

**First Congregational Church, UCC  
Winchester, Massachusetts**

**BYLAWS**

As adopted by vote of the Congregation June 11, 1995  
As amended by vote of the Congregation March 31, 2004  
As amended by vote of the Congregation April 2, 2008

**Summary of Revisions:**

**2004** Annual Meeting Held March 31, 2004 Article III – To amend the Bylaws of the Church by creating a Health Ministry Commission.

It was voted:

to amend the by-laws of the church to establish the Health Ministry Commission as a standing commission of the church. (From the Minutes of the 164<sup>th</sup> Annual Meeting held Mar 31, 2004)

**2008** Annual Meeting Held April 2, 2008 Article III – Consider and Act on the Recommendation to Divide the Facilities and Personnel Commission into Two Separate Commissions

It was moved, seconded and voted

that the Facilities and Personnel Commission be divided into two separate Commissions.

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## FIRST CONGREGATIONAL CHURCH IN WINCHESTER

The corporate name of this church (hereinafter referred to as "the Church") is First Congregational Church in Winchester. The Church was incorporated under the laws of the Commonwealth of Massachusetts, June 10, 1921.

### **BYLAWS**

As adopted March 5, 1995  
As amended March 31, 2004  
As amended April 2, 2008

### **ARTICLE I PURPOSE AND FAITH**

#### **Section A Purpose**

The Church is constituted for the purpose of establishing and maintaining the public worship of God in accordance with the principles and doctrines of the Congregational denomination. The Church seeks to bind together in fellowship those who strive to do the will of God as known in the person and life of Jesus Christ, in the Bible, and through the continuing revelation of God in history and experience. The fellowship is affirmed in the words of the Covenant adopted by the Church in 1940:

We, the members of this Church, covenant and bind ourselves together to strive to know the will of God; to walk in the ways of the Lord, made known or to be made known; to exalt the worship of the one true God; to work and pray for the progress of knowledge, the promotion of justice, and reign of peace, and the realization of human brotherhood.

#### **Section B Faith**

The Church cherishes the historic definitions and interpretations of the Christian faith, including the United Church Statement of Faith, 1959, as expressing essentials of the Christian faith. It encourages its members to develop a personal expression in action and words relevant to the society in which we live.

## ARTICLE II GOVERNMENT AND FELLOWSHIP

### Section A Government

The government of the Church is vested in its active members who exercise the right of full control of all its affairs subject to the laws of the Commonwealth of Massachusetts.

### Section B United Church of Christ

The Church, while autonomous, accepts nevertheless the principle of mutual counsel through membership in the free fellowship of the United Church of Christ and such ecumenical organizations with which it may associate.

## ARTICLE III MEMBERSHIP

### Section A New Members

The Church welcomes into its membership through covenant any person on confession of faith, reaffirmation of faith, or by letter of transfer from another church. If not already baptized, baptism shall be required. Persons desiring to become members of the Church shall be considered and received into membership by vote of the Membership Life and Development Commission. All persons who are received into membership in the Church shall thereby become members of the Corporation and shall remain such as long as they remain members of the Church.

### Section B Basis of Membership

Members shall be faithful in spiritual duties vital to the Christian life. According to their capacities, they shall attend the services of the Church, contribute to its support and benevolences, and share in its work. The bases of membership shall be Active, Associate, and Inactive as defined herein.

1) Active: Those who attend services, participate in other activities of the Church community, or contribute financial support to the Church.

2) Inactive: A member who has not continued to fulfill any of the above qualifications for Active membership becomes a matter of concern for the Membership Life and Development Commission, which shall be responsible for contacting the member and developing an understanding of the member's reduced relationship to the Church. The Membership Life and Development Commission, after consulting with the Pastor, may recommend transferal of such member to the Inactive list. However, no member may be transferred to the Inactive list without his or her consent. Inactive members shall not be reported as members of the Church. They may be restored to Active membership upon application. The Inactive list will be reviewed at least annually by the Membership Life and Development Commission .

3) Associate: Members of other churches who do not wish to transfer their church relationships may be received as Associate members upon presentation of a letter from their home churches attesting membership in good standing. Such Members shall have all the rights, privileges, and responsibilities of full membership, except the right to vote at meetings of the Church. Such membership shall cease upon the members moving from the parish.

### Section C Privileges of Active Members

Only Active members present and qualified are entitled to vote at meetings of the Church. Only Active members may serve as officers of the Church (as defined in these Bylaws) and as the Chair of Councils or Commissions. Exceptions to this section may be made only with the approval of the Council on Ministries.

### Section D Termination of Membership

Any member may, on written request, withdraw from membership or be granted a Letter of Transfer to any Christian church. A member may relinquish membership without the intention of joining another church. No membership may be terminated without the member's consent except that members whose addresses are unknown or who, for a period of two years, have not responded to inquiries by the Membership Life and Development Commission as to membership status, will be recommended for termination of membership. A letter shall be sent to the last known address informing the member of this action.

### Section E Changes in Membership Basis

All changes in basis of membership shall be effected by vote of the Membership Life and Development Commission.

### Section F Register of Members

As provided in Article V, Section B(1), the Clerk shall maintain a register of the names of members with dates of admission and dismissal or death.

## ARTICLE IV MINISTERIAL STAFF

### Section A Pastor

1) Selection. The Pastor may be chosen at any meeting of the Church, and on assuming the duties of the pastorate and receipt of sufficient letters of dismission, shall become a member of the Church.

2) Duties. The Pastor shall have charge of the spiritual welfare of the congregation.

- a) The Pastor shall be the highest officer of the Church and shall be responsible directly to the Church. The Pastor shall have power to direct the employees of the Church, subject to the guidelines of the appropriate Councils and Commissions. The Pastor

shall be a member of all Councils and Commissions ex-officio.

- b) The Pastor, or in the Pastor's absence one of the Deacons to be chosen by the meeting, shall preside at meetings of the Church called for purposes strictly ecclesiastical and at meetings held during or in connection with any regularly appointed religious service.

3) Termination. In order to terminate a pastoral relationship at least three months notice shall be given by either party unless both parties agree to a lesser period. The Church may decide to terminate a pastoral relationship at a meeting called for this purpose, by a two-thirds vote of those eligible members present and voting. The vote shall be by ballot. If the Metropolitan Boston Association has installed the Pastor, the provisions of such installation require both the Church and the Pastor to agree to submit to non-binding mediation by the Metropolitan Boston Association if the need arises. These Bylaws shall not preclude the Church from making such a commitment.

## Section B Additional Ministers

1) Selection and Termination. The Church may choose an Additional Minister or Ministers. Whenever the Church shall vote to engage a Minister or Ministers in addition to the Pastor, the Council on Ministries may appoint such Additional Minister(s), subject to approval by the Church, but with authority to serve pending action by the Church in the annual or a special meeting. Except for the above, the methods of call, elections, membership, installation, and termination shall be the same as for the Pastor.

2) Duties. The Additional Minister(s) shall be a member ex-officio of the Council on Ministries and, as designated by the Pastor, may be a member ex-officio of the Program Council and/or individual Commissions. The Additional Minister(s) shall perform such duties as the Pastor in conjunction with the Facilities and Personnel Commission shall prescribe.

## ARTICLE V OFFICERS OF THE CHURCH

### Section A Moderator

1) Election and Duties. A Moderator shall be elected from the Church membership at each annual meeting of the Church for a term of one year. The Moderator shall preside at all business meetings of the Church and shall have the powers and duties vested in the office by the laws of the Commonwealth.

2) Acting Moderator. If the Moderator is unavailable or unable to perform his or her duties, an Acting Moderator shall be appointed by a majority of the Pastor, Head Deacon, and the Chair of the Leadership Development Commission, to perform such duties until the Moderator is able and available to do so. Any such appointment shall become effective when delivered in writing

to the Pastor.

### Section B Clerk

1) Election and Duties. A Clerk shall be elected from the Church membership at each annual meeting of the Church for the term of one year and shall be sworn to the faithful performance of his or her duties. The Clerk shall keep the records of the Church and of all business meetings and shall keep a register of the names of members with dates of admission and dismissal or death, together with a record of baptisms. The Clerk shall issue letters of dismissal and of transfer. The Clerk shall give legal notice of all meetings and perform such other duties as pertain to the office of Clerk.

2) Acting Clerk. If the Clerk is unavailable or unable to perform his or her duties, an Acting Clerk may be appointed by a majority of the Pastor, the Head Deacon, and the Chair of the Leadership Development Commission, to perform such duties until the Clerk is able and available to do so. Any such appointment shall become effective when delivered in writing to the Moderator.

### Section C Treasurer: Assistant Treasurer: Collector: Associate Treasurer

1) Election and Duties A Treasurer and an Assistant Treasurer shall be elected from the Church membership at each annual meeting for terms of one year. A Collector may be elected from the Church membership at each annual meeting for a term of one year. On request of the Treasurer, the Financial Resources Commission may authorize the Associate Treasurer also to withdraw money by check. The Treasurer, Assistant Treasurer, Collector, and the Associate Treasurer shall each furnish a bond in such sum and with such sureties as may be approved by the Council on Ministries for the faithful performance of their duties.

- a) The Treasurer shall take charge of all money which is received for Church expenses or for religious or benevolence purposes, unless otherwise provided for in these Bylaws, and all moneys given for specified or trust purposes to their designated objects. The Collector is enabled to collect and record moneys received as part of any Church service as requested by the Treasurer or Assistant Treasurer. All money received shall be counted by the Treasurer, Assistant Treasurer, or Collector. The Treasurer shall promptly deposit in the name of the First Congregational Church in Winchester, in a banking institution approved by the Financial Resources Commission, all money received.
- b) The Treasurer shall pay out money only:
  - i) When expressly thereto authorized by vote of the Church;
  - ii) Upon approval of at least one of the members of that Council or Commission which has authority to approve expenditure of moneys for the particular payment's purpose.
  - iii) For purposes expressly authorized by a Council out of funds whose disposition is within its controls; or
  - iv) In accordance with the terms of a gift or bequest.



- c) The Treasurer may withdraw money by check upon his or her own signature. The Treasurer, with the approval of the Financial Resources Commission, may appoint an Associate Treasurer who shall assist and be responsible to the Treasurer. In the absence or disability of the Treasurer and the Associate Treasurer, the authority to withdraw money by check may be given by the Financial Resources Commission to the Assistant Treasurer; and in the absence of the Treasurer, the Associate Treasurer, and the Assistant Treasurer, the authority to withdraw money by check may be given by the Financial Resources Commission to one of the members of the Financial Resources Commission to be designated as Temporary Treasurer.
- d) All trust, endowment and permanent funds of the Church received by the Treasurer, other than funds required by the terms of a gift or otherwise to be in the custody of the Diaconate (Council on Pastoral Care) or the Pastor and Deacons, shall be transferred by the Treasurer to the care and custody of the Financial Resources Commission.
- e) The Treasurer shall make periodic reports on the status of the Church's financial accounts to the Program Council and the Council on Ministries.

#### Section D Auditors

1) Election and Duties Three Auditors shall be elected for terms of three years, with one being elected at each Annual Meeting. They shall audit the accounts of the Treasurer and Financial Resources Commission, the Education Commission Treasurer, and any council or commission or other person having authority to invest, disburse, or receive funds in the name of the Church.

#### Section E Historian

1) Election and Duties A Church Historian shall be elected at each annual meeting for a term of one year. The Historian shall keep a permanent record of items relating to the life of the Church and see that they are appropriately preserved and displayed.

#### Section F Librarian

1) Election and Duties A Church Librarian shall be elected at each annual meeting for a term of one year to maintain the Church Library in accordance with policies reviewed and approved by the Education Commission.

## ARTICLE VI COUNCILS

#### Section A Council on Ministries

1) Membership. The Council on Ministries shall consist of the Pastor, Additional Ministers, the Moderator, the Clerk, the Treasurer, the Deacons, the Chairs of the Commissions (or their designees), and the President of the Women's Association. The Historian serves ex-officio

without vote.

2) Meetings. Meetings of the Council on Ministries shall be held at such times as it may deem appropriate (typically quarterly), but the Pastor, the Head Deacon, or the Moderator may call additional meetings at any time. The Pastor or, at the Pastor's request or in the Pastor's absence, the Moderator or the Head Deacon shall preside at meetings.

3) Executive Board. There shall be an Executive Board of the Council on Ministries consisting of the Pastor, the Moderator, the Head Deacon, the Chairs of the Commissions, and the Treasurer. The Pastor shall be chair. At the call of the Pastor, or the Head Deacon, or the Moderator, the Executive Board may meet between regular meetings of the Council on Ministries to care for matters delegated to it by the Council on Ministries or to consider other matters deemed appropriate. It shall also serve as an advisory council to the Pastor.

4) Responsibilities and Authority. The Council on Ministries shall provide strategic review and management of all aspects of the Church's activities and mission. It shall organize itself, recruit assistance in consultation with the Leadership Development Commission, and establish and delegate authority to temporary working groups as it deems appropriate to plan, implement and review actions to fulfill its responsibilities. The Council on Ministries:

- a) shall develop policy and establish long-term goals for the Church.
- b) may develop Working Guidelines as described in Article XI.
- c) shall in due season each year request from all officers, Councils, and Commissions a statement of their needs for the following year, and from the Financial Resources Commission a report of the anticipated income for that year. The Council on Ministries shall determine what amounts are necessary and proper for prudential and benevolence purposes, and establish an annual budget of anticipated income and appropriations which shall be in balance. A detailed budget report shall be presented at the annual meeting of the Church and shall be made public on the Sunday preceding said meeting, either by publication in the Church calendar, or by posting in the vestibule prior to the Sunday morning service.
- d) shall in due season each year review and approve the investment policies of the Treasurer and Financial Resources Commission.
- e) may appoint members of the Church as delegates to denominational and ecumenical meetings, conferences, councils or associations; but the delegation of these powers to it shall not be construed to deprive Church members of the right to appoint such delegates at any Church meeting. It may arrange for special services and programs or community enterprises affecting the Church in its association with other churches.
- f) may approve expenditures from any funds placed in its charge by appropriation of the Church, for the purposes authorized by such appropriation.

## Section B Program Council

1) Membership. The Program Council shall consist of the Pastor, Additional Minister(s) as

may be designated by the Pastor, the Moderator, the Treasurer, the Head Deacon, the Chairs of the Commissions (or their designees), and the President of the Women's Association. The Historian serves ex-officio without vote.

2) Meetings. Meetings of the Program Council shall be held at such times as it may determine (typically in the months when the Council on Ministries does not meet), but the Pastor, the Head Deacon, or the Moderator may call additional meetings at any time. The Moderator or, at the Moderator's request or in the Moderator's absence, the Pastor or the Head Deacon shall preside at meetings.

3) Responsibilities and Authority The Program Council shall provide coordination of all aspects of the Church's activities and mission. It shall organize itself, recruit assistance in consultation with the Leadership Development Commission, and establish and delegate authority as it deems appropriate to plan, implement and review actions to fulfill its responsibilities. The Program Council:

- a) shall provide liaison between all Commissions and Councils and coordinate a unified Church program.
- b) shall resolve scheduling or logistical conflicts between or among Commissions and the Diaconate.
- c) shall coordinate the annual and special meetings of the Church as described in Article VIII.
- d) may approve expenditures from any funds placed in its charge by appropriation of the Church, for the purposes authorized by such appropriation.

### Section C Diaconate (Council on Pastoral Care)

1) Membership. The Council on Pastoral Care shall consist of the Pastor and nine Deacons elected by the Church from the Church membership. Three Deacons shall be elected for terms of three years at each annual meeting of the Church. The Deacons shall be installed into office. The Deacons shall annually choose from their membership a Head Deacon.

- a) Nomination. The Diaconate shall seek advice and consent from the Leadership Development Commission before contacting a potential candidate for nomination to become a Deacon. The Diaconate shall inform the Leadership Development Commission of the results of such contacts.
- b) Life Deacons. Following service for a full term, Deacons will become Life Deacons and may be called upon to assist the Deacons in discharging their duties.

2) Meetings. Meetings of the Council on Pastoral Care shall be held at such times as it may determine.

3) Responsibilities and Authority. The Diaconate shall aid the Pastor in the spiritual care of the Church. It shall organize itself, recruit assistance in consultation with the Leadership

Development Commission, and establish and delegate authority as deemed appropriate to plan, implement and review actions to fulfill its responsibilities. The Diaconate is encouraged to provide ministry opportunities for all persons in the Church. The Diaconate:

- a) shall assist the Pastor in the administration of the Lord's Supper.
- b) shall supervise the program of worship, and shall have the power to make any change therein.
- c) shall have general charge of music at all services and special music events, and of expenditures of all money appropriated for music. The Diaconate, in consultation with the Facilities and Personnel Commission, shall have authority to engage the music staff of the Church.
- d) shall supervise the ushering at all services.
- e) may, in consultation with the Financial Resources Commission and Outreach Commission, authorize the taking of a special collection for any benevolence purpose. No special collection for any purpose shall be taken at any time without the consent of the Diaconate.
- f) shall engage ministers for the supply of the pulpit during the Pastor's vacation, absence, or illness, and during a vacancy in the pastorate.
- g) may, in consultation with the Council on Ministries, arrange for special services affecting the Church in its association with other churches.
- h) may, in consultation with the Facilities and Personnel Commission, forbid any use of, or activity within, the Church edifice which it deems harmful to the spiritual interests of the Church.
- i) shall implement programs that ensure that concerns of all Church members are considered.
- j) shall conduct periodic reviews of the Pastor/parish relationship.
- k) shall make calls at the request of the Pastor, bring cases of need within the Church to the knowledge of the Pastor, and in any other way assist the Pastor.
- l) shall assist in the distribution of funds for the relief of the poor and needy. The Diaconate may approve expenditures from the Pastors and Deacons Fund and may delegate to the Pastor or Additional Minister(s) authorization to expend that fund for the needy.
- m) may approve expenditures from any funds placed in its charge by appropriation of the Church, for the purposes authorized by such appropriation.

## ARTICLE VII COMMISSIONS

### Section A Commission Structure

1) Commissions. There shall be eight Commissions responsible for planning, implementing, and reviewing the activities and ministries of the Church in accordance with the policies and goals established by the Church and the Council on Ministries. The Commissions are:

Education Commission  
Facilities Commission  
Financial Resources Commission  
Leadership Development Commission  
Membership Life and Development Commission  
Outreach Commission  
Health Ministry Commission  
Personnel Commission

2) Election. Commission members shall be elected at the annual meeting of the Church for terms of two years. No person may be elected for more than two consecutive terms on a single Commission. A person who has been elected to two consecutive terms on a single Commission, may not be elected again to that Commission until one year after the end of the second term.

3) Ex-officio Members. The Pastor and one or more Additional Ministers as may be designated by the Pastor shall be ex-officio members of each Commission. Unless otherwise specified in these Bylaws, ex-officio members shall have the right to vote, except that the Pastor and Additional Ministers together may cast only one vote on any one Commission.

4) Chairs of Commissions. Each Commission shall in the month prior to the annual meeting of the Church, or as soon thereafter as possible, elect from among its continuing members a person who will serve as Chair of that Commission for the following year. The Chairs, or their designees, will represent their Commissions on the Program Council and the Council on Ministries.

5) Organization. Commissions shall meet and work together as they deem appropriate. Each Commission shall meet, organize itself, recruit assistance in consultation with the Leadership Development Commission, and establish and delegate authority to temporary or permanent working groups as it deems appropriate to plan, implement, and review actions to fulfill its responsibilities. Commissions are encouraged to provide ministry opportunities for all persons in the Church.

### Section B Education Commission

1) Members. The Education Commission shall consist of ten members elected by the Church. Five members shall be elected at each annual meeting of the Church. The Librarian serves ex-officio. The Education Commission shall appoint an Education Commission Treasurer and other

Education Commission officers as deemed appropriate.

2) Responsibilities and Authority. The Education Commission shall plan, implement, and review religious education in the Church. The Education Commission:

- a) shall promote or facilitate a broad variety of religious educational opportunities so that persons who desire may participate in an appropriate program.
- b) shall supervise and conduct educational programs for children in nursery and elementary grades, and educational and fellowship programs for youth in middle school and high school grades, and shall seek to establish a developmental continuity from each level to the next.
- c) shall promote educational programs for adults, and shall review and coordinate such other adult educational opportunities as it deems appropriate.
- d) shall maintain familiarity with matters concerning the Church Library, its operation, needs and development, and shall bring to the attention of the officers, Councils, Commissions, organizations and Church membership those matters and recommendations it considers appropriate.
- e) shall review and approve Library policies as may be recommended by the Church Librarian.
- f) may approve expenditures of money appropriated by the Church for the purposes authorized by such appropriation, and expenditures of money otherwise paid to, collected by, or belonging to the Education Commission.

3) The Education Commission Treasurer. The Education Commission Treasurer shall receive, collect, and be responsible for all money paid to, collected by, or belonging to, or under the control of the Education Commission, and shall keep a detailed account of all receipts and payments. The Education Commission Treasurer shall deposit such money promptly on its receipt in a banking institution in the name of the First Congregational Education Commission and may withdraw it on his or her own signature. Such money shall be paid out only (1) under an authorization voted by the Education Commission or (2) on a written authorization by two or more members thereof, other than the Treasurer, as may be determined from time to time by vote of the Education Commission.

### Section C. Facilities Commission

1) Members. The Facilities Commission shall consist of at least six members elected by the Church. Three members shall be elected at each annual meeting of the Church.

2) Responsibilities and Authority. The Facilities Commission shall plan, implement, and review all matters relating to the care and control of the Church's property. The Facilities Commission:

- a) shall resolve questions relating to the use of Church property by individuals and

groups, and shall consult with the Diaconate (Council on Pastoral Care) regarding possible uses that may be deemed harmful to the spiritual interests of the Church.

- b) shall, in consultation with the Diaconate (Council on Pastoral Care) or its designees, consider and report on all questions that may arise affecting the artistic or aesthetic features of the Church property and on the acceptance of gifts or furnishings or of articles for decorative or ornamental purposes.
- c) shall prepare and submit recommendations to the Council on Ministries regarding all matters relating to the care and control of the Church's physical property with may materially affect the Church's budget.
- d) may authorize and approve expenditures of money appropriated by or received by the Church for purposes of the care and control of the Church's property, except insofar as some other officer or Council or Commission is authorized to expend such funds in accordance with the Bylaws, or by express vote of the Church, or by the terms of a gift.

#### Section D. Financial Resources Commission

1) Members. The Financial Resources Commission shall consist of nine members elected by the Church. Five members and four members shall be elected at alternating annual meetings of the Church. No person who is an officer or an elected member of a Council or another Commission shall be an elected member of the Financial Resources Commission.

2) Performance Assurance. The members of the Financial Resources Commission shall each furnish a bond in such form and with such sureties as may be approved by the Council on

Ministries for the faithful performance of their duties. The authority of any of the members may be suspended summarily by the Executive Board of the Council on Ministries at any time, with or without cause, and in any such event the decision shall be communicated immediately to the Council on Ministries for ratification or disapproval at a meeting called promptly for that purpose. Any decision of the Council on Ministries on such an issue may be appealed by the member involved to a meeting of the Church in accordance with these Bylaws.

3) Responsibilities and Responsibility. The Financial Resources Commission shall plan, implement, and review programs to provide financial support of and donations to the Church and shall arrange for competent management of the Church's endowment and other funds in its custody. The Financial Resources Commission:

- a) shall encourage and assist those who might wish to make gifts or bequests or otherwise add to the permanent funds of the Church, and shall inform the officers and members of the Church of any such gifts, bequests, and endowments.
- b) shall prepare and implement each year the annual pledge campaign to raise funds that support the Church's budgeted expenditures.
- c) may take such further action, not inconsistent with any vote of the Church, as it deems

advisable to increase the income of the Church, but shall not authorize the taking of a special collection at any Church service without the consent of the Diaconate (Council of Pastoral Care).

- d) shall prepare and present to the Council on Ministries a report showing in detail the anticipated income for the coming year.
- e) shall stay informed throughout the year regarding the financial affairs of the Church and shall receive from the Councils and Commissions and officers reports of their receipts and expenditures at times and in such detail as it deems necessary.
- f) shall have custody of all the trust, endowment and permanent funds of the Church (other than funds required by the terms of a gift or otherwise to be in the custody of the Deacons or the Pastor and Deacons); shall receive, hold, invest, and reinvest such funds and the income therefrom except that unless retention of any such income in the trust, endowment and permanent funds of the Church is required by vote of the Church or the terms of a gift or bequest, the Financial Resources Commission shall pay over the net income therefrom not less frequently than semiannually to the Treasurer. Principal funds, except insofar as the same may be limited by the terms of the gift to the Church, may be transferred from the Financial Resources Commission to the Treasurer, and may be expended upon, and only upon, a vote of the Church at any meeting called for the purpose.
- g) may carry securities and other property of the Church subject to its custody in the form of street certificates or in the name or names of its nominee or nominees, and may deposit for safekeeping in whole or in part said securities or property in such national bank or trust company as it may determine, and any expenses in connection with the same shall be paid by the Church.
- h) may select and oversee one or more investment managers to manage funds in its custody.
- i) shall, in performing its duties, act by a majority of its voting members.
- j) shall, if requested by the Pastor, the Program Council, or Council on Ministries, advise them regarding the investment of funds in its custody.
- k) shall make a report in writing to the Church at the annual Church meeting, setting forth the amount of the trust, endowment and permanent funds in its custody, any additional receipts by it, the manner in which the funds are invested, the amount of income received therefrom and expenditures made by it.
- l) may approve expenditures of money appropriated to it by the Church, for the purposes authorized by such appropriation.

## Section E. Leadership Development Commission

- 1) Members. The Leadership Development Commission shall consist of seven members



elected by the Church. Four members and three members shall be elected at alternating annual meetings of the Church.

2) Responsibilities and Authority. The Leadership Development Commission shall implement programs that improve leadership skills of persons active in the Church, and shall make nominations matching a person's skills, experience, and interests with the various needs of the Church organization. The Leadership Development Commission:

- a) shall, in consultation with the Council on Ministries, develop, implement, and review a multi-year plan for the development of leadership skills and leaders' experience matched to the needs of the Councils and Commissions.
- b) shall consult with and assist Commissions and Councils to locate interested and skilled persons to join ad hoc committees, task forces, or other activities.
- c) shall promote leadership training and development opportunities for all interested persons in the Church. Specific programs shall instruct elected officers, Deacons, and Commission members on the skills, logistics, and available resources that may help them best fulfill their responsibilities.
- d) shall seek recommendations from Church members, the Pastor, and Additional Minister(s) for qualified candidates for the various Church activities, particularly for nominations of officers, Deacons, members of Commissions, and delegates.
- e) shall make nominations for all officers, members of Commissions, and delegates to be elected at any meeting of the Church, and for all vacancies among the officers, members of Commissions, and delegates to be filled by the Executive Board of the Council on Ministries.
- f) shall advise on and consent to Deacon nominations from the Diaconate.
- g) shall solicit and receive nominations made by Church members. These nominations must be made in writing and signed by ten Church members.
- h) shall, on the Sunday preceding a Church meeting that includes an election, publish in the Church calendar or post in the vestibule prior to the Sunday morning service nominations made by the Leadership Development Commission and, if seasonably delivered, nominations made by Church members.
- i) may approve expenditures of money appropriated to it by the Church, for the purposes authorized by such appropriation.

## Section F. Membership Life and Development Commission

1) Members. The Membership Life and Development Commission shall consist of nine members elected by the Church. Five members and four members shall be elected at alternating

annual meetings of the Church.

2) Responsibilities and Authority. The Membership Life and Development Commission shall develop and implement programs to foster Church membership and to strengthen the life of the Church. The Membership Life and Development Commission:

- a) shall study and maintain familiarity with ways in which churches create a welcoming environment and promote membership, and shall recommend those changes, programs, or activities that it deems appropriate to the Church, Councils, or Commissions that might implement them.
- b) shall facilitate or implement programs to welcome and inform potential and new members.
- c) shall take actions needed to implement the requirements of Article III. The Membership Life and Development Commission:
  - i) shall receive and review applications for membership.
  - ii) shall annually review the status of Church members.
  - iii) shall approve by vote decisions to extend membership, to change a member's membership basis, or to terminate a member.
  - iv) shall inform the Clerk, the Diaconate, and the Leadership Development Commission of the result of all such actions.
- d) shall plan and promote programs and activities designated to strengthen parish life, including intergenerational events.
- e) may approve expenditures of money appropriated to it by the Church, for the purposes authorized by such appropriation.

## Section G. Outreach Commission

1) Members. The Outreach Commission shall consist of the eight members elected by the Church. Four members shall be elected at each annual meeting of the Church.

2) Responsibilities and Authority. The Outreach Commission shall promote opportunities for outreach ministries and benevolence by all persons associated with the Church, and shall oversee the outreach programs and benevolences of the Church. The Outreach Commission:

- a) shall study and maintain familiarity with matters of mission, benevolence, social concern, justice and peace in the denomination, community, state, nation, and the world, and shall educate the Church on such matters as it deems appropriate.
- b) shall make available to people in the Church opportunities for ministries and giving by planning, supporting, or implementing a variety of outreach activities, within the Church and among the associations and organizations affiliated with it, for people of different interests, ages, and abilities.

- c) shall nominate individuals to serve as representatives to charitable organizations with which the Church has active affiliation .
- d) shall prepare and submit to the Council on Ministries its recommendations respecting appropriations for mission and benevolence purposes.
- e) shall determine appropriate uses of all moneys received by the Church that are designated for mission beyond the local Church.
- f) shall consider all requests for gifts by the Church for religious, missionary, educational or charitable purposes, and shall make recommendations regarding such requests.
- g) may authorize expenditures of money appropriated to it by the Church, including funds appropriated in the Annual Budget and such additional gifts as may be received, for the purposes authorized by such appropriation or gift.
- h) may authorize and approve expenditures of one thousand dollars or less from those portions of income from the Jenks Fund which may have been appropriated to the Outreach Commission, and shall make recommendations to the Church at meetings called for that purpose regarding such an expenditure in excess of one thousand dollars or the expenditure of the principal corpus of the Jenks Fund in accordance with the wishes of the donor in his bequest.

#### Section H. Health Ministry Commission

1.) Members: The Health Ministry Commission shall consist of at least six members elected by the church. At least three members shall be elected at each Annual Meeting of the church.

2.) Responsibilities and Authority: The Health Ministry Commission shall provide members of the congregation with information and experiences to explore and understand the role of spirit in their health. The Commission shall

- a.) encourage the church community to enhance their faith by living the connection between wellness and spirituality, both personally and in ministry to others,
- b.) promote a holistic approach to health and wellness and foster an understanding of the mind-body-spirit connection among the congregation,
- c.) promote spiritual wellness and provide opportunities for spiritual healing,
- d.) determine the congregation's most pressing needs and develop programs to address those needs, including, but not limited to: educational programs, support groups, resource referral and coordination, visitation, faith development, spiritual counseling,
- e.) facilitate awareness of and access to existing community resources,

- f.) provide council, support and supervision to the Church's Health Minister in the performance of his or her duties,
- g.) maintain familiarity with matters concerning the health ministry, its programs, needs and development and bring to the attention of the officers, Councils, Commissions, organizations and Church membership those matters and recommendations it considers appropriate, and
- h.) may approve expenditures of money appropriated by the Church for the purposes authorized by such appropriation, and expenditures of money otherwise paid to, collected by or belonging to the Health Ministry Commission.

### Section I. Personnel Commission

- 1) Members: The Personnel Commission shall consist of at least three members elected by the Church. At least two members and one member shall be elected at alternating annual meetings of the church.
- 2) Responsibilities and Authority. The Personnel Commission shall plan, implement, and review all matters relating to the Church's personnel policies and practices. The Personnel Commission:
  - a) shall provide continuing attention to the personnel policies and practices of the Church, including but not limited to matters concerned with salaries, benefits, staff assignments and working conditions, and shall consider and report to the Church, the Councils, or to such Commissions as it deems appropriate, on all other matters that in its judgment are related to the personnel policies of the Church.
  - b) shall prepare and submit recommendations to the Council on Ministries regarding all personnel matters affecting the Church's budget.
  - c) may authorize and approve expenditures of money appropriated by or received by the Church for personnel purposes, except insofar as some other officer or Council or Commission is authorized to expend such funds in accordance with the Bylaws, or by express vote of the Church, or by the terms of a gift.

## ARTICLE VIII MEETINGS

### Section A: Annual Meeting

1) Date. The annual meeting of the Church shall be held on the Wednesday before the last Wednesday in January. In the event an annual meeting has not been held on such date, a special meeting in lieu of the annual meeting shall be held with all the force and effect of an annual meeting.

2) Notice.

- a) Call for Suggestions. The Program Council shall, at least five weeks prior to each annual meeting, publish in the Church calendar a notice that it will receive written suggestions as to subjects to be included in the notice of such annual meeting. Each such suggestion which is received by the Program Council at least two weeks before the meeting shall be considered by it and if deemed by the Program Council appropriate for submission to the meeting, shall be included in the notice of such meeting.
- b) Notice of the Meeting. The notice of the meeting shall state the time and place of the meeting, and the subjects to be acted upon. It shall be signed by the Moderator and directed to the Clerk, who at least eight days before the meeting shall post in the Church vestibule a copy thereof duly certified by him. If it shall be impossible so to post it, the Clerk shall give notice in such other manner as the Moderator in the notice shall direct, eight days at least before the meeting. In case of the resignation, disability, or absence of the Clerk, the Program Council may give notice in such other manner as it may determine, and such notice shall be posted as described above. A general notice shall also be given from the pulpit, or be published in the Church calendar, on the Sunday preceding the meeting.

3) Content of the Meeting.

- a) Reports. The meeting shall hear and act on written reports from the Pastor, the Treasurer, the Auditors, the Education Commission Treasurer, the Diaconate (Council on Pastoral Care), the Education Commission, the Outreach Commission, the Membership Life and Development Commission, the Financial Resources Commission, the Facilities and Personnel Commission, and the Leadership Development Commission. The Program Council shall publish an annual report which includes the annual meeting and special meeting(s). A written report may be presented by the Women's Association. Additional reports may be received at the annual meeting by vote of the Church.
- b) Actions. The annual meeting of the Church shall elect the officers, Deacons, and Commission members provided for in these Bylaws. It shall act on the budget to determine a program for the following year. It shall also transact such

other business as may properly come before the Church meeting.

## Section B Special Meetings

1) Call for a Special Meeting. Special meetings of the Church may be called by the Pastor, by the Head Deacon, by the Council on Ministries, by the Program Council, or upon a written request stating the purpose for which such a meeting shall be called signed by 25 members of the Church.

2) Notice. Notice of special meetings shall be given and published in the same manner as is required for the annual meeting except that notice of meetings called for purposes not involving appropriation of money or committing the Church to expense shall include a general statement of the purpose of the meeting and may be given by the Pastor or by some members of the Program Council at the morning service, or published in the calendar, on the Sunday preceding the meeting.

3) Limitation on Facilities and Personnel Business. No money within the control of the Facilities Commission or the Personnel Commission shall be appropriated and no vote committing the Church to such expense shall be passed unless such proposed appropriation or expense shall first have been submitted to and reported by either the Facilities Commission or the Personnel Commission, whichever Commission is deemed appropriate for the matter being addressed.

## Section C Rules

1) The rules contained in Robert's Rules of Order Revised shall be the parliamentary authority in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or special rules of the Church.

2) Any member of the Church may speak at any meeting of the Church as a matter of right, and any other person may speak at any meeting either at the discretion of the Moderator or with the approval of a majority of the members in attendance.

## Section D Quorum

1) Annual and Special Meetings. A quorum for the transaction of business at any annual meeting shall be fifty active members present and qualified to vote, and at any special meeting shall be twenty-five active members present and qualified to vote, but a smaller number may meet and adjourn.

2) Council and Commission Meetings. A majority of the members of any Council or Commission or committee shall constitute a quorum for the transaction of business, which may act by a majority of those present and voting.

## ARTICLE IX

### ELECTIONS AND VACANCIES

#### Section A Elections

All officers, Deacons, Commission members, and delegates shall, unless otherwise provided in these Bylaws, be elected at the annual meeting of the Church. Their terms shall begin at the close of the annual meeting at which they are elected. Such elections shall be by written ballot if so requested at the meeting by five (5) members of the Church who are present.

#### Section B Vacancies

Any vacancy occurring between annual meetings of the Church, excepting that of the Pastor, Additional Ministers, and delegates, may be filled on a temporary basis until the next annual meeting by the Executive Board of the Council on Ministries based on nominations from the Leadership Development Commission.

## ARTICLE X

### FINANCIAL YEAR

The financial year of the Church shall close on the thirty-first day of December.

## ARTICLE XI

### WORKING GUIDELINES

The Council on Ministries may prepare advisory guidelines not inconsistent with these Bylaws and describing the functions, times of meeting, and duties of Councils, Commissions, officers, and delegates; and may prepare other guidelines which it deems appropriate to the smooth functioning of the Church organization. Such working guidelines may be added, revised, or rescinded by two-thirds vote of the Council on Ministries.

## ARTICLE XII

### REVISION OF BYLAWS

#### Section A Method

These Bylaws may be revised, amended, repealed or superseded by vote of two-thirds of the members present and qualified to vote, at any meeting of the Church called for the purpose.

### Section B Limitations

These Bylaws shall not be construed to affect or impair the rights of membership in this corporation, or any property rights heretofore acquired by or in the virtue of any Bylaw previously adopted, but which may not be included in whole or in part in this revision; but as to such rights said Bylaws shall remain in full force and effect.

### Section C Decennial Review

At intervals of not more than ten years, proposed revisions or recodification of the Bylaws shall be presented to the annual meeting for enactment. Such revisions or recodifications shall be prepared by a committee selected or appointed by the Council on Ministries for that purpose. The committee shall commence its review following the adjournment of the annual meeting of the year preceding the year in which its report is to be filed. Within ten months following its appointment, the committee shall cause to be posted in the church (a) a report summarizing its recommendations and noting where within the Church complete copies of the report shall be available for inspection by the congregation, and (b) the date, time and place when a hearing shall be held by the committee on the preliminary report.

### Section D Availability of Bylaws

Copies of the Bylaws shall be made available to any member of the Church upon request.



## APPENDIX A

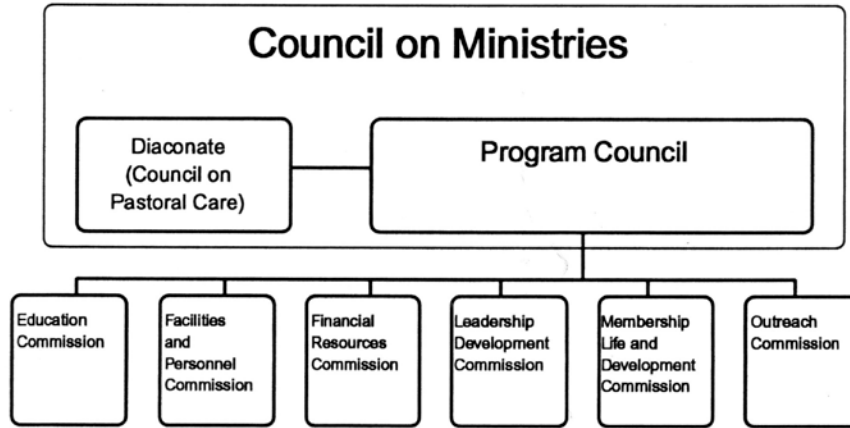
### WORKING GUIDELINES FOR SEARCH COMMITTEES

Adopted by the Church Council, April 22, 1981 and amended March 5, 1995.

- I. Pastor (Re Article IV, Section A). When a pastoral relationship is terminated, a search committee shall be appointed by the Council on Ministries, consisting of representatives of the Diaconate (Council on Pastoral Care), the Education Commission the Outreach Commission, the Membership Life and Development Commission, the Financial Resources Commission, the Facilities and Personnel Commission, the Leadership Development Commission, the Women's Association, and others as may be deemed appropriate not to exceed nine members. The search committee shall in general follow the procedure outlined in A Manual on the Ministry (1977), pp. 11-12. The search committee shall also consult with the ministerial team. When the search committee is prepared to make a recommendation of a successor to the Pastor, it shall report to the Council on Ministries which, after its approval, shall call a special meeting of the congregation to vote on the recommendation. A two-thirds vote of the congregation is required to issue a call to the candidate.
  
- II. Additional Ministers (Re Article IV, Section B). When a vacancy shall occur in an Additional Minister's position, the same general procedure as for the Pastor shall be followed. The composition of the search committee shall in each case include representatives of the Diaconate (Council on Pastoral Care), the Facilities and Personnel Commission, the Leadership Development Commission, the Women's Association, and, as appropriate for the vacant position, the Education Commission, the Outreach Commission, the Membership Life and Development Commission, or the Financial Resources Commission. The search committee shall submit its recommendation to the Council on Ministries which, after approval, shall make its recommendation to a special meeting of the Church.

**APPENDIX B**

**First Congregational Church in Winchester  
Bylaw-defined Organization Structure**



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