

This Jan 5, 2012 draft of the RCC Constitution & By-Laws represents a major rewrite of the current April 7, 2009 document. While incorporating all the governance changes adopted by the membership on September 18, 2011, the Ad Hoc Constitution Committee has also done an end-to-end review of the constitution and is recommending other substantive changes. It also includes adopted recommendations provided by reviewers outside of the Ad Hoc and Governance Committees.

These are the highlights of RCC Constitution & By-Law Change Proposal:

Added Article II – Office: to indicate our official office and mailing address

Article III – (formerly Article II) - Changed name and replaced purpose paragraph

Article IV – (formerly Article III) – Replaced the paragraph before the Statement of Faith

Article V – (formerly Article IV) – Polity - Unchanged

Article VI – (formerly Article V) - Membership – changes to align reference sections and new committee names; Combined section 4 into Section 1C eliminating 1st paragraph, and revising the 3rd sentence in paragraph 2; added “active” to “member” throughout.

Article VII – (formerly Article VI) - Officers – section 1A: changed paragraph sequence; added language to clarify and strengthen Pastoral Search Committee responsibilities and expectations; 1B, changed Moderator to President of the Council; 1C, clarified Clerk role; 1F, G & H, eliminated Auditors, Historian and Necrologist as Officers.

Article VIII – (formerly Article VII – IX) Governing Bodies – total rewrite detailing all the new governance structure as adopted 9/18/11; beyond the Council, we have chosen to call the core groups “committees”; within each committee section, we have abbreviated the committee name in the interest of brevity; Section 7 last paragraph has been added to clarify which Officers can sign legal documents on behalf of the membership

Article IX – Formerly Articles X & XII combined; Added to last sentence that communion is open to anyone wanting to participate

Article X – Section 3 (formerly Article XI) clarifies minimum reporting for the annual report as well as expectations for annual meeting information; Section 5 raises the quorum number from 15 to 25 members

Articles XI – Formerly XIII & XIV combined & unchanged

Articles XII & XIII – Formerly XV and XVI unchanged

A Certificate of Secretary signature & date has been added to better track member adopted changes.

Proposed changes to
THE CONSTITUTION AND BY LAWS
OF THE
RICHMOND CONGREGATIONAL CHURCH,
UNITED CHURCH OF CHRIST, INC.

Article I: NAME

This Church shall be called the Richmond Congregational Church, United Church of Christ, Inc. It will maintain membership in the Vermont Conference, United Church of Christ,

Article II: OFFICE

The registered office of the Richmond Congregational Church United Church of Christ inc. will be 20 Church Street, Box 302, Richmond, State of Vermont, 05477

Article III: PURPOSE & MISSION

The purpose of this Church is to offer a Christian witness to the greater Richmond area, and to be a community within which people gather for worship and for service of God and neighbor, while growing as disciples of Jesus Christ.

The Mission of the Richmond Congregational Church United Church of Christ is to encourage the spiritual growth, personal peace and well being of all who seek a relationship with God through the Christian faith by providing a safe, open, non-judgmental and nurturing atmosphere, We will provide community and mutual support through Christian fellowship and be instruments of peace and justice by reaching out to those in need and by being good stewards of the world through action and example

Article IV: CONFESSION OF FAITH

The Church recognizes the teachings of Jesus Christ and writings of the Bible as the guide and rule of faith. The members will be free to follow the word of God according to the dictates of their own conscience and as the Holy Spirit leads them.

United Church of Christ Statement of Faith
Adapted by Robert V. Moss

We believe in God, the Eternal Spirit, who is made known to us in Jesus our brother, and to whose deeds we testify. God calls the worlds into being, creates humankind in the divine image, and sets before us the ways of life and death. God judges all humanity and all nations by that will of righteousness declared through the prophets and apostles. In Jesus Christ, the man of Nazareth, our crucified and risen Lord, God has come to us and shared our common lot, conquering sin and death and reconciling the whole creation to its creator. God bestows upon us the Holy Spirit, creating and renewing the Church of Jesus Christ, binding in covenant faithful people of all ages, tongues and races. God calls us into the church to accept the cost and joy of discipleship; to be servants in the service of the whole human family; to proclaim the gospel to the entire 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. God promises to all who trust in the gospel forgiveness of sin and fullness of grace, courage in the struggle for justice and peace, the presence of the Holy Spirit in trial and rejoicing, and eternal life in that kingdom which has no end. Blessing and honor, glory and power be unto God.

Amen.

Article V: POLITY

This Church acknowledges Jesus Christ as its head and finds in the Holy Scriptures, interpreted by the Divine Spirit through reason, faith and conscience, its guidance in matters of faith and discipline. The government of this church is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Articles of Incorporation granted it by the State of Vermont. While this Church is answerable to no ecclesiastical authority, it accepts the obligation of mutual council and cooperation involved in the free fellowship of the United Church of Christ and pledges itself to share their common aims and work.

Article VI: MEMBERSHIP

Section 1. Membership categories

In this Church, there shall be members, friends and inactive members.

- A. Active Member:** Membership is open to any person who has been baptized and has made a confession or reaffirmation of Jesus Christ as one's Savior and Lord and wishes to live the Christian life; and has declared a public acceptance of the covenant obligations of such membership as set forth in Section 2. Any who are unable to declare in public, after being approved for membership, may be received by representatives of the Worship Committee and the Pastor acting on behalf of the

Church. Applicants may join either on confession or reaffirmation of faith or by letter of transfer from another Church.

1. **On confession (including confirmands) or reaffirmation of faith:** The prospective member will meet with the Pastor and/or representatives of the Worship Committee to accept the article of purpose and statement of Faith. (Articles III and IV)
 2. **By Letter:** Those who desire to join by letter will present a letter of transfer and commendation from a Christian Church to this Church. Letters requesting transfer of membership may be written by the prospective member or by the clerk of the Church. This request should be recorded by the office administrator. The prospective member should meet with the Pastor and representatives of the Worship Committee for a reception into the Church membership.
- B. Friends:** Persons who give continued support to the activities of the church, but for some reason, justifiable to themselves, do not wish to become members.
- C. Inactive Members:** The church may classify a member as inactive and list that person as such on the membership records if he or she has failed to meet the obligations of membership for a period of one (1) year or he or she indicates a desire to be put on the inactive status. However, before altering a membership status, that person will be notified accordingly by the Church office. The names of those placed on the inactive list should be determined by the Worship Committee and Pastor. No member shall be listed as inactive if, in the judgment of a majority of the Worship Committee, his or her failure to attend worship or contribute otherwise to the support of the church is for worthy reasons. Examples of this include students away at school or persons serving in the military

Section 2. Members' Obligations

Members covenant with one another and with God to be faithful in regular attendance at worship and participate in programs and activities of church. They further covenant to seek diligently the spiritual welfare of the membership and community and to contribute to the financial support and missions of the church.

Section 3. Termination of Membership

A member may be removed from the Active Member list at their request. Upon request, a member shall be granted a Letter of Transfer to another Christian Church. Such requests shall be given to the Clerk, office administrator, and the Worship Committee.

Section 4. Review of Membership Records

The Worship Committee shall annually review the membership records of the church. In accordance with the above paragraphs, said records shall accurately reflect the status of members as of December 31 each year.

Section 5. Per Capita Dues

The Church shall pay per capita dues to the Vermont Conference and the Champlain Association of the United Church of Christ based on the number of active members reported as of December 31.

Section 6. Voting Privileges

All active members may vote and act in all business meetings. See Article X: Section 1

Article VII: OFFICERS

Section 1. The Officers

The officers being members of the church will be the following:

A. Pastor: The Pastor will be an ex officio member with voice, but not vote, on the Council and all Committees.

- § 1. **Calling a Pastor:** Following the acceptance of the Pastor's resignation, the Church members should elect a Pastoral Search Committee (PSC) of five or seven members to seek a candidate for the office of Pastor. In filling a vacancy, the PSC may seek the counsel of the Vermont Conference Placement Committee, and may request the Conference Executive to secure relevant information about any minister whom it wishes to consider for the vacancy. A transparent search process will be developed by the PSC and adopted by the membership. While there should not be a set amount of time to secure a settled Pastor, the goal should be within eighteen months. With a two-week notice to the membership, the PSC will present to the Church the candidate it recommends to fill the vacancy. The candidate will take all or any part of the service, including prayers and sermon. Following this service on the same day, a vote will be taken on accepting the candidate. The pastor will be called for an indefinite time by a three-fourths vote of members voting. The PSC will arrange with the Vermont Conference and Champlain Association to handle the installation.
- § 2. **Duties and Responsibilities:** The duties and responsibilities of the Pastor to the Church, and the Church to the Pastor, are set out in a separate Covenant. A current (at the time of this printing) copy of that Covenant is attached to the end of this Constitution.
- § 3. **Termination of a Pastorate:** The term of the Pastorate will be indefinite. There will be sufficient discussion between the Worship Committee and the Pastor so that if a termination should seem mutually beneficial, it can be determined between them. However, the Church may, at any time by a majority vote of the members voting at a

meeting called for the purpose, request the Pastor's resignation, giving the reason for the request. Likewise, the Pastor will give sixty days notice if he or she wishes to terminate the pastorate. Notice of the decision to terminate the pastoral relationship should be sent to the Vermont Conference - United Church of Christ.

- B. **President of the Council:** The president of the council will preside at the annual meeting, and all business meetings of the Church according to Robert's Rules of Order, and will be chair of the Council.. It is the president's responsibility to see that minutes are recorded for each meeting, appointing a secretary pro tem if the Clerk is absent. The president will be responsible for preparing the agenda for the annual meeting. The president will not hold any other office in the Church, or be chair of a committee.
- C. **Clerk:** The clerk will serve as secretary of all Council meetings and official business meetings of the Church, keeping a full and accurate record of the proceedings of these meetings, giving notice to its members of such meetings. The clerk will oversee an up-to-date register of members with the date and modes of their reception and removal including their addresses as maintained by the office administrator. The clerk issues letters of transfer of members, notifying churches whose members wish a letter of transfer into this Church, and conducting with the Pastor, official correspondence. It will be the clerk's duty to cause the compilation, publishing and distribution of the annual report, preferably two weeks before the annual meeting.
- D. **Treasurer:** The treasurer (member of the Operations Committee) will keep an accounting of all receipts and disbursements of the Church's money and will pay all bills, benevolences, and expenses of the church on authorization of the Operations committee. The Treasurer, with consultation from the Operations Committee, will be in charge of investing and reinvesting all trust funds, donations and other money. The treasurer will prepare a year-end report for the annual meeting, including a listing of all invested funds.
- E. **Assistant Treasurer:** The assistant treasurer (member of the Operations Committee) will be the cash receipts treasurer, receiving all moneys that come to the Church, depositing all money in the bank, and giving the Treasurer records or receipts of all transactions. The Assistant Treasurer will send out semi-annual statements in July and January to those who have pledged, to inform them of their payments for income tax purposes, and will send a letter of acknowledgement, when appropriate, to all donors which includes a statement of the value of each gift or donation for income tax purposes.

Section 2. Terms of Office

The officers, except for pastor, will be elected at the annual meeting and will hold office for one year unless otherwise stated, or until their successors are elected. No person shall hold more than one office at a time.

Section 3. Addition or Deletions of Officer Positions

Any member of the congregation may propose the addition or deletion of an officer position. The proposal must be made in writing to the council. The council will evaluate the proposal. If a majority of council members present finds the proposal to be valid, an invitation will be extended to the person making the proposal to present it to the congregation. A two-thirds vote of members present will be required to approve such a proposal. A vote of approval will automatically either add the proposal to this Constitution as an amendment, or delete the appropriate subheading, under Article VII: Section 1.

Section 4. Resignation Procedure

An officer may resign by giving a letter of resignation to the Clerk. The clerk will read the letter to the Council. The Council must act by voting to accept or reject the resignation. The decision to replace a resignee will be left to the governing entity in which the vacancy occurs. Any replacement will be subject to nominations/Council approval.

Article VIII: GOVERNING BODIES

Executive powers shall be distributed among the officers and governing bodies as follows:

Section 1. Council

- § 1. The council will consist of the Pastor, President, Clerk and five other members.
- § 2. The Council will provide the strategic vision and leadership to the Church. While not directly involved in the day-to-day operation of the Church, it will provide liaison support to each Committee and ask for periodic reviews from the Committees to ensure overall synchronization of calendar and activities. The Council will organize and run all Church wide meetings; will have responsibility for developing and training lay spiritual leadership; and will evaluate, develop, and implement new outreach ministries with support from the Outreach Ministries Committee.
- § 3. The Council is also responsible for overseeing the personnel reviews and salary recommendations along with the Treasurer and chairs of the Worship, Operations, and Communications committees. These reviews will be held during the months of

November & December each year in preparation of the annual budget and presentation to the membership for adoption at annual meeting

Section 2. Worship Committee

- § 1. The Worship Committee (WC) will consist of the Pastor, Chair, and up to fourteen other members.
- § 2. The WC is charged with maintaining and enhancing the temporal and spiritual well-being of the members of the congregation. The WC responsibilities include:
- § 3. Assist the pastor with planning and conducting worship services; assist the pastor with the celebration of communion and participate with the pastor in the sacrament of baptism; and arrange for someone to preach when the pastor is absent.
- § 4. Oversee disbursement of the Worship Committee Fund, a special account to be used to meet financial emergencies among members and in the community.
- § 5. Assist in coordination with the office administrator and Clerk, in maintaining the membership list of the church. This task (at least annually) may involve support from a few members from Communications Committee and Operations Committee.
- § 6. Assist the pastor in inviting, educating and officially receiving new church members.
- § 7. The WC will promote an atmosphere of friendliness in the Church; will see that there are greeters in the Narthex or Church entrance each Sunday and at special services; will arrange for ushers for each service; will be responsible for arranging coffee hours and other activities such as family night suppers, to promote fellowship; will help coordinate receptions for funerals in the Church (Bereavement); will be responsible for floral decoration on the altar and/or in the sanctuary each Sunday and on special days; and will be responsible for the reception of a new minister.
- § 8. The WC will discuss goals, salary and contracts for music personnel, and present the proposed contracts to the Council each November/December. The WC will have general supervision of music for Church services and special occasions; and will be responsible for maintaining the musical instruments in the Church as authorized by the annual budget.

Section 3. Education Committee

- § 1. The Education Committee will consist of Pastor and up to ten other members depending on the breadth of the education program. The term cycle begins in July to coincide with the program year.

- § 2. It will administer and supervise the program for Christian education in the Church. It will assist the pastor in selecting and planning curriculum and staff for Church school and vacation programs; will prepare and administer the Christian Education budget for Church school, study groups, Church camp scholarships and needed visual aids for curriculum and Church library; will be responsible for providing adult supervision of the nursery; will provide support of the youth group and confirmation classes; and oversee adult education and family life programs if implemented.

Section 4. Operations Committee

- § 1. The Operations Committee (OC) will consist of the Pastor, Treasurer, and Assistant Treasurer, who will be members ex officio, a Chair, and up to nine other members.
- § 2. They will authorize payment of all bills, to be paid by the treasurer. Transactions exceeding ten thousand dollars (\$10,000.00) other than amounts budgeted, will require specific authorization by a two-thirds vote of Church members voting.
- § 3. The OC will have general charge of all property of the Church and see that it is kept in proper repair and condition and suitably maintained. They will see that the congregation is thoroughly informed of the condition of the buildings and repairs and maintenance needed. They will have authority to employ persons to repair or maintain said property, including the employment of a custodian and office administrator. If there is not enough money in the church treasury for such repairs and maintenance, they will initiate the calling of a special meeting of the congregation as defined in Article X:, Section 4 to discuss and decide a procedure for procuring such funds.
- § 4. The OC will compile and submit a proposed budget for the annual report, and if the anticipated expenditures exceed the anticipated income, the OC should ask for authorization from the membership to borrow the necessary money to pay current and anticipated expenses and to determine actions for loan repayment.
- § 5. The OC and the treasurer will be in charge of investing and reinvesting all trust funds, donations, and other money. No part of the principal will be used for any purpose except as is provided by the donor.
- § 6. Authorization of the use of the Church and Church property, including the sanctuary, will be made by the OC in consultation with the Pastor & office administrator, unless an unusual request is received that should be considered by the council.
- § 7. Two or more members of the OC shall oversee and administer the Endowment created at the 2007 annual meeting. They shall operate under the covenants of the 2007 resolution, the laws of VT, and the Investment Policy Statement.
- § 8. The OC will cherish, respect, and honor memorial gifts to the Church not otherwise designated for the endowment fund, and encourage the commitment of planned giving; will oversee the care and upkeep of the Memorial Garden, including landscaping,

planted areas, and donations for the garden; will coordinate the process for commitment of ashes to the Memorial Garden in keeping with local and state laws.

- § 9. The OC is responsible for stewardship education in the Church; will seek to assess the talents and interests of all existing and prospective members in order to enlist commitment to God and the Church; and will be responsible for planning and implementing the annual pledge campaign.
- § 10. Two OC members are required to be engaged in the cash receipts verification process.

Section 5. Communications Committee

- § 1. The Communications Committee will include the Pastor, Necrologist, Historian, six other members, and input from the Office Administrator (who among other duties oversees all communication mediums including Website, Newsletter, Calendar, Sunday bulletins, and Email distributions).
- § 2. The Communications Committee will seek to support and maintain an open and healthy relationship between the Pastor and members of the congregation. The Communications Committee serves in two primary ways: as an advisory group to the Pastor, and as a support for the Pastor's leadership. As support for the Pastor, the committee interprets roles, functions, and needs of the Pastor to the congregation, and shares and interprets feedback from the congregation to the Pastor.
- § 3. Collectively they shall compile and edit notices, the church calendar and news from the Pastor, officers, and Committees, and write material of interest to Church members and friends.
- § 4. The Communication Committee is responsible for overall effective communication of church life, to and from members, to and from the Pastor, to and from the leadership committees, and to the community at large regarding our programs, special activities, and quest for a strong, vibrant, and essential component of our community.
- § 5. The Necrologist will keep track of the death of members or friends of the Church, and extend condolences of the Church to the bereaved families; and will notify the clerk of the names and dates of the deceased.
- § 6. The Historian, will keep an account of important events pertaining to the Church and will oversee appropriate preservation of records.

Section 6. The Outreach Ministries Committee

- § 1. Outreach The Ministries Committee will consist of the Pastor and 4 members

- § 2. The committee will keep the local Church aware of programs and institutions supported by the mission of the United Church of Christ, and encourage increased interest and support of the Church's wider mission.
- § 3. The committee will work in concert with the Council on identifying any new outreach needs while overseeing all current ministry activities to ensure they are still relevant, well staffed, and on target to complete successfully their respective missions.
- § 4. The current ministry activities include a diverse set of self contained entities involved in outreach missions and/or fund raising for the Church, local community, and worldwide organizations. Some of these ministries receive their leadership via the nominating committee; others determine their own leadership and members.

Section 7. Independent Committees

- § 1. The Nominating committee (3 members) will receive consultation support from the Council and Pastor. It will be the duty of the Nominating committee to prepare nominations for all officers, and members of all elected committees for vote by the Church members at the annual meeting. The nominating committee will inform all candidates for office of their duties according to the Constitution. Additional nominations may be made at the annual meeting by Church members.
- § 2. Two auditors, will hold the duty to examine the books of the treasurer and assistant treasurer before the annual meeting or as required by the Church or Operations Committee. The auditors will verify cash receipts and origin, cash disbursements and allocation and cash on hand at the beginning and end of the year. The auditors will recommend procedures or changes, which will improve the financial affairs of the Church as necessary

Section 8. Committees General

- § 1. All committee personnel will be selected for three-year terms with the hope of committee turnover not exceeding one third each year to ensure continuity and institutional knowledge. With exception of the Council President, Worship and Operations committee chairs, leadership will be determined within each Committee at their first meeting after annual meeting. After serving a term of three years, committee members will be ineligible for re-election for one year. Any member may volunteer to serve an additional year(s) if the nominating committee and committee itself feel it is in the best interest of the Church.
- § 2. The purpose of the committees will be according to our STATEMENT OF FAITH, "to accept the cost and joy of discipleship, to be servants in the service of the whole human family," and in addition to the designated duties, to create interest in our Church, to help people get better acquainted with one another and to coordinate the activities of the Church into a program of fellowship, stewardship and services.

- § 3. Authorization to sign legal documents (including personnel & vendor contracts) on behalf of the Church resides solely with the Pastor, President, Clerk, and Treasurer providing the action is supported by a recorded committee or membership vote, or adopted resolution.

Article IX: WORSHIP & SACRAMENTS

Public worship will be held on each Sunday and on other significant occasions such as during Lent, Thanksgiving and Christmas; and as determined by the Pastor and the Worship Committee

Section 1. Baptism

- § 1. **Adult Baptism:** Baptism may be administered to any adult requesting baptism who has not been baptized previously. Baptism may be administered to those joining the church on confession of faith who have not been baptized previously.
- § 2. **Infant Baptism:** Children may be consecrated to God in Christian baptism at such times and places as may be convenient.
- § 3. **Christian Dedication of Infants and Children:** At the discretion of the parents, infants and children maybe dedicated to God without the Sacrament of Baptism.

Section 2. The Lord's Supper

The Lord's Supper will be shared at least once a month. It will also be shared at the discretion of the Pastor and the Worship Committee on meaningful occasions throughout the year. The Pastor will administer the Sacraments. In the event that there is no Pastor, the Sacraments may be administered by another ordained Christian or by representatives of the Worship Committee. Members of the Worship Committee will be responsible for the preparation and assist the Pastor in the distribution of the elements of Holy Communion to anyone attending the service who wishes to participate

Article X: Meeting OF MEMBERS

Section 1. Voting Eligibility

Only those who are active members of the Richmond Congregational Church, United Church of Christ, Inc. of Richmond, Vermont are eligible to vote, but others may attend and participate in the discussion.

Section 2. Presiding Officer

The President will preside at all business meetings of the Church. If the president is absent, the Clerk will call the meeting to order and a temporary leader will be elected from the members present.

Section 3. Annual Meeting

- § 1. The Council will set the annual meeting date with the goal of holding it in the month of March. The Council with the support of the Office administrator will see that the members are notified at least 30 days preceding the meeting via the newsletter and church bulletin. The president will be responsible for preparing an agenda for the annual meeting. At minimum, written annual reports by the Pastor, each of the six governing bodies, Treasurer, Auditors, and Nominating committee will be submitted to the Clerk so that the Clerk can prepare the annual report including previous year's annual meeting minutes and the year's statistical data. The Clerk will distribute the report to members preferably two weeks before the annual meeting. The purpose of the annual meeting is to act on these reports; adopt an annual budget; elect officers; and transact business pertinent to the Church.
- § 2. The official year of this Church will be the calendar year. All officers, boards and elected committees will assume their duties after the annual meeting, and will hold the same until their successors are elected with exception of Education Committee, which will begin their terms in July.

Section 4. Special Meetings

Special meetings maybe called by the Pastor, Clerk, or President, or when a request in writing is presented to one of these three by five Church members. Every member must receive either verbal or written notification two weeks in advance when possible (a minimum of five days) of special meetings. Special meetings should be held only on Sunday or a weekday evening.

Section 5. Quorum

Twenty-Five members will constitute a quorum.

Article XI: CONSTITUTION REVISIONS

The constitution will be studied a minimum of every five years for possible amendments. The Council will appoint a committee for such purpose.

The constitution may be revised by a two-thirds vote of the members present and voting, providing that the proposed change has been made in writing and made available to each

member at least ten days before the meeting to vote on the amending. The notice also should state time and place of meeting.

Article XII: DISSOLUTION OF THE CHURCH

In the event of the dissolution of this Church, after a vote of its members to dissolve, the Operations Committee, after paying or making provisions for the payment of all the liabilities of the Church, will dispose of all its assets, including property, bequests, gifts or grants to an organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations by the United States Internal Revenue Law. The specific organization or organizations will be determined by the Church membership at the time of dissolution.

Article XIII: RULES OF ORDER

Robert’s Rules of Order will be parliamentary authority for all matters of procedure not specifically covered by this Constitution.



Certificate of Secretary

I, the undersigned, certify that I am the acting Clerk of Richmond Congregational Church United Church of Christ, Inc., a Nonprofit Religious Corporation incorporated in the State of Vermont and the above Bylaws, consisting of thirteen (13) pages, are the Bylaws of this Corporation as adopted _____, 2012. These bylaws revoke and replace all previous versions.

Executed at Richmond, Vermont this ___th day of _____, 2012.

_____, Church Clerk