

1 ARTICLES OF INCORPORATION OF  
2 THE FIRST CONGREGATIONAL CHURCH  
3 OF BRANFORD, CONNECTICUT  
4 (United Church of Christ)

5 Gathered by English Puritans who in 1644 settled in Branford (named Totokett until 1653)

6 ARTICLE I

7  
8 NAME

9 The name of this Church shall be the First Congregational Church of Branford,  
10 Connecticut (United Church of Christ).

11 ARTICLE II

12  
13 PURPOSE

14 The purpose of this Church shall be to gather in covenant those who believe in Jesus  
15 Christ as Lord and Savior, to worship God, to preach the gospel of Jesus Christ, to celebrate the  
16 Sacraments, to render loving service toward humankind in His Spirit and name, striving for  
17 righteousness, justice and, peace, according to the solemn Covenant affirmed by the members of  
18 this Church on March 7, 1688:

19 THE COVENANT OF  
20 THE FIRST CONGREGATIONAL CHURCH OF BRANFORD

21 “It having pleased God of his grace to call us up to ye visible profession of religion, and  
22 being now by His providence called to unite together, for ye carrying on of ye ordinances of God  
23 amongst us. We do therefore with self-abasement and a sense of our great unworthiness - yet in  
24 obedience to ye gospel of our Lord Jesus - We do this day before God and his people give  
25 ourselves and ours first unto God and then one to another to walk together in attendance to all the  
26 duties and enjoyment of all the privileges of the covenant of grace, that are to be attended and  
27 enjoyed in particular visible churches, -making the Scripture to be our rule.

28 We do declare it to be our purpose, as God shall assist, both in our principles and practice  
29 in all substantials, to walk in consonance with ye Churches of Christ with whom we hold  
30 communion.”

31 ARTICLE III

32  
33 FAITH

34 The Church acknowledges as its sole Head, Jesus Christ, the Son of God and the Savior  
35 of us all. It acknowledges as family in Christ all who share in this confession. It looks to the  
36 Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its  
37 creative and redemptive work in the world. It claims as its own the faith of the historic insights of  
38 the Protestant Reformers. It affirms the responsibility of the Church in each generation to make  
39 this faith its own in reality of worship, in honesty of thought and expression and in purity of heart  
40 before God. In accordance with the teaching of our Lord and the practice prevailing among  
41 evangelical Christians, it recognized two sacraments: Baptism and the Lord’s Supper or Holy  
42 Communion.

1 As a testimony, but never as a test of our faith, we honor the Statement of Faith of the  
2 United Church of Christ, recognizing that each member's right to obey the Word of God,  
3 according to the dictates of his or her own conscience, as enlightened by the Holy Spirit, shall be  
4 preserved inviolate:

#### 5 A STATEMENT OF FAITH

6 (As adopted by the United Church of Christ at Oberlin, Ohio, July 8, 1959, and later amended)

7 "We believe in you, O God, the Eternal Spirit, Father of our Lord Jesus Christ, and our  
8 Father, and to your deeds we testify:

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

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

12 You judge people and nations by your righteous will declared through prophets and  
13 apostles.

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

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

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

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

24 Blessing and honor, glory and power be unto you! Amen."

#### 25 ARTICLE IV

#### 26 POLITY

27  
28  
29 This Church acknowledges Jesus Christ as its Head. Under His guidance and mindful of  
30 federal, state and local laws, and ordinances, the government of this Church shall be vested in its  
31 members, who shall control all its affairs. The Church Board shall coordinate the various  
32 programs of this Church and shall act on behalf of the membership on any matters which require  
33 attention between meetings of the membership, provided that the Church Board shall take no  
34 action which has been specifically reserved by the membership or has been granted to another  
35 body of this Church under these Articles of Incorporation or the By-laws established hereunder.

36 This Church shall be part of the United Church of Christ, and it shall sustain that  
37 relationship to the United Church of Christ described in those portions of the Constitution and  
38 By-laws of the United Church of Christ relating to local churches as may be amended from time  
39 to time.

1 This Church is subject to the control of no other ecclesiastical body, but it recognizes and  
2 sustains the obligations of mutual counsel and cooperation which are common among the  
3 member churches of the United Church of Christ, and it is in fellowship with all churches which  
4 acknowledge Jesus Christ to be their Lord, seeking with them that unity which shall bring us all  
5 into the one body of Christ.

## 7 ARTICLE V

### 9 MEMBERSHIP

10 Section 1. Membership in this Church shall be open to all baptized persons who have  
11 made public confession of faith in Jesus Christ as Lord and Savior and who accept the Covenant  
12 of this Church.

13 Members are expected to fulfill faithfully the obligations of the Covenant of this Church  
14 by attending its services regularly, contributing gladly to its support and world-wide ministries as  
15 the Lord prospers them, participating in its organized work, and by seeking to lead a Christian  
16 life, giving their whole hearts to the service of Christ and His Kingdom.

17 Section 2. There shall be three classes of membership in this Church: Active, Affiliate  
18 and Inactive.

#### 19 (a) Active Members

20 The active membership of this Church shall consist of those persons who on the effective  
21 date of these Articles of Incorporation are Active Members of this Church in good and regular  
22 standing; and, after the above date, those persons may become Active Members of this Church  
23 who are received (a) upon confession of faith, (b) by presentation of a letter of transfer from  
24 another church, or (c) by reaffirmation of faith, and who are recommended for Active  
25 Membership by the Worship Team and approved by a vote of the Church Board.

#### 26 (b) Affiliate Members

27 The affiliate membership of this Church shall consist of those persons who on the  
28 effective date of these Articles of Incorporation are Affiliate Members of this Church in good  
29 and regular standing, and, after the above date, persons who wish to participate in the life of this  
30 Church while maintaining membership in another church. Affiliate Members may be received by  
31 the same process as Active Members. Affiliate Members shall have all the rights and duties of  
32 regular Active Members except the right to a letter of transfer to another church and as may be  
33 otherwise set forth in these Articles or in the By-laws of the Church from time to time.

#### 34 (c) Inactive Members

35 The inactive membership of this Church shall consist of those members who fail to  
36 contribute financially or attend a service of the church for two years and, upon recommendation  
37 of the Worship Team and approval by a vote of the Church Board, are transferred from either  
38 Active Membership or Affiliate Membership to the Inactive Membership. Inactive Members  
39 shall not be counted in compiling the official roll of members. Upon recommendation of the  
40 Worship Team and approval of the Church Board, an Inactive Member may be removed from the  
41 Inactive list whenever there is no expression of continued willingness by the Inactive Member to

1 renew Active Membership or may be reinstated and given a letter of transfer to another church if  
2 he or she requests it or be reinstated if he or she subsequently revives his or her participation in  
3 the life of this Church.

4 Section 3. Upon request by an Active Member or Inactive Member, and affirmative vote  
5 of the Church Board, a letter of transfer of such member shall be sent to a specific church.

6 Section 4. Any member, upon written request directed to the Worship Team and upon an  
7 affirmative vote of the Church Board, shall be permitted to withdraw from membership in this  
8 Church, and his or her name shall be removed from the rolls of the Church.

9 Section 5. If any member becomes a member of another church, his or her membership  
10 status shall be reviewed and, if appropriate, modified by the Church Board.

11 Section 6. All Active and Affiliate Members shall have the right to attend congregational  
12 meetings of this Church and to speak on all questions under consideration at such meetings. Only  
13 Active Members shall have the right to vote on issues which may come before the Congregation.

## 14 ARTICLE VI

### 15 FIRST ECCLESIASTICAL SOCIETY FUND

16 All funds transferred to the Church pursuant to the dissolution of the First Ecclesiastical  
17 Society of the Town of Branford shall be held in perpetuity in a restricted fund, to be known as  
18 the First Ecclesiastical Society Fund (the "FES Fund").  
19  
20

21 The Church Board, upon recommendation by the Operations Team, is authorized to  
22 distribute annually an amount not more than 4% of the average fair market value of the FES  
23 Fund as of the last day of December of the three years preceding the year of such distribution,  
24 such distribution to be used for church purposes as set forth in the budget adopted by the  
25 Congregation for the year of such distribution. Any distribution of the fund in excess of 4% will  
26 require 2/3 vote of active members of the church who are voting at a special meeting of the  
27 Congregation, called for the purpose of authorizing such distribution or loan.  
28

## 29 ARTICLE VII

### 30 REAL PROPERTY

31 No real property owned by the Church shall be sold, transferred, mortgaged, or leased for  
32 more than five years unless authorized by a vote of two-thirds (2/3) of the Active Members of the  
33 Church who are voting at a special meeting of the Congregation called for the purpose of  
34 authorizing such act; provided, prior thereto, the Operations Team has a reasonable opportunity  
35 to review the proposal for such act and to make a recommendation to the Congregation for or  
36 against such proposal. Any net proceeds from the sale of Church real estate shall be added to the  
37 principal of the FES Fund and any net profit from the rental of Church real estate shall be  
38 available for use by the Operations Team at any time.  
39

ARTICLE VIII

DISSOLUTION

This Church and its property shall be forever devoted to religious purposes. No Officer, Member or Employee thereof shall receive any pecuniary profit from this Church except reasonable compensation for services rendered. In the event of the dissolution of this Church, its property shall become vested in and its functions as trustee shall be assumed by such church or other institution which is organized and operated exclusively for religion or charitable purposes as the membership of this Church shall designate at a meeting called before the said dissolution, or, in the absence of such determination, as the Superior Court for the District of New Haven (or whatever court may have jurisdiction) shall determine.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended at the Annual Meeting or any special meeting called for this purpose by two-thirds (2/3) vote of Active Members present and voting, provided that a summary of the proposed amendment shall be included in the call of the meeting.

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall become effective on the date that the Church's Certificate of Incorporation is filed with the Secretary of the State of Connecticut, and thereupon the previous Constitution shall be repealed.

[These Articles of Incorporation were adopted by vote of the members at the Annual Meeting held on February 20, 1997. The Certificate of Incorporation was filed with the Secretary of the State on February 25, 1997.]

1 BY-LAWS  
2 OF  
3 FIRST CONGREGATIONAL CHURCH  
4 OF BRANFORD, CONNECTICUT  
5 (United Church of Christ)

6 ARTICLE I  
7  
8 THE CONGREGATION

9 Section 1. Annual Meeting

10 (a) The annual meeting of the Congregation shall be held on the last Sunday of January  
11 of each year at a time and place to be designated by the notice of the meeting. The annual  
12 meeting may be postponed for inclement weather or the good cause by the Moderator to a date  
13 no more than three (3) weeks later. Notice of any such adjournment or postponement, if not made  
14 at the adjourned meeting, may be given by mail or electronic mail. Any notice under the  
15 provisions of these by-laws shall be sent to the last address or electronic address, as applicable,  
16 on file with the First Congregational Church office. Notice shall be effective upon the sending  
17 thereof.

18 (b) Written notice of the time and place of the annual meeting shall be given from the  
19 pulpit during Sunday service(s) on the two Sundays preceding the meeting and shall be published  
20 in the Church newsletter, in a special mailing, or by electronic mail, not less than seven (7) nor  
21 more than twenty (20) days prior to the date set for such meeting.

22 Section 2. Special Meeting

23 (a) Special meetings of the Congregation may be called at any time by the Senior  
24 Minister, the Church Board, or any ten (10) Active Members, acting through the Clerk.

25 (b) Written notice of the time and place of a special meeting of the Congregation shall be  
26 published in the Church newsletter, in a special mailing, or by electronic mail, not less than five  
27 (5) nor more than fifteen (15) days prior to the date set for such meeting. Notice shall also be  
28 given from the pulpit the Sunday preceding the meeting. Only business provided in such call  
29 may be considered at a special meeting.

30 Section 3. Quorum

31 A quorum for Annual and Special Meetings shall consist of Ten Percent (10%) of the  
32 Active Members as of December 31<sup>st</sup> of the year preceding the meeting.

33 Section 4. Annual Report

34 At each annual meeting, the Annual Report of the Church containing the reports of all  
35 Officers, the Church Board, Governance Teams, task forces, Committees, and affiliated  
36 organizations of activities during the preceding year shall be made available for inspection by the  
37 Congregation.

Council Accepted for Presentation to Congregation  
January 12, 2020

Section 5. Action of Annual Meeting

The Annual Meeting shall (a) act upon the proposed budget of the Church; (b) elect (1) a Moderator-Elect, and (2), to the extent that there is any vacancy, a Clerk, Treasurer, Governance Team members, and representatives to committees of the Conference and Consociation of the United Church of Christ; and (c) undertake such other business as may properly come before such meeting.

ARTICLE II

THE CHURCH BOARD

Section 1. Composition

(a) Voting Members

The following officers, chairpersons and members shall be voting members of the Church Board (sometimes referred to herein as the “Board”), except that the Moderator shall only vote in case of a tie:

1. Moderator
2. Moderator-elect
3. Clerk
4. Treasurer

5. The Leader and one Additional Member from each of the following Governance Teams. In order to provide continuity to actions of the Board, it is strongly recommended that the Leader and the same Additional Member from each Team shall attend all meetings of the Board.

- i. Worship Team
- ii. Operations Team
- iii. Discipleship Team

Voting Members of the Church Board shall be Active Members. (As used in these by-laws, the term Active Member shall mean those who are Active Members as defined by the Articles of Incorporation of the Church as the same may be amended from time to time.).

(b) Non-Voting Members

The Senior Minister or, if there is no standing Senior Minister, any interim or other minister serving in his or her place, shall serve on the Board without power to vote.

Section 2. Term

Members of the Board shall serve during the term of their office and until their successor is elected, except that the term of the Senior Minister shall expire upon his or her ceasing to serve in that position.

Section 3. Duties of Church Board

The Board shall:

(a) Establish policies of the Church.

(b) Establish from time to time overall strategic planning for the Church and monitor compliance with that strategy.

(c) Provide oversight of the fiscal health of the Church.

(d) Supervise the actions of the Teams. The Board shall have the authority, by majority vote, to overrule any action taken by a Team.

(e) Establish, monitor, and supervise the relationship of the Church with any group with which the church may enter into covenantal or contractual relationship ("affiliated groups").

(f) Assure compliance of the Church with all legal responsibilities.

(g) Monitor insurance coverage of the Church and Church-owned property.

(h) Fix the compensation of all ordained staff, as defined in these by-laws.

(i) Undertake any other responsibility assigned to it by these by-laws or, from time to time, by the Congregation or, with permission of the Board, the Minister.

(j) Take such actions as may be appropriate between meetings of the Congregation, recognizing that in a Congregational Church of the United Church of Christ, final authority rests with the Congregation.

(k) Approve or disapprove, upon recommendation from the Operations Team, distributions from all Church memorial and endowment funds, other than such funds as may have been established under the jurisdiction of another committee, board or officer of the Church by virtue of the donor's instructions. The Board may, from time to time, determine that payments from such funds under an amount it determines appropriate may be made by a Team or officer without prior approval.

(l) In case of a vacancy arising during the term of any Officer or of any member of a Governance Team, fill the term of such member until the next Annual Meeting.

(m) Adopt and implement a conflict of interest policy.

Section 4. Meetings

(a) Regular Meetings

The Church Board shall conduct regular meetings at such times and places as it may determine.



(b) Special Meetings

A special meeting of the Church Board may be called by the Moderator or upon written petition of any three (3) members of the Church Board or any ten (10) Active Members of the Church, acting through the Clerk.

Section 5. Notice of Meeting

Written notice of all meetings of the Church Board shall be given to each member of the Church Board at least five (5) days prior to the day designated if for a regular meeting and two (2) days prior to the day designated if for a special meeting. Notice shall be given personally or by first class or electronic mail. No action may be considered at a special meeting except that which is provided in the call thereof.

Section 6. Quorum

A majority of the voting members of the Church Board shall constitute a quorum for the transaction of business.

Section 7. Designation of Representatives

In the event the Team Leader or the designated Additional Member of a Team cannot attend a meeting of the Church Board for any reason, the Team Leader shall designate a representative from the team to attend such meeting in the absent member's behalf and exercise the same voting rights as said Team Leader or designated Additional Member may have; provided, however, such Team Leader shall notify the Moderator or Clerk of the Church prior to such meeting.

Section 8. Participation by electronic means

Any one or more members of the Church Board may participate in any meeting of the Board and the Board may conduct any meeting through the use of any means of conference telephone, video conference equipment, or similar communications equipment by which all members participating in the meeting may simultaneously hear each other during the meeting. A member participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE III

OFFICERS

Section 1. Moderator

(a) A Moderator shall be elected to a term of one year and may be elected to no more than two consecutive full terms as Moderator. He or she shall serve as Chairperson of the Church Board. He or she shall preside at all meetings of the Church Board and the Congregation. In the

Moderator's absence or if the Moderator is unable to perform any of the aforementioned duties, the Moderator-Elect or, lieu thereof, the Leader of the Worship Team, or, if none of the foregoing is available, the Leader of the Operations Team, shall act in his or her place.

(b) The signature of the Moderator and Clerk shall be required on all obligations, contracts, deeds, and mortgages relating to property owned by the Church, promissory notes and other instruments and contracts, unless otherwise provided by the Church Board.

## Section 2. Moderator-elect

### (a) Term

A Moderator-elect shall be elected at the Annual Meeting, shall serve a one-year term, and shall become Moderator upon the expiration of the term of his or her predecessor.

### (b) Duties

The Moderator-elect shall undertake such responsibilities as may be requested by the Moderator with a view (i) to learning about the governing structure and operations of the Church and the responsibilities of the Moderator and (ii) being actively engaged in strategic planning for such activities and programs of the Church as may arise during his or her term as Moderator.

## Section 3. Clerk

(a) The Clerk shall serve a term of three years. He or she may be elected to two consecutive full terms. The Clerk shall keep a true record of all the business meetings of the Congregation and the Church Board. The Clerk shall give notice of all meetings as required by the by-laws of the Church and by the laws of the state of Connecticut.

(b) The Clerk shall sign documents with the Moderator as set forth in Section 1 (b).

## Section 4. Treasurer

(a) The Treasurer shall serve a term of three years. He or she may be elected to two full consecutive terms.

(b) The Treasurer shall be the financial officer of the Church. The Treasurer shall oversee the Church's funds and records; the collection of revenues; the establishment of proper accounting procedures for the handling of the Church's funds; and, further, shall report on the financial condition of the Church at meetings of the Board and at other times as called upon by the Moderator. The Treasurer is responsible for the annual filing of required state and federal forms.

(c) Subject to any limitation or condition as may be imposed by the Board, the Treasurer is authorized to sign financial papers and documents, including such items as may be necessary to the conduct of the business of the Church.

(d) The Treasurer shall establish separate accounts for all undesignated bequests and special gifts until the permanent use or disposition of these funds shall be determined by the Church Board.

The Church shall provide bonds of adequate size for the Treasurer as determined by the Board upon recommendation of the Operations Team.

#### Section 5. Election of Officers

The officers of the Church shall be elected at the Annual Meeting of the Church and shall assume office on the first Sunday following their elections.

#### Section 6. Dismissal of Officers

The Church Board may remove an officer with or without cause, at a special meeting convened for that purpose.

### ARTICLE IV

### CHURCH STAFF

#### Section 1. Senior Minister

##### (a) Procedure for Calling

Whenever the office of Senior Minister becomes vacant, the Worship Team shall form a Pastoral Search Committee of not less than seven (7) nor more than twelve (12) Active Members to take the necessary steps to search for a suitable candidate to fill the vacancy. One committee member shall be chosen from the Worship Team and one committee member shall be chosen from the Operations Team. When the Pastoral Search Committee is prepared to recommend a candidate, it will submit its recommendation to Worship Team for consideration. If the Worship Team approves the recommendation, the Worship Team shall forward the recommendation to the Church Board. If the Church Board approves the recommendation, it shall call a special meeting of this Church to receive the report of the Pastoral Search Committee and to act upon the recommendation. As such a meeting, a two-thirds (2/3) vote of those Active Members present and voting shall be required to call a Senior Minister. As soon as practicable after accepting the call, the new Senior Minister shall become a member of this Church.

##### (b) Duties

The Senior Minister shall administer the sacraments and rites of the Church; conduct public worship; preach and teach the gospel; exercise pastoral care for the members of the Church; supervise all staff of the church; in consultation with, but not subject to the authority of the Operations Team, employ, terminate, and set the compensation for all employees of the church, except where these by-laws or the Church Board may provide otherwise and, subject to the authority vested in the Church Board and Teams, oversee all departmental activities, and serve as the chief administrator for all staff activities. The Senior Minister shall have the

1 authority to designate specific tasks as needed. The Senior Minister shall be an ex-officio non-  
2 voting member of the Church Board and all teams, boards and committees.

3 (c) Term of Call

4 The term of call of the Senior Minister shall be indefinite, or as mutually agreed upon. In  
5 the event of loss of ministerial standing, his or her term of office shall end immediately.

6 (d) Voluntary Resignation

7 The Senior Minister may at any time submit his or her resignation in writing to the  
8 Church Board, giving three months of notice, unless shorter notice is mutually agreeable.

9 (e) Termination of Call

10 It shall be the prerogative of the Board, in consultation with the Worship Team, to  
11 consider the need to terminate the call of the Senior Minister. Before reaching a decision, the  
12 Board shall meet with the Minister of the Southern New England Conference or his or her  
13 designee. After such meeting, if a majority of the full membership of the Board, acting at a  
14 special meeting of the Board solely called for that purpose, decides that termination should be  
15 considered further, it shall call for a special meeting of the Congregation solely for that purpose.  
16 At such meeting, the Congregation may terminate the Senior Minister's ministry at the Church  
17 by a two-thirds (2/3) vote of the Active Members present and voting at a Church meeting solely  
18 called for the purpose, with the expectation that such termination shall be effective within ninety  
19 (90) days.

20 Section 2. Associate Minister, Assistant Minister or Minister of Christian Education

21 (a) Procedure for Calling

22 The Church shall follow the procedure set forth in Section 1(a) of this Article in selecting  
23 an Associate Minister, Assistant Minister, Minister of Christian Education, or minister of similar  
24 position (collectively "Assistant Minister") provided, however, that the Worship Team and the  
25 Church Board shall seek the advice of the Senior Minister prior to taking action on the  
26 recommendation of the Pastoral Search Committee.

27 (b) Duties

28 The Assistant Minister shall be under the direction of the Senior Minister and shall  
29 undertake such duties as the Senior Minister may direct from time to time.

30 (c) Term

31 The term of call of an Assistant Minister shall be indefinite or as mutually agreed upon.  
32 In the event of loss of ministerial standing, his or her term of office shall end immediately.

33 (d) Termination of Call

1           It shall be the prerogative of the Board, after consultation with the Worship Team and the  
2 Senior Minister, to recommend the termination of the call of an Assistant Minister. If a majority  
3 of the full membership of the Board, at a meeting called solely for this purpose, after consultation  
4 with the Senior Minister, decides that termination should be considered further, the Board shall  
5 call for a special meeting of the Congregation expressly for that purpose. At such meeting, the  
6 Congregation may terminate an Assistant Minister's call at the Church by a majority vote of the  
7 Active Members present and voting at a Church meeting solely called for the purpose, with the  
8 expectation that such termination shall be effective within ninety (90) days.

9           Section 3. Director(s) of Music

10          (a) Appointment

11           The Worship Team shall form a search committee consisting of the members of the  
12 Worship Team and one representative each from the Choir, the Operations Team, and the  
13 Discipleship Team and the Senior Minister or his or her designee. The search committee shall  
14 submit its recommendation to the Church Board for final approval.

15          (b) Duties

16           The Director(s) of Music shall perform such duties with respect to the musical program,  
17 as the Worship Team, in consultation with the Senior Minister, shall determine.

18          (c) Term

19           The term of office of Director(s) of Music shall be indefinite or as mutually agreed upon.

20          (d) Termination

21           It shall be the prerogative of the Senior Minister, after consultation with the Worship  
22 Team and Board, to terminate the employment of the Director(s) of Music.

23          Section 4. Sunday School Coordinator

24          (a) Appointment

25           The Sunday School Coordinator shall be appointed by the Senior Minister after  
26 consultation with the Discipleship Team, provided, however, that the Board shall have the right  
27 to remove the Sunday School Coordinator at any time.

28          (b) Duties

29           The Sunday School Coordinator shall carry out Church School policies, established by  
30 the Senior Minister and Discipleship Team. He or she shall have the general management and  
31 supervision of all departments and activities of the Church School.

32          (c) Termination

1 It shall be the prerogative of the Senior Minister, after consultation with the Discipleship  
2 Team and Board, to terminate the employment of the Sunday School Coordinator.

3  
4 ARTICLE V

5  
6 GOVERNANCE TEAMS (sometimes referred to herein as “Teams”)

7 Section 1. General Provisions Regarding Governance Teams

8 (a) The members of Governance Teams shall be elected at the Annual Meeting for  
9 two-year terms, provided, however, that, at the Annual Meeting at which these by-laws are  
10 adopted, the Congregation shall elect three members to each Governance Team for a term of two  
11 years and two members for a term of one year. No member may serve more than two consecutive  
12 full terms on the same Governance Team, provided, however, that he or she may be elected to  
13 another Governance Team or Officer position.

14 (b) Each Governance Team shall consist of Five Active or Affiliate Members,  
15 provided, however, (i) the majority of any Governance Team shall be Active Members and (ii)  
16 the Additional Member who serves on the Church Board, pursuant to Article II(1)(a) shall be an  
17 Active Member.

18 (c) Each Team shall at its first meeting elect a leader and one additional  
19 representative to the Board.

20 (d) Subject to approval of the Board, all teams are encouraged to form such  
21 committees and task forces from the Congregation as they may find useful to perform their duties  
22 under these by-laws, provided that responsibility for the fulfilment of those duties shall remain  
23 with the Team.

24 (e) The provisions of Section 8 of Article II regarding participation in a meeting by  
25 electronic means shall apply to any meeting of a Governance Team or of any other committee,  
26 task force or other working group of the church.

27 Section 2. Worship Team

28 The Worship Team shall:

29 (a) Cooperate with and advise the Minister(s) in ministering to the spiritual interest of  
30 the Church and community.

31 (b) Have the responsibility for fostering church growth, which includes the  
32 assimilation and integration of new members.

33 (c) Assist in the administration of the sacraments of Baptism and Communion and the  
34 formal reception of new members into this Church.

(d) Control and administer such funds as may have been formerly designated for administration by the Board of Deacons or any member thereof. The Worship Team Leader shall fulfill the role designated for the Senior Deacon in any such fund.

(e) Assist in caring for the poor, the sick, the sorrowing, the indifferent and the stranger.

(f) Make an annual survey of the Church Roll and before the Annual Meeting submit recommendations to the Church Board.

(g) Provide for the supply of the Pulpit in the absence of the Minister(s).

(h) Prepare the Table for the Sacrament of the Lord's Supper and shall assist the Minister in the service of the Supper as directed by the Minister.

(i) Distribute the altar flowers and plants.

(j) In conjunction with the Senior Minister, coordinate with the Stephen Ministry or any similar spiritual support group which the Church may establish from time to time.

(k) Cooperate with and advise the Senior Minister in the supervision of Music personnel in the performance of their duties and in the overall music program for church services. The care of the organs, pianos and other music property shall be the responsibility of the Worship Team provided the Board may seek the assistance of the Operations Team when it deems it appropriate.

(l) Provide hospitality after services and at such other times as the Senior Minister or Board may request.

(m) Arrange for ushering at all regular and special services of this Church.

### Section 3. Operations Team

The Operations Team shall:

(a) Present to the Board a proposed annual budget of the Church. Such budget shall be presented to the Congregation for approval at the Annual Meeting.

(b) Supervise the funds of the Church; recommend to the Board policies related thereto; and, subject to the overall fiscal responsibility of the Senior Minister and Board, assure that the funds are used in compliance with any designated use thereof.

(c) Be responsible for maintenance of the land, building and physical assets of the Church.

(d) Oversee the Treasurer, who shall report to the Team and shall be an ex-officio member of the Operations Team, without a vote.

1 (e) Review the financial policies of the Church, no less frequently than annually, and  
2 make recommendations to the Board related thereto.

3 (f) Meet with the Senior Minister for the purpose of addressing the administrative  
4 concerns of the church staff and providing such assistance as the Senior Minister, the Church  
5 Board and the Church Teams may request on matters involving church personnel.

6 (g) In consultation with the Senior Minister and subject to approval of the Board,  
7 establish from time to time employment policies for the Church.

8 (h) Be responsible for the investments of the Church, pursuant to the following:

9 A. Subject to any Investment Policy adopted by the Board pursuant to  
10 the provisions of subparagraph B hereof, the Operations Team shall have the  
11 authority to hold, sell, exchange, transfer, invest, reinvest, and in all other respects  
12 manage and control the financial assets of the Church, as in its judgment and  
13 discretion it shall deem wise and prudent in keeping with a policy of preservation  
14 and appreciation of the investments of the Church. The Operations Team shall  
15 report to the Church Board no less than quarterly as to the performance of such  
16 investments or more frequently as directed by the Board.

17 B. The Operations Team shall, not less than every two years, after  
18 consultation with any investment advisor or manager whom it has retained,  
19 recommend to the Church Board an investment policy for the investment of the  
20 Church's funds. The Church Board shall adopt an investment policy and the  
21 investments by the Operations Team shall be subject to such policy.

22 C. The Operations Team shall recommend to the Board for action by  
23 the Board the retention and dismissal of such advisors or managers as the  
24 Operations Team deems appropriate for management of the Church's endowed  
25 funds.

26 D. The Operations Team shall make recommendations to the Church  
27 Board for distributions from all Church funds (other than such funds as may, by  
28 virtue of the donor's instructions, be under the jurisdiction of the Church Board or  
29 another Team, committee, or officer of the Church).

30 E. The Operations Team, subject to review and consent of the Church  
31 Board, shall establish and maintain a system to determine the approvals necessary  
32 for expenditures of funds and of compliance with such approvals.

33 Section 4. Discipleship Team

34 The Discipleship Team shall:



1 (a) Have authority and responsibility to initiate and to direct the educational aspects  
2 of the ministry of this Church, providing opportunities for study, discussion, and experience of  
3 the realities of the Christian faith and mission.

4 ~~(b)~~ Subject to approval of the Senior Minister, appoint the following: the teachers and  
5 officers of the Church School; the advisors of the youth groups; and such other persons (except  
6 any Assistant Minister and Sunday School Coordinator) as may be necessary for the realization  
7 of the aims of the program of Christian education, provided that the Senior Minister shall have  
8 the right to remove such appointees at any time.

9 (c) Recommend to the Congregation at the Annual Meeting a slate of members to fill  
10 vacancies on Teams, to serve as officers, and to serve as delegates to the committees and  
11 commissions of the Conference and Consociation.

12 (d) Seek to carry forward the concern and ministries of this Church in the name of  
13 Christ toward meeting human needs in the community, the nation and the world by challenging  
14 and educating the general membership in the mission set forth in the Gospel, by suggesting  
15 opportunities for study and correlating special benevolence projects of Church groups and  
16 organizations, and by supervising and appropriating special benevolence offerings in cooperation  
17 with the Operations Team and Treasurer and subject to such policies as the Board may set from  
18 time to time.

19 (e) Organize and conduct the Annual Stewardship Campaign and such additional  
20 funding activities as may be determined by the Church Board or Congregation.

21 (f) Conduct an ongoing program to encourage planned giving for the Church.

22 Section 5. Audit Committee

23 (a) Composition

24 The Audit Committee shall consist of three Active Members of the Church and shall be  
25 appointed by the Board.

26 (b) Duties

27 The Audit Committee shall be responsible for annually reviewing or causing to be  
28 reviewed the financial records of the Church, including the financial records of all endowed  
29 funds. The Committee shall report its findings annually to the Congregation and shall  
30 recommend, when appropriate, improvements to the financial controls and record keeping of the  
31 Church.

32 ARTICLE VI

33 INDEMNIFICATION

34 The Church shall indemnify, defend and hold harmless any employee, Officer, Team  
35 member or other person (collectively and individually "Indemnitee") and any Indemnitee's heirs,

administrators, executors or personal representatives for and against any claims, actions, suits, arbitrations, or other proceedings, asserted against such Indemnatee arising out of, concerning, or related to any activities of or services rendered to or on behalf of the Church, including, but not limited to, the Indemnatee's service on any Governance Team, Board, task force or committee; provided, however, that the Church shall not indemnify, hold harmless, or defend any person or the heirs, executors, administrators, or personal representatives of any person, if a court, arbitrator or other final adjudication finds or the Church Board, acting in good faith at any time, determines such person has acted in bad faith or with deliberate dishonesty, has violated any relevant criminal act in connection with the activity for which indemnification is sought, or has gained profit or other advantage to which he or she was not legally entitled. The Church may purchase insurance providing indemnification in such amounts and with such coverage as the Board may from time to time determine. If the Church is joined as a party with the Indemnatee in any proceeding, the Church may provide a defense to the Indemnatee through the same counsel as the Church, so long as there is no claim by the Church that it is not required to or may not be required to provide indemnification under this provision. Indemnification and defense under this provision shall be in addition to and not exclusive of any other rights to which such person may be entitled.

## ARTICLE VII

### GENERAL MATTERS RELATING TO THE CONDUCT OF MEETINGS AND WORSHIP SERVICES

#### Section 1. Conduct of Worship Services

Public Services for Worship shall be held on each Sunday in the Church sanctuary or chapel or such other place as may be designated by the Senior Minister or Board and may be held at other times, as the Worship Team may direct.

#### Section 2. Place for Conduct of Business Meetings

Business meetings shall not be held in the Sanctuary unless authorized by the Church Board.

#### Section 3. Rules of Procedure

Robert's Rules of Orders shall be the criteria for the conduct of all business meetings of the Church.

## ARTICLE VIII

### FISCAL YEAR

The Church shall be on a fiscal year ending on December 31.

ARTICLE IX

AMENDMENTS

These By-laws may be amended at the Annual Meeting or any special meeting called for this purpose by a majority vote of Active Members present and voting, provided that a summary of the proposed amendment has been included in the call of the meeting.

ARTICLE X

EFFECTIVE DATE

The effective date of these By-laws shall be June 5, 1988. These By-laws were amended as follows: at the Annual Meeting of the Church on February 15, 1990 (effective June 3, 1990); at the Annual Meeting of the Church on February 21, 1991 (effective that date); at the Annual Meeting of the Church on February 15, 1996 (effective that date); at the Annual Meeting of the Church on February 20, 1997 (effective that date); at the Annual Meeting of the Church on February 13, 2000 (effective that date); at the Annual Meeting of the Church on February 4, 2001 (effective that date); at the Annual Meeting of the Church on January 27, 2002 (effective that date); at the Annual Meeting of the Church on January 26, 2003 (effective that date); and at a Special Meeting of the Church on March 6, 2005 (effective that date).

The amendments adopted by the Congregation at the Annual Meeting of January XX, 2020 shall become effective as of that date, except that the Moderator, Clerk, and Treasurer shall complete their existing terms and any successor thereto shall be elected at the annual meeting immediately preceding the expiration of that term. The term of service of all other members of Boards of the Church elected prior to the 2020 Annual Meeting shall terminate upon passage of these amendments.