

BYLAWS
OF
THE FIRST CONGREGATIONAL
CHURCH IN WINCHESTER

Adopted 5-6-2018

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PREAMBLE

First Congregational Church in Winchester (hereinafter "the Church") was incorporated under the laws of the Commonwealth of Massachusetts, June 10, 1921. These Bylaws set forth the purposes, mission, and governing structures of the Church.

ARTICLE I COVENANT AND PURPOSE

A. Covenant

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 community.

B. Purpose

The Church cherishes the historic definitions and interpretations of the Christian faith, including the United Church of Christ Statement of Faith, as amended from time to time, 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. The Church's faith practice is affirmed in the words of the purpose statement adopted in 2012:

We are a Christ-centered, nurturing community; growing in faith, serving in love, welcoming all with joy.

ARTICLE II GOVERNMENT AND FELLOWSHIP

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. The governance structure of the Church is set forth in Article V of these Bylaws.

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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

A. Membership Admission

The Church welcomes into its membership through covenant any baptized person by confession of faith. 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 participate in its ministries.

B. Basis of Membership

The categories of membership shall be Active and Inactive as defined herein.

1. Active: Those who, according to their capacities, are engaged in church life shall be considered active members. Active membership may include, among other things, attending the services of the Church, contributing to its support and benevolences, and participating in its ministries. 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).
2. Inactive: Members who have not engaged in church life for a period of time and who have not responded to reasonable efforts to determine their commitment to the church, or whose addresses are unknown and cannot be reasonably obtained, will be designated inactive. An inactive member may be restored to Active membership upon returning to the life of the Church.

C. Release from Membership

Any member may, on written request, be released 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 member may be released without the member's consent.

D. Register of Members

The Leadership Team shall appoint a member to maintain a register of the names of members with dates of admission, release, or death.

**ARTICLE IV
OFFICERS OF THE CHURCH**

A. Moderator

1. Election and Duties. A Moderator shall be elected from the Church membership at each annual meeting of the Church as provided in Articles VII and VIII. A Moderator may serve no more than five (5) consecutive one year terms, unless the Congregation determines that special circumstances counsel that service for an additional one year (1) is appropriate. 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. Vice Moderator. When it is anticipated that the Moderator elected at an annual meeting will not serve for an additional term, a Vice Moderator shall be elected from the Church membership at the same annual meeting of the Church.

3. Acting Moderator. If the Moderator is unavailable or unable to perform the duties of the position, and no Vice Moderator has been elected, an Acting Moderator shall be appointed by the Leadership Team to perform such duties until the Moderator is able and available to do so.

B. Clerk

1. Election and Duties. A Clerk shall be elected from the Church membership at each annual meeting of the Church as provided in Articles VII and VIII. A Clerk may serve no more than three (3) consecutive one year terms. The Clerk shall keep the minutes of the business meetings of the Church. 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 the duties of the position, an Acting Clerk shall be appointed by the Leadership Team to perform such duties until the Clerk is able and available to do so.

C. Treasurer

1. Election and Duties. A Treasurer and an Assistant Treasurer shall be elected from the Church membership at each annual meeting as provided in Articles VII and VIII. A Treasurer may serve no more than five (5) consecutive one year terms, unless the Congregation determines that special circumstances counsel that service for an additional one year (1) is appropriate. On request of the Treasurer, the Financial Resources Ministry may, in consultation with the Leadership Team, appoint and authorize an Associate Treasurer to withdraw money by check or electronic means and to fulfill such other duties as the Treasurer may request from time to time.

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.

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All money received shall be counted by the Treasurer, the Assistant Treasurer, or their designee. The Treasurer shall direct that all money received be promptly deposited in the name of the First Congregational Church in Winchester, in a banking institution approved by the Financial Resources Ministry.

b. The Treasurer shall payout money only when: (i) expressly authorized by vote of the Church; (ii) expressly authorized by at least one of the members of any ministry which has authority to approve the expenditure of moneys for the particular purpose of the proposed payment; or (iii) in accordance with the terms of a gift or bequest.

c. The Treasurer or the Assistant Treasurer may withdraw money by check or electronic means upon his or her own signature. In the absence or disability of the Treasurer and the Assistant Treasurer, the authority to withdraw money by check or electronic means may be given by the Financial Resources Ministry to the Associate Treasurer; and in the absence of the Treasurer, the Assistant Treasurer, and the Associate Treasurer, the authority to withdraw money by check or electronic means may be given by the Financial Resources Ministry to one of the members of the financial resources ministry who shall 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 or the Pastor, shall be transferred by the Treasurer to the care and custody of the Financial Resources Ministry.

e. The Treasurer shall make periodic reports on the status of the Church's financial accounts to the Leadership Team, and in conjunction with the Financial Resources Ministry shall report to the Church at the annual meeting as set forth in Article VI.E(5).

f. The Treasurer shall, in consultation with the Leadership Team, assure that an appropriate audit process is applied periodically to each of the various funds and accounts of the Church. The audit process shall normally be applied annually, but no less frequently than necessary to assure the prudent oversight of the finances of the Church.

2. Vice Treasurer. When it is anticipated that the Treasurer elected at an annual meeting will not serve for an additional term, a Vice Treasurer shall be elected from the Church membership at the same annual meeting of the Church.

3. Acting Treasurer. If the Treasurer is unavailable or unable to perform the duties of the position, and no Vice Treasurer has been elected, an Acting Treasurer shall be appointed by the Leadership Team to perform such duties until the Treasurer is able and available to do so.

**ARTICLE V
GOVERNANCE AND MINISTRY STRUCTURE**

A. Congregation

The Congregation, consisting of the active members, is the governing body of the Church. The administration of the affairs of the Church are delegated by the Congregation to various ordained and lay ministers, the Leadership Team, and the Sustaining and Living Ministries, as set forth in these Bylaws. Any delegation of authority set forth herein is subject to amendment or alteration by the Congregation. The Congregation reserves all other powers not so delegated, including any amendments to the articles of organization or the Bylaws, the election or removal of officers, election or dismissal of any called, ordained minister, approval of the annual budget and any major financial commitment, and any authorization to purchase, sell, convey, mortgage, encumber, and lease real property.

B. Leadership Team

1. General Responsibilities and Authority. The Leadership Team is the strategic decision-making body of the Church whose primary responsibility is ensuring the achievement of the purpose and mission of the Church on behalf of the Congregation. In addition, the Leadership Team is ultimately responsible for management of all aspects of the Church's mission, its strategy, and its activities. The authority of the Leadership Team includes all matters necessary and appropriate to fulfill its responsibilities within the overall structure created by these Bylaws, except for those matters reserved to the Congregation. The Leadership Team shall endeavor to make decisions by consensus in all matters, but when consensus cannot be achieved, the majority of the voting members shall make any such decision.

2. Specific Responsibilities. The Leadership Team has the authority to oversee and manage the affairs of the Church, though most operational matters will be delegated by the Leadership Team to others in the organizational structure of the Church. The most critical recurring responsibilities of the Leadership Team include (i) developing and ensuring implementation of a strategic plan for the Church; (ii) overseeing the financial affairs of the Church; (iii) creating, authorizing, and providing guidance to the Sustaining and Living Ministries of the Church; (iv) supervising and evaluating the Lead Pastor; and (v) participating, to the extent provided in subsection B.4, in the nomination of the successor Moderator, Treasurer, and Clerk at such time as a vacancy is anticipated.

3. Membership. The Leadership Team shall include the Moderator, as well as any Vice Moderator then in office, six at-large lay members (each serving staggered three year terms), the Clerk, the Lead Pastor, the other ordained ministers, and the lay members of the Ministry Team. An at-large lay member shall be a member of the Church and may serve no more than two consecutive three year terms. The Moderator and the at-large lay members each shall have a vote, and the remaining members, as well as any Vice Moderator then in office, shall have "voice not vote." Members of the Ministry Team are encouraged, but not necessarily expected, to attend each meeting of the Leadership

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Team. The composition and number of people serving on the Leadership Team (currently thirteen members) may be altered by vote of the Congregation.

4. Nominating Process. The Lead Pastor and three or more lay members of the Church will serve as a nominating committee for the lay members of the Leadership Team as well as for the Moderator, Treasurer, Clerk. The Leadership Team annually shall appoint the lay members of the nominating committee with the current officers ineligible and no more than one lay member of the Leadership Team serving on the committee. In making its appointments, the Leadership Team shall strive to ensure that the nominating committee as a whole is inclusive and representative of the Congregation. The Lead Pastor may delegate responsibility to serve on the nominating committee to the Associate Pastor, and the Congregation may vary the size and composition of the nominating committee for a subsequent period by a vote at a Congregational meeting.

5. Meetings. The Leadership Team shall meet regularly at such times as it may deem appropriate, but the Lead Pastor or the Moderator may call additional meetings at any time. The Moderator or a designee appointed by the Moderator shall preside at such meetings.

C. Purpose Forum

1. Role. The Purpose Forum is used to support the Sustaining and Living Ministries of the Church as a gathering to enhance the communication and coordination among and between the ministries. The facilitators of any given Purpose Forum meeting shall confer and consult with the Leadership Team on matters that would benefit from their oversight, guidance, or resolution.

2. Membership. The Purpose Forum shall consist of a representative from each Sustaining or Living ministry, members of the Ministry Team, and at least one representative of the Leadership Team. Each Purpose Forum meeting will be facilitated by members of the Church, designated by the Leadership Team, as appropriate for the focus of the meeting.

3. Meetings. Purpose Forum meetings are open to the Congregation and shall be called as needed by the Pastors, the Moderator, the Leadership Team, or the Head Deacon.

D. Ministry Team

1. Description. The Ministry Team is the professional ministry of the Church. It shall consist of an ordained Lead Pastor, such other ordained ministers as the Congregation may determine from time to time, as well as such lay ministers as the Leadership Team shall determine from time to time.

2. Lead Pastor. The Lead Pastor shall be the primary spiritual and worship leader of the Church, and shall supervise the Ministry Team and the lay staff, serve as a member of the Leadership Team, provide guidance to the various Sustaining and Living Ministries, and be visible in the community as a representative of the Church. The Lead Pastor shall serve on a full time basis.

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3. Other Professional Ministers. Other professional ministers may serve on a full or part-time basis as the Congregation determines.

4. Evaluation. Annual performance reviews for each member of the ministry team will be conducted according to personnel policies approved by the Leadership Team.

E. Sustaining and Living Ministries.

1. Description. An essential mechanism for fulfilling the mission of the Church is through organized ministries. These include both Sustaining Ministries which are vital to the accomplishment of the most essential purposes of the Church, and which must be reliably in place on a continuous basis; as well as Living Ministries which reflect either continuing or short terms interests, needs, callings, and gifts of lay members in their ministry in the Church and to the world at large.

2. Formation: Sustaining Ministries and Living Ministries shall be authorized by the Leadership Team. All ministries function from year to year and provide a base for the advancement of the purpose, mission, and policies of the Church.

3. Sustaining Ministries. The current Sustaining Ministries are the Diaconate, Christian Faith Formation - Children and Youth, Adult Faith Exploration, Facilities, Financial Resources, Health and Wellness, Mission and Outreach, Personnel, Reno Garden, and Worship and Arts.

4. Living Ministries. Living Ministries are determined by the needs of the Church and are called by or with the approval of Leadership Team and may be discharged by the Leadership Team.

5. Leadership. Each Sustaining and Living Ministry led by a lay person shall determine its own leadership, subject to a limitation on the length of service by leaders of a single two (2) year term, though leadership service may be extended for not more than one additional consecutive two (2) year term. Exceptions to the limit of two terms may be granted by the Leadership Team.

6. Authority and Membership. Each Sustaining or Living Ministry led by a lay person is responsible, in consultation as appropriate with the Leadership Team, and subject to any applicable provisions of these Bylaws governing particular ministries, for establishing its organizational structure, recruiting its members, scheduling its meetings, developing its policies, and taking all necessary steps to achieve the goals and objectives of its ministry. Each Ministry shall endeavor to make decisions by consensus in all matters, but when consensus cannot be achieved, the majority of the voting members shall make any such decision. Each Ministry is responsible for coordinating as appropriate with the Leadership Team, evaluating its own performance on at least an annual basis, and for communicating regularly with the Congregation concerning its goals, programs and initiatives, and progress toward achieving its purposes. A member of the Ministry Team shall serve as either a member of or advisor to each Sustaining Ministry and as appropriate to any Living Ministry.

**ARTICLE VI
SUSTAINING MINISTRIES**

A. Diaconate.

The Diaconate tends to the ritual life of the Church. It serves in support of the spiritual leadership and direction in the life of our Church by assisting the Lead Pastor and members of the Ministry Team in the conduct of worship and ceremonial functions. In addition, the Diaconate administers and distributes such funds as may be committed to its stewardship from time to time. Nine Deacons, or such other number as the Diaconate shall determine in consultation with the Leadership Team, comprise the Diaconate. The Deacons shall serve for staggered terms of three years, though the period of service for any Deacon may be varied with the approval of the Leadership Team, and the Deacons shall annually choose from their membership a Head Deacon. Following completion of their service, Deacons will become Life Deacons and may be called upon to assist the Deacons in discharging their duties.

B. Christian Faith Formation Ministry -- Children and Youth

The Christian Faith Formation Ministry is responsible for planning, implementing, and reviewing the effectiveness of the formation and development of faith of the children and youth of the Church.

C. Adult Faith Exploration Ministry

The Adult Faith Exploration Ministry is responsible for offering opportunities to enhance the educational and spiritual life of adults in our Congregation and community.

D. Facilities Ministry

The Facilities Ministry is responsible for planning, implementing, and reviewing all matters relating to the care and control of the property of the Church.

E. Financial Resources Ministry

The Financial Resources Ministry is responsible, in coordination with the Leadership Team, for planning, implementing, and periodically reviewing 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 Ministry shall consist of not less than three members appointed by the Leadership Team to terms of service which shall not exceed three consecutive years, except that the term of service of any member may be extended with the approval of the Leadership Team and the Congregation. In particular, the Financial Resources Ministry:

1. 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

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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 Ministry 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 Ministry to the Treasurer, and may be expended upon, and only upon, a vote of the Church at any meeting called for the purpose.

2. 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.
3. May select and oversee one or more investment managers to manage funds in its custody.
4. Shall, if requested by the Leadership Team, advise them regarding the investment of funds in its custody.
5. Shall, in conjunction with the Treasurer, make a report in writing to the Church at the annual 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.
6. May approve expenditures of money appropriated to it by the Church, for the purposes authorized by such appropriation.
- 7.

F. Health and Wellness Ministry

The Health and Wellness Ministry is responsible for providing members of the Congregation with opportunities to strengthen their relationship between Christian faith and health of mind, body and spirit.

G. Mission and Outreach Ministry

The Mission and Outreach Ministry 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.

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H. **Personnel Ministry**

The Personnel Ministry is responsible, in coordination with the Leadership Team, for planning, implementing, and reviewing all matters relating to the Church's personnel policies and practices. In particular, the Personnel Ministry shall provide continuing attention to the personnel policies and practices of the Church, including but not limited to matters concerned with annual performance reviews, salaries, benefits, staff assignments, job descriptions, and working conditions,. The Personnel Ministry shall consist of not fewer than three members.

I. **Reno Garden Ministry**

The Reno Garden Ministry is responsible for the care, maintenance, and utilization of the Reno Garden as a resource for the Church community.

J. **Worship and Arts Ministry**

The Worship and Arts Ministry is responsible for reviewing and contributing to all matters relating to the Church's worship services, spiritual practices, and liturgical arts.

ARTICLE VII MEETINGS

A. **Annual Meeting**

1. Date. A meeting of the Congregation shall be held at least once annually on a date to be determined by the Leadership Team.

2. Call for Suggestions. The Moderator shall, at least five weeks prior to each annual meeting, cause a notice to be published to the Congregation requesting written suggestions of subjects to be included in the notice of such annual meeting.

3. Notice of the Meeting. The Moderator shall, at least eight (8) days prior to the annual meeting, cause notice to be published to the Congregation of the date, time and place of the meeting, and the subjects to be acted upon. Such notice shall be communicated to the Congregation by such written and electronic means considered to be reasonably effective as notice of an upcoming business meeting of the Church. A general notice shall also be given from the pulpit, and included in any written bulletin distributed at worship, no later than the Sunday preceding the meeting.

4. Content of the Meeting.

a. Reports. The Leadership Team shall publish an annual report in advance of the meeting which shall include the written reports of the Leadership Team, the Lead Pastor and Ministry Team, the Treasurer, and the Sustaining Ministries. It shall also include the minutes of the prior annual meeting and any special Congregational meeting(s) since the last Annual Meeting.

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b. Actions. The annual meeting shall elect the officers and the lay members of the Leadership Team provided for in these Bylaws and act on any financial matters or other business as may properly come before the meeting.

B. Special Congregational Meetings

1. Call for a Special Meeting. Special meetings of the Church may be called by the Moderator, the Pastor, the Head Deacon, or the Leadership Team, or upon a written request stating the purpose for which such a meeting shall be called signed by twenty five (25) members of the Church.

2. Notice. Notice of special meetings, including the purpose of the meeting and any topics to be acted upon, shall be given and published in the same manner as is required for the Annual Meeting.

C. Rules

1. The meetings of the Congregation shall generally be conducted in a manner consistent with Robert's Rules of Order Revised to the extent that they are applicable and not inconsistent with these Bylaws or special rules of the Church.

2. Any member of the Church may speak at any meeting of the Congregation, 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.

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 Congregational meeting shall be twenty-five active members present and qualified to vote, but a smaller number may meet and adjourn.

2. Sustaining Ministry Meetings. A majority of the members of any Sustaining Ministry shall constitute a quorum for the transaction of business, which may act by a majority of those present and voting.

ARTICLE VIII ELECTIONS AND VACANCIES

A. Elections

All officers and the lay members of the Leadership Team shall be elected at the annual meeting of the Church. Their terms shall begin at such time as may be determined by the Congregation at the annual meeting. If so requested at the meeting by five (5) members of the Congregation who are present, voting shall be by written ballot.

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B. Vacancies

Any vacancy occurring between annual meetings of the Church, excepting that of the Lead Pastor and other ordained ministers, may be filled on a temporary basis until the next annual meeting by the Leadership Team.

ARTICLE IX FINANCIAL YEAR

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

ARTICLE X POLICIES AND GUIDELINES

These Bylaws are limited in scope to those particular subjects and details deemed necessary to define the structure of the Church and the respective authority of the Congregation, the Officers, the Leadership Team, the Ministry Team, and the various ministries. The effective functioning of the Church, however, requires the existence of written policies and guidelines which are deemed appropriate to the smooth functioning of the Church organization. The Bylaws contemplate that these policies or guidelines will evolve over time. Such policies and guidelines created by the various ministries shall be subject to the approval of the Leadership Team.

ARTICLE XI REVISION OF BYLAWS

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.

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 such prior Bylaws shall remain in full force and effect.