

**MIDDLEBURY CONGREGATIONAL CHURCH**  
**BYLAWS**

(Approved by a Special Meeting of the Congregation on September 10, 2000)  
(Amendments to Articles II (sec.2), III (Sec.3), IV (Secs. 1 and 7), V (Sec. 5)  
Adopted at Special Meeting of the Congregation, 22 May 2011)  
(Amendments to Article V (sec. 4,6,7, and 8) Adopted at the Annual Meeting of  
the Congregation January 28, 2018)

**ARTICLE I – MEMBERSHIP**

**Section 1. Reception.** Persons approved by the Diaconate shall be received as members of the Church at a Sunday morning church service, upon completion of the membership requirements in Article V in the Constitution. Any person unable to attend a service for the reception of members may be received into membership by the Diaconate acting on behalf of the Church.

**Section 2. Duties.** Members are expected to be faithful to the duties essential to the Christian life; to attend the services of the Church; to give regularly to its support and benevolences; and to share in its organized work.

**Section 3. Rights.** All members 18 years of age and over on the active membership list may act and vote in the legal transactions of the Church. Members on the active membership list under 18 years of age, however, may vote in certain elections as specified hereafter in these bylaws.

**Section 4. Transfer and Termination.**

**a. Transfer by Letter or Certificate.** Any member upon request, may be granted a letter of transfer by the Church Clerk to any Christian Church, or may be given a certificate of Church membership if he wishes to join a body not in fellowship with this Church. The Church shall be informed of all such transfers. The right to vote shall be suspended when a letter or certificate is granted, and membership shall terminate upon notice of acceptance into another Church.

**b. Resignation.** Any person can resign his membership in this Church by giving notice in writing to the Clerk.

**c. Transfer to Inactive Status.**

- i. **Out of Town.** Members who do not live in the local area (that is, Middlebury, and the contiguous towns), (1) whose addresses are unknown, or (2) who have not communicated with or contributed to the support of the Church for a period of two years, or (3) who request such a transfer, may be transferred to the inactive status

upon recommendation of the Diaconate and by vote of the Church Council. From the date of such transfer, these persons shall cease to be recorded on the active membership roll.

ii. **Local Area**. Members known to be living in the local area may be transferred to inactive status at their request and upon approval of the Diaconate and Church Council. Great care must be taken to preserve the membership of those in the local area who are on the fringe of the church activity. The Church must continue to reach out to these people, who by reason of age, ill health, or other inclinations do not participate in Church functions but may still consider themselves Church members.

d. **Reactivation**. Anyone placed on the inactive list may be restored to active status upon their request and approval of the Diaconate. Also, anyone on the inactive list who desires a letter of transfer may receive it from the Church Clerk.

e. **Exclusion**. Should a member become an offense to the Church and to its good name by reason of immoral or un-Christian conduct, or by persistent breach of his or her covenant vows, the Church on recommendation of the Diaconate may censure such member, suspend him or her, or terminate his or her membership by a two-thirds vote at a duly called meeting, but only after due notice and hearing and after faithful efforts shall have been made to bring such member to amendment. Complaints shall be in writing to the Diaconate and signed by the complainant.

**Section 5. Restoration**. Any person whose membership has been terminated under Section 4, subsection e above, may, for good and sufficient reasons, be restored on recommendation of the Diaconate and by vote of the Church.

## **ARTICLE II – MEETINGS**

### **Section 1. Worship.**

a. Services of worship shall be held at given hours each Sunday, except when temporarily suspended by vote of the Church.

b. The Sacrament of the Lord's Supper shall be celebrated on a regular basis as determined by the Church Council.

c. The baptism of adults and the baptism or consecration of children shall be administered at such times as the Pastor, or in his absence, the Associate or Assistant Pastor or Diaconate may designate.

d. Other services of worship, prayer, inspiration, and study may be held as determined by the Church Council.

### **Section 2. Business Meetings.**

a. The annual meeting of the Church shall be held in the Church building, or in such place as stated in the notice, before the thirty-first of January, as scheduled by the Church Council, to hear the yearly reports of the officers, committees, and organizations, to elect officers, and to transact other business. All reports presented at the annual meeting are to be in writing, and will become a part of the permanent records of the Church. From these reports and other sources, the Historian shall summarize a brief history of the Church.

b. Special meetings of the Church for the transaction of corporate or other business may be called by the Pastor, the Chairman of the Diaconate, Chairman of the Board of Trustees, the Chairman of the Church Council, or by the Clerk upon written request of ten voting members of the Church.

c. The Clerk shall give at least ten days notice of the Annual Meeting or of special meetings by written notice to members on the active membership list. The notice shall state the time and place of such meeting and the purpose for which it is called.

d. A quorum at any meeting of the Church shall consist of twenty-five voting members.

e. The rules contained in the most recent edition of The Standard Code of Parliamentary Procedure (Sturgis) revised by the American Institute of Parliamentarians shall govern the Church in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of the Church.

*(as amended, 22 May 2011)*

## **ARTICLE III – CHURCH COUNCIL**

**Section 1. Church Council.** The Church Council shall consist of those Church members holding the following offices: Church Council Chair, Board of Deacons Chair; Board of Christian Education Chair, Board of Missions Chair; Board of Trustees Chair, Board of Stewardship Chair, Church Clerk, together with two (2) Members-at-large elected at the annual meeting from the members of the Church, and the Senior Minister and any Associate or Assistant Minister.

**Section 2. Duties.** The Church Council shall be a collaborative body responsible for reviews, discussions and decisions on Church matters as a whole. It shall make a recommendation to the members on all matters specifically requiring a vote of the Church under the Church constitution or these bylaws. It shall also provide direction to the various Boards, Committees and delegates and

act on behalf of the congregation to facilitate the Church's mission. *(as amended 22 May 2011)*

**Section 4. Election of Chair.** The Chair of the Church Council shall be elected by the members of the Church at the Annual Meeting to serve for a term of three years. The person elected Chair shall be ineligible for re-election for a period of one year after serving a three-year term, except by special vote of the Church.

**Section 5. Meetings and Quorum.** The Church Council shall meet at such times during the year as it may establish and upon the call of the Chair. Six members of the Church Council shall constitute a quorum for the transaction of business and a majority of a quorum present and voting shall be valid legal action of the Council. In the event that the Chair of any Church Board or elected Committee cannot attend a Council meeting, then S/He may designate another member of said Board or Committee to attend and act in his/her place, with all powers of the regular Church Council member at that meeting. The Church Council will select a moderator to preside over annual and special meetings of the Church.

**Section 6. Committees.** The Church Council may appoint from time to time special committees which it determines may be necessary or useful to carry out specific projects or areas of responsibility, all subject to oversight by the Church Council.

#### **ARTICLE IV – OFFICERS**

**Section 1. Officers.** The Officers of the Church shall be the Pastor (a/k/a Senior Minister), Chair of the Church Council, Clerk, Treasurer, all Deacons and all Trustees, as provided in the Constitution. In addition, there shall be one or more Assistant Treasurers, an Auditor, a Church Historian, Delegates, and any person serving as Associate Pastor or Assistant Pastor. The Church Council may also appoint, subject to approval by the Church members at an annual or special meeting, such other officers as it deems in the best interest of the Church. *(as amended 22 May 2011)*

**Section 2. Clerk.** The Clerk shall be elected for three years and may be re-elected. S/He shall keep a complete record of transactions of all business and special meetings of the Church and of the Church Council, of which S/He shall be a member and its Secretary. S/He shall issue letters of transfer, and shall preserve on file all written official reports submitted to the Church or the Church Council. S/He shall give legal notice of all meetings when such notices are necessary. S/He shall conduct all official correspondence of the Church, so far as not otherwise provided. The Clerk shall be the custodian of the member register and the records of baptism, marriage and deaths and will certify when required as to any information contained therein. The Clerk may maintain these records or as

S/He may delegate this day-to-day responsibility to the Office Manager. The Clerk shall make a report at the Annual Meeting of the Church.

**Section 3. Treasurer.** The Treasurer shall be elected for three years and may be re-elected. S/He shall receive all moneys of the Church, including its invested funds, and properly safeguard them in such depository, as the Board of Trustees shall order. S/he shall make disbursements of all items within the budget without specific authorization from the Board of Trustees. For disbursements over and above those in the budget, S/He shall seek the approval of the Board of Trustees. S/He shall keep accurate accounts of all receipts and disbursements and submit monthly reports to the Board of Trustees. S/He shall assist the Board of Trustees in the preparation of the annual Church budget. At the Annual Meeting, or whenever requested by the Church, s/he shall present an itemized report of the accounts and funds, including a detailed breakdown of income and expenses, certified by the Auditor. S/He shall be bonded in an amount to be set by the Board of Trustees.

**Section 4. Assistant Treasurers.** One or more Assistant Treasurers shall be elected for three years and may be re-elected. (i) One Assistant Treasurer may be appointed by the Board of Trustees to serve as Treasurer of any pre-school or similar program located in the Church building. (ii) One Assistant Treasurer shall have charge of all collections and keep a record of the status of pledges. S/He may notify contributors about the status of their pledges. (iii) All receipts shall be delivered by an Assistant Treasurer to a depository, with proper notice to the Treasurer. (iv) In the absence of the Treasurer, or due to inability to serve, an Assistant Treasurer with accounting experience shall perform the duties of the Treasurer. (v) The Assistant Treasurers shall be bonded in an amount to be fixed by the Board of Trustees.

**Section 5. Auditor.** The Auditor shall be elected for a three-year term and the Auditor may be re-elected. S/He shall audit the accounts of the Church and report to the Church at the Annual Meeting. In the absence of an Auditor, the Board of Trustees shall assume that responsibility. The Board of Trustees or Auditor may, from time to time, order an outside audit.

**Section 6. Historian.** The Historian shall be elected for a term of three years, and may be re-elected. The Historian shall keep a record of events in the life of the Church that are thought likely to prove of historic interest, and shall make a report at the Annual Meeting.

**Section 7. Delegates.** As a member of the body of Christ, the Church may participate in such Church Associations and gatherings as determined by the Church Council. Delegates to these wider Church Associations and gatherings shall be elected at the annual meeting for a term of two years. *(as amended 22 May 2011)*

**Section 8. Election and Tenure of Officers.** All officers shall be members of this Church of legal voting age, unless a special exception is granted by the Church Council. They shall be elected at the Annual Meeting, and they shall continue in office until their successors are elected and qualified. All members of the Church regardless of age are entitled to vote on the slate of Officers.

**Section 9. Vacancies.** A vacancy in any Office shall be filled by appointment by the Church Council for the unexpired term, upon recommendation by the Nominating Committee. Vacancies in the clergy shall be filled in accordance with Article VII, Sections 1 and 2, of these Bylaws.

## **ARTICLE V - CHURCH BOARDS**

**Section 1. Boards.** The Church shall have five operating Boards consisting of the Board of Deacons, the Board of Trustees, the Board of Christian Education, the Board of Missions and the Board of Stewardship.

**Section 2. Election and Tenure of Boards.** All members of the Boards shall be members of this Church of legal voting age, unless a special exception is granted by the Church Council. They shall be elected at the Annual Meeting, and they shall continue in office until their successors are elected and qualified. All members of this Church, regardless of age, are entitled to vote on the slate of Boards. Each Board shall have at least one Minister as an ex-officio non-voting member.

**Section 3. Vacancies.** A vacancy in any Board shall be filled by appointment by the Church Council to fill the unexpired term, upon recommendation by the Nominating Committee.

**Section 4. Board of Deacons.** The Board of Deacons shall consist of up to twelve (12) but not fewer than eight (8) Deacons (six (6) men and six (6) women but equally represented if less than 12), to be elected annually to serve for a term of three years. After serving two consecutive full terms of three years each, or a total of six consecutive years, a person shall be ineligible for re-election for a period of one year, except by special vote of the Church. Within one month following the Annual Meeting of the Church, the Board of Deacons shall elect its own Chair, Vice-Chair and Secretary. Normally the Vice-Chair will succeed the Chair.

**a.** The Board of Deacons, together with the Pastor, shall be responsible for providing meaningful worship that glorifies God and celebrates His gifts to all His people. The Board of Deacons shall assist the Clergy in worship service, including the preparation and administration of the Sacraments, in visiting and caring for the poor, the sick, the sorrowing, and strangers, and in calling upon new members, in introducing new families into the life of the

Church, and in ministering to the spiritual interest of the Church and the community. The Board of Deacons shall provide for the temporary supply of the pulpit.

**b.** The Board of Deacons shall also receive all requests for membership and determine whether to accept the applicant. It shall be responsible for Membership Training classes and the Confirmation classes.

**c.** In accordance with other provisions of the Constitution and Bylaws, and after spiritual care has been offered to those members who have not communicated with or contributed to the support of the Church for two years, or whose addresses are unknown, the Board of Deacons shall annually consider a recommendation to the Church Council to transfer such members to the Inactive List.

**d.** The Board of Deacons shall be responsible for the ministry through music, outreach, ushers and beautification of the sanctuary and may appoint special committees consisting of Deacons and/or non-deacons to handle any of these areas of responsibility, subject to oversight by the Board of Deacons. The Board of Deacons may also appoint any other special committees which it determines may be necessary or useful to carry out specific projects or areas of responsibility, all subject to oversight by the Board of Deacons.

**Section 5. Board of Trustees.** The Board of Trustees shall consist of six (6) Trustees, two to be elected annually to serve for a term of three years. After serving two consecutive full terms of three years each, or a total of six consecutive years, a person shall be ineligible for re-election for a period of one year, except by special vote of the Church. Within one month following the Annual Meeting of the Church, the Trustees shall elect their own Chair, Vice-Chair, and Secretary. Normally the Vice-Chair will succeed the Chair.

**a.** The Board of Trustees shall be responsible for the proper management of the Church's assets to enable the fulfillment of the Church's mission. The Board of Trustees, subject to the authority of the Church, shall hold in trust all its property, and have general charge of its business and financial affairs. The Chair, or the Vice-Chair in his absence, shall be authorized to execute all legal instruments on behalf of the Board of Trustees. It shall have no power to buy, sell, mortgage, lease, or transfer any real property of the Church without the specific vote of the Church.

**b.** The Board of Trustees shall have supervision of all invested funds of the Church and shall have authority to invest, reinvest, or sell any invested funds, including such funds as may be held in trust.

**c.** The Board of Trustees shall properly maintain the physical property of the Church and provide for the security of the buildings and grounds.

d. The Board of Trustees, with the help of the Treasurer, shall prepare the annual budget and shall review the proposed budget with the Church Council. After the proposed budget has been accepted by a majority vote of the Church Council, the Board of Trustees shall submit the proposed budget to the Church membership for final approval at the annual meeting. *(as amended 11 May 2011)*

e. The Board of Trustees may also appoint any special committees which it determines may be necessary or useful to carry out specific projects or areas of responsibility, all subject to oversight by the Board of Trustees.

**Section 6. Board of Christian Education.** The Board of Christian Education shall consist of up to nine members but not fewer than six. Members will be elected at each annual meeting for a term of three years. Within one month following the Annual Meeting of the Church, the Board shall elect its own chair and a Vice-Chair. Normally the Vice-Chair will succeed the chair.

a. The Board of Christian Education shall be responsible for providing growth in individual Christian Discipleship through work and study to all ages with challenging work and educational programs. It shall maintain and operate the Sunday school for children, adult education programs and in conjunction with the Church Historian, maintain the Church history. In addition, it shall have oversight of bringing young persons into the fellowship of the Church through training, instruction in Christian ethics and morality and the Pilgrim Fellowship. It shall also oversee any pre-school programs operated by the Church.

b. The Board of Christian Education shall recruit and train teachers for Sunday school and adult education.

c. The Board of Christian Education may also appoint any special committees which it determines may be necessary or useful to carry out specific projects or areas of responsibility, all subject to oversight by the Board of Christian Education.

**Section 7. Board of Missions.** The Board of Missions shall consist of up to nine members but not fewer than six. Members shall be elected annually for terms of three years. The Board shall elect its own Chair and Vice-Chair within one month after the annual meeting. Normally the Vice-Chair will succeed the Chair.

a. The Board of Missions shall provide outlets for the congregation to give service to the surrounding community and the wider world, reaching out and extending the Church's ministry with fellowship that strengthens the bonds of compassion and concern.



**b.** The Board of Missions shall plan and supervise the distribution of its Budget.

**c.** The Board of Missions shall interpret our Church's mission as it is shaped by our stewardship decisions.

**d.** The Board of Missions shall seek to educate the Church community in mission philosophy and activity.

**e.** The Board of Missions shall remain responsive to the Church's concerns as it attempts to shape and raise Church awareness for our call to discipleship.

**f.** The Board of Missions shall be responsible for the Church Life, Women's Fellowship, and the appointment of delegates to wider Church bodies. The Board of Missions shall have oversight with respect to such delegates, subject to the delegates responsibilities to the Church set forth in Section 3 of Article III above.

**g.** The Board of Missions may also appoint any special committees which it determines may be necessary or useful to carry out specific projects or areas of responsibility all subject to oversight by the Board of Missions.

**Section 8. Board of Stewardship.** The Board of Stewardship shall consist of up to nine members but not fewer than three. Members shall be elected annually for terms of three years. The Board of Stewardship shall elect its own Chair and Vice-Chair within one month after the Annual Meeting. Normally the Vice-Chair will succeed the Chair. This Board is responsible for the Pledge Campaign, Special Events (e.g. Auction, Arts & Crafts, etc.) and Scholarship Grants, and may appoint such special committees as may be necessary or useful to carry out these responsibilities.

## **ARTICLE VI - ELECTED COMMITTEES**

**Section 1. Elected Committees.** There shall be two committees elected by the Church membership each year at the annual meeting, which shall be the Nominating Committee and the Personnel Committee.

**Section 2. Election and Tenure of Committees.** All Elected Committee members shall be members of the Church of legal voting age, unless a special exception is granted by the Church Council. They shall be elected at the Annual Meeting, and they shall continue in office until their successors are elected and qualified. All members of the Church, regardless of age, are entitled to vote on the slate of committee members.

**Section 3. Vacancies.** Any vacancy on any Elected Committee shall be filled by appointment by the Church Council for the unexpired term of the member, upon recommendation by the Nominating Committee.

**Section 4. Nominating Committee.** The Nominating Committee shall consist of three members of the Church of legal voting age, one of whom shall be elected annually to serve for a term of three years. It shall be responsible to the Church Council. The Committee shall elect its own Chair and Vice-Chair. Normally the Vice-Chair will succeed the Chair. The retiring member, plus the members of the Church Council shall act in an advisory capacity.

**a.** The Committee shall present to the Annual Meeting its nominees for filling the vacancies of Officers, Boards and Elected Committees. The list of nominees shall be available at least one week preceding the Annual Meeting by inclusion in the Sunday program and/or Church Life.

**b.** At the Annual Meeting, or at any Special Meeting of members, nominations from the floor may be made by any member of the Church.

**Section 5. Personnel Committee.** The Personnel Committee shall consist of three members, one of whom shall be elected annually to serve a term of three years. It shall develop and maintain a set of written personnel policies and job descriptions for the staff, subject to the approval of the Church Council. It shall review and update salary and benefit programs each Fall for recommendation to the Board of Trustees and Church Council in time for inclusion in the following year's Budget. The committee shall elect its own Chair and Vice-Chair. Normally the Vice-Chair will succeed the Chair.

**a.** The Personnel Committee may appoint any special subcommittees which it determines may be necessary or useful to carry out specific projects or areas of responsibility, all subject to oversight by the Personnel Committee.

## **ARTICLE VII – ADMINISTRATION**

**Section 1. Senior Minister.** The Senior Minister shall be the Pastor and senior member of the Church staff, with responsibility for supervising, evaluating, and coordinating the other pastoral, professional, and support staff. S/He shall be accountable to the Church Council, which, with input from others, will review his/her performance on an annual basis. S/He will serve at the pleasure of the Church Council, subject to approval by the Church members, who may remove the Senior Minister only at a church meeting called for such purpose. Whenever the post is vacant, the Church Council shall appoint a Search Committee within thirty (30) days to fill the post. The search committee shall include at least two Church Council members.

a. The Senior Minister may hire and/or dismiss non-ordained staff, subject to written personnel policies and job descriptions approved by the Church Council.

b. In addition to his/her administrative responsibilities, the Senior Minister will be the primary preacher, the worship leader, and the coordinator of pastoral care. This is considered to be a full-time position.

**Section 2. Associate Minister.** If called, an Associate Minister shall be accountable to the Senior Minister and the Church Council, which, with input from others, will review his/her performance on an annual basis. S/He will serve at the pleasure of the Senior Minister and Church Council, subject to approval by the Church Members, who may remove the Associate Minister only at a Church meeting called for such purpose. If the Church Council desires to fill the post, it shall appoint a Search Committee within thirty (30) days. The Search Committee shall include at least two Church Council members.

a. The Associate Minister shall aide and assist the Senior Minister in the work of the Church and the parish.

b. In addition to his/her program responsibilities, the Associate Minister will preach, lead worship and provide pastoral care in cooperation with and at the discretion of the Senior Minister. This is considered to be a full-time position.

**Section 3. Calling of Minister.** Whenever a Search Committee is appointed, it shall select a final candidate for nomination to the Church. Ministers shall be chosen and called by two-thirds (2/3) affirmative vote of the active Members of the Church present at a Church meeting called for such purpose. All Members of the Church, regardless of age, are entitled to vote on the call of a Minister. Any Minister accepting a call shall become a Member of the Church by letter of transfer, if not already a Member of the Church. As a Member of the Church, the Minister enjoys and shares all of the same rights, privileges and responsibilities of any other active Member of the Church.

**Section 4. Termination of Minister.** A Minister shall hold office for an indefinite term. A Minister's tenure in office may be terminated at any time, upon not less than three (3) months' notice, unless mutually agreed otherwise either by the resignation of such Minister or by dismissal of the Minister by two-thirds (2/3) vote of the active Members of the Church present at a Church meeting called for such purpose. All Members of the Church, regardless of age, are entitled to vote on the termination of a Minister.

**Section 5. Interim Ministers.** Whenever it is decided by the Church Council that an Interim Minister is necessary, the Church Council may hire an Interim Minister for a period of not more than two (2) years.

**Section 6. Fiscal Year.** The fiscal year of the Church shall be the calendar year.

**Section 7. Removal of Officers, Board and Committee Members.** Any Officer, Board Member or Elected Committee Member may be removed by the Church members only at a meeting of the Church membership called for the purpose of removing such person. The meeting notice must state that the removal of the person from their office or Board or Elected Committee position is a purpose for the meeting. The Church members may remove an officer, Board or Elected Committee Member with or without cause. Any other person appointed to a non-elected position may be removed with or without cause by the Board, Committee or other authority which appointed such person.

**Section 8. Notice of Meeting.** Regular meetings of any Board or Elected Committee or other committee may be held without notice of the date, time, place or purpose of the meeting at such date, time and place as shall have been established in advance by the Board, Elected Committee or other committee. Special meetings of the Board, Elected Committee or other committee may be held at the call of the Chair and shall require at least two days advance notice of the date, time and place of the meeting, unless all members waive notice by their presence at the meeting or in writing signed before or after the meeting. The notice need not describe the purpose of the special meeting, except as required in Section 4 above or in Article IX of these Bylaws.

**Section 9. Waiver.** No restriction, condition, obligation or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

**Section 10. Gender – Number.** The use of masculine gender shall be deemed to include the feminine and the use of the singular number shall be deemed to include plural when the context so requires.

### **ARTICLE VIII – INDEMNIFICATION**

The officers of the Church, and the members of all Boards and standing committees shall be entitled to indemnification, as provided in Sections 33-1116 through 33-1124 of Chapter 102 of the Connecticut General Statutes, and as hereinafter amended, the provisions of which are hereby incorporated by reference and made part hereof.

### **ARTICLE IX - AMENDMENTS**

These Bylaws may be amended at an Annual Meeting of the Church or at a meeting specifically called for this purpose. It shall take a two-thirds vote of the

members present to approve the proposed amendment. Any call of this meeting shall contain notice of the proposed Amendment.