

CONSTITUTION AND BY-LAWS
of
THE FIRST CONGREGATIONAL CHURCH, UNITED CHURCH OF CHRIST, of
WATERVILLE, MAINE
(Revised August 27, 2017)

Article I

NAME AND INCORPORATION:

The name of this Church is The First Congregational Church, United Church of Christ, of Waterville, Maine.

The Church shall be incorporated as a Non-Profit Organization under the provisions of the Laws of the State of Maine.

Article II

MISSION STATEMENT:

Seeking to walk in the Way of Jesus, we are an Open and Affirming church faithfully using who we are and what we have to serve those on the margins of our community. No matter who you are or where you are on life's journey, you are welcome here.

Article III

FAITH AND PURPOSE:

We accept the following statement as descriptive of the faith and purpose of this Church, but not as a binding test of faith upon any individual member:

We believe in God, The Eternal Spirit, God of our Savior Jesus Christ and our God.

As a covenant community of faith, we acknowledge as our sole head, Jesus Christ, Son of God and Savior. We acknowledge as kindred in Christ all who share in this confession.

We look to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper our creative and redemptive work in the world.

We claim as our own, the faith of the historic Church, expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers.

We affirm the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God.

In accordance with the teaching of our Lord and the practice prevailing among Church Bodies of the United Church of Christ, we recognize two sacraments – Baptism and the Lord’s Supper or Holy Communion.

Article IV

CHURCH MEMBERSHIP:

1. Qualifications:

A. The following persons shall be members of this Church.

(1) All who are members of the First Church Congregational Church, United Church of Christ, of Waterville, at the time of the adoption of these by-laws.

(2) All who shall subsequently be received into membership upon:

- confession of faith
- a letter of transfer from another Church
- reaffirmation of faith when such a letter is not available.

B. The recommendation of the Minister and Deacons of a person for membership shall be the sufficient and official action for uniting with this Church.

C. Those who wish to be active in the Church while retaining membership in another Christian Church may be Associate Members upon recommendation of the Minister and Deacons.

D. The form for the reception of members and associate members shall be left to the discretion of the Minister and the Deacons.

E. Church Friends are those persons who regularly attend worship and/or otherwise participate in the life and activity of the church, but who have not made a commitment to be a Covenant or Associate Member. At any meeting of the Church, they shall have voice, but no vote.

2. Duties

Members are expected to be faithful in all the spiritual duties essential to Christian life, to attend habitually the services of the Church, to give regularly for the support of this Church and its interests at home and abroad, and to share in its organized work.

3. Termination of Active Membership:

A. By Letter of Withdrawal:

(1) Letters of transfer to any Christian Church shall be granted, without official meeting or action, to any member in good and regular standing, upon request, by the recorded action of the Clerk. Such letter shall be to the specific Church named therein.

(2) A release shall be granted any member who, after deliberate request and due conference with a Minister, desires to withdraw from membership.

B. By Absence and Inactivity:

(1) Members whose address remains unknown after a lapse of two years and those who, in spite of kindly reminder, have not communicated with this Church or contributed to its support for a like time may, by vote of the Deacons, be transferred to the inactive list. In addition, such names shall be kept on record by the Clerk but shall not be reported for statistical purposes. A notation of inactive status shall be made to assist and provide for potential transfer of membership.

Article V

CHURCH BODY:

The governing body of this Church shall be the Members and Associate Members assembled in a Church meeting. For purposes of voting, the Church Body shall be those Members and Associate Members present and voting at a duly called meeting, providing a quorum is present. See Article X for definition of a quorum.

Article VI

CHURCH COUNCIL:

Between meetings of the Church Body, the Church Council shall be the governing board of this Church. The Church Council shall conduct the business of the Church through standing committees and such other committees as may be established from time to time.

Subject to the will of the Church Body assembled at duly called Church meetings, the Church Council shall be responsible for or oversee:

A. Long-range planning;

B. Development and implementation of policies and programs in all areas of the Church's activities;

C. All personnel matters of the Church, both pastoral and other, except as specified by the Pastoral Relations Committee:

D. All physical resources of the Church, including real property, money and securities;

E. Receipt and approval, on a regular basis, of reports from all standing committees and other committees which may be established;

F. Approval of the Annual Church Budget, subject to the approval of the Church Body, which shall be the policy for raising, receiving, and disbursing Church funds with the exception of endowment funds; and

G. All the powers, duties and responsibilities granted to directors or trustees by law, notwithstanding the breadth of the foregoing responsibilities. Without the approval of the Church Body, the Church Council shall have no power to sell, mortgage, or rent/lease any real property if the leasehold term is longer than one year.

H. Approval of expenditures in excess of budgeted amounts.

I. Annually, the Church Council shall make appropriate arrangements for the audit of the Church financial records.

J. Annually consider changes to the Bylaws. In years when changes are required, appoint an Ad Hoc Bylaw Committee (AHBC) to recommend corrections, additions or deletions to the Bylaws for approval by the Church Council and Church Body. The AHBC shall consist of five (5) Members and/or Associate Members appointed by the Moderator and confirmed by the Church Council.

K. The Church Council shall keep a detailed record of Memorial Gifts to the church, acknowledge receipt of same to the donor/s and to the family in whose memory the gift is given, and keep a Book of Remembrance. The Council will receive and consider suggestions for appropriate memorials, consult with families and appropriate committees about the use of memorial funds, and make recommendations for use.

The Church Council shall consist of the Minister, the officers of the church, the chairpersons or designated representatives of all Standing Committees, Board of Deacons, Board of Trustees, Women's Fellowship, and 3 members-at-large. The Council shall meet monthly or as needed with a minimum of six meetings per year.

A quorum shall consist of 1/3 (one-third) of the voting members of the Council.

Special meetings of the Church Council may be called by the Moderator/Vice Moderator, by the Minister, or by any five (5) members of the Church Council by giving at least twenty-four hours' notice to all members.

The minutes and records of the Church Council shall be open at all times to inspection by Members of the Church, and the Moderator shall provide a written report to the Church Body at the Annual Meeting.

The Church Council shall fill a vacancy in any elective office to serve until the next Annual Meeting, when the vacancy shall be filled for the unexpired term. All terms shall begin and end on the date of the Annual Meeting.

Each present, former or future member of the Church Council or officer shall be indemnified by the Church against all liabilities and expenses (including attorney's fees) actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being a member of the Church Council or officer of the Church, provided that such person shall not be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Church. The foregoing is intended to grant to members of the Church Council and officers of the Church those rights of indemnification which are more particularly spelled out in 13A Maine Revised Statutes Annotated, Section 719.

Article VII

OFFICERS OF THE CHURCH:

All officers shall be voting members of the Church Council and must be Members or Associate Members of the Church. The Officers of this Church, elected at the Annual Meeting each year, shall start their respective terms of office immediately following said meeting.

A. Moderator:

The Moderator of the Church shall be a member of the Church Council, elected by the Church Body for a one-year term. The Moderator shall not be eligible to serve more than three consecutive one-year terms. The Moderator shall preside over meetings of the Church Council and the Church Body.

Vice Moderator:

The Vice Moderator of the Church shall be a member of the Church Council, elected by the Church Body for a one-year term. The Vice Moderator shall not be eligible to serve more than three consecutive one-year terms. The Vice Moderator, in the absence the Moderator, shall preside over meetings of the Church Council and of the Church Body.

B. Clerk:

Elected by the Church Body for a one-year term, and may be reelected without limitation, the Clerk shall be present at all Church meetings to record the transactions of

this Church, shall have custody of the Church records and historical documents; shall keep a register of all members of the Church; with dates of admission to and termination of membership, or inactive status; shall record baptisms, marriages, and deaths; and shall make a full report of such matters to the Church at its Annual Meeting. The Clerk shall also act as secretary and take all minutes at Church Council meetings. In the absence of both the Moderator and Vice Moderator, the Clerk shall preside over Church Council meetings.

The Clerk shall notify (e.g., via the Church newsletter, Bulletin, or Annual Report) all persons elected to office or to committees, or as delegates from this Church and shall give proper notice, with the Minister, of all Church meetings as provided in these By-Laws. In the absence of both the Moderator and the Vice Moderator, the Clerk shall preside at Church meetings until a Moderator pro tempore shall be chosen. If absent, a Clerk pro tempore shall be chosen.

C. Treasurer:

Elected by the Church Body for a one-year term, and may be reelected without limitation, the Treasurer shall receive and keep an account of all monies, excepting dedicated Trust Funds (excluding savings account type trust accounts for current expenses and special projects) and organization accounts, of this Church. He or She will disburse said monies in accordance with the instructions of the Church Council and, under their direction, within their authority, is authorized to sign, seal, and deliver in the name of the Church, all deeds of real estate, property conveyances, and other contracts, notes and agreements. A full written report of all accounts, correctly audited, shall be presented at the Annual Meeting.

The Treasurer is also a member of the Board of Trustees and member of the Budget and Finance Committee.

D. Assistant Treasurer:

Elected by the Church Body for a one-year term and may be reelected without limitation, the Assistant Treasurer shall perform such duties as may be required by the Treasurer and/or the Church Council.

E. Financial Secretary:

Elected by the Church Body for a one-year term and may be reelected without limitation, the Financial Secretary shall be responsible for the collecting, depositing, and keeping accounts of pledges and contributions for the operating fund and other special collections; maintaining confidentiality of said pledges and contributions; and issuing pledge giver statements as of 6/30, 10/31, and 12/31, in a timely manner. The Financial Secretary shall also serve as a member of the Budget and Finance Committee.

Article VIII

COMMITTEES AND BOARDS:

As the Spirit moves, Members, Associate Members, and Friends of the Church may gather into these Committees and Boards. Unless otherwise specified, a minimum of three (3) people is required for a quorum to hold a meeting of these Committees and Boards. A simple majority of those present and voting shall carry any motion or resolution. Unless otherwise specified, these Committees and Boards may meet as their duties require them to. Their titles and respective duties shall be as follows:

SECTION 1: STANDING COMMITTEES AND BOARDS

Board of Deacons:

There shall be up to twelve Deacons. Deacons must "keep hold of the deep truths of the faith with a clear conscience." (1 Timothy 3:9).

The Deacons shall aid the Minister in the spiritual care of the Church, including Sunday worship; act as a committee for the admission to Church membership, in conjunction with the Minister; and provide for and assist in the regular observance of the Lord's Supper.

Building & Grounds Committee:

This committee shall manage and supervise the care and security of Church property (i.e. buildings, grounds, contents of buildings, building and office infrastructure, etc.)

They shall have the authority to contract for electricity, fuel, insurance, and any other regular expenses of the Church and be responsible for the Church's audio video systems. They shall make a full report, in writing, at the Annual Meeting, and more often if required, and shall make such suggestions and recommendations to the Church Council as deemed proper for the best interests of the Church.

Budget and Finance Committee:

Members of the Budget and Finance Committee shall include the Treasurer, Financial Secretary, the chair (or designate) for the Board of Trustees, Stewardship Chair, and up to three other members from the church body.

This committee shall meet as necessary to review and coordinate financial activities and assure communication to the Church Body about the state of financial affairs.

They may set and charge fair rental for such activities as Day Care, Weight Watchers, Scout groups, boosters and civic groups, weddings, etc.

Advise Church Council about coordination of fund raising by various church committees and organizations.

Assemble, in conjunction with the Minister and other boards and committees, the annual operations budget and capital budget (when needed) proposal(s) for the Church Body's approval.

They shall make a full written report to the Church Body at the Annual Meeting of all aspects of the committee's activities.

They shall supervise and conduct, year-round, the encouragement and enlistment of resources for the whole church and its programs, including aspects of stewardship other than monetary giving as well as programs in support of annual operations budgets. They shall maintain confidentiality of Stewardship Pledges, and are also charged with maintaining a visible program of creative gift planning opportunities to include planned gifts and bequests. A representative will be available, with due notice, to meet with prospective members or other groups to discuss the church's resource needs and opportunities.

The Committee is expected to be ready to serve as the nucleus for the planning and successful completion of other fund raising efforts (e.g., capital campaigns) that may be voted by the Church Body. They are also designated as the supervisory group for any approved and hired fund raising consultant, unless otherwise directed by the Church Council.

They shall make a full written report to the Church Body at the Annual Meeting, and more often if required, and shall make such suggestions and recommendations as deemed proper for the best interests of the Church.

Board of Trustees:

The Board of Trustees shall consist of at least three (3) members: the Treasurer and two other members. The chair (or designate) shall also serve as a member of the Budget and Finance Committee.

The Board of Trustees shall meet regularly and no less often than annually. The Trustees shall report on a quarterly basis to the Church Council, at each Annual Meeting of the Church Body or when requested to do so by the Church Council.

Subject to the instructions of the Church Body, the Board of Trustees shall have control and management of the Trust Fund, normally selecting a financial management and investment institution (e.g. a bank) to perform that day-to-day function. They shall have

custody of all deeds, property conveyances, and documents related to bequests, deferred gifts and Trust Funds.

Complete details on the purpose of the Trust Fund and the rights and responsibilities of the Trustees can be found in Article XII of the Constitution and By-Laws.

Christian Education Committee:

Duties shall be to act as an advisory committee to the Minister and also to the Church School Superintendent, and to supervise and devise creative methods and forums for the educational work of the Church, to include children, youth and adults. They shall supervise the expenditure of any funds appropriated for these purposes.

Mission Committee:

The Mission Committee shall assist the Minister by reviewing and recommending Christian mission programs of the church. They shall authorize all special offerings of money or goods for mission or benevolences and may initiate direct programs of missionary emphasis.

The Mission Committee shall evaluate any requests from Church Members, Associate Members, and Church Friends to authorize or dissolve Ministry Teams. (See Section II - Ministry Teams - for a definition of Ministry Teams). The Mission Committee may dissolve Ministry Teams upon a request from a Team, or if a Team is no longer found to be fulfilling the Mission of the Church, or if they have ceased to be active. The Mission Committee shall provide, at each Annual Meeting, a list of the current, active Ministry Teams of the church, including one name and personal contact information for each Ministry Team.

SECTION II: OTHER COMMITTEES, BOARDS, AND MINISTRY TEAMS

Music Committee:

The Committee shall assist the individual(s) titled and serving as Organist, or Music and/or Choir Director, and other music staff as appropriate, and supervise the expenditure of all monies appropriated for music in the Church.

Pastoral Relations Committee:

This committee shall consist of five members, including the Moderator, one member appointed by the Board of Deacons, and three appointed by the Minister. Members will be directly responsible to the Church Council.

Because of the confidential nature of some discussions that may occur, the Pastoral Relations Committee will not provide detailed minutes of their meetings. Confidential minutes may be maintained by the Committee secretary. Issues regarding interactions

among staff either of a supervisory or collegial nature will be brought to the Personnel Committee.

It shall be the duty of this committee to:

- (a) Serve as liaison between members of the Church Body and the minister for the purpose of intervention and mediation.
- (b) To provide advice and counsel to the minister(s) in their work with the Church Body's members and the church programs.
- (c) To provide an opportunity for any person or group in the church to bring forward any issue or concern regarding the Minister. Issues that directly affect areas of responsibility held by another Committee will, where appropriate, result in that committee being involved through its chairperson.
- (d) Consult with the minister regarding continuing education.
- (e) Provide annual performance reviews for the Minister. (Minister will provide performance reviews for all other staff members.)
- (f) Establish and maintain current and accurate job descriptions for all staff in consultation with the Minister and those committees related to such staff. Also, secure from the Minister the annual evaluations of staff and recommendations for any changes in compensation benefits.
- (g) Review annual performance reviews provided by the Minister with each staff member.
- (h) Serve as a liaison between concerned members of the Church Body and any members of the paid staff, other than the minister(s), for mediation purposes.
- (i) Evaluate and make recommendations to the Church Council, Financial Committee, and the Stewardship Committee on compensation, fringe benefits and working conditions for all church staff prior to the deadline for the budget.
- (j) Serve as mediation committee for all staff on questions of salary, working conditions, and fringe benefits.
- (k) Cooperate with all committees to eliminate any confusion or disagreement between such Committees and staff members, other than the Minister.
- (l) Family members of paid staff members shall not be eligible to serve on the Committee.

Board of Ushers:

Ushers will be responsible for keeping a record of Church attendance. They will perform any other duties for worship services in consultation with the Deacon of the Week, or as outlined on the Usher Duties list posted on the inside of the door to the closet in the entryway of the church.

Historian:

An historian may be appointed by the Church Council. The Historian shall preserve and maintain the Church's heritage by keeping records, documents, and memorabilia. The Historian may from time-to-time form an ad hoc committee to work on special projects and Church heritage.

Ministry Teams:

Ministry Teams may gather or dissolve, as the Spirit leads them, to fulfill various ministries consistent with the Mission of the Church. The creation of Ministry Teams shall occur if at least three (3) Church Members, Associate Members, or Church Friends wish to gather around an activity or project that expresses the Mission of the Church, found in Article II: Mission Statement, and if they are approved by the Mission Committee for this purpose. The activities or projects Ministry Teams do may be short-lived or ongoing; they may require support from the church body. Once approved by the Mission Committee, any Ministry Team has autonomy to pursue its tasks as it sees fit, until such time as it may be dissolved by the Mission Committee. Each Ministry Team will be responsible for a short, written report for each Annual Meeting in each year they exist.

Article IX

MINISTER:

The Minister shall be called by the Church Body, providing a quorum is present. The Minister shall be chosen and called by this Church for an indefinite time at a duly notified meeting, and may be installed by the Living Water Association UCC at a special service when the Church, Association and Minister so agree.

The Minister, together with the Diaconate, shall oversee the spiritual welfare of the Church Body. They shall preach the Word and shall have in their care the stated services of public worship and administering of the Sacraments. The Minister shall exercise the privilege of religious teacher and counselor in public and private.

The Minister serves as ex-officio member of all boards and committees. The Minister shall present a written report at each Annual Meeting.

The Minister shall be the chief administrative officer of the Church and have general supervision over the whole organization of the Church and may call special meetings of the Church Council and all committees and organizations of the Church. They shall be responsible directly to the Church through its Church Council.

The termination of the ministerial relationship shall be by letter of intent with a two (2) month notice, unless otherwise mutually agreed upon, by either the Minister to the Church or the Church to the Minister. A Church motion for termination may originate from among the Members and Associate Members of the Church or from the Church Council. It shall require a two-thirds (2/3) vote of the Church quorum to dismiss the Minister at a meeting called for that purpose.

Whenever a Minister communicates in writing a decision to leave the First Congregational Church, United Church of Christ, of Waterville, and a date when this shall occur, a Pastoral Search Committee consisting of a minimum of seven Church Members representing a cross-

section of the Church Body shall be appointed by the Church Council. Search Committee shall present the recommended candidate to the Church Council, and the Church Council and Search Committee shall jointly recommend the candidate to the Church Body. The new Minister shall be called by two-thirds (2/3) vote of the Church quorum at a duly-called Special Meeting of the Church Body.

Article X

MEETINGS:

Worship:

Public services shall be held stately on the Lord's Day and on such other occasions as the Church and/or the Deacons and Minister shall determine.

The Sacrament of the Lord's Supper shall ordinarily be celebrated once each month and upon such other special occasions as the Minister and Deacons may direct.

Business:

At any of the regular meetings for worship the Church may, without special notice, receive members approved by the Deacons and elect special delegates to association, conference, national, or interfaith councils of Churches, but not act upon other business.

The Annual Meeting shall be held each year at a date set by the Church Council. At least fourteen days' notice must be given in writing, signed by the Clerk of the Church, and a Minister, stating the business to be acted upon at such meetings. The transaction of all regular Church business; the hearing of reports from all Officers, Committees, Ministry Teams, and organizations, as requested herein; and any other matters relating to general Church welfare shall be considered an appropriate action taken thereon. All Standing Committees, other Committees, Boards, Organizations, and Ministry Teams shall provide written reports to the Church Body at the Annual Meeting.

Special Meetings:

Special meetings may be called by the Clerk at the request of the Church Council. All members and associate members of the Church shall be notified ten (10) days in advance as to the time and place of any special meeting and of the business for which the meeting is being called.

At business or special meetings fifteen percent (15%) of active Covenant Members and Associate Members as determined by the Clerk, at that time, shall constitute a quorum.

Article XI

AMENDMENTS AND VOTING:

Unless otherwise stated in these By-Laws, a majority vote of those present and voting at all regular and all legally called special meetings of this Church shall be sufficient to elect all officers and to transact all business.

The Constitution and By-Laws may be altered by a two-thirds vote of those present and voting at the Annual Meeting or at a special meeting called for that purpose. Due notice of proposed changes must be given in the call to such a meeting.

Article XII

TRUST FUNDS:

The purpose of the Trust Fund is to receive gifts and bequests dedicated to the mission of the First Congregational Church, United Church of Christ, of Waterville, Maine, to support existing ministries and the extension of the church's ministry beyond these programs, and to provide resources to meet future needs. The goal of the Trust Fund is to serve the needs of the Church Body according to the intent of the donors, the laws of Maine, and the vote of the members.

To meet these goals, the Trust Fund may have separate funds with separate rules, restrictions, and purposes. The Trustees have established a Restricted Fund to be managed as permitted under the Uniform Management of Institutional Funds Act. The Trustees have established a separate Unrestricted Fund to be used according to the vote of the members. In a third category, the Trustees may manage funds received under gifts with specific purposes, names, or restrictions.

The Unrestricted Fund shall be truly unrestricted. The Trustees shall manage the Unrestricted Fund the same way they manage the Restricted Fund except that in unusual circumstances by a 60% vote of the members of the Church Body present at a special or Annual Meeting, the agenda for which specifically includes this question, monies in this fund may be used for any purpose approved by the Church Body. The Church Body authorizes the Trustees to allocate future additions to the Trust Fund based on the Trustees' good faith review of the intent of the donors to the extent that it can be determined.

Trust Funds received by the Church without specific instruction shall be placed in the Unrestricted Fund unless the Trustees vote otherwise. Once placed in the Restricted Fund, funds may not be transferred to the Unrestricted Fund.

The Restricted Fund shall be a perpetual fund. The goal of the fund is to preserve the purchasing power of the original gifts by having the principal of the fund increase over time.

The Trustees may avoid certain investments which are inconsistent with Christian values and may search out investments that promote these values. The Trustees may choose the method of calculating the income from the fund, which may include considering capital appreciation as income.

The Trustees reserve the right to decline the acceptance of a particular gift due to its inappropriateness, restrictions placed upon it or potential financial or legal liability to the Church Body.

Members of the Trustees shall not be liable for any losses which may be incurred upon the investments of the assets of the Trust Fund except to the extent such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as they act in good faith and with ordinary prudence. Each member shall be liable only for their own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member. No member shall engage in any self-dealing or transactions with the Trust Fund in which the member has direct or indirect financial interest and shall at all times refrain from any conduct in which their personal interests would conflict with the interest of the Trust Fund.

All assets are to be held in the name of the First Congregational Church, United Church of Christ, of Waterville, Maine Trust Fund.

POLICIES

SABBATICAL LEAVE POLICY:

We follow Maine Conference UCC Sabbatical Guidelines.

After five (5) years of continuous, full-time service, ordained and program staff may be eligible for up to three (3) months paid sabbatical. Sabbaticals may not exceed three (3) months regardless of the number of years of service. Paid sabbaticals assume a return to duty for at least one (1) year. Eligible employees may apply for a second sabbatical after ten (10) years of continuous service. Requests for sabbaticals must be in writing and discussed and approved with the Church Council. The Church Council reserves the right to delay the start of, reschedule, or deny a sabbatical in the best interests of the First Congregational Church, United Church of Christ, of Waterville, Maine. Payment will not be made in lieu of sabbatical or at time of termination. The Board of Deacons shall be responsible for the time frame of the leave, and for establishing, with the minister, a program of clergy coverage during their absence.