

Bylaws
of the
Winthrop Congregational Church, United Church of Christ
Revised January 26, 2014

STATEMENT OF 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.

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ARTICLE I
Name

The name of this church shall be the Winthrop Congregational Church, United Church of Christ, of Winthrop, Maine.

ARTICLE II
Purpose

This church shall bind together followers of Jesus Christ for the purpose of sharing in the worship of God and in making God's will dominant in our lives, individually and collectively, especially as set forth in the life, teachings, death and resurrection of Jesus Christ.

ARTICLE III
Membership

1. Qualifications for Membership: The only qualifications for membership in the church is baptism and a willingness on the part of those who enter its membership to follow the Lord Jesus Christ and to endeavor to live by His teachings.

2. Covenant Members: Individuals may and shall become Covenant Members of this church when they have been received on recommendation of the Board of Deacons to the Church Council, and covenant with the church, willingly accepting our Statement of Faith:

- a. by a Letter of Transfer from another church; or
- b. by Affirmation of Faith, if such a letter is not available; or
- c. by Confession of Faith and Baptism.

3. Associate Members: Individuals who, while living in this community and retaining their permanent church membership elsewhere, wish to make this church their local church home, may upon recommendation of the Board of Deacons, be received as Associate Members.

4. Parish Members: Individuals who are not Covenant Members but who participate through attendance at services, support its organizations, or contribute to the local budget.

5. Covenant Membership Status:

Active Status shall be given to Covenant Members of the church who contribute to and/or participate in the life and activities of this church.

Inactive Status: Covenant Members of the church who no longer contribute or participate in the life and activities of this church.

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6. Rights of Members: All Active Covenant Members may hold office and act subject to provisions mandatory under the laws of the State of Maine and subject to the further condition that no one may be an officer of the church or a member of the Board of Trustees until reaching the age of eighteen. Associate Members shall have all the rights and duties of Covenant Members unless restricted by the laws of the State of Maine. Where these Bylaws refer to actions and votes taken by the "Church", that means actions resulting from a majority vote by Active Covenant Members and Associate Members.

7. Termination of Membership:

- a. Any member who desires to transfer membership to another church shall upon written request be granted a Letter of Transfer to be sent to said church by the Clerk.
- b. Any member who desires to be released from covenant with this church may, upon written request, have membership terminated after a review by the Board of Deacons and notification of the Clerk.
- c. Covenant Members of the church who have not been contributing or participating for a period of two years shall be placed on Inactive status. The Deacons shall review the membership list each November and shall recommend to the Church Council the names of those members to be changed to inactive status. Any inactive member may be returned to active membership upon the determination by the Deacons that he/she has resumed contributing to or participating in the church. The Deacons shall recommend to the Church Council the names of those to be reinstated as active members.
- d. Should a member become an offense to the church and to its good name by reason of conduct or by consistent breach of covenant vows, the church may vote to terminate membership, but only after due notice and opportunity for a hearing by the Church Council.

8. Reinstatement to Membership: Any person whose membership has been terminated, except by transfer to another church, may, on recommendation of the Board of Deacons and approval by the Church Council, be reinstated as a member.

ARTICLE IV
Officers: Elections, Terms, and Duties

Section 1 - Officers and Elections

The officers of this church shall be the Minister, a Moderator, a Clerk, a Treasurer, and a Financial Secretary, all of whom shall be Active Covenant Members of this church. With the exception of the Minister, all of the officers shall be elected annually and shall hold office until the expiration of their terms or until their successors are elected.

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Section 2 - Terms of Office and Duties

1. Minister: The Minister shall be called for an indefinite time by a two-thirds vote of the Covenant Members present at a meeting duly called for that purpose by the Church Council or Moderator. The Minister shall have charge of the spiritual welfare of this church under the guidance of the Board of Deacons. With the exception of the Nominating Committee and the Pastoral Relations Committee, the Minister shall be an ex-officio member on all other boards and committees and have voting privileges.

The church may at any time by a two-thirds vote of the Church at a meeting duly called for the purpose by the Church Council or Moderator, request the Minister's resignation and the ties shall be severed within three months, or terms mutually agreed upon. The Minister shall likewise give three months' notice or terms mutually agreed upon. If the Minister loses Ministerial Standing, relations shall cease at the time of such loss of Ministerial Standing.

2. Moderator: The Moderator shall hold office for one year. The Moderator's administrative duties shall be to:
 - a. Preside over all meetings of this church and act as Chairperson of the Church Council;
 - b. Submit a written report to the Annual Meeting of this church;
 - c. Execute all documents where the signature of an officer of the church is required, except where there may be a conflict with the laws of the State of Maine or the Federal Government, in which case the laws of the State of Maine or the Federal Government shall prevail.
 - d. In the absence or inability of both the Treasurer and the Financial Secretary, the Moderator shall have the authority to sign checks for payroll and immediate needs.
 - e. Assist and confer with the Minister as administrative issues arise.
3. Clerk: The Clerk shall be elected for a term of one year and may not serve for more than ten consecutive terms. The Clerk's duties shall be to:
 - a. Keep a faithful record of all the proceedings of the church and membership statistics;
 - b. Issue Letters of Transfer or any other letters directed by the Church or Church Council;
 - c. Provide a statistical report for each Annual Meeting and for the Maine Conference of the United Church of Christ. This report shall be compiled from membership records maintained in cooperation with the Board of Deacons and shall include new members, transfers, and members removed due to death, misconduct, or a change to inactive status;
 - d. Preserve on file communications and official written reports;
 - e. Give legal notice of all meetings when such notice is necessary;

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- f. Conduct all correspondence so far as it has not been assigned to some other individual;
 - g. Call the Annual Meeting and/or Church Council Meeting to order in the absence of the Moderator; and preside until a Moderator Pro Tem has been elected;
 - h. Have custody of the corporate seal and all papers, deeds, writings, documents, and books of/or relating to the church as a legal corporation;
 - i. Perform such other duties as usually pertain to such an office.
4. Treasurer: The Treasurer shall be elected for a term of one year and may not serve for more than ten consecutive terms. The Treasurer and the Financial Secretary cannot both be members of the same immediate family. The Treasurer shall be insured or bonded in such amount as the Board of Trustees shall determine. The Treasurer's duties shall be to:
 - a. Disburse the secular funds of the church under the direction of the Board of Trustees.
 - b. Disburse the charitable funds and benevolent funds under the direction of the Board of Missions or the Church itself,
 - c. Present an itemized and audited report of all receipts and expenditures at the Annual Meeting, and at such other times as may be required by the Church, Church Council, or Board of Trustees.
 - d. Assume the duties of the Financial Secretary in case of the inability of the Financial Secretary to serve.
5. Financial Secretary: The Financial Secretary shall be elected for a term of one year and may not serve for more than ten consecutive terms. The Financial Secretary and the Treasurer cannot both be members of the same immediate family. The Financial Secretary shall be insured or bonded in such amount as the Board of Trustees shall determine. The Financial Secretary's duties shall be to:
 - a. Receive and post all receipts of the church;
 - b. Deposit all receipts in proper accounts;
 - c. Report such deposits to the Treasurer with the amount to be credited;
 - d. Assume the duties of the Treasurer in case of the inability of the Treasurer to serve.
6. A vacancy in any office except that of the Minister shall be filled by appointment by the Church Council. An officer so appointed shall hold office until the expiration of the term of the officer being replaced.

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ARTICLE V
Services and Meetings

Section 1- Worship:

1. Services of Worship shall be held at given hours every Sunday except when temporarily suspended on recommendation of the Board of Deacons and vote of the Church Council. Other meetings of worship in agreement with the faith and covenant of this church may be held at the discretion of the Minister in cooperation with the Board of Deacons.
2. Sacraments of Baptism and the Holy Communion shall be celebrated at such time and in such a manner as the Minister shall determine in cooperation with the Board of Deacons.

Section 2- Business Meetings:

1. All formal or scheduled meetings shall be opened with prayer.
2. The Annual Meeting of the church shall be called by the Church Clerk and held in January. The nature of the business to be transacted shall be stated in the Call of the Meeting. The Call shall be posted on the doors of the usual place of worship, announced from the pulpit of the church and the Clerk shall send an electronic [notice](#) at least one week in advance of the Annual Meeting.
3. Special Meetings may be called by the Minister, the Moderator, or by written request of any ten members of the church. The nature of the business to be transacted at such meeting shall be stated in the Call of the Meeting and posted on the doors of the usual place of worship and announced from the pulpit of the church at least one week in advance of the meeting.
4. Quorum: A quorum shall consist of at least twenty Active Covenant Members and Associate Members.

ARTICLE VI
Church Council

Section 1 - Membership

There shall be a Church Council consisting of the Minister, Officers of the Church (Moderator, Clerk, Treasurer, and Financial Secretary) and the Chairperson or appointed representative of the Boards (Deacons, Trustees, Christian Education, and Church & Community Concerns, and three Council Members at Large . (Total: 12).

Council Members at Large shall be elected for terms of three years in such a manner that the terms are staggered. After serving for two full terms, a Board member shall be ineligible for re-election to the same office for a period of one year.

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Section 2 - Duties and Responsibilities

The Church Council, the representative executive body of the church, shall recommend short and long-term objectives and goals for approval by the Church. It shall oversee and coordinate all activities of the church and its various boards, committees, and organizations. It shall see that denominational and interdenominational obligations of the church are fulfilled.

Once recommended by the Board of Deacons, the Church Council shall act upon requests for admission into the fellowship of the church. It shall act to fill temporary vacancies on boards and committees. It shall be responsible to the Church and shall make reports as appropriate.

Section 3 - Powers

The Council shall have the power to take a decisive vote on all matters not specifically requiring a vote of the Church or not otherwise delegated by these Bylaws, except that it shall take no action necessitating expenditures beyond the gross annual budget voted by the church.

The Council shall have the authority to request reports from all officers, boards, committees, and organizations when necessary.

Section 4 - Personnel

The Council shall be responsible for employing, describing the duties and setting the terms of employment and the termination thereof for such staff assistance as may be authorized by the Church.

Section 5 - Meetings

The Council shall meet monthly except in July and August and as otherwise needed. Special meetings shall be called by the Moderator or upon the request of five members of the Council. A quorum of the Church Council shall consist of seven Council members. Council meetings shall be open to all members of the church.

ARTICLE VII
Boards: Election, Terms of Office and Duties

Section 1 - Boards and Election

There shall be four official boards of the church: Board of Deacons, Board of Trustees, Board of Christian Education, and Board of Church & Community Concerns (the Board or Boards). Each Board shall meet within ten days after the Annual Meeting to elect a chairperson, vice-chairperson, and a secretary. The chairperson or vice-chairperson may act as the secretary if the Board so desires.

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The secretary of each Board shall keep the minutes of all meetings of the Board. Minutes of the most recent board meeting shall be made available for the chairperson or appointed representative of the Board to present at each Council Meeting.

Section 2 - Board of Deacons

There shall be a Board of Deacons, consisting of seven members, all of whom shall be Active Covenant Members or Associate Members, elected for terms of three years in such a manner that the terms are staggered. After serving for two full terms a Board member shall be ineligible for one year for re-election to the Board. Only one member of an immediate family shall serve on the Board of Deacons at any one time. Emeritus or Emerita status may be granted by the church on recommendation of the Church Council to one who has served on this Board for a total of nine years. Upon such election, the member shall be entitled to all the privileges of the Board.

It shall be the duty of the Board, with the Minister, to direct the religious ministry of the church and to have general oversight of the services of worship, including assistance in preparation and administration of the sacraments; provision of music; selection of ushers; and arrangements for flowers; and altar service. The Board of Deacons shall perform such other activities as may be deemed necessary for the proper conduct of the services, and in the temporary absence of the minister, shall have charge of pulpit supply.

It shall be the responsibility of Deacons to make recommendations annually to the Board of Trustees regarding any changes in the salary and other compensation of the Minister and the Organist/Music Director.

It shall be the duty of the Board of Deacons, with the Minister, to arrange for the pulpit ministry and the presentation of the gospel; to plan programs of evangelism and devotional life; to promote visitation in homes of the parish with special attention given to new residents, the sick, the elderly, the needy, and the uncommitted. It shall be responsible, with the Minister, for the introduction and assimilation of all members into the church family.

In cooperation with the Minister, it shall be responsible for the selection, acquisition, display and distribution of pamphlets, devotional aids, and other literature designed to deepen the spiritual life and experience of the congregation.

The request for Letters of Transfer shall be reviewed by the Board of Deacons, which shall make an annual review of the Church Membership List and submit for action at the December Council Meeting, a list of persons for transfer to the Inactive List, and also a list of persons to be removed from the rolls of the church.

The Board of Deacons shall meet regularly each month except in July and August. Special meetings may be called by the chairperson or upon request of three members of the Board. Four members shall constitute a quorum at meetings.

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The chairperson shall preside at all meetings of the Board. In the case of his/her inability to serve, the duties shall fall upon the vice-chairperson. The Board shall elect from its own membership those who shall serve as representatives on such committees as the Church may authorize for the fulfillment of its duties. The chairperson or appointed representative shall be a member of the Church Council.

Section 3 - Board of Trustees

There shall be a Board of Trustees consisting of five Trustees, all of whom shall be Active Covenant Members or Associate Members elected for terms of three years in such manner that the terms are staggered. After serving two full terms, a Trustee shall be ineligible for reelection to the same office for a period of one year. Only one member of an immediate family shall serve on the Board of Trustees at any one time.

Under the direction of the Church, and except as otherwise provided herein, the Trustees shall have the care and custody of all investments, other funds and of the properties of the church, oversee church use by outside groups; and have charge of the financial affairs, subject to provisions mandatory under the laws of the State of Maine. They shall have no power to buy, sell, mortgage, lease, or transfer real property without specific direction by the vote of the Church.

It shall be the responsibility of Trustees to make recommendations annually regarding any changes in the salary and other compensation of the Office Administrator and Custodian.

The Board of Trustees shall receive budget recommendations from all Boards and other agencies of the church in order to prepare a proposed budget. The proposed budget shall then be prepared and submitted by the Trustees to the Church Council prior to or at the January meeting of the Church Council. At the Annual Meeting, the Board shall submit a final proposed budget for adoption by the Church. The adopted budget shall guide and limit the expenditures by the Trustees through the coming year. The restriction imposed by the budget shall not be understood to prevent the Trustees from expending from time to time such additional sums as may be required for the preservation of the church property, or for unforeseen emergencies.

The Board shall meet regularly, each month except in July and August and hold Special Meetings as needed by the Board. A quorum shall consist of three *Trustees*. After approval by the Board, the chairperson shall execute all contracts for services on behalf of the Church. The chairperson or appointed representative shall be a member of the Church Council. In case of inability to act, the duties shall fall upon the vice-chairperson. The Board shall elect from its membership, a representative to serve on each committee the church authorizes for the fulfillment of the Board's duties.

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The Board shall appoint an Auditor who shall not at the same time serve as the chairperson of the Board of Trustees, Treasurer, or Financial Secretary. The Auditor shall examine the assets of the church, the accounts and records kept by the Treasurer and Financial Secretary of the church, and such other accounts and records as directed by the Board of Trustees and report thereon to the church at the Annual Meeting, with recommended changes.

Section 4 - Board of Christian Education

There shall be a Board of Christian Education consisting of five members, at least three of whom shall be Covenant Members or Associate Members elected for terms of three years in such manner that the terms are staggered. After serving two full terms, a board member shall be ineligible for re-election to the same office for a period of one year. The chairperson or appointed representative of this board shall be a member of the Church Council.

The Board shall be responsible for Christian Education in the Church.

The Board shall cooperate with the Board of Church & Community Concerns in benevolence and missionary education.

It shall be the responsibility of Christian Education to make recommendations annually to the Board of Trustees regarding any changes in the salary and other compensation of the Christian Education Director or other staff assigned to this Board.

The Board shall meet regularly each month except in July and August. Special Meetings may be called as needed. A quorum shall consist of three members of the Board. The chairperson of the Board shall preside at all meetings of the Board. In the case of his/her inability to serve, the duties shall fall upon the vice-chairperson. The Board shall elect from its members a representative to serve on each committee the church authorizes for the fulfillment of the board's duties.

Section 5 - Board of Church & Community Concerns

There shall be a Board of Church & Community Concerns consisting of five members, at least three of whom shall be Active Covenant Members or Associate Members, elected for terms of three years in such a manner that the terms are staggered. After serving for two full terms, a Board member shall be ineligible for re-election to the same office for a period of one year.

It shall be the duty of the Board to promote missionary education throughout the Church and its auxiliary organizations; to encourage interest in and acquaintance with the projects of benevolent giving of the church. It shall propose to the Board of Trustees an annual budget of benevolence. It shall approve special offerings and promote their support.

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The Board shall conduct an annual Stewardship Program to obtain the funds for meeting the financial needs of the church. The Board is also charged with cultivating a climate of Christian Stewardship throughout the church year.

The Board shall meet regularly each month except in July and August. Special Meetings may be called as needed. A quorum shall consist of three members. The chairperson of the Board shall preside at all meetings. In case of his/her inability to act, the duties shall fall upon the vice-chairperson. The chairperson or appointed representative shall be a member of the Church Council.

The Board shall elect from its membership, a representative to serve on each committee the church authorizes for the fulfillment of the Board's duties.

ARTICLE VIII
Committees

Investment Committee: There shall be an Investment Committee consisting of three members, each elected for terms of three years in such a manner that the terms are staggered. . At least two members of this committee shall be Active Covenant Members or Associate Members of the church. The Treasurer and the chairperson of the Board of Trustees shall be ex-officio members. Under the direction and oversight of the Board of Trustees, it shall be the duty of this committee to invest such funds of the church as become available in a manner that would obtain as much income as possible consistent with preservation of capital, by investing in a broadly diversified portfolio of high-yielding securities, including common stocks, preferred stocks and bonds. This committee shall meet at least quarterly, provide quarterly reports to the Trustees, and report at the Annual Meeting, giving a detailed accounting of all invested funds.

Memorial Funds: There shall be an Active Covenant Member or Associate Member elected annually to coordinate Memorial Funds records. All Memorial Funds shall be given to the Financial Secretary to deposit, and the Memorial Funds person shall be notified of all Memorial Funds deposited at least quarterly. The Memorial Funds person shall list all donors in a Memorial Book, acknowledge the receipt of gifts, and make recommendations to the Church Council for the use of such funds.

Nominating Committee: A Nominating Committee of three Active Covenant Members or Associate Members shall be elected at the Annual Meeting to serve for one year. All members shall make recommendations, after securing the consent of the candidate, to serve in that office if elected. It is the duty of the Nominating Committee to prepare a slate of officers, board, and committee members, as noted in these Bylaws, to be presented at the Annual Meeting.

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Pastoral Relations Committee: The Pastoral Relations Committee shall consist of three Active Covenant Members or Associate Members of the Church. One member of the Board of Deacons shall serve on this committee and two other members shall be appointed by the Church Council. They shall serve for one year and meet with the Minister from time to time as desired by the committee members, or by the Minister, to discuss pastoral duties, concerns, and the relationship with the congregation. Recommendations requiring action shall be made to the Board of Deacons.

Bylaw Committee: The Bylaw Committee shall consist of three Active Covenant Members or Associate Members of the church appointed by the Church Council to review the Bylaws as needed.

Pastoral Search Committee: The Pastoral Search Committee shall consist of five to nine Active Covenant Members or Associate Members of the church appointed by the Church Council to study the needs of the church and select a Ministerial candidate to recommend to the church body in the event that the church is without a Minister. This committee shall be selected to represent the broad range of church membership, in accordance with the United Church of Christ and the Maine Conference of the United Church of Christ Pastoral Search guidelines. The Pastoral Search shall work with Maine Conference of the United Church of Christ to conduct the search process and obtain profiles of ministerial candidates. During this time, an Interim Minister shall be selected to serve as the Minister of the Church until a permanent Minister is approved.

Other Committees: Other Committees may be formed as needed to help coordinate activities of the church. Committees can be selected upon approval by the Church Council.

ARTICLE IX
Dissolution

In the event of the dissolution of the Winthrop Congregational Church, United Church of Christ, of Winthrop, Maine, all of its assets and property remaining after payment of its debts and obligations and expenses of such dissolution and liquidation shall be distributed only to such organizations as qualify under Section 501 (c) (3) of the United States Internal Revenue Code of 1954 as amended. None of the funds shall directly inure to the benefit of the individual members; such decision is to be determined by the church's final Church Membership.

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ARTICLE X
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Winthrop Congregational Church, United Church of Christ, may adopt.

ARTICLE XI
Amendment of Bylaws

These Bylaws may be amended at the Annual Meeting of the church by a two-thirds vote of Active Covenant Members and Associate Members, provided that the amendment has been submitted in writing at the previous Annual Meeting or at a special meeting called for that purpose.

ARTICLE XII
Review of Bylaws

These Bylaws shall be reviewed at least every five years.

As approved at Annual Meeting, January 26, 2014.