

# **The First Congregational Church of Woodstock, Connecticut**

## **BYLAWS**

Proposed to the Congregation at the Annual Meeting, 29 January 2023

### **I. NAME**

This Church will be called **THE FIRST CONGREGATIONAL CHURCH, INCORPORATED, OF WOODSTOCK, CONNECTICUT.**

### **II. FAITH, COVENANT, AND POLITY**

We accept the Statement of Faith of the United Church of Christ (1981 revision) as a declaration of our faith.

*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 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,  
declared 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.*

The covenant under which this Church serves, and which its members accept, is that we have promised to be God's people on earth. We agree to maintain the teachings of the Gospel, and to submit ourselves to the orderly administration of the affairs of the Church. We strive to know the will of God as taught in the Holy Scriptures. We pray for one another and for our world, and we seek to work together in love and holy accord.

We believe God calls us to:

**WORSHIP** and **PROCLAIM** God's living presence,  
**GROW** in our awareness of God's love,  
**CELEBRATE** the fellowship of a loving,  
supportive community of friends, and  
**CHALLENGE** the Church and its members to use their gifts  
in service with the Gospel of Jesus Christ as the guide.

(Mission Statement of The First Congregational Church of Woodstock, adopted in 1987.)

The polity of this Church is that of the United Church of Christ. We believe in the freedom and responsibility of the individual soul and in the right of private judgment. We hold to the autonomy of the local church and its independence of all external ecclesiastical control. This Church cherishes the fellowship of other churches of Christ of every denomination and doctrine. We seek to foster a sense of community with those of other faiths. We particularly recognize our relationship with the churches of the United Church of Christ joined in the Windham Association, the Connecticut Conference, and the national church. We maintain a policy of welcome to all worshipers and hold to our Open and Affirming status, adopted on January 10, 2003.

In matters not provided for in these bylaws, we will be governed by the usage and practices of the United Church of Christ.

### **III. CHURCH MEMBERSHIP**

#### Section 1. QUALIFICATIONS

The membership of this Church will consist of those who confess Jesus Christ to be their Lord and Savior. Prospective members may join this Church by letter of transfer from another Christian church. After undergoing an orientation process defined by the pastor and agreed to by the Governing Board, a person shall become a member by participating in the rite of reception of members. All those who join this Church agree to subscribe to the bylaws of the Church and to accept its faith, doctrine, and covenant.

#### Section 2. RECEPTION

The reception of members will take place during Sunday worship. Any who are unable to attend a Sunday service in person may be received in absentia.

### Section 3. DUTIES

Members and Associate Members are expected to be faithful in the spiritual duties essential to Christian life, to attend the services of this Church, to give regularly to its support and its mission, and to share in its organized work.

### Section 4. RIGHTS

The ruling body of the Church is the Congregation. The right to elect members of the Governing Board, to call or discharge a Pastor, to set the Church's annual budget, and to decide about matters affecting the property of this Church is solely that of the Congregation. Active Members are entitled to vote at duly called meetings of the Congregation and to serve as officers and as members of the Governing Board committees, teams, and other sanctioned groups of the church. Active non-members have voice, but no vote at Congregational Meetings and can serve on committees, teams, and other sanctioned groups of the church with the exception of the Governing Board.

### Section 5. TERMINATION OF MEMBERSHIP

A. Any member in good and regular standing who requests a letter of dismissal and recommendation to any other Christian church is entitled to receive it. The letter will be valid as a recommendation for one year from its date, unless renewed, and this restriction will be stated in the letter.

B. If any member desires to join a religious body with which this Church is not in fellowship, or which would not receive its letter, the Church may, upon request, give a certificate of good standing and terminate the membership.

C. If a member in good standing asks to be released from the covenant obligations of this Church, the Pastor may grant the termination of membership and may request an exit interview, with the permission of the departing member, to determine the cause of separation.

D. All members, resident and non-resident, are expected to communicate at least once a year with the Church and to make some contribution to its support. If any member neglects to do so for a period of three years, that member's name will be placed on an inactive list upon recommendation of the Clerk, and will no longer be reported in the active membership. The Stewardship Committee, with the assistance of the Clerk, will be responsible for an annual review of the membership lists.

### Section 6. ASSOCIATE MEMBERS

Any person who is a member of another Christian church, and who does not wish to terminate that membership, may be received as an Associate Member upon the completion of an orientation process defined by the pastor and agreed to by the Governing Board. Associate Members are officially listed as such by the Clerk and, if active, are entitled to all the privileges of membership, including the right to hold office and the right to vote at any meeting on all matters. They are subject to the duties outlined in Article III, Section 3.

#### **IV. GOVERNANCE**

The legislative and administrative power of this Church is vested in the membership of this Church, assembled in a congregational meeting.

##### **IV.1 Governing Board**

A Governing Board of seven members, including the pastor will act on behalf of the congregation to support the vision and mission of the Church in all matters not specifically reserved as matters to be brought before a congregational meeting; including but not limited to governance, strategy, planning, and oversight. The Governing Board shall manage the Church through adopting policy, designating lay leaders as responsible for finance and facilities matters while delegating the spiritual, programmatic and other administrative work of the Church to the pastor and his/her staff. It shall develop and publish policies, in conversation with relevant leaders, that guide conduct of its responsibilities.

##### **IV.1.1 Membership and Election**

The Governing Board will consist of seven voting members: six members of the congregation and the pastor, ex officio.

Governing Board members shall be nominated through the Nominating Committee and elected by  $\frac{2}{3}$  vote of the congregation at the Annual Congregational Meeting. Those elected by the congregation at the Annual Meeting take office immediately.

Governing Board Members are elected to serve two-year terms in classes of three per year. Members may serve two consecutive full terms. After serving two consecutive full terms, a one year waiting period is required before that member can be elected to another term on the Governing Board.

If a member wishes to resign, the member will send written notice to the Governing Board Moderator or the pastor.

Vacancies on the Governing Board may be filled for the remainder of the term by appointment of the Governing Board.

##### **IV.1.2 Organization**

At its first meeting after the Annual Congregational Meeting, the Governing Board will choose its Moderator and Vice-Moderator. The Moderator and Vice-Moderator will also serve as Moderator and Vice-Moderator, respectively, of congregational meetings.

A quorum of the Governing Board shall consist of four members.

Meetings shall be guided by Robert's Rules of Order. Actions of the Governing Board will be taken by formal vote.

Board Committees. The Governing Board may appoint committees, task forces, and teams to assist in the work of this Church.

The Governing Board will prepare a written report of the previous year's work for the Annual Meeting.

#### **IV.1.3 Responsibilities during the Interim/Transitional Period January 2023 - January 2024**

It is anticipated that a transition from the current governing structure to a new Governing Board model will take approximately one year. During this time the Governing Board will facilitate the transition of responsibilities from the former structure to the new structure, refine the structure further, develop critical church policies, form ministry teams, and identify proposed revisions of these bylaws.

Election of the initial Governing Board, will follow the process described in section IV, except that three members shall be elected to serve full two-year terms and three members shall be elected to one-year terms. At the January 2024 Annual Congregational Meeting, members elected to one-year, partial terms, may stand for re-election to an initial two-year/full term.

The duties specified in this section include the duties of the existing Church Council and the Board of Trustees as described in the Church's bylaws approved at the congregational meeting January 23, 2022 which will no longer remain in effect. The Governing Board can delegate, redefine, and or eliminate tasks as it deems necessary to more effectively support and sustain the ministry of the church. Many of those tasks will be delegated to other members of the congregation.

During this interim period, the Governing Board's responsibilities combine the fiduciary and policy-making functions previously assigned to the Church Council and the Board of Trustees as defined by the congregational bylaws approved January 2022:

- Meets regularly;
- Drafts policies governing church activities;
- Serves in an advisory role to the Pastor;
- Serves as a long-range planning committee of the Church;
- Drafts the annual budget of the Church, for presentation to the Annual Meeting;
- Acts for the Congregation, where appropriate, between Annual Meetings;
- Appoints ad hoc committees of the Church, as needed;
- Assumes care and custody of the place of worship, the parsonage, and any other property, real or personal, that is owned by the Church;
- Handles the business affairs of the Church;

- Makes requests for regular reports and special reports from the Treasurer and set policies for bill payment as needed;
- Accepts monetary gifts to the Church, including bequests and legacies;
- Manages the funds contributed to the wider mission of the Church and directs the Treasurer to distribute these funds;
- Ensures that an audit is performed every three years;
- Hires all paid employees of the Church;
- Conducts the annual performance review of the Pastor, ensuring full and proper communication with the Pastor well before the review;
- Does not dispose of any real property of the Church without approval, given at a legally called meeting of the Congregation; and
- Consults with lay leaders of the church to identify a Nominating Committee. The role of the Nominating Committee is to present a slate of names for the Governing Board to the congregation for approval at the Annual Meeting.

## **V. OFFICERS AND DELEGATES**

V.1. The Moderator presides at all business meetings of the Church and at meetings of the Governing Board. The Moderator works closely with the Pastor and lay leaders of the church to exercise leadership and prepare agendas for meetings. In the absence of the Moderator, the Vice-Moderator will preside at meetings. In the absence of both the Moderator and the Vice-Moderator, the Clerk will call the meeting to order, and a Chair pro-tempore will be elected for that meeting.

V.2. A Vice-Moderator to serve in the absence of the Moderator.

V.3. Four additional lay members to make up the Governing Board.

V.4 OTHER OFFICIALS will be appointed by the Governing Board.

V.4.1 A Clerk to serve a one-year term will be appointed by the Governing Board and need not be a member of the Governing Board. The Clerk may serve up to five successive one-year terms.

The Clerk is responsible for:

- Keeping the records of the Church, including minutes of all duly called Congregational Meetings of the Church, including the Annual Meeting, which will be published or read for approval at the next business meeting.
- Keeping an accurate list of the members of the Church with a record of baptisms, marriages, and deaths within the membership.
- Preserving official communications and written official reports, giving legal notice to all meetings when such notice is necessary.
- Keeping minutes of the meetings of the Governing Board.

V.4.2 A Treasurer, to serve a two-year term, will be appointed by the Governing Board and need not be a member of the Governing Board.

The Treasurer is responsible for:

- Keeping records of all monies raised to support the budgets of the Church.
- Maintaining the accounts of the Church, and monitoring investment accounts.
- Making deposits and initiating all payments in the name of the Church.
- Making an annual written report of all receipts, expenditures, investments and funds of the Church.
- Is the keeper of the corporate seal.

V.4.3 An Assistant Treasurer has the powers of and performs the duties of the Treasurer in the absence of the Treasurer, and gives assistance to the Treasurer

V.4.4 **An Historian**, who is responsible for:

- Keeping a record of all events that may be of interest in the history of the Church, or relating to it.
- Calling significant anniversaries to the attention of the Church for purposes of observance.
- Presenting a report of the history of the previous year to the Congregation at the Annual Meeting.

V.4.5 **An Archivist**, who is responsible for:

- Collecting, preserving, organizing, and maintaining the archival collection of the Church;
- Providing accountable access to the collection; and
- Consulting with and providing resources to other church committees, teams, ministries and to the wider community.

V.4.6 **Two Delegates and one Alternate Delegate**, to represent the Church at the meetings of the Windham Association, at the meetings of the Southern New England Conference of the United Church of Christ, and at any other meetings to which this Church should send delegates.

## VI. MINISTRIES

VI.1. The Pastor shall be chosen and called by the Church. When a vacancy in the office of Pastor occurs, the Church will elect a Pastoral Search Committee of no fewer than seven or more than twelve members, who, in consultation with the Southern New England Conference of the United Church of Christ will nominate a successor. The new Pastor must be called by ballot vote of at least two-thirds of those members of the Church present at a meeting called for that express purpose. Attendance at the meeting for purposes of voting may be in person or via telephone or internet connection. The Pastor's term of office will be of indefinite duration. After becoming a member of the Church, the Pastor will be installed by an Ecclesiastical Council called by the Windham Association of the United Church of Christ, at a time agreed upon by the Church and Pastor.

As an ordained minister, the Pastor serves with ministerial standing in the association to which this Church belongs. He or she has charge of the worship services and ministry teams of the Church and carries on a ministry of teaching, pastoral care, and leadership. As ordained leader of the Congregation, he or she is a member, ex officio, of the Governing Board, Ministry Teams, and Committees, and is entitled to attend any meeting of any church-sanctioned group. The Pastor has a vote on the Governing Board, except in matters affecting his or her compensation. The Pastor supervises the work of all paid employees of the Church and prepares their yearly performance reviews, in conjunction with the appropriate church leadership. In the exercise of the office, the Pastor will seek and cherish the advice and assistance of Congregants, Ministry Teams, and the Governing Board. The Pastor administers the sacraments and officiates at weddings and funerals.

The termination of the relationship between the Pastor and the Church will be subject to not less than sixty days' notice. The Pastor may be dismissed for substantial, documented cause upon a vote of four members of the Governing Board, followed by a two-thirds vote of a congregational meeting, duly called for that purpose. Such cause shall be determined only after lengthy and careful consideration, within which every attempt will be made to resolve conflict.

## **VI.2 Areas of Ministry**

The ministries of the church comprise the ongoing work in support of the vision and mission of the Church. The ministries of the church are performed by staff, lay volunteers, and ministry teams operating in accordance with the policies of this Church and under the leadership of the pastor. On-going oversight and evaluation of all ministries is conducted by the Governing Board to ensure alignment with vision and mission.

The ministries of the Church are organized into Areas of Ministry including leadership functions and ministry teams. Areas of Ministry are defined and refined by the Governing Board under the advice of the Pastor, who shall solicit the participation and help of the Congregation in this process.

Each Area of Ministry shall have one or more team leaders appointed by the Governing Board in conversation with the Pastor. The Pastor will facilitate periodic meetings to foster collaboration, communication, and coordination among the Ministry Areas, teams, and sub teams.

Annually the ministry teams, coordinators, and Pastor will review and refine responsibilities, goals, and plans for the ministries.

## **VI.3 Responsibilities during the Interim/Transitional Period January 2023 - January 2024**

It is anticipated that it will take a year to transition to the Ministry Team structure envisioned in these bylaws from the Committee/Board structure as described in the bylaws approved by the congregation in January 2022.

During this time the pre-existing ministry teams, committees and boards will work with the Pastor to facilitate the transition of responsibilities from the former structure to the new structure; refine the structure further; describe team and sub-team roles, expectations, and activities; form

ministry teams/sub-teams; invite congregants to explore ministry; and identify proposed revisions of these bylaws.

The diaconate will continue through this period and Senior Deacons, with the Pastor, will continue to administer the Deacons' Fund. During this period the deacons, in conversation with the Pastor and the Governing Board will explore, describe and recommend the role of the deacons following the interim/transition period.

The initial Areas of Ministry are Worship, Community Care, Faith Formation, and Faith-in-Action. Committees, Boards, Teams and groups that exist as of January 29, 2023 - and their members - will become sub-teams of the primary ministry area that relates closest to the ministry in which the committee, team, or group facilitates.

## VII. MEETINGS

### Section 1. FOR WORSHIP:

- A. Public services will be held on Sunday, the Lord's Day.
- B. Communion will be celebrated upon the first Sunday of each month, or as determined by the Pastor and Worship Ministry.
- C. Special services may be called at the discretion of the Pastor, in conversation with the Worship Ministry.

### Section 2. FOR BUSINESS:

A. **The Annual Meeting** will be held on the third Sunday in January, unless otherwise ordered for good cause by the Governing Board. At this time the annual reports of boards and committees will be presented, officers and committee members elected, and other business of the Church transacted. The Annual Meeting will be called by the Clerk, who will cause notice to be read aloud to the Congregation, or published in the church bulletin, on the two Sundays preceding the meeting.

B. **Special Meetings:** The Governing Board may issue a request for a Special Meeting of the Church. Members who wish to present a matter to the Congregation must first consult the Governing Board and the Pastor. If the members are not satisfied after working through those channels, five members may enter a written request for a Special Meeting.

The Clerk will read the call for a Special Meeting, or will cause notice to be printed in the Sunday bulletin, for at least two Sundays preceding the day fixed for the meeting. The reason for the meeting will be clearly stated.

C. **Quorum:** At the Annual Meeting and all Special Meetings, thirty-five (35) members shall be necessary to constitute a quorum for the transaction of business. Attendance at the meeting for purposes of voting may be in person or via telephone or internet connection.

**D. Statements of support:** For a given meeting, the Moderator can authorize the entry of written statements in support of or against a particular measure, such statements to be read into the record of the meeting but not considered as votes.

**E. Conduct:** Meetings of the membership and the Governing Board will be governed by the current edition of Robert's Rules of Order, insofar as those rules are not in conflict with the bylaws.

## **VIII. DISCIPLINE**

Section 1. In cases where serious contention arises between members, the Pastor, Senior Deacons, and the Moderator will work together to address the conflict.

Section 2. In case of grave difficulty or public scandal, the Church will seek advice of the Area Conference Minister of the Southern New England Conference of the United Church of Christ, or of the Windham Association.

## **IX. CORPORATE SEAL**

The Church, legally incorporated under the laws of the State of Connecticut, adopts as its corporate seal a circle containing the words: "The First Congregational Church of Woodstock, CT. Founded 1690, Incorporated 1925."

## **X. AMENDMENTS**

These bylaws may be amended by a two-thirds vote of those present at a properly convened meeting of the Church, provided that the proposed amendments have been submitted in writing to members of the Congregation at least two Sundays preceding the meeting at which a vote on the amendments will be taken.

Revision prepared by the Restructuring Committee January 2023