

**BYLAWS OF THE
SECOND CONGREGATIONAL CHURCH OF BOXFORD, MASSACHUSETTS**

Adopted May 25, 1982, as amended February 11, 1990, April 24, 1990, January 28, 1992, January 26, 1993, January 25, 1994, January 24, 1995, January 23, 1996, January 19, 1997, June 10, 1997, January 18, 1998, January 31, 1999, January 28, 2001, February 3, 2008, February 7, 2010, February 5, 2017

**ARTICLE I
NAME AND SEAL**

- A. This church shall be called the Second Congregational Church of Boxford, Massachusetts.
- B. The seal of the Church shall bear the inscription, The Second Congregational Church of Boxford, Massachusetts. Raised in 1734.

**ARTICLE II
PURPOSE**

The purpose of this Church shall be to bind together followers of Jesus Christ for the purpose of sharing in the worship and work of God and in making God's will dominant in the lives of God's people, individually and collectively, especially as that will is set forth in the life, teachings, death and resurrection of Jesus Christ.

**ARTICLE III
POLITY**

- A. This church acknowledges Jesus Christ as its head and finds in the Holy Scriptures, interpreted by the Divine Spirit through reason, faith and conscience, its guidance in matters of faith and discipline.
- B. The government of this Church is vested in its members who exercise the right of control in all its affairs subject to the Laws of the Commonwealth of Massachusetts relating to ecclesiastical corporations.
- C. We believe in the freedom and responsibility of the individual 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 fellowship of churches, united in district, state and national bodies, for council and cooperation in matters of common concern, and gladly acknowledge our membership in the United Church of Christ, in its Massachusetts Conference, and in its Essex Association.

ARTICLE IV
COVENANT AND STATEMENT OF FAITH

A. The basis of our fellowship is expressed in the following covenant:

We are united in striving to know the will of God as taught in the Holy Scriptures, and in our purpose to walk in the ways of the Lord, made known or to be made known to us. We hold it to be the mission of the Church of Christ to proclaim the gospel to all, exalting the worship of the one true God and laboring for the progress of knowledge, the promotion of justice, the reign of peace, and the realization of human potential. Depending, as did our ancestors upon the continued guidance of the Holy Spirit to lead us into all truth, we work and pray for the transformation of the world into the kingdom of God, and we look with faith for the triumph of righteousness and the life everlasting.

B. The following Statement of Faith is set forth as a summary of Christian beliefs widely shared in our fellowship:

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

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

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

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

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

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

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

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

Blessing and honor, glory and power be unto you. Amen.

Approved by the Executive Council in 1981 for use in the United Church of Christ in connection with the 25th anniversary.

ARTICLE V
SACRAMENTS

A. Baptism: The baptism of adults and children shall be administered at such times as the Pastor, or in the absence of the Pastor, the Diaconate, may designate.

B. Communion: Communion shall be celebrated at least six times a year. The schedule of communion services shall be determined by the Pastor and the Diaconate.

ARTICLE VI
MEMBERSHIP

A. Active Member

- a. Membership in Second Congregational Church of Boxford shall be open to any person who has been:
 - i. Baptized, and
 - ii. has made public affirmation of faith in Jesus Christ as our Lord and Savior. In accordance with the gospel covenant which binds into a unity of “faithful people” either by:
 1. Confirmation process
 2. Membership process
- b. Candidates shall be received into membership during a regular church service. At that time, they shall declare their intention to attend the regular worship of the Church and the celebration of Communion; to live the Christian life; to share in the life and work of the Church; to contribute to its support and benevolence; and to seek diligently the spiritual welfare of the membership and the community.
- c. They have full voting rights at Second Congregational Church of Boxford.

B. Affiliated Member

- a. Affiliated Member is a person who has a primary membership in another Christian Church and a membership in this Church.
- b. Affiliated Membership in Second Congregational Church of Boxford shall be open to any person who has been:
 - i. Baptized, and
 - ii. has made public affirmation of faith in Jesus Christ as our Lord and Savior. In accordance with the gospel covenant which binds into a unity of “faithful people” either by:
 1. Confirmation process
 2. Membership process
- c. Candidates shall be received into membership during a regular church service. At that time, they shall declare their intention to attend the regular worship of the Church and the celebration of Communion; to live the Christian life; to share in the life and work of the Church; to contribute to its support and benevolence; and to seek diligently the spiritual welfare of the membership and the community
- d. They have full voting rights at Second Congregational Church of Boxford.

C. Friend of Second Church

- a. Is any individual who regularly attends Second Congregational Church of Boxford, but has chosen not to be an Active Member or Affiliated member. They are not eligible to serve on the Diaconates or Trustees, or to serve as a Chairperson of Committees or, to serve on Church Council, but are fully entitled to be members on Committees of the Church.
- b. Friends of Second Church do not have any voting rights at Second Congregational Church of Boxford

D. Inactive member

- a. Inactive members of the church shall be those members whose addresses have been long unknown or who for a period of at least two years, and in spite of kindly approaches, have not attended Church's worship, communicated with the church or contributed to its support; or who persistently breaches covenant vows. Such members may be transferred, by action of the Diaconate, to an inactive list. Persons whose membership has been transferred to the inactive list may, upon evidence of renewed interest, be restored to the active list by a vote of Council upon recommendation from the Diaconate. If, after the expiration of a year, the relationship remains unchanged, the name may be dropped from the In-active member list by a further vote of the Council.

E. Withdrawal Procedures

- a. Any member may, on request, receive a letter of transfer. If wishing to join another community of faith, he/she may be released with a certificate of church membership
- b. If, because of change of faith or for other reasons not involving unchristian conduct, a member requests in writing to be released from membership obligations, the church shall patiently endeavor to secure his/her continuance in the fellowship; but failing in such effort, the Church may grant the request and release the membership. Such a request shall be approved by the Council, only upon recommendation by the Diaconate. The Clerk shall issue the appropriate letter of release.
- c. Any person whose membership has been released except by a letter of transfer may be restored by vote of the Council after securing a recommendation from Diaconate. Any person whose membership has been released by a letter of transfer may be restored by the receipt of a letter of transfer from the person's previous church.

ARTICLE VII
OFFICERS

A. Pastor

1. The Pastor shall be called for an indefinite term by a two-thirds vote of the members present and voting at a meeting specifically called for the purpose.

2. a. When a permanent vacancy occurs in the pastorate, the Church Council shall appoint a Pastoral Search Committee of at least five individuals. Said appointment shall be by a minimum two-thirds vote of the full Council.

b. The Pastoral Search Committee shall, with the guidance of the Divine Spirit, with the cooperation of the Essex Association Area Minister, and others, conduct a review of available pastors and by a minimum of two-thirds agreement of the full committee select one to be nominated as Pastor, introduce the candidate to the Church at a specifically called Church meeting, and propose his/her election.

3. A pastor who has been elected and has accepted the call shall, at the first opportunity: Become a member of the Church; Seek ministerial standing with the Essex Association of the United Church of Christ (or other ecclesiastical body mutually agreed upon by the Pastor and the Church).

4. The Pastor shall be charged with the spiritual welfare of the Church and the pastoral care of the people with the assistance of the Diaconate.

5. The Pastor shall be a member ex officio of all boards and committees and the Church Council, without vote, unless elsewhere provided for herein.

6. The Pastor shall have supervision and direction of all staff.

7. The Pastor has sole administration of the Pastor's Fund, which is to be used for benevolence and shall be held by the Treasurer of the Church. The Treasurer shall remit the funds to the Pastor on whatever conditions he or she shall stipulate.

8. The Church may terminate its relationship with the Pastor, at a meeting specifically called for this purpose, by a two-thirds affirmative vote of those members who are either present and voting, or who vote in advance in writing. The termination will take effect ninety days after the Pastor has been notified of the Church's decision unless otherwise mutually agreed. Before any such meeting of the Church is called, the Church Council shall seek out the good offices of the Massachusetts Conference of the United Church of Christ for assistance in conciliating any dispute or for guidance on proceeding with the terminating process in a fair and prudent manner.

9. The Pastor, likewise, at his/her own volition, may resign upon tendering ninety days notice to the Church, or at a mutually satisfactory time.

10. If the Pastor loses ministerial standing, relations shall cease at once in their entirety.

11. The Pastor's salary and allowances shall be authorized at an Annual or Special Meeting of the Church considering the recommendations of the Board of Trustees, Church Council, and the Personnel Committee.

B. Interim Pastor

1. An Interim Pastor, called for the purpose of leading the church during the transition from one settled Pastor to the next settled Pastor, shall be treated the same as a settled Pastor as described in the prior section with the following exception(s):

a. The Interim Pastor shall be called for a finite term, as negotiated, in a manner agreed upon by the Church Council.

b. The Interim Pastor is not required to become a member of the Church.

C. Assistant/Associate Pastor

1. The Church may, at its discretion, choose an Assistant/Associate Pastor, whose election and release shall be in the same manner as the Pastor.

2. The scope of duties shall be outlined in the call voted by the Church.

3. The Assistant/Associate Pastor shall be responsible to the Pastor and the Church Council and shall be an ex officio member of the Church Council and Diaconate, without vote.

D. Moderator

1. The Moderator, who shall be a Church member, shall be elected for a term of two (2) years.

2. The Moderator shall preside at all meetings of the Church. If the Moderator is unable to serve at any meeting, a "pro tempore" Moderator shall be elected at such meeting to preside at that meeting only.

3. The Moderator shall be a member of the Church Council and serve as its chair.

E. Clerk

1. The Clerk, who shall be Church member, shall be elected for a term of three (3) years.

2. The Clerk shall be a member of, and responsible to, the Church Council.

3. The duties of the Clerk shall be to:

a. keep a faithful record of all Annual and Special Meetings of the Church and the Church Council.

b. maintain a register of all Church members, with dates and modes of their reception and removal, issue letters of transfer, and keep a record of baptisms, marriages and deaths.

c. notify all officers, members of boards and committees and delegates of their election or appointment, and poll each board and committee following the Annual Church Meeting and generate a list of all chairs of those boards and committees.

d. conduct all correspondence not otherwise provided for, and perform such other duties as are prescribed by law or as usually pertains to the office of a clerk or secretary of an assembly.

e. post legal notices of all Church meetings as provided for elsewhere herein.

f. assist the Treasurer and act for him/her in case of absence or disability. This will include the authority to disburse funds. The Clerk shall be bonded or fully covered by insurance as directed by the Board of Trustees.

F. Treasurer

1. The Treasurer shall be appointed for a term of three (3) years by a minimum of two-thirds vote of the full Council. The term shall start immediately following the next Annual Church Meeting.

a. Upon notification by the incumbent Treasurer that the office will become vacant, the Council shall promptly appoint a treasurer-in-training to work with the incumbent until the incumbent's term is about to expire at which time the treasurer-in-training shall be considered for appointment to the office by the Council.

b. In the event that an incumbent Treasurer vacates the office, the Council shall appoint a temporary Treasurer to fill the unexpired term.

2. The Treasurer shall be bonded or fully covered by insurance as directed by the Board of Trustees.

3. The Treasurer shall be a member of, and responsible to, the Church Council.

4. The duties of the Treasurer shall be to:

a. serve as custodian of all Church monies and funds.

b. invest the monies and funds as directed by the Board of Trustees.

c. keep an accurate record of all receipts and disbursements in accordance with the annual Church budget and contractual obligations.

d. prepare monthly financial statements for the Church Council.

e. Maintain all appropriate records of the Endowment Fund.

5. The Treasurer's records shall be audited yearly and at such other times as directed by the Church Council.

G. Assistant Treasurers

1. The Two (2) Assistant Treasurers shall be elected, each for a term of three (3) years.

2. The Assistant Treasurers shall be responsible to the Church Council.

3. The Assistant Treasurers shall be bonded or fully covered by insurance as directed by the Board of Trustees.

4. The duties of the Assistant Treasurers shall be to:

- a. collect and deposit all church funds except as otherwise provided for herein.
- b. keep an accurate accounting for each pledger and furnish periodic statements of the accounts to the pledgers.
- c. If requested by the Treasurer, maintain all appropriate records of the Endowment Fund.

H. Auditor

1.
 - a. The Auditor shall be elected for a term of one (1) year.
 - b. The Auditor shall not at the same time be a Trustee, Treasurer or Assistant Treasurer.
2. The Auditor shall be responsible to the Church Council.
3. The Auditor shall examine the securities of the Church, the accounts and records of the Treasurer and Assistant Treasurer of the Church, the records of the Endowment Fund, and such other accounts as directed by the Church Council, and shall report thereon to the Church at the Annual Meeting.
4. The auditing may be performed by an outside paid certified concern when recommended by the Auditor and approved by the Board of Trustees or when directed by the Church Council.

I. Church Historian

1. The Church Historian shall be elected for a term of six (6) years.
2. The Historian shall be responsible to the Church Council.
3. The Historian shall be the recorder of all events and facts of permanent value in the history of the Church, preserve all curios and documents of historical value, and send copies of meeting minutes of historical interest to the appropriate denominational offices.

J. Secretary of Memorials and Special Gifts

1. The Secretary of Memorials shall be elected for a term of three (3) years.
2. The Secretary of Memorials shall be responsible to the Church Council.
3. The duties of the Secretary of Memorials shall be to:
 - a. send written acknowledgements, on behalf of the church, to donors of memorials and special gifts and to other appropriate persons.
 - b. properly record all memorial gifts in the Book of remembrance.

c. transmit to the Treasurer all those memorials and special gifts that consist of money or securities.

d. refer to the Board of Trustees the question of disposition of any non-monetary gifts.

ARTICLE VIII **BOARDS AND COMMITTEES**

A. Diaconate

1. The Diaconate which is governed as a board by these Bylaws, shall consist of twelve (12) Deacons, who shall be Church members, each elected for a term of three (3) years. Four members shall be elected annually. It is intended that the twelve (12) members be six (6) men and six (6) women. However, by vote of the Church Council, the Diaconate may be allowed to have as many as seven (7) men or seven (7) women among the twelve members. In addition, the Pastor(s) shall be an ex officio member of the Diaconate. The chair or another annually designated member of Diaconate shall serve on the Church Council.

2. The Diaconate shall:

a. assist and support the Pastor in the spiritual interests of the Church and have general oversight of the services of worship, including assistance in the preparation and administration of sacraments.

b. provide for the supply of the pulpit in case of a temporary vacancy and in the absence of the Pastor.

c. assist in the visiting and caring for the poor, the sick, the sorrowing, the indifferent and the stranger.

d. assist and support the Pastor in all matters pertaining to Church membership.

e. conduct exit interviews with members leaving the Church and provide any pertinent information to the Church Council.

f. make an annual survey of the Church roll in accordance with Article VI (Membership) of these Bylaws.

g. give attention to discipline as provided for in Article VI (Membership) of these Bylaws.

h. perform or provide such other activities as may be deemed necessary for the proper conduct of the services.

B. Board of Christian Education

1. The Board of Christian Education shall consist of at least nine (9) members, each elected for a term of three (3) years, with the terms of at least three (3) members expiring each year. The specific number of additional members (in excess of nine) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Board of Christian Education. In addition, the Pastor and the Minister of Christian Education (Youth Minister) shall be members ex officio of the Board. The chair must be a Church member. The chair or another annually designated member of the Board of Christian Education, who is also a Church member, shall serve on the Church Council.

2. This Board shall:

a. be responsible for the planning and directing of all educational programs of the Church, including:

(1) selection of the curriculum of the Church school.

(2) recruitment of teachers and other personnel.

(3) planning for the facilities and equipment needed for the educational programs.

(4) supervising youth groups.

(5) providing adult educational programs.

(6) maintenance of the Church library.

b. cooperate with the Board of Outreach Committee in the educational aspects of the Church's outreach.

c. support all children's collections and their prompt delivery to the Assistant Treasurer.

3. This board, may at its discretion, and with the approval of the Church Council, hire a Minister of Christian Education (Youth Minister), whose salary and allowances shall be authorized by the Board of Trustees considering the recommendation of the Board of Christian Education and the Church Council.

4. This board is responsible for conducting the annual review of the Minister of Christian Education (Youth Minister) using the process maintained by the Personnel Subcommittee. The review shall include the input of the committee, the Pastor, and others as deemed appropriate.

C. Board of Outreach Committee

1. The Board of Outreach Committee shall consist of at least seven (7) members, each elected for a term of three (3) years. At least two (2) members shall be elected at each Annual Meeting. The specific number of additional members (in excess of seven) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Board of Outreach Committee. The chair must be a Church member. The chair or another annually designated member of the Board of Outreach Committee, who is also a Church member, shall serve on the Church Council.

2. This Board shall:

a. be responsible for promoting the Church's outreach throughout the church and its auxiliary organizations, encouraging interest in and acquaintances with the various agencies sponsored by the United Church of Christ, and correlating missionary projects of benevolence giving by the Church.

b. cooperate with the Board of Christian Education in formation of educational programs related to the Church's outreach.

c. provide the Treasurer with a written directive for the distribution of benevolence funds.

d. prepare the annual benevolence budget for guidance of the Board of Christian Stewardship, approval by the Church Council, and action at the Annual Meeting.

e. consider the need for special offerings and promote their support, if approved.

f. be responsible for keeping the membership aware of needs for social action to enhance the effectiveness of the Christian Fellowship in our community, the Commonwealth, the Nation and the World. The Board shall:

(1) consider the ways and means of utilizing individual and group skills in and for worthy causes.

(2) evaluate pleas for specific actions and make recommendations to the Council and membership.

(3) provide a channel for information regarding the Church and Community Council of the Massachusetts Conference, United Church of Christ, and of similar work being done in the Essex Association.

(4) provide information regarding community volunteer services in the nearby area, and encourage participation in such services by the congregation.

(5) promote understanding among various faiths in the community, and encourage ecumenical support of needed activities.

D. Board of Trustees

1. The Board of Trustees shall consist of at least six (6) Church members, each elected for a term of three (3) years, with the terms of at least two (2) members expiring each year. The specific number of additional members (in excess of six) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Board of Trustees. The chair or another annually designated member of Trustees shall serve on the Church Council.

2. This Board shall:

a. be responsible for the management of the Endowment Fund of the Church in accordance with the Endowment Policy of the Church.

b. be responsible for the investment of all other Church monies and funds from whatever source, except as otherwise specifically provided for in these Bylaws or as required by law or by legal donation.

c. be responsible for the Church real estate properties with regard to all legal and financial transactions. The Board shall:

(1) have no power to buy, sell, mortgage, lease, or transfer Church real estate property without specific voted authorization of the Church at a legal meeting.

(2) authorize proper and adequate insurance coverage against losses by fire, theft, liability and other such hazards as desirable and practical including bonding or full insurance of the Treasurer, Clerk and Assistant Treasurers.

(3) be responsible for the care, cleanliness, maintenance, repair, improvement, procurement, accessibility and usefulness of all of the properties of the Church, except as elsewhere provided for herein.

(4) be authorized to approve expenditures in excess of the approved budget as may be required for preservation of church properties or for unforeseen emergencies providing the expenditures are reported at the next Church Council meeting; however, the Board is not authorized to expend funds from the Endowment Fund.

(5) submit recommendations to the Church Council and at each Annual Meeting or special meeting of the Church of any structural alterations or changes which will alter or enhance the usefulness of any Church property. The Board shall not effectuate any changes or recommendation without specific voted authorization of the Church at a legal meeting.

d. see that the certificate of incorporation is properly recorded and that a legal organization is maintained at all times. It shall have custody of the common seal and all papers, deeds, writings, documents and books of or relating to the Church as a legal corporation, including the records of the Clerk of the church.

- e. be responsible for the procurement and direction of a Sexton, a Church Secretary, and such other services as may be normal and/or necessary.
- f. be responsible for conducting the annual review of the Sexton and the Church Secretary using the process maintained by the Personnel Subcommittee. The review shall include the input of the board, the Pastor, and others as deemed appropriate.
- g. approve all salary, contracts or agreements involving Church commitments. Salary recommendations for applicable offices and operations shall be submitted to the Board of Trustees by the cognizant board or committee.
- h. prepare and propose an estimated budget of receipts and expenditures for action by the Church membership at the Annual Meeting. The budget shall be prepared in cooperation with the Church Council and each board, committee, and officer involved with Church expenditures and enlistments.
- i. submit the estimated budget to the Church Council four months prior to the next Annual Meeting.

3. The chair of this Board shall execute all authorized contracts and commitments on behalf of the Church providing the majority of the Board agrees to the proposed action.

4. Up to two (2) members of this Board shall have trading authority on all investment accounts and shall be bonded or fully covered by insurance.

E. Board of Christian Stewardship

1. The Board of Christian Stewardship shall consist of at least six (6) members, each elected for a term of three (3) years, with the terms of at least two members expiring each year. The specific number of additional members (in excess of 6) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Board of Christian Stewardship. The chair must be a Church member. The chair or another annually designated member of the Board of Christian Stewardship, who is also a Church member, shall serve on the Church Council.

2. This Board shall be responsible for the annual fund drive as well as ongoing stewardship education. The opportunity shall be offered to all members and friends of the Church to make a pledge for the financial support of the Church.

3. This Board shall be informed and its assistance solicited for operation of the financial drives or offerings.

F. Nominating Committee

1. The Nominating Committee shall consist of at least six (6) members, each elected for a term of three (3) years with the terms of at least two (2) members expiring each year. The specific number of additional members (in excess of six) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Nominating Committee. The chair must be a Church member. The chair or another annually designated member of the Nominating Committee, who is also a Church member, shall serve on the Church Council.

2. This Committee shall be responsible to the Church Council.

3. This Committee shall communicate on a regular basis with each board or committee of the Church to determine the membership needs of that board or committee and any recommendations of that board or committee for new members, and may, if the Committee shall choose, appoint a liaison to each board or committee.

4. This Committee shall be responsible for preparing and presenting to the Church Council before each Annual Meeting a list of persons proposed to be elected at the Annual Meeting as officers, board members, committee members and delegates. That list, together with the persons proposed by Church Council for election to the Nominating Committee, shall be published by the Church Council at least one (1) week before the Annual Meeting. An article to consider the recommended slate of officers, board members and committee members shall be inserted in the warrant for the Annual Meeting.

5. This Committee shall also be responsible for proposing to the Church Council, for any vacancy in an office, board or committee that may exist which the Church Council is authorized to fill, a person or persons to be appointed by the Church Council to fill that vacancy.

6. This Committee shall conduct exit interviews with officers, board members, committee members and delegates who are leaving office and shall report any concerns to the Pastor and/or moderator.

7. This Committee shall ascertain the willingness of nominees to serve and the eligibility of nominees to hold specific offices.

G. Music Committee

1. The Music Committee shall consist of at least three (3) members, each elected for a term of three (3) years, with the term of at least one (1) member expiring each year. In addition, the Pastor, Organist, and Choir Director(s) shall sit ex officio on the Music Committee, without voting rights or ability to serve as chair. The specific number of additional members (in excess of three) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Music Committee.

2. This Committee shall report to the Diaconate.

3. This Committee shall be responsible for:

a. the ministry of music in the services and other activities of the church.

b. procurement of the services and direction of organists, pianists, soloist, choir directors, and other musicians as applicable; and procurement of musical literature.

c. the reporting of maintenance needs of the pipe organ, pianos, and other musical properties belonging to the Church.

H. Decoration Committee

1. The Decoration Committee shall consist of at least six (6) members, each elected for a term of three (3) years, with the terms of at least two (2) members expiring each year. The specific number of additional members (in excess of six) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Decoration Committee.

2. This Committee shall be responsible to the Diaconate.

3. This Committee shall be responsible for decorating the sanctuary for all worship services and for planting and nurturing outdoor arrangements.

4. This Committee shall coordinate with the Diaconate to distribute the floral decorations to appropriate Church members or as specified by the donor.

I. Usher Committee

1. The Usher Committee shall consist of at least four (4) members, each elected for a term of two (2) years with the terms of at least two (2) members expiring each year. The specific number of additional members (in excess of four) shall be set by the Church Council after consideration of any recommendation from the members then serving on the Usher Committee.

2. This Committee shall be responsible to the Diaconate.

3. This Committee shall provide ushers at all worship services and other functions as requested; these ushers shall perform the duties usually associated with this office.

J. Hospitality Committee

1. The Hospitality Committee shall consist of at least four (4) members, each elected for a term of two (2) years with the terms of at least two (2) members expiring each year. The specific number of additional members (in excess of four) shall be set by the Church Council after consideration of any recommendation from the members serving on the Hospitality Committee.

2. This Committee shall be responsible to the Church Council.

3. This Committee shall make arrangements for a fellowship hour following Sunday morning services and for such other times as the Church Council shall request.

K. Organization of Boards and Committees

1. Each elected board or committee shall meet within a month after each Annual Meeting to organize by selecting its own chair and such other officers as it may desire from its elected members. Each board or committee shall inform the Clerk of these selections.

2. A quorum of any board or committee shall be a majority of its members.

3. Each board shall meet at least four (4) times a year. Additional board or committee meetings may be called at the discretion of the chair or by a quorum of the members.

4. Each board or committee shall keep minutes of their meetings including a record of all authorizations and transactions, a copy of which shall be placed on file with the church secretary.

5. Each board or committee shall have the authority to appoint such subcommittees as it deems prudent for the transaction of its delegated responsibilities.

ARTICLE IX **DELEGATES**

A. Delegates to the Massachusetts Conference of the United Church of Christ

The designated number of delegates and an equal number of alternates to represent the Church at meetings of the Massachusetts Conference shall be appointed from the Church membership by the Church Council to serve for one (1) year, and to report to the Church Council on proceedings of the Massachusetts Conference.

B. Delegates to the Essex Association of the Massachusetts Conference of the United Church of Christ.

The designated number of delegates and an equal number of alternates to represent the Church at the meetings of the Essex Association and at any duly called function of the Essex Association shall be elected from the Church membership at each Annual Meeting to serve for one (1) year and to report to the Church Council on the proceedings of the Essex Association.

C. Delegates to other Organizations

Delegates to associations and/or councils of churches may be selected to represent the Church, the numbers and terms of delegates to be determined by vote of the Annual Meeting.

ARTICLE X **CHURCH COUNCIL**

A. Composition

1. The Church Council shall consist of the following, all of whom must be Church Members, except the Treasurer who may or may not be a member.

Moderator, who shall be chair
Pastor (ex officio)
Clerk
Treasurer
Chair/Designee, Diaconate
Chair/Designee, Board of Christian Education
Chair/Designee, Board of Outreach Committee
Chair/Designee, Board of Trustees

Chair/Designee, Board of Christian Stewardship
Chair/Designee, Nominating Committee

2. Six members of the Council or their alternates shall constitute a quorum for the transaction of business.

3. The Council may appoint subcommittees for any regular or special work of the Council. All such subcommittees shall report their progress and findings directly to the Council and, at a minimum, produce a final or annual report for the Council.

B. Standing Subcommittees

1. The Council shall create a Personnel Committee comprised of a volunteer from Diaconate, a volunteer from Trustees, a volunteer from Christian Education, and two (2) additional at-large volunteers. The purpose of the Personnel Committee is to support and maintain an open and healthy relationship between the paid church staff and the congregation. The duties of the Personnel Committee are:

a. to share ideas, expectations, and concerns of the congregation with the staff.

b. to interpret the roles, functions, and needs, including compensation and benefits, of the staff to the Church Council and the congregation.

c. to create and maintain the review process for the paid staff and to oversee the review process and coordinate it with the church budget process.

2. The Council shall create a Pastor-Parish Relations Committee (PPRC) comprised of the Moderator, a volunteer from Diaconate, a volunteer from Trustees, and two (2) additional members recommended by the Pastor or Interim Pastor. The purpose of the PPRC is to support and maintain an open and healthy relationship between the Pastor or Interim Pastor and the congregation. The duties of the PPRC are:

a. to share ideas, expectations, and concerns of the congregation with the Pastor.

b. to interpret the roles, functions, and needs of the Pastor to the Church Council and the congregation.

C. Meetings

The Council shall meet at least four (4) times each year, including a meeting within the month following Annual Meeting, or as called by the chair or a quorum of its members. The Clerk shall keep the minutes of the meeting, including all authorizations and transactions.

D. Authority

1. The Council shall serve as the governing body of the Church, and shall be responsible to the members of the Church for the general coordination and efficiency of the Church's affairs. All boards and committees shall be accountable to the Church Council for all duties assigned to them in these Bylaws.

2. The Council shall have power to act on matters not specifically delegated to any other board, committee or organization.

3. The Council shall have authority to call special meetings of the Church in accordance with Article XII.

4. The Council shall have the power to authorize fund-raising events or drives and to designate how the net proceeds from any such event or drive shall be expended. The Council shall also have the power, consistent with the Endowment Policy of the Church, to authorize the expenditure of income of Endowment Funds and principal of unrestricted Endowment Funds; provided, however, that the total amount (including both income and principal) expended from all Endowment Fund accounts in a year without a vote of members of the Church shall not exceed \$20,000.00, of which no more than \$10,000.00 may be principal. However, such power shall not apply to the proceeds of any event or drive or to any Endowment Fund income or principal for which a meeting of the Church has specifically designated how these proceeds or funds will be expended. Except as provided in this paragraph and except as provided in Article VIII, Section D, paragraph 2, subparagraph b, item 4 (which authorizes the Trustees to approve expenditures in excess of the approved budget as may be required for preservation of Church properties or for unforeseen emergencies), the assets and income of the Church (including without limitation, Endowment Fund income and principal, pledged income, non-pledged income, rental income and other operating income) may be expended only as authorized in a budget or resolution adopted at a meeting of the members of the Church.

E. Duties

1. The Council shall refer to the appropriate board or committee any matter outside of its regularly assigned duties but falling within the scope of responsibility of that board or committee. Such board or committee must render a report of the action taken, or any recommendation, to the Council within a reasonable length of time.

2. The Council, after requesting a recommendation from the Nominating Committee and after considering any recommendation of the Nominating Committee, shall fill all vacancies in any office, board, or committee; such appointee shall serve until the next Annual Meeting when the vacancy shall be filled for the balance of the original term.

3. The Council shall appoint, by a minimum two-thirds vote of the full Council, a Pastoral Search Committee when there is occasion to call a minister.

4. The Council shall receive, approve, and present to the Church for its action, both the operating budget and the benevolence budget of the Church for the ensuing year.

5. The Council shall appoint the persons proposed for election to the Nominating Committee before the Annual Meeting.

6. The Council is responsible for conducting the annual review of the Pastor using the process maintained by the Personnel Subcommittee. The review shall include the input of the Council, the Diaconate, the PPRC, and others as deemed appropriate.

ARTICLE XI
ELECTION PROCEDURES

A. Elections

1. Each officer and board and committee member (Pastor and Assistant Pastor excepted) shall be elected at an Annual Meeting.

2. Each officer and board and committee member shall serve until his/her successor is legally selected.

3. The maximum term in any one position for all elected officers (except the Pastor(s), Auditor, Church Historian, Secretary of Memorials, and delegates) and board and committee members shall not exceed six (6) consecutive years. He/she shall be eligible again for reelection to that same position after one year. Appointments or elections to fill the remainder of unexpired terms shall not be considered as a part of the six (6) year limitation.

4. Any member of the Church is eligible for election or appointment to any Church office, board or committee. However, it is not necessary to be a member of the Church to serve as Treasurer, Assistant Treasurer, Auditor, Church Historian, or Secretary of Memorials; nor is it necessary to be a member of the Church to serve on the Board of Christian Education, Board of Outreach Committee, Music Committee, Usher Committee, Board of Christian Stewardship, Nominating Committee, Decoration Committee, or Hospitality Committee. The Chairs of each of the committees (except for Music Committee, Decoration Committee, Usher Committee and Hospitality Committee) must be a member of the Church.

B. Nominations

1. The nominations shall be printed and be available at the Church no later than one (1) week previous to the Annual Meeting and shall be the official ballot at the Annual Meeting.

2. Any member shall have the right to nominate any eligible person from the floor at the Annual Meeting.

3. The Church Council, after requesting a recommendation from the Nominating Committee and after considering any recommendation of the Nominating Committee, may appoint any eligible person to fill any vacancy, except Pastor, Interim Pastor or Assistant Pastor, that may exist until the next annual election when the vacancy shall be filled for the unexpired term.

4. The first nomination of a newly established multi-member board or committee shall be varied for length of office so that an equal (or as nearly equal as possible) number of members are elected each year.

5. Youth members (members who have not yet completed high school) may be nominated to any board or committee for a term of one (1) year.

C. Removal or Resignation from Office

1. The Church may remove any existing officer, board member or committee member from his/her elected position at any duly called meeting as elsewhere provided herein.
2. Removal may be by reason of infirmity, misconduct, or other causes rendering the person incapable or unsuitable to discharge the duties of the office.
3. Removal shall require a two-thirds vote of those members present and voting.
4. Voting shall be by secret ballot.
5. Such removal procedure shall not be applicable to the Pastor, Interim Pastor or the Assistant Pastor, which is provided for elsewhere herein.
6. Vacancies resulting from the above shall be filled as elsewhere provided for herein.

ARTICLE XII **MEETINGS**

A. Warrant

1. Every Church meeting shall be called by a warrant established by the Council and issued by the Clerk.
2. The warrant shall list all items to be acted on at the specified meeting.
3. The warrant shall be posted on the Church bulletin board at least seven (7) days prior to the meeting day.
4. Notice of a meeting shall be printed in the Church Sunday calendar for at least one Sunday prior to the meeting.

B. Meetings

1. The Annual Meeting of the Church for the election of officers, board members and committee members, approving of reports and proposed budgets, and the transaction of other necessary business shall be held on a date not later than February 15 and at the time designated by the Church Council in a notice posted on the front of the Church and made available to members at least one week before the designated meeting date. If for any reason the Annual Meeting cannot be held as scheduled, it shall be held as rescheduled by the Church Council, but in no event later than February 22.
2. Special church meetings shall be called by Clerk as directed by the Church Council or as requested to the Church Council by at least twenty (20) members.
3. A quorum shall consist of twenty members, except as stipulated in Article XIII.

4. All Church members shall be eligible to vote on all matters at a Church meeting.

5. Passage of any motion requires a majority vote of those members present and voting, unless elsewhere provided herein.

C. Fiscal Period

1. The fiscal period of the church shall end on December 31 of each calendar year.

ARTICLE XIII
AMENDMENTS

The Bylaws may be amended by a two-thirds vote of those members present and voting at any annual or special meeting. The proposed bylaw change must be detailed in a properly posted warrant as provided for herein. The quorum for this procedure shall consist of thirty members.

ARTICLE XIV
LAWS OF THE COMMONWEALTH OF MASSACHUSETTS

A. Any requirements of the Laws of the Commonwealth of Massachusetts applicable to the Church Corporation shall be considered as a part of the Bylaws if not provided herein.

B. Any item herein that is in contradiction to the Laws of the Commonwealth of Massachusetts, as existing or as may be amended, shall be null and void as applicable to such contradiction.

ARTICLE XV
ENDOWMENT POLICY

The Church has adopted an Endowment Policy relating to assets held by the Church for the long-term needs, ministry and benefit of the Church. All powers granted in these Bylaws which relate to the Endowment Fund described in the Endowment Policy shall be subject to that Endowment Policy. In case of any conflict between these Bylaws and the Endowment Policy, the Endowment Policy shall control.

(end of Bylaws)