



*By-Laws*  
Norwich Congregational Church, U.C.C  
Norwich, Vermont

Replacing By-Laws 2/6/2011

Adopted 2/10/2013

### **Article I. NAME**

This Church shall be called Norwich Congregational Church,  
United Church of Christ.

### **Article II. COVENANT**

We covenant with the Lord, and with one another,  
and do bind ourselves in the presence of God,  
to walk together in God's holy ways.

We will strive to be doers of the Word, and not hearers only;  
to be firm in faith, quickened in hope, and constant in love.

And we will consecrate our time, talent, substance and influence,  
as heirs of God, and joint heirs with Christ.  
Amen.

### **Article III. GOVERNMENT**

1. Norwich Congregational Church, United Church of Christ, acknowledges the Lord Jesus Christ as its Supreme Head, and receives the Scriptures as a guide in matters of faith, order and discipline. The government of this Church is vested exclusively in the active and associate membership.
2. All active and associate members of this Church shall be entitled to privileges of the floor and to vote in all meetings of the Church except on matters of finance, where only members over eighteen (18) years of age shall be entitled to vote.
3. The majority vote of the members present is final for all matters, except when acting upon the call of a Pastor (Article V), amending the *By-Laws* (Article XI), or bringing up for consideration new business not specified in the call of a meeting of the Congregation (Article X).
4. The Norwich Congregational Church, United Church of Christ, has a covenantal relationship with the congregations and mission bodies of the United Church of Christ and holds standing as a member Church in the Windsor-Orange Association of the Vermont Conference.
5. While independent, this Church recognizes the obligations and privileges of the Communion of Churches, and will cordially extend to other churches holding a common faith, and receive from them, that fellowship, advice and assistance which the law of Christ requires.

#### **Article IV. MEMBERSHIP & ASSOCIATION**

1. This Church offers the following categories of membership and association:
  - A. Members
  - B. Associate members
  - C. Friends of the Church
  
2. Members shall be persons recommended by the Pastor and Deacons and received into membership by public acceptance of the Church's Covenant and:
  - A. On confession of faith and baptism (if not previously baptized); or
  - B. On presentation of satisfactory letters of transfer from other churches; or
  - C. If letters are not available, by reaffirmation of faith.

Associate Members are those who wish to associate with this Church without terminating their membership in the church with which they previously were associated. Candidates for associate membership may be received into membership upon the recommendation of the Pastor and the Deacons, after giving satisfactory evidence of their primary church affiliation and upon assenting to this Church's Covenant. Associate members shall have all the privileges and responsibilities of Members.

Members and Associate Members whose addresses have become unknown or for a period of two years, in spite of kindly approaches, have not communicated with the Church or contributed to its support, may be removed from the membership list by the deacons.

Friends of the Church are those individuals who do not wish to associate officially with the Church, but who have a special interest in the Church and may wish to contribute to its financial support or by volunteering their time and their talents

3. Active members wishing to unite with any other church may request letters of transfer to the church with which they wish to unite.
  
4. Any member is entitled to termination of membership upon his or her written request.

#### **Article V. OFFICERS**

1. The officers of this Church shall be a Pastor, the Associate Pastor(s), if any, a Chair of the Church Council, a Vice-Chair of the Church Council, a Moderator, an Assistant Moderator, a Clerk, an Assistant Clerk, a Treasurer, an Assistant Treasurer, a Collector, an Assistant Collector and an Auditor. Each officer, except the Pastor, Associate Pastor(s), Chair and Vice-Chair of the Council shall be elected annually. No officer, except the Pastor and Associate Pastor(s), may serve in the same position more than five consecutive years and each such person shall be ineligible for re-election to that position for a period of one year.
  
2. The Pastor shall share the responsibility for the spiritual welfare of the Church with the

Board of Deacons. The Pastor shall seek to enlist people as followers of Christ visit the sick and the bereaved and other members of the Church, preach the gospel, administer the sacraments, and shall have responsibility for services of public worship. The Pastor shall administer the activities of the Church in cooperation with the Church Council, the Boards, and the various Committees. The Pastor shall be responsible for the staff, acting as its senior member and manager of its various functions and roles. He or she shall be a member ex officio without vote on all Boards and Committees, but he or she shall have a vote on the Church Council.

The Pastor shall be called for an indefinite time by a three-fourths vote of the members present at a meeting of the Congregation called for such purpose. In the call, the terms of the relationship shall be stated. While the term of the Pastor shall be indefinite, either party may terminate the relationship upon two months' notice. The Church may terminate a pastor's call only upon a majority vote of the members present at a meeting of the Congregation called for such purpose.

The Church may call one or more Associate Pastor(s) on such terms and for such period as shall be set forth in the call for such pastor(s). Any Associate Pastor shall work under the supervision and direction of the Pastor. He or she shall be a member ex officio without vote on any Boards and Committees on which he or she is asked to serve. The Associate Pastor shall be a voting member of the Church Council.

In the event of a vacancy in either the Pastor or Associate Pastor Position, the Church Council will:

- A. Appoint an interim minister search committee. The interim minister search committee will work with the VT conference to identify and interview candidates; and select a candidate for recommendation to the church council. The contract for the interim minister will be reviewed by the Trustees. Church Council shall be responsible for hiring the interim minister.
- B. Recommend, for appointment by the Congregation at a special meeting or the annual meeting, a Pastoral Search Committee of not more than seven members. The Committee will serve until a new Pastor or Associate Pastor is called by the Congregation, unless the Congregation disbands the Committee sooner. After a diligent search, using all appropriate means to identify candidates, the Committee will recommend to the Congregation a qualified person to be Pastor or Associate Pastor. The Committee will provide an opportunity (such as a Candidate's weekend) for members of the Congregation to meet and question a candidate Pastor or Associate Pastor (non-interim) prior to a Congregational vote. This opportunity would be separate from a social occasion.

If a vacancy occurs on any Pastoral Search Committee, the Church Council may appoint an active member of the Church to fill such vacancy for the remainder of the Committee's service.

3. The Chair of the Church Council is the lay leader of the Church and shall be the most senior of the three at-large members of the Church Council. Such officer shall preside at meetings of the Church Council. The Vice-Chair of the Church Council shall be the second most senior of the three at-large members of the Church. As such officer, the

Vice Chair shall serve in the absence of the Chair and otherwise shall assist the Chair as needed. The at-large member elected in one year will automatically be nominated as vice chair in the following year and as chair the year following that.

4. The Moderator of the Church shall be elected at the Annual Meeting for a term of one year and shall be eligible for re-election. He or she shall preside at annual and special meetings of the Church. The Assistant Moderator of the Church shall be elected in a similar manner and serve in the absence of the Moderator and otherwise shall assist the Moderator as needed.
5. The Clerk shall oversee the maintenance of membership lists, attendance at and preparation of the minutes of the meetings of the Church and the Church Council, and the preparation of letters of transfer. The Assistant Clerk shall assist the Clerk in carrying out said Clerk's duties, and shall serve as the Clerk in the Clerk's absence.
6. The Treasurer shall have charge of and be responsible for the disbursement and transfer of the funds and securities of the Church, under the direction of the Board of Trustees and the Investment Committee. The Treasurer shall oversee the accurate accounts of assets, liabilities, receipts and disbursements and other transactions of the Church in books belonging to the Church. The Treasurer shall disburse the funds of the Church as directed by the annual budget of the Church, the Board of Trustees, or under the terms of gifts given to and accepted by the Church. The Treasurer shall provide to the Board of Trustees and applicable Committees, statements of all transactions of the Church and reports of the financial condition of the Church whenever required by the Board of Trustees or the Church Council.

The Assistant Treasurer shall discharge such of the duties of the Treasurer when asked to do so by the Treasurer or the Board of Trustees.

The Board of Trustees shall adopt appropriate policies for checks, notes or other instruments for the transfer, payment, or withdrawal of monies.

7. The Collector and Assistant Collector shall collect all offerings taken during services of worship, and follow procedures determined by the Board of Trustees for accounting and depositing these funds.
8. The Auditor shall verify the accounts of the Church according to the procedures determined by the Board of Trustees.

**Article VI.**  
**RELATIONSHIP AMONG CHURCH BODIES AND**  
**WITH THE CONGREGATION**

1. These *By-Laws* provide for the organization of four Boards, Committees and a Church Council. While the four Boards (Article VII) are responsible for all matters pertaining to their respective areas and for the activities of the various Committees (Article VIII) under their supervision, it should be recognized that the Church Council (Article IX) and, ultimately, the congregation, are responsible for the overall management and supervision of the Church.

Accordingly, issues or decisions of great importance being considered by committees and Boards should be discussed with the Church Council and, where appropriate, the Congregation, as part of the Committees' and Boards' decision-making processes.

### **Article VII. CHURCH COUNCIL**

1. The Church Council shall consist of nine (9) members and the Pastor and the Associate Pastor. The nine members shall include (i.) two (2) senior representatives from the board of trustees and the board of deacons and one (1) senior member from the board of Christian Education and the board of mission, and (ii) three (3) "at large" members elected from the Congregation at annual meetings on a staggered basis for three (3) year terms. The Chair of the Church Council or, in his or her absence, the Vice-Chair of the Church Council shall preside over meetings of the Church Council. The Clerk or Assistant Clerk shall attend meetings of the Church Council and act as secretary.
2. Each board shall designate a Church Council representative(s) to serve for the year and so inform the chair of Council by April first of each year. In their absence, they may be temporarily replaced at a Church Council meeting or for the purposes of an email or other outside of Council meeting method of voting, by another board member approved by the senior members of that board.
3. It shall be the function of the Church Council to coordinate, direct and implement policy in all matters pertaining to the operations and activities of the Church between meetings of the Congregation. The Church Council shall have overall responsibility for the Church's policies and procedures, including responsibility for seeing that each Board and the Committees under each board's supervision have adopted such written policies, procedures and record-keeping as are deemed necessary and appropriate. The Church Council shall meet at least six times a year. At its meetings, the Church Council shall hear reports and recommendations from the Pastor, the chairs of the respective boards, and such officers or designated representatives of the Committees as may request to do so.
4. The Church Council shall have the authority to act for the Church in any matter within its jurisdiction. Any action approved by the Church Council shall, upon request by at least three Church Council members, be referred to the Congregation as a whole for final resolution at the next annual meeting or at a special meeting warned for that purpose in accordance with these *By-Laws*. The Council may submit to the annual meeting a comprehensive program involving the chief objectives of the Church for the coming year. It shall be the duty of the Council to fill any vacancies in elected offices, Boards or Committees, or its own membership, for the remainder of the applicable term.

### **Article VIII. BOARDS**

1. There shall be four Boards as follows: the Board of Deacons, the Board of Trustees, the Board of Mission and the Board of Christian Education.
2. Each Board shall prepare and maintain, and shall require each Committee under its supervision to prepare and maintain, a set of policies and procedures for carrying out its

respective functions. These policies and procedures shall be revised and updated as necessary, and a set of current policies and procedures made available both to the Church Council and to the Church office. The policies and procedures on file in the Church office shall be available for inspection by members of the Congregation.

3. The Board of Deacons shall consist of at least six members. The Deacons shall be elected for a term of three years, two or more Deacons, being elected each year at the Annual Meetings, and shall be ineligible for re-election for a period of one year. Gender balance is recommended, but not required. The spiritual ministry of the Church shall be the overall responsibility of the Deacons. The scope, potentially as broad as the ministry itself, embraces worship, proclamation, service and fellowship. Therefore, the Deacons' first task shall be one of discernment: to explore what areas of church life need critical attention, in order for the church to fulfill its ministry; then, in ways the pastor and deacons agree upon, help to address those needs. Among their tasks, they shall evaluate the professional ministry, and should seek, in a structured manner, the input from a broadly representative group of the Congregation.

The Board of Deacons shall annually elect two (2) members to attend and vote at Church Council.

4. The Board of Trustees shall be responsible for the funds and property belonging to the Church. The Board of Trustees shall usually consist of six members, to be elected on a staggered basis, and to hold office three years each. Each member shall assume an area of responsibility from the following groups:
  - a. Finance – responsibility for interaction with the Treasurer, Business Manager and Pastor, preparation of the annual budget, and preparation of the annual report and periodic congregational communications;
  - b. Investments – responsibility for managing and monitoring trust fund investments (new and existing, investment mix/risk level) with the assistance of the two elected Investment Committee members, overseeing distributions from the Trust Funds, and maintaining records of the individual trusts;
  - c. Fundraising – responsibility for the annual Stewardship Fundraising Campaign with the elected two elected Stewardship Committee members; oversee a Planned Giving program; coordinate any supplemental fundraising programs;
  - d. Property Management – responsibility for maintenance of the building and property, coordinate with Pastor and Sexton, plan for and schedule capital improvements, review insurance and space rental policies.

The Board of Trustees shall present the proposed annual operating budget for the ensuing year to the Church Council for its review and approval at the meeting of the Church Council in the month immediately preceding the annual meeting of the congregation. The budget so approved shall be presented to the Congregation for action at the annual meeting.

The Board of Trustees shall annually elect two (2) members to attend and vote at Church Council.

5. The Board of Mission shall usually consist of up to six members to be elected on a staggered basis, and to hold office three years each. The Board shall promote and interpret the mission

of the United Church of Christ and encourage congregational response to mission support through service, monthly mission giving and special offerings.

The Board shall be responsible for matters that relate the local church to the larger church fellowship and to the world, specifically including:

The raising of Christian principles and social issues in various fields such as international, national, governmental, environmental, economic, intercultural and health & human welfare. The Board of Mission shall encourage participation in the mission of the church through reports to the congregation, study sessions, service projects, or other means deemed appropriate. The active direction of the mission program by suggesting a line item amount for mission in the church operating budget, aiding in the raising of such money, and informing the congregation as to the use of the money.

The Board of Mission shall annually elect one (1) member to attend and vote at church council.

6. The Board of Christian Education shall usually consist of six members, to be elected on a staggered basis, and to hold office three years each. The Board shall have supervision and direction of the education work of the Church, including both youth and adult education, and, in the absence of an Associate Pastor having responsibility for Christian Education activities, shall appoint a Sunday School Coordinator. The Associate Pastor or Coordinator and the Pastor shall be members *ex officio* of the Board.

The Board of Christian Education shall annually elect one (1) member to attend and vote at church council.

7. Board members (except Deacons) may serve two consecutive terms and then will be ineligible for re-election in that position for a period of one year.

### **Article IX. COMMITTEES**

1. The Committees of the Church shall include: a Flower Committee; a Hospitality Committee; and a Music Committee, all reporting to the Board of Deacons; an Investment Committee; and a Stewardship Committee, both reporting to the Board of Trustees; a Nominating Committee reporting to church council; and the Woodworth Fund Committee. Committee members may serve two (2) consecutive terms. Those members who have served two (2) consecutive elected terms shall be ineligible for re-election for a period of one (1) year. Other temporary committees may be appointed by the Congregation or Church Council as needed. Each Committee shall report to the Church at the Annual Meeting. Representatives from committees shall attend Church Council as needed.
2. The Flower Committee shall usually consist of three (3) members, to be elected on a staggered basis, and to hold office three (3) years each. The duties of the Committee shall be to provide flowers for the Church.
3. The Hospitality Committee shall usually consist of six (6) members, to be elected on a staggered basis, and to hold office three (3) years each. The duties of the Committee shall be provide refreshments and a welcoming atmosphere at coffee hour following services and

other events, enlisting help from the wider congregation.

4. The Music Committee shall usually consist of three (3) members, to be elected on a staggered basis, and to hold office three years each. This committee shall collaborate with the music staff to provide for the music of the Church.
5. The Investment Committee shall usually consist of two (2) members, plus a representative from the Board of Trustees, preferably being persons with some investment or fund management experience, to be elected on a staggered basis, and to hold office three (3) years each. The duties of the Committee shall be to manage the investment and reinvestment of all funds of the Church the responsibility for which is assigned to the Committee by the Board of Trustees. The Committee shall monitor investment performance and recommend annual distribution amounts from these funds in accordance with spending rules adopted by the Church Council and subject to the terms of the original gifts. Any distribution recommendations made by the Investment Committee must be approved by the Board of Trustees in advance of the actual transfer of funds. The Committee shall report the status of all funds under its management to the Congregation each annual meeting.
6. The Stewardship Committee shall consist of two (2) members, plus a representative from the Board of Trustees, to be elected on a staggered basis, and to hold office three (3) years each. Ex-officio members include the Collector and the Pastor. The duties of this Committee shall be to organize the annual Stewardship Drive and to provide year-round stewardship, including education and communication activities, and other planning activities. They are encouraged to enlist help from the wider congregation.
7. The Nominating Committee shall consist of three (3) members, one to be elected each year upon nomination by the Church Council, and to hold office three (3) years each. The duties of the Committee shall be to prepare a list of nominees for the elective offices of the Church and submit it at the annual meeting of the Church. The Nominating Committee will consult with each Board and each Committee regarding the number of nominees before making its annual nominations, and a slate of candidates will be submitted to the Church Council for prior to the annual meeting. Should a vacancy in any position occur during the course of the year, the Nominating Committee will recommend a candidate to the Church Council to fill the position for the remainder of the applicable term.
8. The G. Walter and Elizabeth C. Woodworth Fund Committee shall consist of five (5) members to be elected on a staggered basis at the annual meeting of the Church. Committee members will serve a term of three (3) years.

The Woodworth Fund Committee will receive and review proposals for financial support from the Fund. The Committee may announce and publish guidelines and rules governing eligibility for grants, application procedures, reporting requirements, and any other germane matters. The Committee will make recommendations for financial support to prospective recipients to the Church Council, which will make the final decisions. The Committee is authorized to make, without prior Church Council approval, individual grants of up to two thousand dollars (\$2,000), and in the aggregate, totaling no more than ten thousand dollars (\$10,000) in one calendar year, provided that the name of the grantee(s), the amount of the grant(s) and the rationale for the grant(s) are reported to the Church Council at the next meeting of the Church Council following the award(s). Individual grants for more than two

thousand dollars (\$2,000), or aggregating more than ten thousand dollars (\$10,000) requires the prior approval of the Church Council. The Woodworth Fund Committee will keep the Congregation informed on the availability of funds, how to apply for funding, deadlines for submitting proposals, and submit an annual report to the Congregation at the annual meeting of the Church.

9. The Pastor and Associate Pastor may appoint Pastoral Relations Committee(s) as needed.

### **Article X. MEETINGS**

1. The annual meeting of the Church & the Corporation shall be held between January 15 and February 15, to hear and act upon the reports of its officers, Boards, Committees, and auxiliary organizations; to elect officers and Board and Committee members for the ensuing year, and to do any business proper to be done. The exact date and time of the meeting shall be decided each year by the Church Council and shall be warned both from the pulpit at least two (2) Sundays before the date of the meeting, as well as by written communication mailed or distributed to all the active and associate members of the Church.
2. A quorum for conducting business at any meeting of the Church shall be the number of voting members as represents ten percent (10%) of the active and associate members of the Church on the membership lists as of the most recent Annual Meeting.
3. The business at the annual meeting shall include:
  - a. Prayer
  - b. Reading records of last annual meeting.
  - c. Report of Officers, Boards and Committees.
  - d. Election of Officers, Boards, and Committees.
  - e. Approval of the annual budget.
  - f. Any business specified in the call of the meeting.
  - g. Any new business not specified in the call of the meeting, provided that three-fourths of the members present and voting at the meeting shall approve the consideration of each item of such new business.
  - h. Adjournment.
4. Special meetings of the Congregation may be called by the Clerk upon action by the Church Council requesting such a meeting, or on written request of such number of members of the Church as then represent five (5%) percent of the then voting membership of the Church. The call for such meeting must be by written notice, posted and announced as for the annual meeting, and must specify the business to be presented.
5. The Lord's Supper shall be administered at least six (6) times a year, on the first Sunday of the month, or at another appropriate time, as shall be determined by the Pastor and the Board of Deacons.

### **Article XI. AMENDMENTS**

These *By-Laws* may be altered or amended by a three-fourths (3/4) vote of the members present and voting at a regular or special meeting of the Congregation, provided that a notice specifying the time of the meeting and substance of the proposed amendments shall have been given from the pulpit on the two (2) Sundays immediately preceding said meeting, as well as by written communication mailed or distributed to all the active and associate members of the Church.

### **Article XII. SUSPENSION OF THE BY-LAWS**

Specific provisions of these *By-Laws* may be suspended by a three-fourths (3/4) vote of the members present and voting at a regular or special meeting of the Congregation, provided that a notice specifying the time of the meeting and substance of the proposed suspension of the by-laws shall have been given from the pulpit on the two (2) Sundays immediately preceding said meeting, as well as by written communication mailed or distributed to all the active and associate members of the Church. The reason for and duration of the suspension of any provision shall be clearly defined in the notice. Any suspension in effect shall be either terminated at or reinstated at the annual meeting.

### **Article XIII. DISSOLUTION OF THE CORPORATION**

In the event that The Norwich Congregational Church, UCC, Inc., of Norwich, Vermont, is dissolved or ceases to exist for any reason whatsoever, all assets of The Norwich Congregational Church, UCC, Inc., of Norwich Vermont, after the payment of all bills and outstanding obligations, shall be distributed to organizations organized and operated exclusively for educational, charitable or religious purposes. The specific organization or organizations will be determined by the Church membership at the time of dissolution.

### **Article XIV. ADOPTION**

These By-Laws shall be effective as of the Annual Meeting on February 6, 2011.

## APPENDIX

The following positions are elected at the Annual Meeting of the Church.  
(See Articles V, VIII & IX, for the specific details)

### Officers

- Chair of Church Council
- Vice Chair of Church Council
- At Large Member of Church Council (non-officer)

- Moderator
- Assistant Moderator
- Clerk
- Assistant Clerk
- Treasurer
- Assistant Treasurer
- Collector
- Assistant Collector
- Auditor

### Boards

- Board of Deacons
- Board of Christian Education
- Board Mission
- Board of Trustees

### Committees

- Flower Committee
- Hospitality Committee
- Investment Committee
- Music Committee
- Nominating Committee
- Stewardship Committee
- Woodworth Fund Committee

### Other Elected Positions

- Delegates & Alternate Delegates to the Vermont Conference
- Head Usher
- Historian