

BY-LAWS OF THE ACTON CONGREGATIONAL CHURCH
(Revised January 31, 2016)

ARTICLE I. Name.

The name of this Church shall be Acton Congregational Church.

ARTICLE II. Church Membership.

Section I. Qualifications.

This church will welcome into its membership any person who loves the Lord Jesus Christ and who proposes to live according to his love.

Section II. Conditions.

The membership of this Church shall include:

- a) The current members.
- b) Those who present satisfactory letter of transfer from other churches, are elected to membership, and publicly accept its covenant.
- c) Those who confess their Christian faith receive baptism, unless previously baptized or exempted from baptism by the Church Committee, and who, after being accepted by the Church publicly accept its covenant. The Ministers and the Deacons shall be the Church Committee.

Section III. Reception.

All persons desiring to become members of this Church shall be instructed in the meaning of church membership and the Christian faith by the ministers with participation by the deacons and other Church members. On the recommendation of the Church Committee, new members will be received into the Church in a special reception service.

Section IV. Duties.

Members are expected to be faithful to all duties essential to the Christian life; to regularly attend the services of the Church; to give systematically for its support and its benevolences; to share in its organized work and to seek diligently the spiritual welfare of the Church and the winning of others to Christ.

Section V. Rights.

Members in good standing may participate in all Church activities, vote on all transactions, and serve on all committees of the Church. Members under the legal age (18) are restricted from holding the following offices: Clerk, Treasurer, Assistant Treasurer and Trustee; or becoming voting members of committees whose actions result in legally binding transactions on behalf of the Church.

Section VI. Inactive Members.

Members whose addresses have long been unknown or who for a period of two years, in spite of kindly reminders, have not communicated with the Church or contributed to its support, may by vote of the Church be transferred to the inactive list. Members of the inactive list shall not be considered in good standing. From the date of such transfer such persons shall cease to be reported as active members, and letter of transfer to other churches shall state that they are on the inactive list. A member on the inactive list may be restored to the list of members in good standing by vote of the church.

Section VII. Termination of Membership.

A member shall on request:

- a) Be granted a letter of transfer to some designated Christian church, which will be valid for one year after date of issue or,
- b) Be given a certificate recording his or her term of membership and have his or her name removed from the Church roll if he or she wishes to join a body not in fellowship with this Church.
- c) Such requests shall be made known at a regular meeting of the Church. Should circumstances arise where, in the opinion of the Church Committee, after careful and prayerful study, it is felt that the interest of the Church requires that a member sever his or her connection with the Church, he or she shall be given an opportunity to resign. In the event of his or her failure to do so he or she may, on recommendation of the Church Committee and by a two-thirds vote of a regularly-called Church meeting, be deprived of his or her membership and his or her name shall be removed from the rolls but only after a hearing before the Church has been offered to him or her.

Section VIII. Powers of the Congregation.

The following powers shall be reserved to the congregation as a whole, to be exercised by a majority vote of a quorum at a duly called meeting of the congregation, except as otherwise provided in these By-Laws:

- a) To call or dismiss a minister, in accordance with Article VI, Sections 2, 3(a), and 5, respectively, of these By-Laws.
- b) To buy, sell, mortgage, lease any significant portion of the Church's properties or to undertake any major capital project, other than ordinary maintenance of the Church's facilities.
- c) To approve the annual operating budget for the Church.
- d) To approve any borrowing on behalf of the Church in excess of Ten Thousand Dollars.
- e) To elect officers of the church and members of standing committees as set forth in these by-laws.

ARTICLE III. Officers of the Church.

Section I.

The officers of the Church shall be members in good standing and shall be Minister, Associate Minister(s), no less than eight Deacons, Moderator, Vice-Moderator, Clerk, Archivist/Historian, Treasurer, Assistant Treasurer, no less than eight Trustees, and three at-large members of the Church Council.

Section II.

The term of office for the Deacons shall be three years, four Deacons being elected annually for a three year term. The term of office for the Trustees shall be three years, four Trustees being elected annually for a three year term. The term for at-large members of the Church Council shall be three years, one at-large member being elected annually for a three year term. The position of Moderator will be a one year term but may be elected by a vote of the Congregation to serve up to three consecutive terms. Deacons, Trustees and at-large members of the Church Council shall not succeed themselves in office until one year has elapsed. This shall not apply to members elected to fill unexpired terms.

Section III.

All officers named in Article III, Section 1, Senior Minister, and Associate Minister(s) excepted, shall be elected by vote at the Annual Meeting. With the exception of the Deacons, Trustees and at-large members of the Church Council, they shall serve for one year. The Senior Minister and Associate Minister(s) shall be elected by a vote of the congregation at a congregational meeting called in accordance with the stipulations of Article V.

Section IV.

If any vacancy shall occur in the officers of the church named in Article III, Section I, Minister and Associate Minister(s) excepted, the Nominating Committee is authorized to nominate candidates to fill such vacancies. The Church Council shall approve any such appointment. During the continuance of any vacancy in any board of officers, the remaining members shall perform the duties thereof until the vacancy is filled. Any person elected by the Church to fill a vacancy shall serve until the expiration of the term pertaining to such vacancy.

Section V.

The duties of the several officers and committees shall be those usually pertaining to their respective offices including the following:

- a) The Church Council shall exercise all powers not otherwise expressly reserved to the congregation or delegated to another board or committee by these By-Laws. It shall oversee and coordinate the activities of all boards and committees, shall be responsible for long range planning, and shall have such other powers and duties as are expressly set forth in these By-Laws.

- b) The Deacons shall assist the Minister in the preparation and administration of the ordinances of the Church. They shall aid the minister in the spiritual care of the Church and community.
- c) The Moderator, or in his or her absence, the Vice Moderator, shall preside at all regular or specially called business meetings of the Church, and shall also be chairman of the Church Council.
- d) The Clerk shall keep full and accurate minutes of all business transactions of the Church, and records of the time and method of reception and dismissal of members, of all baptisms, of all non-resident members with their residence and time of leaving. An Assistant Clerk may be named to assist the Clerk in the performance of his or her duties. Whether through sickness, injury, absence or for any other reason the clerk is unable to perform his or her duties, or if the office of Clerk shall be vacated, the Trustees shall either instruct the Assistant Clerk or name an interim Clerk in the absence of an Assistant Clerk to perform all the duties of the Clerk until the Clerk can resume his or her duties or the vacancy is filled.
- e) The Archivist/Historian shall receive from the Clerk the church's non-current records, which shall be preserved and made available at all proper times to any member of the church. If called upon to do so, the Archivist/Historian shall make a full written report of all these matters to the Church at its annual meeting. The Archivist/Historian shall also collect and preserve items of historical significance, including church publications, photographs, and physical artifacts. It shall be the special concern of this officer to write or cause to be written a history of the local church, and to see to its being updated at appropriate intervals.
- f) The Treasurer shall receive, hold, and disburse, according to the direction of the church or its Trustees, all money belonging or contributed thereto. He or she shall keep the books of account in which shall be recorded each item of receipts and expenditures, and present a written report of the same to the Church at its annual meeting, a copy of which shall be entered by the Archivist/Historian of the church in its records. The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties. If at any time the Treasurer shall become unable to perform his or her duties, whether through sickness, injury, absence from Acton, or for any other reason, or if the office of Treasurer shall be vacated, the Assistant Treasurer shall perform all the duties of the Treasurer and shall exercise all the authority of the Treasurer until such time as the vacancy is filled. The Trustees shall determine whether the Treasurer is unable to perform his or her duties, or is able to resume his or her duties, and the determination of the Trustees shall be final. Upon making a determination that the Treasurer is unable to perform his or her

duties, or that he or she is able to resume his or her duties, the trustees shall certify such determination in writing to the Clerk of the Church, who shall enter it in the report of the Church.

- g) The Trustees, acting on behalf of the congregation, shall be responsible for the physical assets and financial affairs of the Church, including all real and personal property, and shall employ all Church staff, other than the Ministers.
- h) In carrying out the duties of the Trustees, the Trustees:
 - 1. Shall manage and maintain all real and personal property of the Church; provided, however, that the Congregation shall first authorize the sale or acquisition of any real property, the lease of any significant portion thereof, and all major capital projects, other than ordinary maintenance, and the Trustees shall acquire, lease and sell, on behalf of the Congregation, all real and personal property of the Church, and, upon due authorization thereof, the Chair of the Trustees may execute any and all documents, agreements, leases, mortgages, notes and other instruments on behalf of the Church as may be necessary or desirable;
 - 2. Shall manage the finances and funds of the Church, except for the Missions and Outreach fund, and shall prepare, recommend to the Congregation and manage, substantially as approved by the Congregation, the annual operating budget; provided, however that the Congregation shall approve and adopt an annual operating budget for the Church;
 - 3. May incur debt, and execute notes and mortgages and other evidences of indebtedness on behalf of the Congregation; provided, however, that any debt in excess of Ten Thousand Dollars and all mortgages of real property shall first be authorized by the Congregation;
 - 4. May create such permanent or temporary sub-committees as may be prudent, in the judgment of the Trustees to oversee matters for which the Trustees are responsible or to investigate matters of interest to the Trustees, provided, however, that such committees shall report to and be subject to the oversight of the Trustees. The Personnel subcommittee shall be such a permanent sub-committee of the Trustees.
 - 5. Establish and oversee a Personnel Subcommittee responsible for hiring and discharging all lay staff, with the consent of the Trustees, and all other personnel matters. Personnel subcommittee shall include not less than 5 members, at least two of whom shall be Trustees. All members of the Personnel subcommittee (i.e., at-large members and Trustee members) shall be counted for a quorum and shall be entitled to vote at Personnel subcommittee meetings. The chair will come from the members at large.

6. Shall be responsible for the oversight and safeguarding of funds and other assets and resources of the Church, and for ensuring the adequacy of internal controls and procedures necessary and desirable for this purpose. The Trustees shall have the responsibility for examining the financial practices of the Church on a periodic or on an as-needed basis (but at a minimum every three years) to ensure that such practices are (i) financially sound; (ii) in compliance with the articles of organization, by-laws and policies of the Church; (iii) in compliance with applicable federal, state and local statutes and regulations; and (iv) generally, incorporate sound principles of governance and prudent management of the Church's assets.

- i) The Pastoral Relations Representatives shall consist of one member selected by each minister and each member shall be approved by the Board of Deacons. Each member of the Pastoral Relations Representatives shall act as liaisons between and advocate for each minister and the Congregation, the Board of Deacons and the Personnel subcommittee.

ARTICLE IV. The Church Council and Standing Committees

Section I.

The specialized work of the Church in the field of service to the church, the parish, the community and the world shall be conducted by the various elected committees and Church organizations; the direction of the activities of these several groups into an efficient total Church program shall in turn be the responsibility of the Church Council.

Section II.

The Church Council shall consist of the Moderator, the Vice Moderator, three members at large elected by the Church at the Annual Meeting, and one member designated by each of the Board of Deacons, the Board of Trustees and the Missions & Outreach Committee. The Senior Minister shall also serve as an ex-officio non-voting member of the Church Council. The Church Council shall meet monthly except for a combined single summer meeting and possess the authority to exercise all powers not expressly reserved to the congregation in these By-Laws or reserved to another board or committee of the Church in these By-Laws, as well as those powers set forth in these By-Laws. The Church Council shall be responsible to the Church for long range planning and for the efficiency of the Church and its organizations. It shall consult as to the general interest of the Church, the Church School and other departments and their varied activities, and take such actions and make such recommendations to the Church regarding such activities and interests as it deems advisable, excepting such duties as are assigned by the By-Laws to other offices and committees. Minutes of the meetings of the Church Council shall be made available to the congregation after each such meeting, provided that matters deemed sensitive or confidential may be omitted from such public

minutes. The Church Council shall present to the annual meeting a report of work accomplished and definite plans for the coming year's programs. The Moderator shall be the chairperson of the Church Council. For any matter to be approved by the Church Council, it shall require an affirmative vote of no less than four members of the Church Council.

Section III.

The standing committees to be elected at the annual meeting of the church shall include:

- a) Missions and Outreach Committee - not less than 6 members
- b) Nominating Committee - not less than 6 members
- c) Stewardship Committee - not less than 3 members

The outgoing chairperson of each standing committee shall, as soon as practical after the Annual Meeting, call a meeting of the committee of which he or she has been chairperson, for the purpose of electing a chairperson for the new year and to pass over to the new chairperson at that time such records as may be appropriate. The charter of each standing committee shall be approved by the Church Council.

Section IV.

If any vacancy shall occur in the standing committees, the Nominating Committee is authorized to fill such vacancies until the next Annual Meeting. The Church Council shall approve any such appointments. Any person elected by the Church to fill a vacancy shall serve until the expiration of the term pertaining to such vacancy. During the continuance of any vacancy in any standing committee or committees, the remaining members shall perform the duties thereof until the vacancy is filled.

Section V. Youth Membership.

One additional position on each Church Committee will be available to a confirmed young person, subject to the limitations in Article II, Section V. The term will be for a period of one school year and will be voted on at the Coordinating Council. The Youth Members will be responsible for and subject to the same policies, regulations and privileges as a regular member of the particular Committee. Recommendations for these positions will be made by the Nominating Committee.

Section VI.

For every board, standing committee, or council of the church, a quorum shall be a majority of the duly-elected members serving on the board, committee, or council at that point in time. No formal action (i.e., a vote on a motion) shall be made in the absence of a quorum. For purposes of discussion and voting, the Chair of the committee may allow email-based discussion and voting among the members to occur in the interest of time between formal meetings.

Vote will be binding once all members have voted by email and a record of the vote will be added to the next meeting minutes.

Section VII.

In the case of any formal action taken by a board, standing committee, or council, only members duly elected to that body shall vote. Exceptions may be made in the case of a committee which functions as subcommittee of another board, standing committee, or council; in this case, the board, standing committee, or council shall determine who shall vote on formal actions.

ARTICLE V. Meetings.

Section I.

The Lord's Supper shall normally be administered on the first Sunday in January and monthly thereafter; and at such other times as determined by the ministers or by vote of the Board of Deacons.

Section II.

Meetings of worship shall be held each Sunday morning. Minor matters of business may be transacted.

Section III.

The Church year shall be from January 1 to December 31. The annual business meeting of the Church shall be held on a date and at a time in the month of January acceptable to the Senior Minister, the Moderator and the Chair of the Board of Trustees, at which time the annual reports shall be presented, the annual budget adopted and to consider such other matters as may properly come before a Church meeting. There shall be a second business meeting held in the Fall to review the membership roll and consider such other matters as may properly come before a Church meeting.

Section IV.

Special business meetings shall be called by the Clerk whenever requested in writing by the Minister, the Trustees, and the Church Council or by any seven or more members of the Church. The Clerk shall state the purpose of the meeting in the call.

Section V.

At business meetings called by posted notice, fifty voting members shall be necessary for a quorum. A majority of the votes cast shall be requisite for the transaction of business, except for action under Article VI.

Section VI.

The annual meetings and special meetings shall be called by the Clerk by posting a notice outside the Church office. Such notice shall state the object of the meeting, and shall be posted at least eight days, including two Sundays, before the meeting.

Article VI. Ministers

Section I. Duties

The minister(s) shall devote themselves to the service of the church, preaching and teaching the Word of God, administering the sacraments of Baptism and the Lord's Supper, and faithfully giving themselves to ministerial work. The Senior Minister shall have the direction and freedom of the pulpit and public worship. The Senior Minister shall oversee the Associate or Assistant Minister(s), the Church Administrator, and lay staff who shall report to the Senior Minister on a day to day basis. He or she shall be an ex officio member of all boards and committees. The Senior Minister shall oversee worship, in consultation with the Associate or Assistant Minister(s), and the Board of Deacons. The Senior Minister is responsible for the spiritual development of the congregation. The Associate or Assistant Minister(s) shall perform all pastoral functions in the absence of the Senior Minister, and at such other times as the Senior Minister may delegate these functions to him or her. At the direction of the Senior Minister, an Associate or Assistant Minister may be an ex officio member of any board or committee. Each of the ministers shall provide the church with an accurate record of his or her ministerial acts and present a written report to the congregational annual business meeting. The ministers shall practice good administrative procedures and work in partnership with the church committees.

Section II. Call

Each minister (other than an interim minister) shall be called at a duly called regular or special congregational business meeting. Each minister shall be called by ballot and must receive the affirmative vote of no less than two-thirds of the members of the congregation attending the congregational meeting, for which the quorum shall be 75, in order to be called. The terms of the call shall be approved by the Trustees and set forth in a letter of call which shall also be approved by a vote of the majority of the congregation attending a regular or special congregational meeting (which may be the same meeting at which the minister is called). A committee recommended by the Church Council in consultation with the Deacons and the Senior Minister, and elected by the congregation at a congregational meeting shall conduct the ministerial search and shall nominate a candidate to serve as minister. Committees designated for a ministerial search shall be representative of the congregation; shall have no less than five and no more than thirteen members, at least one of whom shall be a current member of the Personnel Committee; shall provide appropriate updates regarding the term and status of the search to the congregation, the Church Council, the Coordinating Council, the Deacons, the Trustees, and the Personnel Committee; and shall confer with the Area Minister of the United Church of Christ. Each minister shall be authorized by the United Church of Christ prior to her or his installation, and his or her call shall be conditional until such Authorization is received.

Section III. Term of office

The term of each minister's call shall be indefinite and may be ended at any time with or without cause by either party with no less than sixty (60) days notice by:

- a) A two-thirds vote of the membership of the congregation present at a meeting, for which the quorum shall be 75, called for that purpose, or
- b) A letter of resignation from the minister addressed and sent to the members of the Acton Congregational Church.

Section IV. Interim Ministers

Interim ministers shall be appointed by the Church Council upon the affirmative vote of no less than two-thirds of the members of the Church Council. The terms of the appointment shall be set forth in a letter of employment which shall also be approved by a vote of the majority of the Church Council and the Coordinating Council. A committee designated by the Church Council, in consultation with the Deacons and the Senior Minister, shall conduct the Interim ministerial search and shall nominate a candidate to serve as Interim minister. Committees designated for an Interim ministerial search shall be representative of the congregation and shall have no less than five and no more than eleven members. The appointed committee shall confer with the Area Minister of the United Church of Christ. Each Interim minister shall be authorized by the United Church of Christ prior to her or his beginning employment, and his or her appointment shall be conditional until such Authorization is received.

The duties and term of an interim minister shall be stated in the agreement with the interim minister and may be ended with or without cause at any time by either party with sixty (60) days notice by:

- a) A majority vote of the Board of Deacons, and approved by the Coordinating Council, or
- b) A letter of resignation from the interim minister addressed and sent to the members of the Acton Congregational Church.

Section V. Disciplining & Terminating a minister

Charges against a minister may be submitted by any person and shall be submitted in writing to the Personnel Committee. If any person asserts charges of misconduct, indiscretion, immorality, doctrinal error, dereliction of duties as specified in the letter of call, or unethical behavior against a minister, the Personnel Committee shall conduct a confidential investigation into such charges, and the minister so charged shall have the opportunity for notice of such charges and a hearing before the Personnel Committee. If in the judgment of the Personnel Committee after diligent investigation of the charges and consultation with the minister so charged there is a reasonable basis for such charges, the case shall be presented to the Board of Deacons for purposes of discussion and then the Deacons shall refer the matter to the Church Council, along with the Deacons' recommendation for action. Prior to taking any action, the Moderator of the church shall confer with the Area Minister of the United Church of Christ. Notwithstanding the foregoing, a

minister may only be removed by a vote of the congregation or by the minister's resignation as provided in section 3, above, or by recommendation of the United Church of Christ in concurrence with the Acton Congregational Church.

ARTICLE VII. Amendments.

These By-Laws may be amended by a two-thirds vote at any duly-called Church meeting, the proposed amendment being stated in the notice of the meeting.