

**BY-LAWS**  
**FIRST PARISH CHURCH, CONGREGATIONAL**  
(United Church of Christ)  
**MANCHESTER-BY-THE-SEA, MASSACHUSETTS**  
(as amended through February 7, 2010)

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By-Laws of the  
**FIRST PARISH CHURCH, CONGREGATIONAL**  
(United Church of Christ)  
MANCHESTER-BY-THE-SEA, MASSACHUSETTS

**ARTICLE I -- NAME**

This Church shall be called First Parish Church, Congregational (United Church of Christ).

**ARTICLE II -- MISSION STATEMENT**

This Church shall be bound together by the Holy Spirit to follow Jesus Christ in order to share in the worship of God, and to make God's will dominant in the lives of people, individually and collectively, especially as that will is set forth in the life, teachings, death, and resurrection of Jesus Christ.

We agree to accept the responsibilities of membership in our Church with our presence at worship, our talents, and our prayers; to promote Christian instruction and provide service to others; to uphold its by-laws; to support the Church financially; and to live together in neighborly love.

**ARTICLE III -- DOCTRINE AND COVENANT**

Doctrine: This Church recognizes the Scriptures as our authority in matters of faith and practice, and holds that living in accordance with the teachings of Jesus Christ is the true test of fellowship. Each member shall have the undisturbed right to follow the Word of God according to the dictates of his/her own conscience. The following covenant is an expression of the Spirit in which the church interprets the Word of God.

Covenant: *Acknowledging Jesus Christ to be our Savior and Lord, and accepting the Holy Scriptures as our rule of faith and practice, and recognizing the privilege and duty of uniting ourselves for Christian fellowship, the enjoyment of Christian ordinances, the public worship of God, and the advancement of His kingdom in the world, we do now, in the sight of God and invoking His blessing, solemnly covenant and agree with each other to associate ourselves to be a church of Jesus Christ, as warranted by the Word of God.*

*We agree to maintain the institutions of the gospel, to submit ourselves to the orderly administration of the affairs of the Church, and to walk together in neighborly love.*

*And this we do depending upon our God who so loved the world that Jesus Christ, the only begotten son, was given for our salvation, and who redeemed us with His blood, and of the Holy Spirit, our Comforter and Guide.*

## ARTICLE IV -- CHURCH GOVERNMENT

The government of this Church is that form known as "Congregational", meaning that, under God, the exercise of all the affairs of the Church is vested in its members. We believe in the freedom and the responsibility of the individual soul and the right of private judgment. We hold to the autonomy of the local church and its independence of all ecclesiastical control. We cherish the free fellowship of the churches, united in district, state, nation, and world, for counsel and cooperation in matters of common concern and pledge ourselves to share in their common aims and work.

This Church shall, therefore, be in direct fellowship with the Essex Association of the United Church of Christ Massachusetts Conference, the Massachusetts Conference of the United Church of Christ, and the Geneva Synod of the United Church of Christ.

## ARTICLE V -- MEMBERSHIP

Section A. **Qualifications:** This Church welcomes into the membership any person who believes in the Lord Jesus Christ and who proposes to love God with all one's heart, mind, and strength, and to love one's neighbor as one's self.

Section B. **Conditions:** Members shall be received into the fellowship of this Church by having complied with one of the following conditions:

1. by confession of faith and baptism (if not previously baptized);
2. by presentation of a satisfactory letter of transfer from another church;
3. by reaffirmation of faith, if a letter of transfer is not available,
4. by restoration, if they had been previously active members.

Section C. **Reception to Membership:**

1- Any individual(s) interested in membership shall be referred to the MEMBERSHIP AND GROWTH COMMITTEE. This committee shall review applications for membership, and approve those who meet the conditions (see Article V, sect B).

2. The reception of members shall ordinarily be upon a Lord's Day when Communion is administered. Prior to being received into the Church, the MEMBERSHIP AND GROWTH COMMITTEE will hold an informational session for the prospective new members. Any person whom this committee has agreed to admit to membership and who is unable to attend the Lord's day service may be received by the PASTOR and two members of the MEMBERSHIP AND GROWTH COMMITTEE acting on behalf of the Church. The Clerk shall be notified of all new members.

Section D. **Duties:** Members are expected to be faithful in all the duties essential to Christian life, to attend regularly the services of this Church, to give conscientiously for its support and its charities, to share in its organized work and to extend its fellowship.

Section E. **Rights: Active members of the Church shall be eligible to:**

1. hold any office;
2. serve on any Board or Committee;
3. become involved in any organization or activity;
4. vote on issues that come before the Church membership, unless limited by the laws of the Commonwealth.

Section F. **Classes of Membership:**

1. The membership of the Church shall be divided into three classes: ACTIVE, INACTIVE and ASSOCIATE.

An ACTIVE MEMBER shall be one who has fulfilled and continues to fulfill all of the obligations of membership as defined in Sections A to E of this article. Only active members shall have the right to vote on all matters brought before the Church.

An INACTIVE MEMBER shall be one who at one time had fulfilled all the obligations of membership as defined in Sections A to E of this article, but who has been absent from the Church for two years or more (unless away in service to God, country or society, or for occupational or educational commitments or for medical reasons), and who has not contributed to the support of the church in any way, and who has not indicated a desire to be continued as an active member.

An ASSOCIATE MEMBER shall be one who has not fulfilled all of the obligations of membership as defined in Sections A to E of this article and who may have an affiliation, either active or inactive, with another church, but who carries out the duties of an active member as defined in Section D. One becomes an associate member by recommendation from the Membership and Growth Committee, and affirmative vote by the Church Council.

An associate member: may vote as a member of a board or committee, and may serve in any other capacity within the Church organization, except as follows: may not vote in Church meetings presided over by the Moderator, nor fill the position as an officer of the Church, a member of the CHURCH COUNCIL, DIACONATE, or chair of any board or committee listed in Article VI.

2. Three membership lists, one of active members, one of associate members and one of inactive members, shall be kept by the Clerk, whose annual report to the congregation shall list only the active members.
3. The MEMBERSHIP AND GROWTH COMMITTEE shall, before December 31 each year, review each membership list and report in writing to the CHURCH COUNCIL its recommendations for changes.
  - a) The MEMBERSHIP AND GROWTH COMMITTEE may advance to the CHURCH COUNCIL the name of any active member not meeting the active membership requirements under Section F, paragraph 1, with a recommendation that the member be placed on the inactive list. If the CHURCH COUNCIL votes the recommendation, the member shall be placed on the inactive list and the membership list shall be revised accordingly by the Clerk.
  - b) Any associate member may be recommended for removal from the list of associate members by the same process as in Paragraph 3a of this Section, but may not be placed on the inactive list.
4. The MEMBERSHIP AND GROWTH COMMITTEE may recommend to the CHURCH COUNCIL a change in status from inactive to active for any member who has made a request to any Church officer to be considered an active member or who has, in the judgment of the MEMBERSHIP AND GROWTH COMMITTEE, resumed the duties of an

active member as described in Section D of this article. The CHURCH COUNCIL shall vote upon the recommendation, and the membership list shall be revised accordingly by the Clerk.

Section G. **Termination of Membership**: Any active member in good standing who desires a letter of resignation or transfer to any other church is entitled to receive it upon written request to the Church through the PASTOR or the CLERK. Any such member uniting with another church without requesting a letter of transfer voluntarily terminates membership with this Church.

Section H. **Restoration to Membership**: Any person having been an active member whose membership has been terminated may be restored after examination and recommendation by the MEMBERSHIP AND GROWTH COMMITTEE and affirmative vote of the CHURCH COUNCIL.

## ARTICLE VI -- OFFICERS, BOARDS, COMMITTEES AND CHURCH COUNCIL

### Section A. **OFFICERS, BOARDS, AND COMMITTEES**:

A1. The officers of the Church shall be the **PASTOR, ASSOCIATE PASTOR, MODERATOR, CLERK, FINANCIAL SECRETARY, ASSISTANT FINANCIAL SECRETARIES, TREASURER, and ASSISTANT TREASURER**. The standing committees of the Church shall include the **CHURCH COUNCIL (to include PASTOR PARISH RELATIONS sub-committee(s) and ARCHIVIST/HISTORIAN), DIACONATE, BOARD OF TRUSTEES, BOARD OF CHRISTIAN EDUCATION, NOMINATING COMMITTEE, COMMITTEE OF DELEGATES, MUSIC COMMITTEE, MEMBERSHIP AND GROWTH COMMITTEE, MISSIONS COMMITTEE, and STEWARDSHIP COMMITTEE**.

A2. All officers, boards and committees shall be responsible to the Church membership. Their activities shall be coordinated through the Church Council. Any sub-committee formed shall report directly to the board or committee which created it.

A3. The Church may choose such other officers, boards and committees as it may from time to time deem advisable. All individuals holding positions listed in this section shall be active members of the Church or associate members within the limitations set forth in Paragraph 1, Section F, Article V. Members of sub-committees appointed by officers, boards, and committees as defined in these by-laws need not be members of the church, with the exception of the Pastor-Parish Relations and Associate Pastor-Parish Relations sub-committees which shall consist only of active members of the church. The terms of office of all such individuals shall conform to the Church year.

### Section B. **ELECTION**:

All officers and members of boards and committees listed in Section A, with the exception of the PASTOR, ASSOCIATE PASTOR, Pastor Parish Relations and Associate Pastor Parish Relations sub-committees and the Archivist/Historian, shall be elected at the annual meeting by a majority vote of the active members present and voting. Any vacancies among the officers or the membership of any board or committee occurring after the annual meeting shall be filled for the remainder of the Church year by appointment by the CHURCH COUNCIL upon receipt of the nomination from the NOMINATING COMMITTEE.

**Section C. ORGANIZATION:**

All boards and committees shall meet within one month after the annual meeting as advised by the CLERK, and each shall organize electing a chair and a secretary unless otherwise directed by these by-laws. Each board or committee within ten days following their organizational meeting shall report the names of the individuals elected to the CLERK, who shall make the information available to the Church members.

**Section D. DESCRIPTION OF OFFICERS:**

**Section D1. PASTORAL TEAM**

- a. In the event that the church has more than one PASTOR, one shall be designated as the Senior Pastor.
- b. The Senior Pastor, referred to as PASTOR in these bylaws, shall have primary authority in all Pastoral matters not specifically assigned as primary responsibilities in the job description of another Pastor.
- c. The Executive Committee of the Church Council shall be responsible for the development of job descriptions and evaluations as specified in Article VI Section E1.
- d. The Pastoral team, under the general direction of the Senior Pastor shall work in a cooperative and collegial fashion to address the needs of the congregation.

**Section D2. THE PASTOR:**

- a. THE PASTOR is to be chosen and called by the Church whenever a vacancy occurs. The PASTOR shall automatically become a member of the Church upon acceptance of the call.
- b. THE PASTOR shall care for the spiritual welfare of the Church and its members; shall have general supervision of the work of the Church and its organizations; shall be a member ex officio of all boards and committees; shall be responsible for services of public worship, shall administer the sacraments and shall administer the activities of the Church in cooperation with the various officers, boards, committees and CHURCH COUNCIL.
- c. THE PASTOR shall be responsible for the direct supervision and evaluation of Church office personnel, and for filling any vacancy after consultation and approval by the BOARD OF TRUSTEES.
- d. THE PASTOR shall meet with the ASSOCIATE PASTOR on a regular basis for the purpose of discussing such matters as responsibilities, duties, allocation of time, needs of the Church and of its members, and service to the parish and to the community, furnishing the ASSOCIATE PASTOR support, assistance, guidance and advice

**Section D3. THE ASSOCIATE PASTOR:**

- a. THE ASSOCIATE PASTOR is called by the congregation and shall automatically become a member of the Church upon acceptance of the call.
- b. The ASSOCIATE PASTOR shall be a member ex officio of all boards and committees.
- c. The ASSOCIATE PASTOR shall be responsible, under the general direction of the senior pastor, for the general pastoral responsibilities of preaching, worship planning and leadership, teaching and pastoral care.

**Section D4 THE MODERATOR:**

- a. THE MODERATOR shall be elected to a three-year term and shall be eligible for nomination and re-election after each term.

- b. THE MODERATOR shall preside at all meetings of the Church called by warrant. The MODERATOR shall have the option to preside as chair of the CHURCH COUNCIL unless, at his/her request, another council member be elected as chair. Roberts' Rules of Parliamentary Order (revised) shall be used as a guide. At any meeting of the Church when the elected MODERATOR is unable to preside, a member of the BOARD OF TRUSTEES shall preside until a Moderator pro tem has been elected by the meeting.
- c. THE MODERATOR shall cause to be announced at the Lord's Day service the date, time and place of the Annual Meeting and the Annual Business Meeting on the fourth Sunday preceding each.
- d. Upon election, the CLERK shall be sworn into office by THE MODERATOR to perform his/her duties in compliance with these by-laws.

Section D5 **THE CLERK:**

- a. THE CLERK shall be elected to a three-year term and shall be eligible for nomination and re-election after each term.
- b. The CLERK:
  - (1) shall see that the TREASURER AND ASS'T TREASURER, FINANCIAL SECRETARY AND ASS'T FINANCIAL SECRETARIES, and all TRUSTEES of the Church are sworn into office to perform their duties in compliance with these by-laws.
  - (2) shall record and maintain reports of all meetings of the Church called by warrant, and of the CHURCH COUNCIL;
  - (3) shall post the warrant in the Church and give notice in the Church calendar of meetings of the Church, as provided under Article VII;
  - (4) shall maintain the official register of members and associate members of the Church, designating each as active or inactive, with dates of admission, dismissal and death;
  - (5) shall maintain the official register of all baptisms;
  - (6) shall annually provide to the annual meeting copies of the current membership lists.
  - (7) shall notify all officers and the chairs of all boards and committees at least one month in advance of the deadline for the submission of annual reports;
  - (8) shall notify all officers and members of all boards and committees of their election or appointment, and instruct one person from each board and committee to call its first meeting for the purpose of organizing according to Section C of this article;
  - (9) shall issue letters of resignation or transfer when so requested.

Section D6 **The FINANCIAL SECRETARY and the ASSISTANT FINANCIAL SECRETARIES:**

- a. The FINANCIAL SECRETARY and the ASSISTANT FINANCIAL SECRETARIES shall be elected to three-year terms and shall be eligible for nomination and re-election after each term. The terms of the FINANCIAL SECRETARY AND ASSISTANT FINANCIAL SECRETARIES shall be staggered so as to ensure that the term of office of one does not end in the same year as that of the other. Should in any given year the Financial Secretary determine that ADDITIONAL ASSISTANT FINANCIAL SECRETARIES are required for the following year, the FINANCIAL SECRETARY

shall by May 1st of the previous Church Year so notify the NOMINATING COMMITTEE.

- b. The FINANCIAL SECRETARY or the ASSISTANT FINANCIAL SECRETARIES under the direction of the FINANCIAL SECRETARY:
- (1) shall receive all payments on current expenses and benevolence subscriptions;
  - (2) shall receive and take charge of all special collections and offerings, including those of the Church School;
  - (3) shall keep an accurate account with each subscriber;
  - (4) shall deposit all monies received into the checking account, giving the Treasurer the bank receipt and an accurate listing of the various funds received;
  - (5) shall furnish subscribers with quarterly statements of their accounts;
  - (6) shall be subject to the same bond provisions as the TREASURER.

Section D7 The TREASURER and the ASSISTANT TREASURER:

- a. The TREASURER and the ASSISTANT TREASURER shall each be elected to three-year terms and shall be eligible for nomination and re-election after each term.. The terms of the TREASURER and of the ASSISTANT TREASURER shall be staggered so as to ensure that the term of office of one does not end in the same year as that of the other.
- b. The TREASURER:
- (1) shall receive an accurate listing from the FINANCIAL SECRETARIES of funds deposited including bank receipt for same;
  - (2) shall invest funds received in such repository as the TRUSTEES shall order;
  - (3) under the direction of the TRUSTEES, shall have custody of all papers relating to the property of the Church and shall have access to safe deposit boxes, safes and other depositories in which such papers are stored;
  - (4) shall pay all bills of the Church on order from the TRUSTEES or their properly appointed agent;
  - (5) shall keep accurate account of all receipts and disbursements keeping the books through trial balance in accordance with Generally Accepted Accounting Procedures, and shall submit a monthly financial report to the Board of Trustees and an annual financial report to the membership;
  - (6) shall keep a separate account of all benevolence funds;
  - (7) shall remit benevolence moneys in accordance with the orders of the MISSIONS COMMITTEE;
  - (8) shall administer all moneys of the Church School, keep and maintain proper records in connection therewith and pay the bills of the Church School on approval of the appropriate officers;
  - (9) shall, as an advisor to the BOARD OF TRUSTEES, serve as an ex officio member of that board;
  - (10) shall be bonded.
- d. The ASSISTANT TREASURER shall act as an assistant to the TREASURER, taking direction therefrom; shall serve as the TREASURER in any period when the TREASURER is absent or incapacitated; shall at all times be familiar with the work, accounts and responsibilities of the Treasurer, and shall have the same access to all

records, safe deposit boxes, safes and other depositories as does the TREASURER; and shall be bonded.

**Section E DESCRIPTION OF THE CHURCH COUNCIL, BOARDS AND COMMITTEES:**

Section E1 **THE CHURCH COUNCIL:**

- a. The CHURCH COUNCIL shall include the PASTOR, ASSOCIATE PASTOR, Moderator, Clerk, Financial Secretary, Treasurer as well as the Chair of each of the standing Boards and Committees that are defined in Section A of this Article. The CHURCH COUNCIL shall organize annually with a chair, vice chair, and secretary. The MODERATOR shall preside as chair unless, at his/her request, another council member be voted as chair. Members or groups may be asked to attend or may request a meeting with the CHURCH COUNCIL when appropriate.
- b. **THE CHURCH COUNCIL:**
  - (1) shall be a coordinating, advising, and planning board for the Church, and shall communicate the Church's tasks, policies and administration through the representatives of all boards, committees, and officers;
  - (2) shall advise the PASTOR on the general direction of the Church's activities and cooperate with him or her in the formulation of a well-rounded program;
  - (3) shall be responsible for approval of job descriptions for all officers, committees and boards, including job descriptions for the PASTOR and ASSOCIATE PASTOR;
  - (4) may act for the Church in minor matters, always assuming that unless such action is taken with practical unanimity, it must have the confirmation of the Church;
  - (5) shall submit to the annual meeting a comprehensive program involving the chief objectives of the Church for the coming year;
  - (6) shall fill by appointment any vacancies among the officers or the membership of any board or committee for the remainder of the Church year;
  - (7) shall take action on recommendations submitted to it by the MEMBERSHIP and GROWTH COMMITTEE;
  - (8) shall meet at least quarterly, or at the call of the PASTOR, ASSOCIATE PASTOR, MODERATOR, CLERK or CHURCH COUNCIL chair;
  - (9) shall serve to strengthen and sustain a harmonious relationship between the PASTOR and the Church community through communication and understanding, and by the means of a **PASTOR-PARISH RELATIONS** sub-committee. The CHURCH COUNCIL shall provide the PASTOR PARISH RELATIONS SUB-COMMITTEE with either three or five members; for a three member committee one member shall be appointed by the PASTOR and for a five member committee, two members shall be appointed by the PASTOR. Except for those members appointed by the PASTOR as designated above, all members shall be appointed by the CHURCH COUNCIL. The responsibilities of the PASTOR-PARISH RELATIONS sub-committee are as prescribed in subsection 9(a) through 9(d) following:
    - (9a) shall meet with the PASTOR on a regular basis for the purpose of discussing such matters as responsibilities, duties, allocation of time, needs of the Church and of its members, and service to the parish and to the community, furnishing the PASTOR support and assistance, guidance and advice;
    - (9b) shall seek from the several officers, boards and committees information and advice relative to the PASTOR'S role in their activities;

(9c) and shall look to the comfort of the PASTOR and of the PASTOR'S family to be sure that they are secure and not in need of such assistance as may be provided by the Church and its members;

(9d) shall annually prepare a review of the PASTOR's performance, which will be considered by the Executive Committee of the Church Council during their annual evaluation of the PASTOR.

10) may, in the event that there is more than one pastor, appoint an Associate Pastor Parish Relations Sub-committee following the same guidelines as described above for the Pastor Parish Relations Sub-committee.

(11) shall annually appoint an **ARCHIVIST/HISTORIAN** who:

(11a) shall collect and preserve items of interest, publicity and achievement, and of objects of historical nature relating to the work of the Church, the membership and its service to the community;

(11b) shall collect and see to the preservation, maintenance, and security as necessary of all curios and documents of an historical and permanent value to the Church;

(11c) shall assist the PASTOR and ASSOCIATE PASTOR with research of the Church history and other historical events in support of the Church's ministry;

(11d) shall prepare a written annual report to the CHURCH COUNCIL and to the Church at the Annual Meeting of his/her activities.

(12) shall form an **EXECUTIVE COMMITTEE** with membership and responsibilities as defined below:

(12a). The Executive Committee of the Church Council shall consist of the Moderator, Chair of the Diaconate, Chair of the Trustees, and two other members of the Church Council nominated by the Moderator and ratified by the Council at the first meeting of each year. The PASTOR and ASSOCIATE PASTOR shall be ex officio members of the Executive Committee except in discussing clergy personnel matters noted in paragraph "c" below

(12b.) The Executive committee shall be the administrative arm of the Council to assist in carrying out Council decisions between meetings, planning the agenda for council meetings and reviewing church-wide goals for completion.

(12c). The Executive Committee shall be responsible for working with the clergy to ensure that the congregation and the clergy work effectively together to achieve the church's program goals. The Executive Committee is charged with all aspects of the development of clergy job descriptions, subject to review by the Church Council, and shall be responsible for negotiation of clergy contracts, subject to review by both the Church Council and Board of Trustees. The Executive Committee shall conduct an annual evaluation of the Pastor and Associate Pastor, subject to a confidential review by the Church Council .

(12d)The Chair of the Pastor Parish Relations Committee or Chair of the Associate Pastor Parish Relations Committee shall be an ex officio member of the Executive Committee when that committee discusses personnel matters related to the PASTOR or ASSOCIATE PASTOR, respectively.

Section E2 **THE DIACONATE:**

- a. THE DIACONATE shall consist of twelve members. To the extent possible, the membership of the Diaconate shall be balanced to provide equal representation by men and women .Four members shall be elected at each annual meeting to serve for three years, each to serve a three-year term. Each shall be eligible for re-election for a second term. After serving two consecutive full terms, the member shall be ineligible for re-election to that position for one year. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary-treasurer.
- b. THE DIACONATE:
- (1) shall promote the spiritual welfare of the Church in cooperation with the PASTOR and by measures consistent with the policy of the Church in accordance with these by-laws and as expressed at annual and special meetings;
  - (2) shall, in conjunction with the PASTOR, see to the relief of those in want and, by vote of the DIACONATE, direct the use of discretionary funds received specifically for these purposes, and shall maintain a separate account for these funds;
  - (3) shall maintain contact with and visit the elderly and the shut-ins;
  - (4) shall meet with all prospective new members in conjunction with the MEMBERSHIP and GROWTH COMMITTEE;
  - (5) shall assist with the reception of new members and their families, welcome and introduce them into the life of the Church;
  - (6) shall provide occasions for good fellowship among the Church community;
  - (7) shall be responsible for the regular weekly Church service;
  - (8) shall provide for the Lord's Supper and aid in its administration;
  - (9) shall assist with the services of baptism;
  - (10) shall be responsible for the ushering at Church services;
  - (11) shall be responsible for providing interim pastor(s) should the need arise;
  - (12) shall hold special meetings at the call of the chair, PASTOR or ASSOCIATE PASTOR.
  - (13) shall hold at least one meeting a month except for the months of July and August.

Section E3 THE BOARD OF TRUSTEES:

- a. The BOARD OF TRUSTEES shall consist of seven members, each to serve a five year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair, and a secretary. The TREASURER shall be an ex officio member of this Board.
- b. THE BOARD OF TRUSTEES:
- (1) shall have control and management of all Church property, facilities and business;
  - (2) shall have the power to make such contracts and agreements as may be necessary for the purpose of carrying into effect the objects of the Church corporation;
  - (3) shall examine the records and hear the monthly reports from the TREASURER and from the PASTOR from time to time and see that the business affairs of the Church are properly managed;
  - (4) shall insure that performance evaluations are scheduled and conducted by responsible boards, committees or supervising personnel;

- (5) shall prepare and present to the CHURCH COUNCIL for its January meeting a proposed itemized budget for the ensuing year and present the same at the Annual Business Meeting for approval and adoption;
- (6) shall make recommendations to all meetings on matters concerning the expenditure of funds or the incurring of indebtedness;
- (7) shall cause an audit by a suitably competent person of all books of the TREASURER;
- (8) shall request a special meeting of the Church concerning matters involving the cessation of regular Church services, and in financial matters exceeding the adopted budget by ten per cent;
- (9) shall hold regular meetings, at least one a month, and may hold special meetings at the call of the PASTOR or BOARD OF TRUSTEES chair.
- (10) shall keep the endowment fund principal separate from operating funds. Only the interest and dividends from the endowment fund shall be transferred to the operating fund. Endowment fund principal may be withdrawn only upon affirmative vote of two-thirds of the active members of the church present at an Annual Business Meeting or a Special Meeting.
- (11) shall appoint an INVESTMENT ADVISORY COMMITTEE to advise the Board of Trustees regarding investment of endowment funds. Investment changes shall be implemented only upon vote of the Board of Trustees.
- (12) shall appoint a sub committee to be known as the MEETING HOUSE ADVISORY BOARD (MHAB) to oversee the use of funds resulting from the First Parish Church Capital Campaign. The MHAB will review funding requests made by the First Parish Church Trustees and approve those requests that are for projects that will maintain and help preserve the Meeting House building itself including the underlying structure. The funds available for proposed projects in any year after 2006 are limited to an amount equal to 4% of the Meeting House Endowment as of January 1 plus any unused amounts carried forward from prior years. A two-thirds vote of the Members present at a duly convened meeting of the First Parish church is required to over-ride a vote by the MHAB.
  - a) The MHAB will consist of five (5) members, three of whom shall be non-church members of First Parish Church Congregational.
  - b) The chair of the MHAB will be a non-church member.
  - c) The Church Council of First Parish Church will ratify all appointments.
  - d) At least one member of MHAB will be drawn from the First Parish Church Board of Trustees and will act as the "convener" of meetings of the MHAB.
  - e) MHAB appointees may serve up to two terms of five years per term.
  - f) All funds contributed as a result of First Parish Church Meeting House Capital Campaign investments and investment earning are to be segregated from other church funds in separate bank and investment accounts.
- (13) shall develop and maintain a written policy for handling of all financial matters of the church.

Section E4 **THE BOARD OF CHRISTIAN EDUCATION:**

- a. **THE BOARD OF CHRISTIAN EDUCATION** shall consist of at least six (6) members, but not more than eight (8) members, one of whom shall be a representative of the youth group who shall be chosen each year by a means to be established by the Board, each to serve a three-year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary.

The CHRISTIAN EDUCATION DIRECTOR and/or the YOUTH DIRECTOR shall be ex officio members of the BOARD OF CHRISTIAN EDUCATION.

b. THE BOARD OF CHRISTIAN EDUCATION

(1) shall determine, in cooperation with the PASTOR, the educational policies and programs of the Church School and act as a general supervisory board in seeing that an adequate program and budget for Christian education is carried out for the youth of the Church;

(2) shall decide on materials that make up the Church School curriculum, help secure a teaching staff, prepare a Church School budget and see that it is followed;

(3) shall have general oversight of the religious instruction and education of the adult members and of those worshipping with them;

(4) shall secure youth group leaders, supervise youth group programs and activities, and provide support and assistance to the youth group leaders for the activities and programs they develop and for filling vacancies as necessary occurring in these positions after consultation and approval by the CHURCH COUNCIL.

Section E5 THE NOMINATING COMMITTEE:

a. THE NOMINATING COMMITTEE shall consist of five (5) members, each to serve a three-year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary.

b. THE NOMINATING COMMITTEE:

(1) shall prepare a slate for the annual Church meeting, nominating at least one member for each position in which a vacancy exists. The ballot shall be prepared and submitted to the CLERK at least fourteen days prior to the annual meeting.

(2) If between one annual meeting and the next a vacancy occurs among the officers or the membership of a board or committee which is normally filled by election at an annual meeting, the NOMINATING COMMITTEE shall nominate at least one candidate for that position and shall immediately report the nomination(s) to the CHURCH COUNCIL for a vote of approval.

Section E6 THE COMMITTEE OF DELEGATES:

a. THE COMMITTEE OF DELEGATES shall consist of five (5) delegates, each to serve a three year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary.

b. THE COMMITTEE OF DELEGATES shall attend such meetings as they, in consultation with the PASTOR, shall determine. Those who incur expenses while serving as authorized delegates shall submit an itemized bill to the TRUSTEES for reimbursement. Each, when serving as a delegate, shall have one vote unless otherwise instructed.

Section E7 THE MUSIC COMMITTEE:

- a. THE MUSIC COMMITTEE shall consist of five (5) members, at least one of whom shall be a member of the Senior Choir, each to serve a three year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary. The ORGANIST and the CHOIR DIRECTOR shall be ex officio members of the MUSIC COMMITTEE.
- b. THE MUSIC COMMITTEE:
  - (1) shall be responsible for all needs and programs relative to the music of the Church;
  - (2) shall supervise the supply, maintenance and use of choir robes, the music library, the organ and pianos and other equipment associated with the music of the Church;
  - (3) shall be responsible for the direct supervision and evaluation of the ORGANIST and CHOIR DIRECTOR, and for filling vacancies as necessary occurring in these positions after consultation and approval by the Church Council and Board of Trustees;
  - (4) shall, in cooperation with the ORGANIST and CHOIR DIRECTOR, carry out all other duties necessary to the worship of God through music.

Section E8 **THE MEMBERSHIP AND GROWTH COMMITTEE:**

- a. THE MEMBERSHIP AND GROWTH COMMITTEE shall consist of five (5) members, but not more than seven (7) members each to serve a three year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary.
- b. THE MEMBERSHIP AND GROWTH COMMITTEE:
  - (1) shall seek out prospective members;
  - (2) shall hold an informational session(s) with all prospective members and with those seeking restoration to membership for the purpose of welcoming them into the Church fellowship;
  - (3) shall provide occasions for, and assist other committees, in integrating new members and families into the fellowship, life and committee work of the Church;
  - (4) shall provide occasions during the year for good fellowship among all of the Church members and their families;
  - (5) shall annually prior to December 31st review the membership lists maintained by the CLERK and shall in every case involving changes in membership report to the CHURCH COUNCIL its recommendations for changes.

Section E9 **THE MISSIONS COMMITTEE:**

- a. THE MISSIONS COMMITTEE shall consist of five (5) members, but not more than seven (7) members, each to serve a three-year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary.
- b. THE MISSIONS COMMITTEE:
  - (1) shall be responsible with the PASTOR for allocating the funds of the Church designated for missions use;
  - (2) shall promote the concept of mission work, and encourage active participation by members of the congregation;

(3) shall report to each annual business meeting the organizations to which it provided funds and in each case the amount.

Section **E10** **THE STEWARDSHIP COMMITTEE:**

- a. **THE STEWARDSHIP COMMITTEE** shall consist of at least seven (7) members, each to serve a three year term on a staggered basis. Each shall be eligible for re-election. The members shall meet within one month after the annual meeting as advised by the CLERK, and shall organize with a chair and a secretary. The committee may at any time expand its membership through appointment by the Church Council. Any such appointment shall terminate each year on the date of the Annual Meeting.
- b. **THE STEWARDSHIP COMMITTEE:**
- (1) shall be responsible for raising annually the funds necessary for the operation, missions and other activities of the Church;
  - (2) shall review the financial needs of the Church through consultation with the several boards and committees;
  - (3) shall hold at least one Every Member Canvass each year and conduct such other fund-raising efforts as it determines appropriate;
  - (4) shall have supervision over all Church groups and activities involved in raising funds to the extent that all fit harmoniously into and enhance the Church's total fund-raising effort;
  - (5) shall submit a report, which shall be considered the committee's annual report to the Church, on the results of its work to the BOARD OF TRUSTEES and to the CHURCH COUNCIL no later than December 31 each year.

Section E 11 **ORGANIZATIONS:**

Any group of persons whose purpose and conduct are consistent with the object of the Church may, with the consent of the CHURCH COUNCIL, associate themselves, and elect such officers and establish such by-laws, as they deem wise, provided they do not conflict with the by-laws of the Church.

Each organization shall make a report of its financial activities to the Church at the annual business meeting, and a written report on its activities at the annual meeting.

**ARTICLE VII -- BUSINESS OF THE CHURCH**

Section A. **MEETING FOR WORSHIP:**

- A1. Public worship service shall be held regularly on the Lord's Day; special services may be held on any day of the week.
- A2. The Lord's Supper shall be celebrated upon the first Lord's Day of each month or at the discretion of the PASTOR with approval of the DIACONATE.
- A3. Other occasional religious services may be instituted by the PASTOR or ASSOCIATE PASTOR at his or her discretion, or by vote of the Church membership.

Section B. **CHURCH YEAR and FISCAL YEAR:**

B1. The Church year shall be from July 1 to June 30.

B2. The Fiscal Year shall be from January 1 to December 31.

Section C **ANNUAL CHURCH MEETINGS:**

C1. There shall be two annual meetings held each year, an Annual Business Meeting and an Annual Meeting.

C2. The warrant for the Annual Business Meeting and of the Annual Meeting shall be posted by the Clerk at the main entrance of the Church building at least fourteen days prior to the date of each meeting.

C3. Annual Business Meeting:

(a) The warrant shall be posted in the narthex at least 14 days prior to the day fixed for the meeting. The budget, and financial reports from all officers, boards and committees and such other material as is necessary for conducting the Annual Business Meeting shall be put into writing, duplicated and left for distribution to the membership by the Clerk in the narthex of the building at least 14 days but not less than 7 days prior to the day fixed for the meeting.

(b) The Annual Business Meeting, shall be held within the first fifteen days of the month of February on a date and at a time to be selected by the BOARD OF TRUSTEES.

(c) All officers, boards and committees requiring funds for their annual activities shall present to the BOARD OF TRUSTEES a proposed budget for their purposes no later than December 31 of each year.

(d) At the Annual Business Meeting the BOARD OF TRUSTEES shall present its annual proposed budget for the Church for the approval and adoption by Church members in attendance. All matters of a financial or monetary nature, and such other business as specified in the warrant or as authorized by these by-laws may be acted upon at this meeting.

C4. **ANNUAL MEETING:**

(a) The warrant shall be posted in the narthex at least 14 days prior to the day fixed for the meeting. The year end reports from all officers, boards and committees and such other material as is necessary for conducting the Annual Meeting shall be put into writing, duplicated and left for distribution to the membership by the CLERK in the narthex of the building at least 14 days but not less than 7 days prior to the day fixed for the meeting.

(b) The Annual Meeting shall be held on a day in June at a date and time selected by the CHURCH COUNCIL.

(c) At the Annual Meeting, the annual reports, exclusive of those of a purely financial nature, of all officers, boards and committees shall be considered and acted upon, all officers and members of boards and committees elected, and such other business transacted as may be specified in the warrant or authorized by these by-laws.

Section D. **SPECIAL MEETING:**

Any Special Church Meeting, the particular object of which shall be clearly stated in the notice, may be called from the pulpit by the PASTOR, and shall be called when so directed by the CHURCH COUNCIL. A Special Church Meeting shall also be called by the CLERK upon written application of any five active members specifying the object thereof. Such notice shall be read at the public worship service on the Lord's Day prior to the day fixed for the meeting.

Section E. **PASTOR ABSENCE OR VACANCY:**

E1. During the short-term absence of the PASTOR for vacations, illness or for other leave of a limited duration, the PASTOR will arrange for the performance of his/her Church responsibilities. If the PASTOR is unable to make such arrangements, then the Diaconate has responsibility as described in Article VI Section E2, subsection b11 of these bylaws.

E2. In the event of a long term absence of the PASTOR for sabbatical leave, lengthy illness, disability or other types of extended leave, the Church Council will arrange for the performance of the PASTOR's responsibilities.

E3. Upon the imminence or occurrence of a vacancy in the office of PASTOR, the CHURCH COUNCIL shall be responsible for appointing a PASTORAL SEARCH COMMITTEE consisting of thirteen (13) active members. This committee shall be comprised of two members from the DIACONATE BOARD, one from the BOARD OF TRUSTEES, BOARD OF CHRISTIAN EDUCATION, STEWARDSHIP COMMITTEE, MUSIC COMMITTEE, MISSIONS COMMITTEE, YOUTH GROUP, at least five (5) members-at-large appointed by the CHURCH COUNCIL, one of whom will be an Officer of the Church.

E4. This committee on a date and at a time and place set by the CLERK shall organize and shall be empowered to elect its own Chair and such officers as it requires. After investigation of candidates, it shall present to the Church at a regular Sunday service its candidate for office. The candidate shall then be elected to an indefinite tenure by vote of the Church membership at an Annual Meeting or a Special Church Meeting, and will then be formally received into the active membership of the Church by members of the DIACONATE BOARD and MEMBERSHIP AND GROWTH COMMITTEE.

The appointment of INTERIM PASTOR(S) shall be the responsibility of the DIACONATE in conjunction with the Board of Trustees.

Section F. **ASSOCIATE PASTOR ABSENCE OR VACANCY:**

F1. During the short-term absence of the ASSOCIATE PASTOR for vacations, illness or for other leave of a limited duration, the ASSOCIATE PASTOR will arrange for the performance of his/her Church responsibilities.

F2. In the event of a long term absence of the ASSOCIATE PASTOR for sabbatical leave, lengthy illness, disability or other types of extended leave, the Church Council will arrange for the performance of the ASSOCIATE PASTOR's responsibilities.

F3. Upon the imminence or occurrence of a vacancy in the office of ASSOCIATE PASTOR, the CHURCH COUNCIL will present a recommendation as to whether or not to fill the vacancy before an Annual or Special meeting of the Church. Upon decision by the Church to fill the vacancy, the CHURCH COUNCIL shall be responsible for appointing an ASSOCIATE-PASTOR SEARCH COMMITTEE consisting of five (5) active members.

F4. The ASSOCIATE PASTOR SEARCH COMMITTEE on a date and at a time and place set by the CLERK shall organize and shall be empowered to elect its own Chair and such officers as it requires. After investigation of candidates, it shall present to the Church at a regular Sunday service its candidate for office. The candidate shall then be elected to an indefinite tenure by vote of the Church membership at an Annual Meeting or a Special Church Meeting, and will then be formally received into the active membership of the Church by members of the DIACONATE BOARD and MEMBERSHIP AND GROWTH COMMITTEE.

Section G. **MEETING FOR DISSOLVING THE PASTORAL RELATIONSHIP:**

G1. Either the PASTOR or the Church may dissolve the pastoral relationship by giving the other notice, stating when, but not less than three months thereafter, the date upon which the relationship shall be terminated. The Church shall take this action only through a two-thirds vote at a Church meeting authorized by the CHURCH COUNCIL and called by the CLERK.

G2. An announcement by the incumbent PASTOR of the acceptance of a position at another church shall be deemed sufficient reason for the Church to form a PASTORAL SEARCH COMMITTEE as per Section E without the necessity of holding a Church meeting.

G3. Dissolution of the ASSOCIATE PASTOR relationship shall be conducted in the same way as dissolution of the PASTOR relationship.

Section H. **QUORUM:**

At the ANNUAL MEETING, the ANNUAL BUSINESS MEETING, and at all SPECIAL MEETINGS, 10% of the active membership or twenty-five (25) active members, whichever is greater, shall be necessary to constitute a quorum for the transaction of business.

Section I. **POLICY ON ABUSE:**

The Church does not tolerate abuse. The Church shall abide by all State and Federal Laws pertaining to abuse. Through written policies, which it shall from time to time develop, the Church will maintain programs to prevent and to deal with abuse within Church environs and activities.

Section J. **EX-OFFICIO MEMBER:**

An ex-officio member of any board or committee covered by these by-laws shall be eligible to participate in discussions and debates at all meetings of the group and shall have a vote on all matters brought to a vote. An ex-officio member shall not be counted towards a quorum of the board or committee and shall not be selected as a representative from that board or committee to another.

Section K. **PAYMENT OF BILLS:**

The BOARD OF TRUSTEES shall have the responsibility for establishing procedures for the oversight and payment of all bills with the exception of the funds in the exclusive control of the DIACONATE BOARD (discretionary funds).

Section L **ORDER OF BUSINESS FOR THE ANNUAL MEETING:**

The following order of business is suggested for the ANNUAL MEETING:

- (1) Reading of the call for the meeting.
- (2) Prayer.
- (3) Reading by the CLERK of the minutes of the last ANNUAL MEETING, and the minutes of any CHURCH MEETINGS not dealing with financial matters which may have been held in the interim.
- (4) Election of officers and committee and board members.
- (5) Action on all recommendations contained in the reports.
- (6) Acceptance of all annual reports.
- (7) Other business.
- (8) Adjournment.

Section M. **ORDER OF BUSINESS FOR THE ANNUAL BUSINESS MEETING:**

The following order of business is suggested for the ANNUAL BUSINESS MEETING:

- (1) Reading of the call for the meeting.
- (2) Prayer.
- (3) Reading by the CLERK of the minutes of the last ANNUAL BUSINESS MEETING, and the minutes of any CHURCH MEETINGS of a financial nature which may have been held in the interim.
- (4) Action on the budget as presented by the TRUSTEES.
- (5) Acceptance of the financial reports of all boards and committees, and all Church groups which gain non-profit status through affiliation with the Church.
- (6) Action on all recommendations contained in the reports.
- (7) Acceptance of all annual business reports.
- (8) Other business.
- (9) Adjournment.

## **ARTICLE VIII -- AMENDMENTS**

These by-laws may be amended by a three-fourths vote of the members present and voting at any Annual Meeting of the Church, or at a meeting specially called for that purpose, the proposed amendment being inserted in the warrant:: but no change shall be made in either Article II "Mission Statement:," in Article III "Doctrine and Covenant," nor in Article IV "Church Government" except at an Annual Meeting, and by a three fourths vote of all members present and voting, said proposed change having been laid before the Church in writing at a Church meeting not less than one month before the time of the proposed action, and read from the pulpit on the Lord's Day next preceding such proposal.