



Bylaws

of

**The United Church of Rowayton,
Incorporated**

Rowayton, Connecticut

As Revised and Amended

on

November 9, 2025

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ARTICLE I. NAME

The name of this church shall be The United Church of Rowayton, Incorporated and may also be referred to as the United Church of Rowayton or UCR.

ARTICLE II. VISION AND MISSION STATEMENTS

Vision Statement

Our church is dedicated to serving in the local community by creating meaningful and transformative experiences. We actively develop ministries that foster a more inclusive, compassionate, and sustainable world.

Rooted in God's grace and united in Spirit, the United Church of Rowayton is called to share the Good News of the Gospel, extend God's boundless love to all people, and actively serve our community through meaningful, transformative ministry. Guided by the life and teachings of Jesus, we strive to uphold justice, foster freedom, and cultivate lasting peace in the world.

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.

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

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 the reign of God's freedom and peace and to build up works of mercy and love.

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 United Church of Rowayton is a member of the United Church of Christ, the Southern New England Conference of the United Church of Christ, and the Fairfield West Association.

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 Incorporation 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 it strives to live in accordance with the faith and teachings of Jesus. Members shall have the undisturbed right to follow the Word of God according to the dictates of their own conscience under the enlightenment of the Holy Spirit.

ARTICLE V. MEMBERSHIP

1. Qualifications: The members of this church shall be persons who have accepted the church's mission and vision and who have professed their faith in Jesus.

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.

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, Board of Christian Education, 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 shall only take place on recommendation of the Board of Deacons.

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 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 SACRAMANTS

1. Services: Services of worship shall be held at a given hour(s) each Sunday except in emergency situations when suspended by the Senior Pastor and Moderator.

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 identify an appropriate ordained individual.

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 in November by the Board of Household Concerns to present a draft Operating and Capital Budgets for approval. The amount shown for pledges in the approved draft Operating 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 Operating 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 church members.

3. The Annual Meeting shall be called by the Senior Pastor or Moderator and held not later than early February to receive annual reports of the Senior and Associate Pastors; Moderator; boards; Treasurer; Music, Altar, Memorial Garden, and Nominating Committees; Director of Children and Youth; Communications Director; Delegates; and Nursery School to elect officers; members of boards and standing committees; members of the Memorial Garden and Nominating 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, Moderator, 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 (also referred to as the Certificate of Incorporation) or amending the bylaws; 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:* A full slate of officers and board and standing committee members and Delegates submitted by the Nominating Committee at the Annual Meeting and 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 these bylaws 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, Board of Christian Education, 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:* In the event that a board or standing committee does not have a chair, the Senior Pastor and/or Moderator may be called upon to preside at the meeting of each of said boards and standing committees. Except as otherwise provided and if they have not already done so, the boards and standing committees shall at their first meeting after the Annual 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, Moderator, Director of Children and Youth, Clerk, chair - or designated substitute - of the boards and standing committees, the Communications Director, and the Delegate. Should the chair of the Board of Christian Education be present, its Director will have the privilege of voice without vote. The heads or representatives of other committees, 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 and Capital Budgets before presentation to the Members, 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.

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.

Qualifications of the Senior Pastor and the terms of his or her call shall in every case be previously reviewed a committee established by the Board of Deacons, as approved by the church members. The Committee on Ministry of the Fairfield West Association shall be included for the purpose of installing and dismissing the Senior Pastor. 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 two-thirds (2/3) 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 symbolically 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.

Qualifications of an Associate Pastor and the terms of his or her call shall in every case be previously reviewed by a committee established by the Board of Deacons, as approved by the members. The Committee on Ministry of the Fairfield West Association shall be included for the purpose of installing and dismissing an Associate Pastor. 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 two-thirds (2/3) 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 symbolically renew the call. A majority shall be sufficient for renewal of the call.

3. Moderator: The Moderator shall be elected for a three-year term at the Annual Meeting. This officer 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 Moderator shall preside at all church meetings. 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 acts as parliamentarian, shall issue calls to church meetings that is mailed to members under the direction of the Senior Pastor and/or Moderator, and shall be responsible for recording all amendments to the bylaws, which are kept in the Church Office.

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 Operating and Capital Budgets 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 Operating 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. That individual may be bonded.

ARTICLE X. BOARDS

1. Board of Deacons: There shall be a Board of Deacons consisting of at least twelve (12) 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 are responsible for the Memorial Fund, obtain and oversee Ushers, and oversee any appointed committee, such as the Music and Altar Committees. 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 five (5) active members of the church who are elected to this board and who have responsibility for finance, property and stewardship matters, with at least one 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.

Four of its members shall constitute a quorum.

The chairperson of this Board shall be chosen from the five 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 when pertaining 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. This board shall prepare 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 capital improvement 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 three (3) elected members. One 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. The Director of Children and Youth and any other paid worker in religious education shall be members of this board.

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. Therefore, at each Annual Church Meeting, board members shall be elected to start serving their terms in September.

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 Church School teachers. 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, but if the number of children in this board's program is small, the Director of Children and Youth may communicate more informally with the board.

Two of its members shall constitute a quorum.

4. Board of Christian Outreach: There shall be a Board of Christian Outreach consisting of at least four (4) members. At least one member 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. The Board of Christian Outreach 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.

Two (2) of its members shall constitute a quorum.

ARTICLE XI. 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 two (2) members, one (1) of whom may be elected at the Annual Church Meeting when needed, 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 slate, 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 slate thus prepared shall be the official slate at the Annual Church Meeting provided that providing that nominations from the floor shall always be recognized.

If during the year any officer or elected member of any board or committee resigns, moves away, declines, fails to serve, or is removed, the Nominating Committee shall propose a replacement to the Executive Council—If the vacancy occurs mid-term, 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.

A quorum is defined as at least two (2) members.

2. Memorial Garden Committee: There shall be a Memorial Garden Committee consisting of at least three (3) persons, one of whom shall be elected annually to serve a term of three (3) years.

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 manage all funds related thereto. Because it is a Standing Committee it shall report its financial status to the General Treasurer on a monthly basis.

A quorum is defined as at least two (2) members.

ARTICLE XII. OTHER COMMITTEES

1. Personnel Committee: The Personnel Committee shall consist of four (4) members: the current Moderator (who shall serve as its chair, unless such responsibility is delegated to another member of the committee), the immediate past Moderator, the General Treasurer, and the 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 of the voting members shall comprise a quorum.

2. Social Committee: There shall be a Social Committee consisting of a chair, who is appointed by the Senior Pastor, and at least four (4) volunteer persons. This Committee shall plan and direct social functions and be responsible for the Meeting House kitchen and supplies.

ARTICLE XIII. REMOVAL AND RESIGNATION OF OFFICERS AND BOARD AND COMMITTEE MEMBERS

A member of a board or committee may be removed for cause, which includes but is not limited to neglect of duty, misconduct or unethical behavior, a breach of fiduciary responsibility, or unlawful behavior.

An officer (other than the Senior or Associate Pastors, for whom there is a separate procedure) or a member of a board or committee 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. 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 such two-thirds (2/3) voting requirement has been satisfied. Written notice of

a meeting at which such action is to be taken shall be given by the Clerk and/or the Moderator not less than five (5) days and not more than thirty (30) days in advance to all members of the Executive Council and to the individual to be removed. While the individual being considered for removal may make a statement at the beginning of the meeting, he or she may not attend the meeting. Should that individual be the Moderator, the Clerk shall chair the meeting.

Because a board or committee member who is unable to fulfill his/her duties (due to relocation, illness, etc.) and, therefore, unable to participate in meetings and related activities, either in person or remotely, continues to be responsible for the decisions of the group, that individual should resign or be removed.

An officer or a member of a board or committee may resign without prejudice at any time by giving written notice of his/her resignation to the Moderator or Clerk. The resignation is effective when such written notice is received, or at such later date specified in the notice.

ARTICLE XIV. VIRTUAL PARTICIPATION IN COUNCIL, BOARD, AND COMMITTEE 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 XV. ELECTRONIC VOTING IN A COMMITTEE, BOARD, OR COUNCIL MEETING

Should a resolution need to be acted upon between scheduled meetings of a Board or Committee, its members may 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 XVI. BEQUEST, SPECIAL GIFT, AND ENDOWMENT

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 these bylaws.

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 XVII. CONFLICT OF INTEREST

It is the policy of The United Church of Rowayton that every Board or Committee member, Officer or Employee shall adhere to the church's *Conflict of Interest and Compensation Policy* and 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 Moderator.

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 XVIII. INDEMNIFICATION

The United Church of Rowayton shall indemnify Officers, and Board and Committee members to the full extent permitted under the State of Connecticut's relevant law for any statement, vote, decision, or failure to act because of their role as lay leaders in the church.

ARTICLE XIX. NON-INUREMENT

The United Church of Rowayton shall not be organized or operated for the benefit of any individual, nor shall any part of the United Church of Rowayton's earnings or assets benefit any Officer, Board and Committee member, employee, and their family members, as well as anyone who has personal or private interest in the church's activities.

ARTICLE XX. 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 Fairfield West Association Meetings of the United Church of Christ. The church shall cooperate with the Association and Conference under their current dues plans, and 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 XXI. 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 percent (50%) of that governing body shall be members of The United Church of Rowayton.

At least once a year, representatives of the Board of Household Concerns shall meet with representatives of the Board of the United Rowayton Nursery School. 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 XXII. 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 congregational meeting.

ARTICLE XXIII. 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 XXIV. AMENDMENTS AND REVIEW

1. These bylaws may be revised or amended by a two-thirds (2/3) 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. These bylaws shall be completely reviewed every five (5) years.

The Executive Council shall appoint a Review Committee that includes the Clerk. The Executive Committee shall approve the final draft of the proposed bylaws before submitting them to the Members for approval at a Church Meeting.