



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

Replacing By-Laws 2/6/2011

Adopted February 5, 2017

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. GOVERNANCE

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 or *one of the Ministries* 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 *or one of the Ministries*, 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 Church Council.

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 Treasurer, an Assistant Treasurer, a Collector, and an Assistant Collector.
2. Each officer, except the Pastor, and Associate Pastor(s), 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.

3. The Pastor shall share the responsibility for the spiritual welfare of the Church with the members of the Ministry of Worship and Care and all members of the congregation. 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 and the various

Ministries. 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 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 Ministries 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 leadership of the Ministry of Building and Finance. 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.

4. The Chair of the Church Council is the lay leader of the Church and shall be elected at the annual meeting for a term of one year and shall be eligible for re-election up to 5 consecutive terms, after which he/she will be ineligible for one year to serve as Church Council Chair. Such officer shall preside at meetings of the Church Council and at annual and special meetings of the congregation. The Vice-Chair of the Church Council shall be elected at annual meeting and serve in the absence of the Chair and otherwise assist the Chair as needed. The Vice-Chair position has the same term limits as the Chair position. The Chair of Church Council may choose to recuse him or herself from presiding over congregational meetings if there is a matter that requires a neutral voice, and appoint an ad hoc presider.

5. 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 Ministry of Building and Finance. 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 leadership of the Ministry of Building and Finance, or under the terms of gifts given to and accepted by the Church. The Treasurer shall provide to the Ministry of Building and Finance and applicable Committees, statements of all transactions of the Church and reports of the financial condition of the Church whenever required by the Ministry of Building and Finance 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 Ministry of Building and Finance.

The Ministry of Building and Finance shall adopt appropriate policies for checks, notes or other instruments for the transfer, payment, or withdrawal of monies.

6. The Collector and Assistant Collector shall collect all offerings taken during services of worship, and follow procedures determined by the Ministry of Building and Finance for accounting and depositing these funds.

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

1. These *By-Laws* provide for the organization of four Ministries, Committees and a Church Council. While the four Ministries (Article VIII) are responsible for all matters pertaining to their respective areas and for the activities of the various Committees (Article IX) under their supervision, it should be recognized that the Church Council (Article VII) 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 Ministries should be discussed with the Church Council and, where appropriate, the Congregation, as part of the Committees' and Ministries' decision-making processes.
2. The goals of the Ministry Model are to: promote an Agile Spirit-led Organization (within the structure of our Church Council and our Ministries); adopt a system of fluid circles of semi-self-management (what we now call Energy Groups or Ad Hoc Committees – guided by and answerable to our Ministries and/or Church Council); assign Tasks to these energy groups or to any other Church Council/Ministry-appointed groups so there is clarity and definition of the objectives and goals for each project; and assign Point People or Coordinators who lead the group tasked with a project and report back to their Ministries and/or Church Council. We will pursue these goals in a way that is driven by our overall mission as stated in our Covenant.

3. Our aspirational goals are most important, sprinkled throughout the organization: being faithfully responsive, healing, nurturing one another, inspiring each other, communicating and connecting with one another and our community, and broadening participation. Our overarching organizational goals should help enable and facilitate these covenantal and aspirational goals

Article VII. CHURCH COUNCIL

1. The Church Council shall consist of seven (7) members: the Chair and Vice Chair, one representative from each of the Ministries and the Pastor. 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.
2. If not already selected through the slate of nominees at annual meeting, each Ministry shall designate a Church Council representative to serve for the year and so inform the chair of Council by March first of each year. In their absence, they may be temporarily replaced at a Church Council meeting, whether in-person or by electronic means, by another Ministry member approved by the leadership of that Ministry.
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 Ministry and any Committees under each Ministry's supervision have adopted such written policies, procedures and record-keeping as are deemed necessary and appropriate. In addition, the Church Council shall facilitate communication between the Ministries and other groups within the church. A primary 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 Church Council agree upon, help to address those needs. The Church Council shall normally meet monthly. At its meetings, the Church Council shall hear reports and recommendations from the Pastor, the representatives of the respective Ministries, 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, Ministries or Committees, or its own membership, for the remainder of the applicable term.
5. The Church Council is responsible for the evaluation of the professional ministry of the church, and should seek, in a structured manner, the input from a broadly representative group of the Congregation.

Article VIII. MINISTRIES

1. There shall be four Ministries as follows: Ministry of Worship and Care, Ministry of Buildings and Finance, Ministry of Outreach, and Ministry of Religious Education.
2. Each Ministry 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. If not already selected through the slate of nominees at annual meeting, each Ministry will, at the beginning of each year, designate a chair of the Leadership Team and a representative to Church Council.
4. Each Ministry consists of:
 - Leadership Team
 - Designated “Point People” or Coordinators responsible for projects within the Ministry
 - Relevant Church Staff
 - Members of the congregation who volunteer in various ways
 - Friends of the congregation who wish to participate
5. The leadership of *each* Ministry is responsible for making decisions by vote when appropriate. The Chair and a Church Council representative shall be selected by the leaders within the Ministry at their first meeting. The Chair shall be responsible for scheduling meetings, preparing agendas, following up on operational duties of the Ministry, handling any appropriate budget matters that might pertain to this Ministry, preparing correspondence, and communicating regularly with the office and the Minister. The leadership is encouraged to recruit individuals to help carry out tasks in order to broaden participation and to prevent burn-out.
6. Ministry of Worship and Care. The spiritual ministry of the Church, including services of worship, music, beautification of the sanctuary, hospitality and pastoral care, shall be the overall responsibility of the Ministry of Worship and Care, working with the Pastor. This Ministry is encouraged to promote a culture of welcoming and connecting within the church and, in partnership with the Ministry of Outreach, extending to our larger geographic community. The leadership of the Ministry of Worship and Care shall consist of three (3) to six (6) members, nominated and voted upon at the annual meeting for one year terms, eligible for re-election for up to 5 consecutive terms, after which they shall be ineligible for re-election for a period of one year. All church members are encouraged to participate in the Ministry of Worship and Care as part of the responsibility of membership.

Tasks. The tasks of this Ministry may include:

- a) promoting a culture of welcoming before and after the worship service
- b) working in partnership with the Ministry of Outreach to connect with and be welcoming to our community
- c) involvement with the pastor in the evolving nature of the services of worship so it resonates with the congregation

- d) beautification of the sanctuary including the overall tidiness of the sanctuary and helping to organize flowers for the worship service

Point People. Within the Ministry of Worship and Care, “Point People” or Coordinators may be designated for specific tasks, including but not limited to:

- a) a Head Usher who coordinates usher volunteers for worship services,
- b) a Hospitality coordinator,
- c) a coordinator of the Prayer and Care group.

- 7. Ministry of Building and Finance. The Ministry of Building and Finance shall be responsible for financial oversight and management of church property. The leadership of the Ministry of Buildings and Finance shall consist of three (3) to six (6) members, nominated and voted upon at the annual meeting for one year terms, eligible for re-election for up to 5 consecutive terms, after which they shall be ineligible for re-election for a period of one year. In addition to the elected members, the Treasurer shall serve as a voting member of this Ministry.

The leadership of the Building and Finance Ministry 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.

Tasks. The tasks of this Ministry may include:

- a) preparing an annual budget: responsibility, with the Treasurer and Pastor, for preparing an annual budget, preparation of the financial portions of the annual report, and periodic congregational communications.
- b) property management: responsibility for property management, including maintenance, capital improvements, insurance, and space rental policies, with the assistance of the office manager, the sexton, and the Pastor.
- c) investment management: responsibility for managing and monitoring trust fund investments (new and existing, investment mix/risk level) with the assistance of an elected investments Coordinator overseeing distributions from the Trust finds, and maintaining records of individual trusts.
- d) giving campaign: responsibility for fundraising, including the annual Giving Campaign with the assistance of an elected Giving Campaign Coordinator; overseeing a Planned Giving program and any supplemental fundraising programs.

Point people. Within the Ministry of Building and Finance, “Point People” or Coordinators may be designated for certain tasks, including but not limited to:

- a) managing investments: managing and monitoring investments and their performance and recommending 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 and
- b) Giving Campaign: organizing the annual Giving Campaign and providing year-round stewardship, including education and communication activities, and other planning activities. They are encouraged to enlist help from the wider congregation.

- 8. Ministry of Outreach. The Ministry of Outreach shall be responsible for matters that relate the local church to the larger church fellowship, our local community and to the world. The

leadership of the Ministry of Outreach shall consist of three (3) to six (6) members, nominated and voted upon at the annual meeting for one year terms, eligible for re-election for up to 5 consecutive terms, after which they shall be ineligible for re-election for a period of one year. All church members are encouraged to participate in the Ministry of outreach as part of the responsibility of membership.

Tasks. The tasks of this Ministry may include:

- a) promoting and interpreting the mission of the United Church of Christ and encouraging congregational response to mission support through service, monthly mission giving and special offerings.
- b) raising Christian principles and social issues in various fields such as international, national, governmental, environmental, economic, intercultural and health & human welfare.
- c) encouraging participation and education in the mission of the church through reports to the congregation, study sessions, service projects, or other means deemed appropriate.
- d) promoting our church's relevance to, and connection with, our local community by involving the local community in projects when feasible.
- e) directing 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.

Point people. Within the Ministry of Outreach, "Point People" or Coordinators may be designated for certain tasks, including but not limited to:

- a) Delegates to meetings of the Vermont Conference of the UCC
- b) coordinators of Outreach Mission projects such as:
 - DR Project
 - Listen Dinners

9. Ministry of Religious Education. The Ministry of Religious Education shall have supervision and direction of the educational work of the Church, including both youth and adult education, and, in the absence of an Associate Pastor having responsibility for Religious Education activities, shall appoint a Sunday School Coordinator. The Associate Pastor or Coordinator and the Pastor shall be members ex officio of the Ministry. The leadership of the Ministry of Religious Education shall consist of three (3) to six (6) members, nominated and voted upon at the annual meeting for one year terms, eligible for re-election for up to five consecutive terms, after which they shall be ineligible for reelection for a period of one year. The Pastor and Sunday School Coordinator shall be non-voting members of the Ministry leadership.

Tasks. The tasks of this Ministry may include:

- a) youth work
- b) confirmation class
- c) nursery care
- d) Sunday School
- e) adult education

Article IX. COMMITTEES

1. The Committees of the Church shall include: a Nominating Committee reporting to church council; and the Woodworth Fund Committee. 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 Nominating Committee shall consist of up to three (3) members, Nominated and voted upon at annual meeting for one year terms. 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 Ministry 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 may recommend a candidate to the Church Council to fill the position for the remainder of the applicable term.
3. 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.

4. 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, Ministries Committees, and auxiliary organizations; to elect officers and Ministry 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, Ministries and Committees.
 - d. Election of Officers, Ministries, 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 Church Council 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 Ministry of Worship and Care.

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 5, 2017

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
- Treasurer
- Assistant Treasurer
- Collector
- Assistant Collector

Ministries:

- Ministry of Worship and Care (3-6 Leaders)
 - Coordinators: Ushering
 - Hospitality
 - NCC Cares
- Ministry of Outreach (3-6 Leaders)
 - Coordinators: DR Projects
 - Listen Dinners
 - Other projects
- Ministry of Building and Finance (3-6 Leaders)
 - Coordinators: Investments
 - Giving
- Ministry of Religious Education (3-6 Leaders)

Committees:

- Nominating Committee (1-3)
- Woodworth Fund Committee (5 members, staggered, 3 year terms)

Other Elected Positions:

- Delegates & Alternate Delegates to meetings of the Vermont Conference (2)