio member of the Property Maintenance Ministry Team if church-owned property is used to house any minister.

(F). Delegates

1. From time to time, the Church may seek to be formally represented at meetings of the Southern New England Conference of the United Church of Christ (SNECUCC) and to other such groups with which it has relationships or interests. For this purpose, Delegates are identified by the Congregation.
2. The number of Delegates elected each year will equal the number determined by the SNECUCC to be allowed to represent the Church, but no fewer than two.
3. Delegates, when duly elected and installed, are authorized to vote for the Church, at meetings of SNECUCC and others, seeking guidance from the congregation, or the Church Council, as is appropriate.
4. Delegates are nominated by the Participation & Involvement Special Ministry Team and elected at the Church's Annual Meeting or by interim appointment by Church Council. Delegates may succeed themselves and may serve on a Support Board or Church Council concurrently.

(G). Safe Church Special Ministry Team

1. The Safe Church Special Ministry Team oversees the training and proper documentation control to meet all requirements of the Safe Church Program, as set forth in Safe Church Policy. This includes conducting, submitting, and

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receiving the results of CORI and SORI checks, and taking action as appropriate.

2. The Safe Church Special Ministry Team shall:
 - a. meet at least two times a year, in the second quarter of the year, before school lets out and the third or fourth quarter in time for reporting in the Annual Report, which is presented at the Annual Meeting, at a time and date to ensure documentation is complete and reporting to the congregation will be adequate.
 - b. meet at any time during the year as required by its members or based on information brought to the attention of any Team member of a situation creating a need. Extra support may be requested from Church Council by the Safe Church Special Ministry Team.
 - c. have at least four members, each serving a two-year overlapping term. One member of the Clergy and one current Deacon will be voting ex officio members. At least two At-Large members will be nominated by P&I and appointed by vote of the congregation, one male and one female, one of whom will be chosen by the Team as chair.

Section 5. Ministry Teams

(A). The role of Ministry Teams

1. Ministry Teams carry out specific, well defined, ministries of the Church. They are the core of Church volunteer operations. Members join throughout the year on an “opt in” basis of self-nomination. Ministry Teams may rely upon their sponsoring entity for budgetary or governance support to allow them to focus on serving their specific ministries with minimal distraction from other duties.
2. Ministry Teams are sponsored by the Support Board which is responsible for the relevant area of the Church’s total ministry in which a Ministry Team works.

(B). Ministry Teams are responsible:

1. for keeping the congregation advised of their work;
2. for selecting their own leaders;
3. for recruiting the members, in number and with the skills, to carry out their ministry purpose;
4. for reporting annually in a formal statement to be published in the Annual Report of the Church; and
5. for developing annual goals and longer-term objectives, including financial needs (budget), personnel needs (recruiting) and milestones or other verifiable operational goals.

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- (C). Strong collaboration is necessary within Ministry Teams to make them effective, and among Ministry Teams and Support Boards to keep all elements of the Church moving ahead.
- (D). Minimum requirements for Ministry Teams
 1. A Ministry Team must have at least one Leader.
 2. A Ministry Team must have a Statement of Purpose which demonstrates a connection to at least one Visioning Hallmark, a result of a group-building exercise several years ago to identify who we are, and what values we share.
 3. A Ministry Team sets its own agenda, programs, and plans for executing these.
 4. A Ministry Team welcomes and invites new members appropriate for its purpose.

Article V. Leadership and Roles

Section 1. Officers

- (A). An Office of the Moderator is established with three Moderators serving: Current Moderator, Former Moderator and Rising Moderator.
 1. The three Moderators may consult as a group and formulate plans and policies as a group.
 - a. A Moderator may call upon members of the congregation for advice and support as the Moderator sees fit, from time to time.
 - b. A Moderator shall have the right to retain counsel to advise on legal matters of the Church.
 - c. A Moderator shall be elected annually for a three-year term, succeeding through the three positions in order: Rising, Current, and Former Moderator.
 2. The Current Moderator shall:
 - a. preside at all business meetings of the Church,
 - b. be a member of the Church Council and serve as its chair,
 - c. act directly or designate a member of the Church Council to prepare and present the report of the Church Council at the annual meeting, and
 - d. be a co-signatory with the Clerk of legal documents of the Church.
 3. The Former Moderator shall consult with the Current Moderator and may fill the role of the Current Moderator.
 4. The Rising Moderator shall consult with the Current Moderator and may fill the role of the Current Moderator as requested by the Current and/or Former Moderator.

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(B). Treasurer shall:

1. Have oversight of all money, checks, and negotiable vouchers received by and belonging to the Church, ensuring the prompt deposit of all monies in a bank or trust company to the credit of the appropriate separate account standing in the name of the Church,
2. Be a member of the Church Council and an ex officio member of the Stewards Support Board,
3. Oversees the maintenance of separate accounts as follows:
 - a. of all money at a worship service that is contributed for cases of need within the congregation with other money given for that purpose, holding the same subject to distribution order of the Senior Minister and the chair of the Spiritual Care Support Board;
 - b. of all money raised for the purpose of Christian benevolences, making payment to the several persons or societies entitled thereto, upon order of the Christian Service Support Board;
 - c. of all receipts for the support of public worship or of any department of Church work, making payment on order of the Church or of the duly authorized person, or governing body; and
 - d. of each special fund of the Church, making payment for properly designated purposes as directed by the Church or duly authorized person, or governing body, of the Church
4. Have the power to sign checks against the accounts standing in the name of the Church for proper Church purposes and expenses;
5. Have the power to utilize savings accounts for one or more separate accounts, to the respective benefit of each separate account pending payment therefrom;
6. Have the power to execute changes in the invested funds of the Church at the direction of the Stewards;
7. Present the Treasurer's annual report at the Annual Meeting as a statement of receipts and expenditures and of fund balances of the Church; and
8. Assume the duties and responsibilities of the Assistant Treasurer when the Assistant Treasurer is unable to perform them.

(C). Assistant Treasurer shall:

1. Have the authority to sign checks drawn against the accounts standing in the name of the Church for Church purposes and expenses;
2. Be an ex officio member of the Stewards Support Board;
3. Oversee cash and checks received weekly in the offering plate.
4. Assume the duties of the Treasurer with full power of the office whenever the Treasurer is unable to perform them; and

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5. Succeed to a vacancy in the office of Treasurer until a successor is elected at the next Annual Meeting and becomes qualified.
6. In the event that both the Treasurer and Assistant Treasurer are unable to perform their duties, Stewards Support Board may appoint an active member of the Church to serve for the interim.

(D). Clerk shall:

1. Be duly sworn;
2. Be a member of the Church Council and a non-voting ex officio member of the Spiritual Care Support Board;
3. Keep a complete record of the transactions of all business meetings of the Church and the minutes of all meetings of the Church Council, of the Stewards Support Board and of the Spiritual Care Support Board, directing the Assistant Clerk to share in this duty as deemed appropriate;
4. Preserve on file all of the official communications and written reports, the records of legal documents, the transactions of all business meetings of the Church, and the minutes of all meetings of the Church Council and the Spiritual Care Support Board with the support of appropriate Church Staff;
5. Have oversight for the safekeeping of the valuable papers and documents belonging to the Church and deliver the same for proper purpose upon authorized direction;
6. Keep the Church membership roll as a register of the names of all members as active, inactive, and associate with dates of admission, dismissal, death, and transfer (recording the Church from which a letter of transfer is accepted and the Church to which a letter of transfer is sent) and a record of all baptisms;
7. Issue letters of dismissal or transfer in a form approved by the Spiritual Care Support Board;
8. Notify all officers, delegates, and members of governing bodies of their election or appointment;
9. Give legal notice of all meetings of the Church to all of its active members;
10. Notify the members of the governing bodies of each of their meetings;
11. Be a co-signatory with the Moderator of legal documents of the Church; and
12. Perform such other duties as may be designated for the Clerk elsewhere in these Bylaws.

(E). Assistant Clerk shall

1. Be duly sworn;
2. Perform all duties and responsibilities of the Clerk during the time the Clerk is unable to fulfill that office;

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3. Succeed to a vacancy in the office of Clerk until the election of a successor at the next Annual Meeting; and.
 4. When the Clerk, the Assistant Clerk and a Clerk Emeritus are not present at a Church meeting, the Moderator shall appoint and swear a Clerk pro tempore.
- (F). Clerk Emeritus shall
1. Be duly sworn;
 2. Provide counsel and historical perspective as requested to the Church Council at meetings and to members and
 3. Perform all duties and responsibilities of the Clerk during the time both the Clerk and Assistant Clerk are unable to perform that office.

Section 2. Election of Officers, Church Council, Support Boards, and Special Ministry Teams

1. Only Active Members may be elected as Officers, Delegates or to serve on Church Council, a Support Board, or Special Ministry Team as stated in Article III.
2. Members may be elected to only one position as an Officer, a member of Church Council or a member of a Support Board.
3. Members may be elected to serve only on one Special Ministry Team at a time.
4. Limitations on members serving as an Officer, on Church Council, on a Support Board or on a Special Ministry Team are not applied when members are serving in an ex officio capacity.
5. Members may be reelected only once in continuous service on Church Council, in the Office of the Moderator, on a Support Board, or on a Special Ministry Team regardless of the length of the two terms.
6. Church members who serve as ex officio members do so only during the time they hold that position. A Clerk Emeritus serves, ex officio, without the need for annual designation, until resignation or leaving the Church.
7. Officers and Delegates may succeed themselves in positions with annual election.
8. Members are encouraged to serve on one or more Ministry Teams and are not limited from such service on Ministry Teams by election as an Officer or serving on Church Council, a Support Board, or a Special Ministry Team.

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Article VI. The Clergy and the Church Staff

Section 1. General

- (A). The Clergy of the Church is comprised of the Senior Minister and Other Ministers bearing pastoral relationship with the Church pursuant to choice of and call by the Church.
- (B). The Church staff is comprised of the professional staff and the general staff.
 - 1. The professional staff of the Church is comprised of the Clergy, headed by the Senior Minister, and the religious professionals (for example: Director of Music, Director of Family Ministry, Seminarian, as may be required from time to time) who are in duly authorized service with the Church.
 - 2. The general staff of the Church is comprised of the Church Administrator, office employees, custodians, and such volunteers as may be so designated by the Senior Minister and the Personnel Special Ministry Team.

Section 2. The Clergy

- (A). The Senior Minister and Other Ministers
 - 1. The Senior Minister shall:
 - a. be an ordained minister and shall be duly installed or formally recognized by an appropriate public service of worship soon after coming into active service with the Church.
 - b. function as the spiritual leader of the congregation;
 - c. preach the word;
 - d. have the care of the public services of worship;
 - e. administer the sacraments of Baptism and Holy Communion;
 - f. perform other religious rites recognized by the Church;
 - g. oversee the Church staff in counsel with the responsible governing bodies;
 - h. oversee any Other Ministers in the function of their duties;
 - i. be responsible for structuring and supervising the church's lay professional and general staff, with the advice and consent of the Personnel Special Ministry Team. This shall include the definition of job responsibilities, goal setting, reviews and evaluations, employment decisions and other related issues.
 - j. be an ex officio member of the governing bodies of the Church; and
 - k. have the authority to call special meetings of the governing bodies and to require the call of special meetings of the Church, each by written notice.
 - 2. Other Ministers

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- a. The Church may call other ministers into service with the Church. The title given shall be that which is appropriate for the area of services required.
- b. Responsibilities may include any or all of those of the Senior Minister as described above, but under the supervision of the Senior Minister.
- c. Except for the title of Senior Minister, the title designated may be changed by vote of the Church.

(B). **Seminarian**

- a. A qualified student at a recognized school of theology may be retained by this Church as Seminarian for in-service training and experience.
- b. The Spiritual Care Support Board shall provide for the Seminarian, with assistance in the payments for the Seminarian with the Stewards Support Board.

Section 3. The Church Staff

- (A). Director. A member of the Clergy or a lay professional may be designated to direct the various programs of the Church. The designated title shall be that which is appropriate for the area of services required.
- (B). Director of Music. The Director of Music is responsible for the program of music of the Church.
- (C). Church Administrator. The Senior Minister and the Personnel Special Ministry Team may hire a Church Administrator. The Administrator, at the direction of the Senior Minister, shall coordinate and execute administrative matters and may attend meetings of governing bodies.

Section 4. Pastoral Relationship

- (A). Pastoral relationship matters that are not readily resolved within the Church may be referred for consultation to the appropriate committee of the Southern New England Conference of the United Church of Christ and the Metropolitan Boston Association

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of said Conference. The Church, the Church Council, the Spiritual Care Support Board, or the member of the Clergy concerned may make the referral.

- (B). Either the Church or a member of the Clergy may dissolve their formal pastoral relationship by giving formal notice to the other, stating when, not less than ninety days thereafter, the relationship shall be terminated.

Section 5. Procurement of Clergy and other Professional Staff Members

- (A). The Senior Minister. When the position of Senior Minister either becomes vacant or has a termination date established, then:
1. The Clerk shall notify the Church and the proper officer or committee of the Southern New England Conference of the United Church of Christ; and
 2. The Spiritual Care Support Board shall provide guidance to the Church with respect to the procedures that are required for the selection and call by the Church of the new Minister.
- (B). Other Clergy and Staff. Any Support Board, Special Ministry Team, or Administrative staff leader, in consultation with the Church Council and the Senior Minister, may request additional staff or clergy support for the regular performance of its duties. In the event that additional clergy or a Seminarian is to be hired, the Deacons, in counsel with the Senior Minister and Personnel Special Ministry Team, shall handle the process.
- (C). In the event of other staff is being hired, the Sr. Minister in counsel with the Church Council will designate the appropriate Support Board or Special Ministry Team, if any, which in counsel with the Sr. Minister and the Personnel Special Ministry Team shall handle the process. In all cases, the Personnel Special Ministry Team shall recommend an appropriate salary in consultation with the Stewards who will determine if and how requisite funds for the position are to be made available.

Article VII. Indemnification

- (A). To the extent permitted by the laws of this Commonwealth, any person made a party to any action, suit, or proceeding by reason of the fact that the member is or was an officer or a member of a governing body, or delegation of this Church, or of any organization which the member or employee served as the request of this Church, or an employee of the Church in the performance of their church duties shall be indemnified by the Church against the reasonable expenses, including the attorney's fees actually and necessarily incurred by the member or employee, in connection with the defense of such action, suit, or proceeding or in connection with any appeal thereof until or unless it shall be adjudged in such action, suit, or proceeding that the

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defendant member or employee is liable for negligence or misconduct in the performance of the their duties.

Article VIII. Membership

Section 1. New Members

- (A). Any person may become an active member of this Church upon confession, confirmation or reaffirmation of faith, or by letter of transfer, upon recommendation of the Spiritual Care Support Board.
- (B). Any person who is a member in good standing of another Church may be accepted into the fellowship of this Church as an associate member, upon recommendation of the Spiritual Care Support Board.
- (C). New members will be received into the Church as a part of a stated public service of worship. A new member may be received in absentia, if so recommended by the Spiritual Care Support Board.

Section 2. Change in Membership Status

- (A). At member request
 - 1. Any active or inactive member, excluding an associate member, may submit a formal request for a letter of transfer and shall receive it. Any member, upon making formal request for a letter of dismissal, shall receive it. Any active member shall become an inactive member upon making a formal request.
 - 2. Any inactive member who makes a formal request to be reinstated as an active member shall direct the same to the Spiritual Care Support Board for its action.
 - 3. Associate membership will be terminated upon request of the member or upon the removal of the member from the area.
- (B). By Spiritual Care Support Board Action
 - 1. The Spiritual Care Support Board shall give thirty days' notice to an active member before taking action on transfer of the active member to inactive status. The Spiritual Care Support Board may restore active member status at any time.
 - 2. When the Spiritual Care Support Board determines that consideration should be given to the dismissal of a member, it may suspend the member by notice in writing. The notice shall set a date for a hearing before the Spiritual Care Support Board not less than thirty days following the date of the notice, following which the Spiritual Care Support Board will act upon the matter. A suspended member may request a letter of dismissal. The Spiritual Care

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Support Board may issue a letter of dismissal upon default of a suspended member.

3. The Spiritual Care Support Board shall respond to evaluate and decide on cases brought to them regarding the status of people who seek to join our members. Similarly, Deacons act on the matter of active member privileges for associate members.

Article IX. Meetings

Section 1. Public Worship Services

Public services of worship shall be held at such times as approved by the Spiritual Care Support Board.

Section 2. Holy Communion

Holy Communion shall be celebrated at such times as approved by the Spiritual Care Support Board and shall be celebrated at least six times each year, including once during the Lenten season and once during the Advent season.

Section 3. The Annual Meeting

The Annual Meeting of the Church shall be held in the month of January after its sixth day, as determined by the Church Council. The business of the Annual Meeting shall include: all annual reports due to be presented; the election of the officers, governing body members, and any others due to be elected; and the transaction of such other business as may be stated in the call of the meeting or authorized by these Bylaws.

The Clerk shall issue the call of the Annual Meeting with at least a ten-day notice thereof, by publishing the Call in the Order of Worship for a regular worship service or mailing a copy of same to each member of the Church entitled thereto by these Bylaws. The list of the nominees as reported by the Participation & Involvement Special Ministry Team shall be attached thereto.

Section 4. Special Meetings

Special meetings of the Church may be called by written application of the Senior Minister, a signed petition by at least five active members, or by vote of a governing body granted the power to do so in these Bylaws.

The Clerk shall issue the call of a special meeting with at least a seven-day notice thereof, either by (1) a reading at a regular public service of worship or by (2) USPS mailing or e-mailing each Church member entitled thereto, at the physical or

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electronic address on record in the church office and available for verification on the existing on-line membership data base as maintained by the Clerk.

Only the business stated in the warrant of the call of the meeting and such additional business as may be permitted by these Bylaws may be transacted at a special meeting.

Article X. Conduct of meetings

Section 1. Parliamentary Procedure

The parliamentary procedures set forth in Appendix A to these Bylaws will be followed for all meetings of the Church.

Section 2. Standing Rules

The Church may adopt such standing rules as may be necessary for its proper function within the provisions of these Bylaws, to which they shall be appended. Standing rules shall not countermand the Bylaws or serve as amendments to the Bylaws.

Action may be taken on the standing rules at a meeting of the Church. When included in the call of the meeting, a majority vote is required to carry, and when proposed without notice in the call of the meeting, a two-thirds majority vote is required to carry.

Article XI. Amendments to Bylaws

These Bylaws may be amended by a two-thirds vote of the active members present and voting at any Annual Meeting of the Church (each proposed amendment having been inserted in the call), or at a meeting specially called for the purpose.

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APPENDIX

Preamble - The purpose of these Parliamentary Procedures is to facilitate the orderly participation of all members in the meetings of the Church. Church business should be transacted in a cooperative spirit. Therefore, these rules shall be administered in order to enhance the orderly conduct of business, to ensure that courtesy is shown to all, and to avoid problems caused by a lack of technical knowledge of procedure.

Section 1. Participation in the Meeting

(A). Open to All Members

Meetings of the congregation are open to all members. Only active members may make motions and vote, but others may speak with the permission of the Moderator.

(B). Quorum

A quorum for a meeting of the Church shall be ten percent (10%) of its active members as determined by the Clerk. If the Clerk feels that the members present may not constitute a quorum, the Clerk may ask for a standing count to determine the question.

(C). Moderator

The Moderator shall preside at all meetings of the Church and shall decide all questions of order.

The Moderator may appoint other persons to assist in the conduct of the meeting, including designating a parliamentarian and others to help with votes and other tasks as the Moderator may require.

If the Moderator is absent or cannot act, the Past Moderator or the Rising Moderator may serve. If none of the Office of the Moderator are able to serve, a Moderator Pro Tempore may be elected by the meeting, the Clerk to preside at such election.

(D). Clerk

The Clerk shall determine the presence of a quorum and shall maintain the records of the meeting, including the results of all votes and other actions taken at the meeting.

If the Clerk is absent or cannot act, the Moderator shall appoint a Clerk Pro Tempore to act as the Clerk for the meeting.

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Section 2. Motions

(A). Need for Motion

Action by the meeting is taken solely by a vote of the meeting on a motion duly made at the meeting.

(B). Subject of Motions

Only motions contained in the call to the meeting or in the Bylaws of the Church shall be entertained by the meeting. The Moderator shall determine whether a motion is “within the scope” of the call to the meeting, and therefore, whether a motion is or is not in order.

(C). Order of Consideration

All articles shall be considered in the order in which they appear in the call to the meeting, unless for good cause the Moderator in his/her discretion, or the meeting by majority vote, changes the order.

(D). Formal Requirements

Motions can be made only by an active member of the Church. All motions will be clearly stated and recorded by the Clerk, who will read the motion if, at the discretion of the Moderator, there seems to remain confusion or doubt as to the wording of the motion, before a vote is taken.

(E). Privilege of Motions

The order of motions shall follow normal parliamentary procedures such as Robert’s Rules of Order. The following summary is provided for reference, in order from highest to lowest precedence.

- To fix the time of next meeting
- Motion to adjourn
- Question of privilege
- Call the order of the day
- Rise to a point of order
- Appeal a decision of the Moderator
- Suspend the rules
- To create special orders
- To withdraw a motion
- Voting (“Division”) the motion to a ballot, after a voice or standing vote
- Objection to consideration of the motion
- To lay (the motion) on the table
- To postpone consideration of a motion to a certain day
- To refer or recommit the motion
- To amend the motion
- To postpone the motion indefinitely

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Main question (motion)
To reconsider the motion
To rescind or repeal the motion

(F). Reconsideration

Motions to reconsider any action shall be entertained only if the Moderator believes that the members have changed their minds.

Motions to reconsider may occur only after all articles in the call to the meeting have been acted upon, unless, at the Moderator's discretion, debate and vote on the motion at the earlier point in the meeting would expedite the conduct of the meeting.

Section 3. Debate

(A). Persons Authorized

All members of the Church may address the meeting. Non-members may address the meeting with the approval of the Moderator or a majority of those present and voting at the meeting.

(B). Permission of the Moderator

Persons wishing to address the meeting shall raise their hand or stand and wait until they are recognized by the Moderator.

(C). Identification of the Speaker

Each person addressing the meeting shall begin by stating his or her name and whether or not he/she is a member of the Church.

(D). Personal or Financial Interest

Individuals who have a personal or financial interest with respect to the matter may speak or vote thereon but should frankly disclose their interest.

(E). Time

There is no time limit to the debate of any question. Accordingly, motions to limit debate or to call the question are not in order. However, each individual addressing the meetings should give consideration to others and to the need to give adequate time for all matters.

(F). Repeated Speaking

In order to give all a fair opportunity to speak, no one who has addressed the meeting on a particular motion shall speak again, except to answer questions, until all others wishing to speak to the motion have done so.

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Section 4. Voting

(A). Method

Except as specifically otherwise provided by law or these rules, voting shall be by voice vote or show of hands as the Moderator may determine and the Moderator shall declare the results of such vote. If a vote so declared is immediately questioned by five percent (5%) of the present members, the result shall be determined by counting the votes of the meeting, either by means of a standing vote or, if an appropriate motion is then made and supported as provided in Section B, by a ballot vote.

1. Ballot Vote

Upon a motion supported by not less than fifty percent (50%) of the members present made prior to a vote on any question, the vote shall be taken by ballot in such form as will, in the opinion of the Moderator, indicate how members have voted on a question. The results of such vote shall be announced in terms of the numbers of aye, nay or abstain votes cast. The Clerk shall retain the ballots for a reasonable time after the meeting.

2. Secret Vote

There shall be no secret ballots or other secret votes at Church meetings.

(B). Majorities

Except as otherwise provided by law or the Church's Bylaws, all action of the meeting shall be taken upon vote of a simple majority of those present and voting. Set out below are some of the matters which require more than a simple majority.

Changes to Standing Rules without notice in the call of the meeting, require a two-thirds majority, as set forth in Article VIII of the Bylaws.

Amendments to the Bylaws require a two-thirds vote of the active members present and voting at any Annual Meeting of the Church or meeting called specifically for that purpose, as set forth in Article IX of the Bylaws.

Section 5. Adjournment and Dissolution

(A). Adjournment

Meeting of the Church will normally be conducted in a single session but may be adjourned upon a vote by a majority of the members present and voting on a motion.

(B). Dissolution

A meeting of the Church shall not dissolve until all articles in the call to the meeting with respect to which any member wishes to make a motion have been considered.

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Section 6. Record of Meetings

(A). Complete Record

The Clerk shall prepare and maintain a complete record of the meeting at the Church Office, where it shall be available for inspection by any member of the congregation. Such record shall as a minimum contain the text of all articles and motions, the name of the moving party, the action of the meeting with respect thereto and such summary of statements made at the meeting as will in the opinion of the Clerk contribute to a better understanding of the action of the meeting.

(B). Availability of Records

Records of the meetings shall be maintained by the Clerk in the Church Office and shall be available to all members upon reasonable request.

Section 7. Alternative Parliamentary Authority

In situations not covered by these rules, as determined by the Moderator, Robert's Rules of Order, current revision, shall be used, but may not act to override these rules. The final judgment on source of rules and rules of order shall be made by the Moderator.

(A). Clerk Emeritus shall

1. Be duly sworn;
2. Provide counsel and historical perspective to the Church Council at meetings and to members as requested and
3. Perform all duties and responsibilities of the Clerk during the time both the Clerk and Assistant Clerk are unable to perform that office.