



The Constitution and By-Laws

of

The United Church of Rowayton, Incorporated

Rowayton, Connecticut

As Revised and Amended

on

February 6, 2022

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The Church is recognized as a “Fiscal Sponsor” of the United Church Nursery School. The latter is an unincorporated association and is covered under the Church’s (501(c)(3) non-profit exemption. The terms and provisions of such relationship are delineated in a Fiscal Sponsorship Agreement executed by the two parties.	18
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ARTICLE I. Name

The name of this church shall be The United Church of Rowayton, Incorporated.

ARTICLE II. Purpose

The purpose of this church is to bring together followers of Jesus Christ for the purpose of faithful worship of God and to witness and declare our faith, as prescribed in the life and teachings of Jesus Christ. We are given knowledge of God’s presence through Christ’s teachings in the Holy Scriptures, as we understand and interpret them.

Mission Statement

We are a Christian community, dedicated to welcoming all who seek a relationship with God, to sharing God’s Word and love and to nurturing all in their journey of faith.

Open and Affirming Statement

The United Church of Rowayton is an open and affirming congregation of the United Church of Christ, which renews and strengthens its commitment to advocate justice and equality for all people. Therefore, led by God’s Spirit and with consideration of our brothers and sisters in faith, we declare that we welcome, respect and care for people of every gender, race, ethnicity, gender identity, sexual orientation, age, marital status, economic circumstance, and physical and mental ability into the worship, rites and sacraments, fellowship, and leadership of our church. We recognize and love each and every individual as a child of God. With God’s grace we therefore covenant to grow and practice a unity of faith that transcends our differences and celebrates our lives.

ARTICLE III. Polity

This church acknowledges Jesus Christ as its head and finds in the Holy Scriptures as interpreted by the Holy Spirit, reason, faith, conscience and guidance in matters of faith within our community.

The government of this church is vested in its members who exercise the right of control in all its affairs, except as hereinafter provided, and subject in legal matters to its Articles of Association granted it by the Secretary of the State of Connecticut.

ARTICLE IV. Doctrine

This church recognizes the Bible as the guide both of faith and practice and holds it good to live in accordance with the faith and teachings of Jesus Christ. Each member shall have the undisturbed right to follow the Word of God according to the dictates of his or her own conscience under the enlightenment of the Holy Spirit. The following statement of faith is an expression of the spirit in which this Church interprets the Word of God.

Faith:

We believe in the one God, infinite in wisdom, power and love.
We believe in Jesus Christ, God manifest as human, who for us and for our salvation lived, died and rose again to live among us in our hearts and revealed in compassionate actions.
We believe in the Holy Spirit, God present with us for guidance and comfort, inspiration and strength.
We believe in forgiveness, a life of love and prayer and in the Bible as we interpret it through the Holy Spirit and our personal discernment.

Covenant:

We are united in worshipping God in striving to know God’s will and in reaching to walk in God’s ways.

We hold it to be the mission of the church to lift up the gospel to all, to extend knowledge and the love of God, to promote justice and reign of God’s freedom and peace and to build up works of mercy and love.

Depending upon the continued guidance of the Holy Spirit, we work and pray within God’s Universe and we have faith in compassionate living and the promise of eternal life.

ARTICLE V. Membership

1. Qualifications: The members of this church shall be persons who have accepted the church covenant and obligations of membership and who have professed their faith in Jesus Christ as Lord and Savior.

2. Reception: A person may become a member of this church upon confession of faith, by presenting a letter of transfer from another church or by reaffirmation of faith and by compliance with the procedures for reception into membership established by the Board of Deacons.

Litany of New Members

Congregation: God calls us to recognize God’s Spirit in the life and teaching of Jesus the Christ and in the ongoing work of the Holy Spirit. Will you join us in our striving to grow in this faith and will you trust and celebrate God’s loving presence with us?

New Members: We will.

Congregation: God calls us to a daily commitment to letting God’s Spirit remold our lives from within. Will you join us in our striving to become more Christ-like in all areas of our lives, being open to the transforming Spirit of God?

New Members: We will.

Congregation: God calls us to be one family bound together by God’s love, and therefore, by practicing forgiveness and mercy, to seek in every way to make that love believable for each other. Will you join us in seeking to fulfill this mutual ministry, building a community of love with us?

New Members: We will.

Congregation: Whether together or apart, God calls us to embrace all people as brothers and sisters and to embody God’s love for them. Will you join us in our striving to carry out this mission and service in The United Church of Rowayton and beyond?

New Members: We will.

Congregation: We now, then, welcome you with joy as partners in the common life of this Congregation. We promise to you our friendship and prayers as we share the hopes and labors of the church of Jesus the Christ. God grant that together we may continue to grow in God’s knowledge and love and be witnesses to God’s grace and power.

3. Rights and Responsibilities: Members will be expected to perform faithfully their Christian duties as set forth in the church covenant and in the Holy Scriptures; to attend the services of the church; to give regularly toward its support; to share generously in its organized work and services. Active members shall have the right to vote, represent the church in matters of denominational interest and be elected Officers, to the Board of Deacons or to the Board of Household Concerns of the church. Non-members may be elected to other Boards and Standing Committees, but not serve as chairs.

4. Inactive Members: Members whose addresses have been unknown for two years, or who for a period of two (2) years in spite of kindly approaches have not manifested any interest in continuing their membership, may, on recommendation of the Board of Deacons be transferred to an Inactive Membership Roll. The Board of Deacons shall review the membership roll on a regular basis. Inactive members shall not have the right to vote or hold office.

5. Termination: Membership may be terminated by death, transfer to another church, voluntary withdrawal or removal from the rolls. Such removal, which may be for reasons of unchristian conduct, shall only take place on recommendation of the Board of Deacons and by a two-thirds vote of members present at a duly called Church Meeting.

6. Restoration: The full membership of an Inactive Member or anyone removed from the rolls may be restored on recommendation of the Board of Deacons if qualifications for full membership have been met and by vote of the church at a duly called meeting.

7. Records: The Church Office Manager, aided by the Board of Deacons, Clerk and Senior Pastor, shall keep an up-to-date and permanent roll of all Active and Inactive Members. This roll shall include the name and address of such members, the date and method of their reception, the date and record of their transfer to the active and inactive rolls or of their membership termination.

ARTICLE VI. Services and Sacraments

1. Services: Services of worship shall be held at a given hour(s) each Sunday except when temporarily suspended by vote of the church.

2. Sacraments:

- a. The Sacrament of the Lord's Supper or Holy Communion shall be celebrated at such times and in such manner as the Board of Deacons or the Senior Pastor may determine.
- b. The Baptism of adults and the Baptism or dedication of children shall be administered at such times as the Senior Pastor or Associate Pastor, or in either's absence the Board of Deacons, may appoint.

3. Other Rites:

Other rites of the church and services of worship, inspiration, prayer and study may be held in and by the church as the Senior Pastor, Associate Pastor, the Executive Council, the Board of Deacons or the church may determine. The scheduling of such rites and services, as well as the scheduling of all other meetings in the church, shall be the responsibility of the above.

ARTICLE VII. Church Government

1. The Church Meeting shall consist of active members and shall be the governing and corporate body of the Church. Any authority not specifically granted to one or more Officers, Boards or Standing Committees hereunder shall be reserved to the Church Meeting.

2. The Budget Meeting shall be called by the Board of Household Concerns to present a draft Operating Budget for approval. The amount shown for pledges in the approved draft budget shall then be the goal for the annual Stewardship Drive.

If by the end of December, or another date decided by the Board of Household Concerns, but not later than January 31st of the following year, the pledge goal has not been reached through the Stewardship Drive, the Board shall revise the draft budget so that proposed expenses for the forthcoming year do not exceed indicated income. This adjustment, if required, shall occur no later than January 31st of the budget year, and a final Operating Budget shall be proposed for adoption at the Annual Meeting.

Should additional pledges be received over and above the amount on which the final Operating Budget is based, the Board of Household Concerns may restore any cuts made in the Operating Budget, allocate the additional funds to unforeseen expenses, contribute to the Church's endowment or increase savings. Any of these shall be done as the Board sees fit and without further approval of the Congregation.

3. The Annual Meeting shall be called by the Senior Pastor or Lay Leader and held not later than early February to receive annual reports of the Officers, Executive Council, Boards, Standing Committees, Appointed Committees, Delegates and Organizations; to elect Officers, members of Boards and Standing Committees and Delegates; to set up plans and adopt instructions for operations during the year.

4. Special Meetings may be called by the Senior Pastor, Lay Leader, Executive Council, Board of Deacons, Board of Household Concerns or on written request of five (5) voting members of the church. The nature of business to be presented shall be stated in the request.

5. Rules and Procedures:

- h. *Meetings:* Notice of meetings shall include the nature of business to be presented. Notice of meetings called for the purpose of amending the Articles of Association or amending the Constitution and By-Laws, for adopting a budget and/or appropriating money, for calling or dismissing the Senior Pastor or Associate Pastor or for buying, selling, mortgaging, leasing or transferring any property shall be mailed to each member at least ten (10) days and not more than thirty (30) days before the meeting and shall be read from the Pulpit or published in the Sunday Order of Worship at least two Sundays before the meeting. Notice of meetings for other purposes shall be published at the Sunday service prior to the meeting or at which the meeting is to be held. The Call for all meetings shall be given to the Clerk who shall cause notice to be published and/or mailed.
- b. *Quorum:* A Quorum at a church meeting shall consist of at least one (1) voting member present for each twenty (20) voting members of the church but shall in no case consist of fewer than ten (10) members.
- c. *Voting:* Election of persons may be by written ballot. Such ballot can be the full slate of Officers and Board and Standing Committee members and Delegates submitted by the Nominating Committee at the Annual Meeting and normally acted on by voice vote or a show of hands or, in special situations, can be by secret ballot. Unless otherwise required, a majority vote is decisive.
- d. *Procedure:* Procedure for meetings shall be according to the State law for corporate meetings. Otherwise it shall be according to this Constitution and By-Laws and Robert's Rules of Order.
- e. *Fiscal Year:* The fiscal year of the church shall begin on January 1st each year.
- f. *Qualification:* All Officers, members of the Executive Council, Board of Deacons and Board of Household Concerns and chairs of other Boards and Standing Committees shall be active members of the church. They shall continue in office until their successors are elected.

- g. *Organization:* Within one (1) month after the Annual Church Meeting and before the first meeting of the Executive Council, the Senior Pastor and/or Lay Leader may call and preside at the first meeting of each of the Boards and Standing Committees. Except as otherwise provided, the Boards and Standing Committees shall at their first meeting elect their own officers. The Executive Council, Boards and Standing Committees may appoint special committees as needed.
- h. *Authorization of Expenditure:* Boards and Committees may expend church funds as authorized by adoption of the itemized Operating Budget at the Annual Meeting of the church with these provisions for scheduling of expenditures:
 - (1.) Funds are available at the time of expenditure, after setting aside an amount to cover fixed expenses, and any commitments for emergency expenses.
 - (2.) The Board of Household Concerns is authorized to approve emergency expenses up to \$10,000 per situation.
 - (3.) Any fundraising program by a church Board or Committee for its own use must be approved by the Board of Household Concerns. Requests for such fundraising programs shall be submitted no fewer than two (2) months before the event and shall indicate a projected goal in dollars, how the money will be spent and how any possible financial loss will be taken care of. In the case of capital improvements, details of structural changes and related items must be approved by a majority of the membership at a Church meeting.

ARTICLE VIII. Executive Council

There shall be an Executive Council which shall consist of the Senior Pastor, Associate Pastor, Lay Leader, Clerk and chairperson - or designated substitute - of the four (4) Boards and five (5) Standing Committees plus two (2) Members-at-Large. The heads or representatives of Appointed Committees, Organizations and Societies of the Church may be invited to attend Executive Council meetings from time to time but shall not have the right to propose motions or to vote.

The Executive Council shall have the responsibility of administering the work of the church, approving the Operating Budget before presentation to the Congregation and of taking a continuing long-range view of all church activities and involvements. It shall supervise the work of the various Officers, Boards and Committees and shall regularly receive reports from them and, as necessary, from other organizations of, or affiliated with, the church. The Executive Council shall, in conjunction with the Senior Pastor, extensively study and review the priorities of the church and the effectiveness of the mutual ministry at least every three (3) years.

The Executive Council shall in all matters be answerable to the Church Meeting; it shall conduct its business in accordance with the direction of the Church Meeting and shall, when advisable and required, seek the guidance of such Meeting. The Executive Council shall ordinarily meet once a month; a third of its members shall constitute a quorum for the transaction of its business.

ARTICLE IX. Officers

The Officers of this church shall be active members and are:

1. Senior Pastor: The Senior Pastor shall be called for an indefinite time by a two-thirds (2/3) vote of the church. Such vote shall be taken at a Church Meeting called under the same conditions as an Annual Church Meeting. Notice of such meeting and the vote shall also include the terms of the Senior Pastor's call, e.g., salary; provision for housing and its expense; provisions for pension or annuity; for life, health and disability insurance; vacation and sabbatical leave and provision for other expenses such as moving, car, telephone and stationery.

Qualifications of the Senior Pastor and the terms of his or her call shall in every case be previously reviewed by an Ecclesiastical Council of the Association with which this church is affiliated or its Committee on the Ministry. This Council shall also meet for the purpose of installing and dismissing the Senior Pastor in accordance with established usage. The Senior Pastor shall become a member of this church and of the Association, of which this church is a member, at the first opportunity.

While the term of the Senior Pastor shall be indefinite, the church may at any time, by secret ballot and a majority vote at a meeting duly called for the purpose, request his or her resignation, in which case the relation between the Senior Pastor and the church shall cease within sixty (60) days. Likewise, the Senior Pastor shall give sixty (60) days' notice in case he or she wishes to leave of his or her own volition. However, in the case of loss of ministerial standing on the part of the Senior Pastor, relations shall cease at once.

The Senior Pastor shall have as his or her responsibility the spiritual welfare of the church with the assistance of the Board of Deacons. He or she shall seek to enlist people as followers of Jesus Christ, preach the gospel as he or she interprets it, administer the Sacraments and Rites, make pastoral calls, report to the Annual Church Meeting and guide the activities of the church in cooperation with the Executive Council and the various Boards and Committees. The Senior Pastor shall be an *ex-officio* member of all Boards and Committees. He or she may or may not be elected chairperson of the Executive Council and/or Moderator of the church.

At the Annual Church Meeting after each fifth anniversary of his or her call, a vote shall be taken to renew the call. A majority shall be sufficient for a renewal of the call.

2. Associate Pastor: Should the church choose to have an Associate Pastor, that person shall be called for an indefinite time - unless otherwise specified - by a two-thirds (2/3) vote of the church. Such vote shall be taken at a Church Meeting called under the same conditions as an Annual Church Meeting. Notice of such Meeting and the vote shall also include terms of the call, e.g., salary and benefits.

Qualifications of an Associate Pastor and the terms of his or her call shall in every case be previously reviewed by an Ecclesiastical Council of the Association with which this church is affiliated, or its Committee on the Ministry. This Council shall also meet for the purpose of installing and dismissing an Associate Pastor in accordance with established usage. An Associate Pastor shall become a member of this church and of the Association of which this church is a member at the first opportunity.

While the term of an Associate Pastor shall be indefinite - unless otherwise specified - the church may at any time, by secret ballot and a majority vote at a Church Meeting duly called for the purpose, request his or her resignation, in which case the relation between an Associate Pastor and the church shall cease within sixty (60) days. Likewise, an Associate Pastor shall give sixty (60) days' notice in case he or she wishes to leave of his or her own volition. However, in the case of a loss of ministerial standing on the part of the Associate Pastor, relations shall cease at once.

An Associate Pastor shall have as his or her responsibility the spiritual welfare of the church and direct any programs as might be agreed to in conjunction with the Senior Pastor and Board of Deacons.

The Associate Pastor shall be an *ex-officio* member of all Boards and Committees. He or she may or may not be elected chairperson of the Executive Council and/or Moderator of the church.

At the Annual Church Meeting after each fifth anniversary of his or her call, a vote shall be taken to renew the call. A majority shall be sufficient for renewal of the call.

3. Lay Leader: There shall at each Annual Church Meeting be elected for one (1) year a Lay Leader who shall assist the Senior Pastor as spokesperson and representative of the lay members and who shall be an *ex-officio* member of all Boards and Standing Committees except the Nominating Committee.

The Lay Leader shall assume the office of Moderator and shall, in that capacity, preside at all church meetings except when the Senior Pastor is elected Moderator. He or she, as the chief lay officer of the church, shall have the authority to sign appropriate documents on behalf of the church.

After serving three (3) consecutive years the Lay Leader shall be for one (1) year ineligible for re-election to that office.

4. Clerk: There shall at each Annual Church Meeting be elected for one (1) year a Clerk who shall serve as the corporate secretary and keep a faithful record of the proceedings of the church and the Executive Council.

The Clerk shall be responsible for recording all amendments to the Constitution and By-Laws by annotating or revising the master copy kept in the Church Office and shall issue calls to church meetings under the direction of the Senior Pastor and/or Lay Leader.

As corporate secretary, the Clerk shall have the authority to sign appropriate documents on behalf of the church.

5. General Treasurer: There shall at each Annual Church Meeting be elected for one (1) year a General Treasurer who shall have custody of all papers relating to the property of the church, act as back-up to the Business Manager for payment of bills, oversee the corporate books and statements and direct audits that are undertaken. As chief financial officer of the church he or she shall keep the general ledger for all Church finances and have the authority to sign appropriate documents on behalf of the church or of designating an Assistant Treasurer (when there is one) to do so.

Assistant Treasurers may be nominated and elected to handle specific responsibilities designated by the General Treasurer.

6. Business Manager: There shall at each Annual Church Meeting be elected for one (1) year a Business Manager who shall make up the annual budget for presentation to, and approval of, the Board of Household Concerns. He or she shall receive all local or expense money and shall oversee the collection of all other money from various sources.

The Business Manager shall pay all bills of the church, pay all Outreach distributions and allocate payments to appropriate line items, thus keeping an accurate record of all receipts and disbursements in accordance with accounts set up based on the annual budget of the church, or for other accounts.

The Business Manager shall ensure that Boards and Committees are staying within their budgets and oversee (along with the Senior Pastor) custodial duties and maintenance of the grounds. He or she shall make regular reports to the Board of Household Concerns and, when appropriate, to church

meetings. The Business Manager shall have the authority to sign appropriate documents on behalf of the church.

In the event a person considered for Business Manager is not a member of the church, an amendment shall be required to eliminate the position as that of an Officer.

ARTICLE X. Removal and Resignation of Officers and Committee Members

An Officer or a member of the Executive Council may be removed from his or her position by a two-thirds (2/3) vote of the present and voting members of the Executive Council (in the case of removal of an Officer) or from the Board or Committee to which such member belongs. The Officer or member sought to be removed shall not have the right to vote on the taking of such action and shall not be counted in determining whether or not such two-thirds voting requirement has been satisfied. Notice of a meeting at which such action is to be taken shall be given by the Clerk and/or the Lay Leader/Moderator not less than five (5) days and not more than thirty (30) days in advance to:

- (a) all members of the Executive Council, which is authorized to take such action by the first sentence of this paragraph, and
- (b) the individual to be removed.

An Officer or a member of the Executive Council may resign at any time by giving written notice of his/her resignation to the Lay Leader/Moderator or Clerk. The resignation is effective when such written notice is received, or at such later date specified in the notice.

ARTICLE XI. Boards

1. Board of Deacons: There shall be a Board of Deacons consisting of at least six (6) active members of the church. One-third (1/3) of the Board shall be elected annually to serve a term of three (3) years. After serving one full term, a member of the Board of Deacons shall for one (1) year be ineligible for re-election to this board.

A Church member who has served faithfully for many years may be elected by a Church Meeting an Honorary Deacon and upon such election shall be entitled for life to all the privileges of an active member of the Board except that of voting. A candidate may be suggested by anyone at any time for consideration by the Nominating Committee.

The Board of Deacons shall have general supervision of the spiritual interests of the church and the public services of worship. They shall in such matters consult with the Senior Pastor and/or the Associate Pastor and oversee the work of the Caregiving Ministry and any Appointed Committee, such as Ushers, Music, Altar and Memorial Fund. They shall provide for the supply of the pulpit during the Senior Pastor's vacation and sabbatical and any interim between pastorates. They shall provide for the Communion Service and aid in its administering. When a new Senior or Associate Pastor is to be secured, the Board of Deacons shall call a Church Meeting which shall decide on the method to be used in the selection, e.g. via a search committee working through the Southern New England Conference of the United Church of Christ or by direct approach to a candidate. Such committee shall be appointed by the Board of Deacons.

The Board, along with the Senior Pastor, shall have jurisdiction in the administration of the Deacons' Fund and shall assist in caring for the poor, the sick, the sorrowing, the indifferent and the stranger.

The Board of Deacons shall ordinarily meet at least monthly and more often as necessary. It shall be represented on the Executive Council by its chairperson; one third (1/3) of its members shall constitute a quorum.

2. Board of Household Concerns: There shall be a Board of Household Concerns whose responsibility shall involve all business aspects of the Church and shall encompass all financial and property issues, except under extraordinary circumstances, when the Executive Council and/or the Church Meeting might more appropriately be the deciding factor.

Membership of this Board shall consist of at least six (6) active members of the church with responsibility for finance, property and stewardship matters, with one-third (1/3) of the members being elected annually for a term of three (3) years. After serving one (1) full term, a member of the Board of Household Concerns shall for one (1) year be ineligible for re-election to this board. If deemed necessary for the sake of continuity in regard to a significant and specific situation, a member's term can be extended by one year with approval of the Executive Council. Membership shall also include the General Treasurer and Business Manager all of whom shall continue as Officers of the Church under terms of their election. This Board shall meet monthly or as deemed necessary; One-third (1/3) of its members shall constitute a quorum.

The chairperson of this Board shall be chosen from the six (6) or more elected members, i.e., not one of the two (2) Officers, and shall be the sole representative on the Executive Council. He or she will report to the Executive Council and Church Meeting on the financial and property conditions of the Church.

Financial responsibilities shall include preparation of proposed Operating and Capital Budgets (primarily done prepared by the Business Manager and Treasurer, but with regard to the Capital Budget, also with input and assistance from the Board of Household Concerns) based on recommendations of the various Boards and Committees of the church. The Capital Budget shall include an amount for "sundry and unforeseen spending." These budgets shall be presented to the Executive Council and then the church for approval at a Proposed Budget Meeting; also, preparation of an adjusted Operating budget - if necessary - based on results of the annual Stewardship Drive and suitable for adoption at the Annual Church Meeting. This shall become the Operating Budget of the church. This same procedure shall be followed if there is an indicated shortfall in income. Stewardship activities shall provide for the raising of funds for the General Operating Budget through regular giving via an annual drive for pledges to support the proposed budget. The Board shall oversee and have charge of any additional fundraising activities for the church.

Property matters shall involve the maintenance, care and improvement of the physical properties of the church including recommendations and preparation of estimates for repairs and improvements.

Any Auditing, Fundraising, Stewardship, Planned Giving/Special Gifts and Investment Committees shall be Appointed Committees of the Board of Household Concerns.

3. Board of Christian Education: There shall be a Board of Christian Education consisting of at least six (6) members. One-third (1/3) of the Board shall be elected annually to serve a term of three (3) years. After serving one (1) full term, a member of the Board of Christian Education shall for one (1) year be ineligible for re-election to this board. However, unlike all other Boards and Standing Committees, whose members serve on a calendar year basis, this Board's members shall serve as related to the Church School year, i.e. September through May, so there will be continuity of membership throughout that year. Ergo, at each Annual Church Meeting, Board members shall be elected to start serving their terms in September. In addition, the Director of Christian Education, and any other paid worker in religious education, including Youth Worker(s), shall be members of this Board.

The Board of Christian Education shall have supervision and direction of the educational work of the church. It shall have the responsibility of securing and appointing other officers and teachers of the Church School. It shall be authorized to inaugurate and maintain other religious educational activities. The educational program of the church shall be supported by the General Operating Budget of the Church. The Board of Christian Education shall ordinarily meet monthly and more often as necessary; one-third (1/3) of its members shall constitute a quorum.

4. Board of Christian Outreach: There shall be a Board of Christian Outreach consisting of at least six (6) members. One-third (1/3) of the Board shall be elected annually to serve a term of three (3) years. After serving one (1) full term, a member of the Board of Christian Outreach shall for one (1) year be ineligible for re-election to this board. This Board shall be in charge of the supervision of the benevolence and mission program of the church and shall determine where disbursements are to be allocated. Its annual budget for these disbursements shall be based on the amount indicated by the Board of Household Concerns in the annual General Operating Budget. It shall oversee all matters of the apportionment of funds for benevolences and shall promote missionary interest, education and systematic giving to benevolences.

This Board shall study and provide informative materials on community and social problems and situations and shall bring to the attention of the Executive Council and the church matters of concern and specific situations requiring united and individual Christian social study and action. It may make recommendations for such action to the Church. It may speak or act for its own membership at any time without additional authorization. The Board of Christian Outreach shall ordinarily meet monthly and more often as necessary; one-third (1/3) of its members shall constitute a quorum.

ARTICLE XII. Standing Committees

The chairperson or a representative of the following Standing Committees shall sit on and report regularly to the Executive Council as well as to the Annual Church Meeting:

1. Nominating Committee: There shall be a Nominating Committee consisting of six (6) members, two (2) of whom shall be elected annually by the Church Meeting, to serve a term of three (3) years. After serving for one (1) term on the Nominating Committee, a member shall for one year be ineligible for re-election to this committee.

At least one (1) month before the Annual Church Meeting the Nominating Committee shall prepare nominations for all Officers, Boards, Standing Committees and Delegates. This Committee, after obtaining the consent of each nominee, shall prepare a ballot nominating one (1) person for each office to be filled by vote at the Annual Church Meeting, and such nominations shall be printed and made available to the church not later than two (2) Sundays prior to the Annual Church Meeting. The ballot thus prepared shall be the official ballot at the Annual Church Meeting provided that any voter may write upon his or her ballot the name of any eligible person and the right of a member to make a nomination from the floor shall always be recognized.

If during the year any Officer or elected member of the Board of Deacons, Board of Household Concerns or Nominating Committee moves away, declines or fails to serve, the Nominating Committee shall propose a replacement at the next Church Meeting, or one called for this purpose. If a member of any other Board or Standing Committee moves away, declines or fails to serve, the Executive Council shall be empowered to appoint a replacement to fill out the term.

This Committee shall consider its task to be one of continually enlisting people for the work of the church and for various activities of Christian outreach and service. The Nominating Committee shall keep a file of members and friends of the Church, noting the offices, boards, committees and

organizations on which they have served and the talents which they have to offer as well as the preferences that they may have expressed.

2. Communications Committee: There shall at each Annual Meeting be at least two (2) elected members of a Communications Committee. This Committee shall be responsible for all church publicity, the publication of the church *Newsletter* and weekly emails, church social media platforms and publications, church website, and other digital communication platforms that may be used by the church, under the strategic guidance of the Pastor.

3. Memorial Garden Committee: There shall be a Memorial Garden Committee consisting of at least six (6) persons, one-third (1/3) of whom shall be elected annually to serve a term of three (3) years. In addition, one (1) member of the Board of Deacons and the Board of Household Concerns may be named to serve on an *ex-officio* basis.

This Committee shall oversee use of the Garden, care and maintenance of the plantings, fountain, masonry and markers, as well as placement of urns and ashes. It shall be responsible for maintaining a book listing all persons with engraved markers, whether interred or scattered, in the Memorial Garden. This official church record, showing dates, spouses, children and, if available, obituaries, is located in the Church Office. The Memorial Garden Committee shall have a treasurer and management of all funds related thereto. Because it is a Standing Committee it shall report its financial status to the General Treasurer on a monthly basis.

4. Social Committee: There shall be elected a Social Committee consisting of at least four (4) persons, two (2) of whom are to be elected each year for a term of three (3) years. This Committee shall plan and direct social functions and be responsible for the Meeting House kitchen and supplies.

ARTICLE XIII. Virtual Participation in Committee and Board Meetings

When unable to attend in person, a member of any board or committee may participate in a meeting of such board or committee as a virtual member through the use of any means of simultaneous communication enabling all members participating in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

ARTICLE XIV. Unanimous Written Consent to Action in lieu of a Committee or Board Meeting

Should a resolution need to be acted upon between scheduled meetings of a Board or Committee, its members must unanimously agree to hold an email vote. Any resolution voted on by the members of such Board or Committee shall have the same force and effect as if the same were approved by the members of such board or committee at a meeting duly noticed and held for that purpose, and such resolution shall be kept with the minutes of meetings of such board or committee.

ARTICLE XV. Members-at-Large

There shall be elected at an Annual Church Meeting two (2) persons, each to serve a term of three (3) years. They shall be given special assignments at the discretion of the Senior Pastor, Lay Leader or Executive Council. Such assignments shall normally fall outside the purview of the Boards and Standing Committees but can be in conjunction with any of them.

ARTICLE XVI. Personnel Committee

The Personnel Committee shall consist of four (4) members: the current Lay Leader (who shall serve as its Chair, unless such responsibility is delegated to another member of the Committee) immediate past Lay Leader, the Chair (or a Co-Chair) of the Board of Household Concerns, and Senior Pastor, who shall be an *ex-officio* member. The Committee is responsible to the Executive Council. Responsibilities of this Committee shall be to initiate the creation and/or revision of job descriptions for each Church Staff position, which are established in consultation with the affected department and Staff member.

Any proposed adjustment in the compensation of the Senior Pastor shall be initially proposed by the Deacons and communicated to the Personnel Committee. The Personnel Committee shall then recommend to the Board of Household Concerns, through the Business Manager, salary and benefit level increases as may be appropriate; maintain an annual evaluation system of all ordained and administrative Staff; report findings and recommendations - as may be appropriate - to the Senior Pastor. The Committee shall provide support and counsel to Church Staff regarding human resource- and personnel-related issues, maintain and, when necessary, update the church's Employee Handbook.

Responsibility for interviewing, hiring and terminating Staff reporting to the Senior Pastor falls to this Committee and shall be done in conjunction with the affected department.

The Personnel Committee shall meet at the call of its chairperson on a quarterly or more frequent basis as may be required. Two-thirds (2/3) of the voting members shall comprise a quorum.

ARTICLE XVII. Bequest, Special Gift and Endowment Fund

The Board of Household Concerns shall be responsible for the proper and prudent management of the Fund, for setting an endowment policy and for appointing a Planned Giving/Special Gifts Committee and an Investment Committee.

- 1) Statement of Purpose: The endowment is intended to enhance the ministry and mission of the church. healthy endowment extends the ministry and mission of the church beyond the resources and lifetimes of current members and catalyzes good stewardship within the community. The church intends that the management of its Endowment Fund should provide a “model stewardship of wealth;” neither putting wealth forever beyond use, nor spending it erratically or unwisely.
- 2) Segments of Endowment Fund. The Church will maintain two broad segments of its endowment fund. The “Restricted Endowment” refers to funds that were accepted by the church subject to restrictions that were imposed by the donor. The “Unrestricted Endowment” refers to funds that were accepted by the church into the Endowment Fund without any restrictions imposed by the donor.
 - a. When a gift, bequest or donation is made or proposed, the Board of Household Concerns shall have the right to determine (in consultation with the donor or his or her representatives, as warranted) whether it shall be put into the Endowment Fund or the church’s general funds. The church may, through policy or otherwise, refuse to deposit into the Endowment Fund bequests or donations that are less than \$5,000.00

- b. The church may further segregate the Endowment Fund as considered advisable by the Board of Household Concerns. Without limitation, it may place portions of the Unrestricted Endowment Fund into segments that are designated for a specific use. Funds in those segments may be disbursed according to the designated use, and shall not otherwise be subject to spending limitations in this Constitution

3) Management and Investment of Endowment Fund.

- a. The Board of Household Concerns and its Investment Committee are responsible for the prudent management and investment of the Endowment Fund. In making investment decisions, they shall consider factors that they deem appropriate, including, but not limited to:
 - i. Investing in a manner to best preserve the present and future value of the Endowment Fund, considering factors such as preservation of capital, diversification and inflation. It is understood that some risk must be undertaken to avoid decreasing the financial power of the Endowment Fund through the effects of inflation.
 - ii. Expected disbursements from the Endowment Fund, including the Spending Policy set forth below.
- b. To the extent mandated by the terms of a particular Restricted bequest or donation or otherwise, the church, the Board of Household Concerns and/or the Investment Committee may be subject to the Uniform Management of Institutional Funds Act. The church shall follow those provisions where required by law, and it may choose to follow those provisions for the entire Endowment Fund, but nothing in this Constitution shall impose on the church, the Board of Household Concerns or the Investment Committee any responsibilities or liabilities not imposed by law.
- c. "The Investment Committee shall consist of at least one member of the Board. Any Committee members may function as chairperson; all members shall act as fiduciaries. The Committee shall endeavor to have investments made in socially and ethically responsible organizations and shall provide at least semi-annual reports to the Board. Investment performance shall be evaluated on a quarterly basis."

4) Spending Policy. The purpose of the Spending Policy is to establish a consistent plan that will enable the Board of Household Concerns to approve and to disburse funds that fulfill the ministry of the church and the restrictions on the endowments received, and to further strengthen the financial base of the Endowment Fund.

- a) "Budgeted Spending." The Board of Household Concerns shall be authorized to spend a portion of the Unrestricted Endowment Fund as part of the church's annual budget.
 - i) The Budgeted Spending amount shall not exceed 5% of the Asset Value of the Unrestricted Endowment Fund. "Asset Value" shall be defined as the total value of all assets in the Unrestricted Endowment Fund. It shall be calculated no less than annually, and it shall use a rolling average over no less than three (3) years.
 - ii) If funds in the Unrestricted Endowment Fund are designated for a specific use, such as the Memorial fund, those funds shall not be included in calculations of Asset Value or Budgeted Spending.
- b) "Non-Budgeted Spending." Amounts in excess of the Budgeted Spending amount can be disbursed from the Unrestricted Endowment Fund only for extraordinary circumstances, matters or expenses. Any amount of Non-Budgeted Spending shall be recommended by the Board of Household Concerns, with the concurrence of the Executive Council, and must be approved at a duly convened Church Meeting.

- c) "Restricted Spending." Disbursements from the Restricted Endowment Fund shall be made in accordance with the appropriate restriction, and it may be authorized by the Board of Household Concerns. If the Restricted Spending is for a capital improvement exceeding \$50,000 and is not listed in the current Capital Budget, it shall be recommended by the Board of Household Concerns, with the concurrence of the Executive Council, and must be approved at a duly convened Church Meeting."

ARTICLE XVIII. Inter-Church Relations

Ordinarily at the Annual Church Meeting, but otherwise at a Special Meeting called for the purpose, the church shall elect its full quota of Delegates to the Southern New England Conference and Association Meetings of the United Church of Christ. The church shall cooperate with the churches of the Association and Conference under what is known as the giving plan. There shall be included in the budget the contributions to these plans. The church shall further provide for the expense of travel to and attendance at Association and Conference Meetings.

The church may also elect Delegates and Representatives to such Church councils, conferences, assemblies and organizations as it shall determine.

ARTICLE XIX. Affiliated Groups

The Church is recognized as a "Fiscal Sponsor" of the United Church Nursery School. The latter is an unincorporated association and is covered under the Church's (501(c)(3) non-profit exemption. The terms and provisions of such relationship are delineated in a Fiscal Sponsorship Agreement executed by the two parties.

The procedure for establishing a non-profit group to be affiliated with, but not necessarily controlled by, The United Church of Rowayton, Incorporated is for the organizer or organizing group chairperson to present its plan to the Executive Council for approval.

Having secured such approval, the group may proceed with organizational plans and development of a governing membership. Fifty (50) percent of that governing body shall be members of The United Church of Rowayton.

From time to time the Executive Council shall review the church's involvement with Affiliated Groups. At its discretion, the Council shall have the right to terminate any such affiliation.

ARTICLE XX. Conflict of Interest

It is the policy of The United Church of Rowayton that every Board or Committee member, Officer or Employee shall abstain from involvement, whether by voting or otherwise participating in the decision-making process, in those situations where they have or may have a conflict of interest:

A conflict of interest exists where:

- The person(s); or the person(s)'s spouse, child, parent or sibling, might gain a financial benefit from the matter at hand or the other party (ies) involved; or
- The person(s) is either a director, officer or employee of the other party(ies) involved.

In those situations where a conflict of interest does exist or has the potential to exist, any Board or Committee member, Officer or Employee aware of such shall notify the Senior Pastor or the Lay Leader.

Board and Committee members, Officers and Employees are encouraged to participate actively in community and professional activities. Because Board and Committee members, Officers and Employees may not always be fully aware of all interagency involvement(s), they should inform the Senior Pastor or the Lay Leader of any intentions to participate in any activity that could potentially give rise to a conflict of interest.

ARTICLE XXI. Sale of United Church of Rowayton Real Property

In the event that a sale of any real estate of The United Church of Rowayton is to be considered, whether due to unsolicited interest from a buyer or pro-active interest by the church, the Board of Household Concerns shall form a Committee of not less than five members of the Congregation. This Committee shall report to the Board of Household Concerns and the chair of the Committee will be a member of the Board of Household Concerns. Other members shall be chosen based on expertise. The sub-committee shall consider:

- 1) Valuation of property to be sold;
- 2) Tax implications of sale;
- 3) Potential impact on the church's tax-exempt status due to sale of property;
- 4) Treatment of proceeds from sale of property, with consideration given to items 2) and 3) above;
- 5) Any implications of sale related to the church's membership in the Southern New England Conference of the United Church of Christ or successor Conference; and
- 6) Implications of disposition of property on the broader working of the church (e.g., Parsonage parcel versus marginal property).

The recommendations of the Committee will be considered by the Board of Household Concerns. The Board of Household Concerns will vote on whether to recommend the proposed sale to the Executive Council. The Executive Council shall consider the recommendation of the Board of Household Concerns, and vote on whether to recommend the proposed sale to the congregation. The recommendations of the Executive Council will be voted on by the congregation at a properly called meeting.

ARTICLE XXII. Dissolution

1. Right to Dissolve. The United Church of Rowayton, Incorporated is a tax-exempt organization as defined in section 501(c)(3) of the Internal Revenue Code.

A proposal to dissolve the church must be approved by a two-thirds (2/3) vote of the Executive Committee. The proposal shall then be presented at a church meeting of the members specifically called for such action, for which a written notice has been issued to all members. A two-thirds (2/3) vote is required to accept the proposal of dissolution.

2. Disposition of Property Upon Dissolution. No part of the any excess of income over expenditures of the church shall inure to the benefit of or be distributed to its members, officers or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered.

Upon the dissolution of the church, its property shall be applied and distributed as follows:

- a. All liabilities, debts, and obligations of the church shall be paid and discharged, or adequate provision shall be made therefore;
- b. Assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- c. All remaining assets of the church, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, the Southern New England Conference if the Southern New England Conference, at that time, exists and is willing and able to accept the assets of the church under the conditions of § 501(c)(3) of the Code; and
- d. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction in the State of Connecticut for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with The United Church of Rowayton's statements of Purpose (Article II) and Doctrine (Article IV).

3. Merger

In the event of a merger of The United Church of Rowayton with another church, the net assets of the church shall be contributed to the surviving entity.

ARTICLE XXIII. Amendments

1. This Constitution and By-Laws may be revised or amended by a two-thirds vote of the members present at an Annual Church Meeting, or a meeting especially called for that purpose, provided that written notice of such revision(s) or amendment(s) shall have been sent to each member at least 10 days before such vote and further, that the proposed revision(s) or amendment(s) shall have been announced from the pulpit or noted in the Sunday Order of Worship at least two Sundays immediately preceding.
2. This Constitution and By-Laws shall be completely reviewed every 10 years. Procedure for such is:
 - a. Appointment of an *Ad Hoc* Committee by the Senior Pastor or Executive Council.
 - b. Review of this document by that Committee with request that all Officers, Boards and Standing Committees indicate any changes felt needed; these to then be considered for inclusion.
 - c. Draft of the revised document to be submitted to, reviewed by and discussed with the Senior Pastor and Lay Leader.
 - d. A summary of revisions and amendments shall be mailed as part of the meeting call to all members and voted on as provided in paragraph 1. above. A complete final draft of the Constitution and By-Laws shall be made available to any member who wants one.