

The First Congregational Church of Georgetown, Inc.
 7 Andover Street, P.O. Box 200
 Georgetown, Mass. 01833

CONSTITUTION and BYLAWS

Version 3.0 voted 01/31/2010

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P R E A M B L E

On June 5, 1729, 44 potential parishioners living in the West village of Rowley, upset with having to travel to Rowley or Byfield to attend church services or other meetings, erected a frame for a meeting house on the corner of East Main Street and Pillsbury Lane. The following year they petitioned the Great and General Court (Massachusetts Bay Colony Legislature) to establish a district parish, and on October 1, 1731, the Legislature authorized land to be set off from the Town of Rowley and the Parish of Byfield for the purpose of electing officers and establishing the First Congregational Society.

The Society completed the meeting house, called a minister, and on October 4, 1732, organized a formal church known as the Second Parish of Rowley. Meanwhile the First Congregational Society continued as an organization, ostensibly to permit persons who did not wish to publicly declare their Faith to, nevertheless, have some church affiliation.

In 1754 a group of Separatists withdrew and formed a Baptist Church.

In 1769 Second Parish erected a new meeting house on Old South Green at the junction of East Main and Elm Streets and sold the original meeting house to the Separatists who moved it to Groveland.

About 1838 when the Town of New Rowley became the Town of Georgetown, the Second Parish of Rowley became the First Congregational Church (of Georgetown).

On January 27, 1864, a group of parishioners, dissatisfied with the theology and performance of the Reverend Charles Beecher, withdrew from the First Congregational Church and organized the Orthodox Memorial Society which, by 1868, constructed a large meeting house, known as the Memorial Church, at 27-29 East Main Street (now the Town parking lot). The Memorial Church Edifice was largely funded by George Peabody of London, England, and his sister Judith Daniels, in memory of their mother, Judith Dodge Peabody, formerly residing on Bailey Lane in Georgetown.

Not to be outdone, the First Congregational Church erected a third, and larger, meeting house on the knoll at 7 Andover Street in 1874 and tore down the Old South Meeting House.

Reverend Beecher died in 1900, theological differences were forgotten, and since Georgetown was too small to support two large Congregational Churches, the Orthodox Memorial Society formally reunited with the First Congregational Church on September 8, 1908, and sold their Memorial Church Edifice (destroyed by fire in 1920) to the Town.

On February 11, 1954, the First Congregational Society and the First Congregational Church voted to merge and become The First Congregational Church of Georgetown, Inc., and in January 1961, The First Congregational Church of Georgetown, Inc. voted to affiliate with the United Church of Christ, thus becoming the corporation described herein.

1.0 NAME and TYPE

- 1.1 The name of this organization is ***The First Congregational Church of Georgetown, Incorporated*** and will hereinafter be referred to as the ***Church***.
- 1.2 This Church is a private corporation established under the laws of the Commonwealth of Massachusetts.

2.0 FAITH, POLITY, AND FELLOWSHIP

- 2.1 **AUTHORITY**: This Church acknowledges the Parenthood of God, Lordship of Christ, and community of humankind; It looks to the Bible and seeks guidance from the Holy Spirit in matters of faith and action.
- 2.2 **GOVERNMENT**: This Church, a member of the United Church of Christ, acknowledges UCC guidelines, but its government is vested in its members who have full and final control over all of its affairs.

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- 2.3 **FELLOWSHIP:** This Church is in fellowship with all other Christian churches; It acknowledges a special relationship with other member churches of the United Church of Christ, hereinafter referred to as the UCC, and pledges to share in their common work.
- 2.4 **DOCTRINE:** In accordance with the foregoing, this Church adopts the Polity and Fellowship of the United Church of Christ and the following modified UCC Statement of Faith, adapted by Robert V. Moss, as a testimony to, and an expression of, the way in which this Church interprets the Word of God and not as a test for Church membership:

S T A T E M E N T O F F A I T H

We believe in God, the Eternal Spirit, who is made known to us in Jesus our brother, and to whose deeds we testify:

- *God calls the worlds into being, creates humankind in the divine image, and sets before us the ways of life and death;*
- *God seeks in holy love to save all people from aimlessness and sin;*
- *God judges all humanity and all nations by that will of righteousness declared through prophets and apostles;*
- *In Jesus Christ, the man of Nazareth, our crucified and risen Lord, God has come to us and shared our common lot, conquering sin and death and reconciling the whole creation to its Creator;*
- *God bestows upon us the Holy Spirit, creating and renewing the Church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races;*
- *God calls us into the Church to accept the cost and joy of discipleship, to be servants in the service of the whole human family, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory;*
- *God promises to all who trust in the gospel, forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, the presence of the Holy Spirit in trial and rejoicing, and eternal life in that kingdom which has no end.*

Blessing and honor, glory and power be unto God.

Amen.

3.0 DEFINITIONS

3.1 AS THEY APPLY TO THIS CHURCH

- 3.1.1 **Called:** Chosen for a particular duty by a person, Board, Committee, or the Church Membership and we pray, summoned by God;
- 3.1.2 **Calling:** A particular duty or service for which an individual or a Committee, Board, or the Membership seems uniquely suited or possesses the talent or skills to perform.
- 3.1.3 **Conflict of Interest:** A condition in which an individual, or a family member or close friend of the individual, has interests, concerns or duties that interfere with the individual's duty of undivided loyalty to the Church Membership and its mission. The condition may be financial, moral, political, theological, or otherwise. See Section 10.0 for situations where this may occur within Church positions of responsibility and how such situations should be handled.

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- 3.1.4 **Mission** (of the Church): Defined purposes or callings which this Church is fitted or destined to do.
- 3.1.5 **Paid Staff**: Paid Staff consists of the Pastor, Interim, Intern, Temporary, and Assistant Pastors, Church Secretary, Director of Christian Education, Music Director, Organist, and Sexton. The Collector and Treasurer are not paid staff; they receive non-accountable expense allowances which, for IRS purposes, are reported as salaries. See also para 6.4.
- 3.1.6 **Sanctioned**: The status of organizations which have been approved as being an integral part of this Church's corporate governing structure. Such organizations must have their own operating bylaws that have also been approved as being compatible with the Church's Bylaws and the Church's mission (e.g. Couples Club, Guild, Fellowship groups). Financial management is generally independent from that of the Church unless voted otherwise by both the sanctioned organization and the Church membership.
- 3.1.7 **Sponsored**: The status of non-Church groups and individuals who have been given permission to use the Church name, edifice, and facilities on a semi-permanent basis without payment of a user fee or other compensation (e.g. Boy Scouts, Girl Scouts). All financial operations are completely independent from those of the Church.

4.0 MEMBERSHIP

4.1 QUALIFICATIONS: Persons who:

- 4.1.1 At the adoption of this Constitution and Bylaws are members in good standing of the First Congregational Church, or;
- 4.1.2 Subsequent to the adoption of this Constitution and Bylaws,
- a) Have reached their fourteenth (14th) birthday, and;
 - b) Are sponsored by a Pastor and the Diaconate as having or seeking a Christian faith and experience and a consistent Christian way of life, and;
 - c) Have publicly confessed their faith or for whom the Church has received letters of transfer from other *Christian* churches, and;
 - d) Have been accepted by vote of the Diaconate, and;
 - e) Agree to abide by the Church Constitution and Bylaws, and;
 - f) Receive or have received the Sacrament of Baptism, and;
 - g) Are formally received into the fellowship of this Church.

4.2 DUTIES: Members are expected to:

- 4.2.1 Live ever increasingly the Christian life, and;
- 4.2.2 Attend the worship services of this Church regularly, and;
- 4.2.3 Give systematically (e.g. weekly, monthly, annually) for the financial support of this Church and its benevolences, and;
- 4.2.4 Share in the organized work of this Church, and;
- 4.2.5 Encourage the spiritual growth of fellow members.

4.3 RIGHTS: Members may:

- 4.3.1 Act and vote on all transactions of the Church, in accordance with Massachusetts law, and;
- 4.3.2 Serve in all corporate officer and staff positions of the Church except where otherwise restricted (e.g. Conflict of Interest, para 10.0).

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4.4 TERMINATION OF MEMBERSHIP:

- 4.4.1 Members may request a letter of transfer through the Pastor or a Diaconate member and be granted such by vote of the Diaconate.
- 4.4.2 Members who have not contributed to this Church financially or in any other way for two years or more may, by vote of the Diaconate, be transferred to Inactive status 30 days after being served with written notification of such intent and without a response indicating such action should not be taken.
- 4.4.3 Deceased members may be removed from the membership roll immediately with no action required by the Diaconate.
- 4.4.4 Inactive Members whose status has not changed for two years or more may be removed from the membership roll upon vote of the Diaconate.
- 4.5 RESTORATION OF MEMBERSHIP: Persons classified inactive or who have been removed from the membership rolls may be restored by vote of the Diaconate.

5.0 CORPORATE ORGANIZATION

- 5.1 BOARD OF DIRECTORS: The Church Officers, Boards, Committees, and Coordinators shall be governed by a Board of Directors hereinafter called the *Cabinet*; each Cabinet member, including anyone who holds multiple positions, shall have only one vote. See also para 10.4.4 for potential conflict of interest situations which may restrict who can vote;
 - 5.1.1 The Cabinet shall consist of:
 - a) The Corporate Officers;
 - b) The Chair and the Clerk of the Diaconate;
 - c) Chairs of the following Boards and Committees:
 - 1) Board of Christian Education;
 - 2) Board of Trustees;
 - 3) Finance Committee;
 - 4) Music Committee;
 - 5) Nominating Committee;
 - 6) Pastoral Relations Committee;
 - 7) Safe Church Committee;
 - 8) Special purpose committees and positions created by the Cabinet in an ex-officio capacity only, i.e. they may not vote;
 - d) Missions Coordinator;
 - e) Church Delegate Coordinator;
 - f) Flower Coordinator;
 - g) Social Coordinator;
 - h) Ushering Coordinator;
 - j) Presidents or Chairs of all organizations sanctioned by the Cabinet (includes Guild), except that if not a Church Member, a Church Member must be elected or approved by vote of the organization as their Cabinet coordinator.
- 5.2 CORPORATE OFFICERS:
 - 5.2.1 **Pastor and Teacher** (previously and hereinafter referred to as the Pastor) who shall be an ordained minister, preferably with a UCC background, to be chosen and called by the Church whenever a vacancy occurs, to be installed by the UCC Area Association after becoming a member of the Church, and to serve until choosing to resign or retire or is dismissed by vote of the Church Membership;
 - 5.2.2 A **Moderator** and **Chair of the Cabinet** to be elected from the Church Membership at each Annual Meeting to serve until a successor is chosen;
 - 5.2.3 A **Clerk of the Corporation** to be elected from the Church Membership at each Annual Meeting to serve until a successor is chosen;

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- 5.2.4 A **Treasurer of the Corporation** to be elected from the Church Membership at each Annual Meeting to serve until a successor is chosen;
- 5.2.5 A **Collector for the Corporation** to be elected from the Church Membership at each Annual Meeting to serve until a successor is chosen;
- 5.3 CORPORATE STAFF:
- 5.3.1 A **Diaconate** of ten members, preferably five men and five women, chosen from the Church Membership, five to be elected at each Annual Meeting for two-year terms. Individual elected members shall not serve more than two consecutive terms. The Diaconate shall elect its own Chair and Clerk.
- 5.3.2 A **Board of Christian Education** of seven members, three to be elected at each Annual Meeting for two-year terms plus the Director of Christian Education as an ex-officio, non-voting member. Individual elected members shall not serve more than two consecutive terms. The Board of Christian Education shall elect its own Chair from among its six elected members.
- 5.3.3 A **Board of Trustees** of six members, three to be elected at each Annual Meeting for two-year terms. Individual elected members shall not serve more than two consecutive terms. The Sexton shall be an ex-officio (non-voting) seventh member. The Board of Trustees shall elect its own Chair from among its six elected members.
- 5.3.4 A **Finance Committee** of three lay members plus the Treasurer and Collector for a total of five voting members, one lay member to be elected at each Annual Meeting for a three-year term. The Finance Committee shall elect its own Chair from among its three lay members.
- 5.3.5 An **Auditing Committee** of two members, both to be elected at each Annual Meeting to serve until successors are chosen.
- 5.3.6 A **Music Committee** of four members, two to be elected at each annual meeting for two-year terms. Individual elected members shall not serve more than two consecutive terms. The Organist and Music Director shall be ex-officio (non-voting) fifth and sixth members. The Music Committee shall elect its own Chair from among its four elected members.
- 5.3.7 A **Nominating Committee** of four members, two to be elected at each Annual Meeting for two-year terms. Individual elected members shall not serve more than two consecutive terms. The Church Secretary shall be an ex-Officio (non-voting) fifth member. The Nominating Committee shall elect its own Chair from among its four elected members.
- 5.3.8 A **Pastoral Relations Committee** of three members, chosen from the Church Membership by a committee consisting of the Moderator, Church Clerk, Chair of the Diaconate, one other member of the Diaconate, and the Pastor/Teacher, with the approval of the Cabinet. Committee candidates shall be selected on the basis of capability, compatibility, aptitude for the position, and willingness to serve. Every effort should be made to reflect the demographics of the Church membership, and past or present service on the Diaconate of at least one member is desirable. The term of office shall be three years except for the initial committee which shall have one person appointed for one year, one person for two years, and one person for three years. There are no limits on succession. The Pastoral Relations Committee shall elect its own chair.
- 5.3.9 A **Safe Church Committee** of four members, chosen from the Church membership, consisting of:
- a) A Safe Church Advocate and Criminal Offender Record Information/Sexual Offender Record Information (hereinafter referred to as CORI/SORI) Officer to be elected at an Annual Meeting for a three-year term with no limits on succession. The Safe Church Advocate shall also serve as Chair of the Safe Church Committee;

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- b) The Pastor as a second CORI/SORI Officer;

- c) A member of the Board of Trustees to be appointed by the Chair of Trustees;
- d) A member of the Board of Christian Education to be appointed by the Chair of the Board of Christian Education.

In the event all three lay members come due for replacement at the beginning of the same year, then at least one of the experienced lay members shall continue to serve for one year beyond the expiration of his or her normal term.

- 5.3.10 A **Missions Coordinator** to be elected at each Annual Meeting to serve until a successor is chosen.
- 5.3.11 A **Church Delegate Coordinator** to be elected at each Annual Meeting to serve until a successor is chosen.
- 5.3.12 A **Flower Coordinator** to be elected at each Annual Meeting to serve until a successor is chosen.
- 5.3.13 A **Social Coordinator** to be elected at each Annual Meeting to serve until a successor is chosen.
- 5.3.14 An **Ushering Coordinator** to be elected at each Annual Meeting to serve until a successor is chosen.
- 5.3.15 **Ad hoc Committees** to be created and disbanded by the Cabinet.

5.4 DUTIES, AUTHORITY, and RESERVATIONS OF AUTHORITY:

5.4.1 The **Membership** shall:

- a) Have sole authority to authorize the calling of a Pastor, requiring a two thirds majority vote of those present and voting at a duly called meeting to hear the recommendations of the Pastoral Search Committee and take such action;
- b) Conduct a hearing on recommendations for dismissal of, and have sole authority to dismiss, a Pastor, requiring a two thirds majority, secret ballot vote of those present and voting at a duly called meeting, with the Pastor having the right to be present and/or represented by Counsel at the hearing if he or she so desires;
- c) Have sole authority to authorize the buying, selling, mortgaging, or renting of real property and motor vehicles, in the name of and for the Church, requiring a two thirds majority vote of those present and voting at a duly called meeting;
- d) Review and accept or reject the annual reports of the Corporate Officers, Boards, Committees, Coordinators, Board/Committee Appointees, and Special Committees at a duly called Church Meeting with a majority vote of those present and voting;
- e) Authorize the Finance Committee to approve and the Treasurer to expend Church funds up to 110% of the Budget and execute short term loans by approving the budget proposal of the Finance Committee, with the exception of the Diaconate and Memorial Funds, by a majority vote of those present and voting at a duly called meeting;
- f) Have sole authority to authorize expenditure of non-budgeted Church funds in excess of 10% of the annual budget, except in emergency situations where, in the judgment of a majority of the Corporate Officers or Cabinet or Finance Committee, the need to take action pre-empts the time required to call a Special Meeting;

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- g) Elect the Corporate Officers and Corporate Staff as specified elsewhere in this document by a majority vote of those present and voting at a duly

called meeting;

- h) Provide equal employment opportunity for paid staff:
 - 1) For positions where the applicant or employee must be or become a Church Member and for interim, intern, associate, assistant, and youth ministers: Applicants/employees shall not be discriminated against with regard to age, ancestry, color, disability, gender, national origin, physical characteristics, race, sexual orientation, veteran status, or other characteristics protected by law except where there is a bona fide qualification to perform the duties of the position.
 - 2) For positions where the applicant or employee may be a non-Church Member, the provisions of 4.4.1 h) 1) apply along with the addition of religion to the list of non-discriminatory distinctions.

5.4.2 The **Cabinet** shall:

- a) Be responsible to the Church Membership for the operation of the Church and its organizations;
- b) Act as coordinator among the Officers, Boards, Committees, Coordinators, sanctioned organizations, and paid staff;
- c) Have general supervision of the affairs of the Church, i.e. all Officers, Boards, Committees, Coordinators, sponsored organizations and paid staff shall be subject to it;
- d) Interpret and enforce the provisions and limitations of this Constitution and Bylaws and have authority to grant waivers to said provisions and limitations, except for those reserved for the Membership (Para 5.4.1), with a unanimous vote of those present and voting;
- e) Appoint persons to fill temporary and permanent corporate officer and staff vacancies that may arise during the year, considering recommendations by the Nominating Committee, except designation of a substitute Pastor/Teacher which shall be the responsibility of the Diaconate;
- f) Direct the dispensing of benevolences except:
 - 1) The Diaconate Fund;
 - 2) As authorized for the Treasurer to dispense by the Church's voting to accept the annual budget;
- g) Call the Annual Meeting and any Special Meetings to act upon financial, property, personnel, or faith issues by:
 - 1) Drafting a Warrant;
 - 2) Directing the Clerk to prepare and post an attested copy of the Warrant in or on the meeting house (church edifice) at least seven days prior to the time of the meeting;
 - 3) Directing the Pastor/Teacher to have the Church Secretary mail notice of the meeting to the household of each Member at least seven days prior to the time of the meeting;
- h) Act on the engagement and disengagement of paid staff as follows:
 - 1) Confirm the hiring of all, except the Pastor/Teacher, with a majority vote of those present and voting;
 - 2) Approve the hiring of an interim Pastor/Teacher or assistant ministers recommended by the Diaconate with a two thirds majority vote of those present and voting;
 - 3) Conduct a hearing on recommendations for removal and approve the removal of paid staff, except for the Pastor/Teacher, for cause, with a two thirds majority, secret ballot vote of those present and voting, with the staff member in question having the right to be present at the hearing with counsel if he or she so desires;

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- 4) Confirm the appointment of the Pastoral Search Committee, whenever a pastoral vacancy occurs, with a two thirds majority vote of those

present and voting;

- j) Have authority to remove any unpaid corporate officer, board or committee member, coordinator, or board/committee appointee because of infirmity, misconduct, or other cause rendering the person incapable or unsuitable for performing the duties of the position by:
 - 1) Conducting a hearing on the recommendations for removal with the person in question having the right to be present or represented at the hearing if he or she, a person with power of attorney, or other qualified representative so desires;
 - 2) Approving removal with a two thirds majority, secret ballot vote of those present and voting;
- k) Approve the *Safe Church Policy, Procedures and Guidelines*, and prior to an Annual Meeting at which a Safe Church Advocate is to be elected or re-elected, ensure that the candidate is suitable and is in compliance with the *Safe Church Policy, Procedures and Guidelines* for CORI/SORI officers;
- m) Comply with the provisions of Para 5.1 on voting, 6.0 on meetings, 6.3.3 on Executive Sessions, 6.3.4 and 10.4.7 on quorums, and 7.3 on new organizations.

5.4.3 The **Pastor** shall:

- a) Provide the leadership needed to maintain the Church as an ongoing spiritual entity;
- b) Attend to the spiritual welfare of the parish, preach the Word of God, and conduct the services of public worship including administration of the sacraments;
- c) Work, in conjunction with the Board of Christian Education, on the Christian Education program of the Church, lead the Confirmation Class, and lead such other study groups and seminars as seem appropriate for the time and situation;
- d) Provide counseling service to any member in need of such service, and time permitting, to non-members seeking such service;
- e) Seek to know the membership of the Church through visitation, giving priority to those confined at home, in the hospital, and in nursing homes;
- f) Guide and lead the Church in fulfilling its Christian responsibilities to the Essex Association, The Massachusetts Conference of the United Church of Christ, and the General Synod of the United Church of Christ;
- g) Provide the Clerk with names of persons baptized, married, and received into fellowship (membership) within seven days following the event;
- h) Be authorized to provide financial assistance (benevolences) from the Diaconate Fund on his or her own authority in accordance with guidelines established by the Diaconate;
- j) Have general oversight of the Church's ministry and be a non-voting member of all Boards, Committees, and Coordinators of the Church and a voting member of the Cabinet;
- k) Present a written report summarizing the previous year's activities at each Annual Meeting;
- m) Appoint, with approval of the Cabinet, and supervise, the Church Secretary;

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- n) Seek input from the Pastoral Relations Committee, or its individual members, on matters or issues dealing with events or experiences to share

or celebrate, disappointments, expectations, persistent concerns, new ideas, resolution of or avoidance of problems, and any other matters reasonably considered confidential;

- p) Choose and suggest potential Pastoral Relations Committee members to the selection committee of paragraph 5.3.8;
- q) Appraise the work performance of the Church Secretary and make recommendations regarding the Secretary's salary to the Finance Committee at least annually;
- r) Become a CORI/SORI Officer as described in the *Safe Church Policy, Procedures and Guidelines* and serve on the Safe Church Committee;
- s) Call, from the pulpit, special business meetings not related to financial, property, personnel, or faith issues, when requested by the Cabinet, by any five Members of the Church, or on his or her own authority, by stating the reason for the meeting (however, the twenty-five Member quorum applies for any action except discussion and adjournment);
- t) Be authorized to financially encumber the Church for furnishings, appliances, hardware, minor repairs, etc., when specifically authorized by the Finance Committee and/or the Trustees;
- v) Be authorized to financially encumber the Church for office supplies needed for day to day operations and repair and maintenance of office machines and equipment on his or her own authority provided such encumbrances are within the budgeted amount voted by the Church Membership;
- w) Be authorized to financially encumber the Church for supplies needed to support Church sponsored activities when in his or her judgment such action is in the best interest of accomplishing the task in the absence of the Chair of such activity;
- x) Have no authority to buy, sell, mortgage or otherwise acquire or encumber any Church real estate or to borrow or invest in the name of and for the Church.

5.4.4 The **Moderator** and **Chair of the Cabinet** shall:

- a) Provide the leadership needed to maintain the Corporation as an ongoing business entity including enforcement of the provisions in these Bylaws;
- b) Preside at Church and Cabinet meetings;
- c) Swear in, or arrange to have sworn in, the Clerk of the Corporation as required by the laws of the Commonwealth of Massachusetts;
- d) Appoint, when the need arises, a Pastoral Search Committee of seven, nine, or eleven members, to consist of:
 - 1) At least one member or recent former member from the Diaconate;
 - 2) At least one member or recent former member from the Board of Christian Education;
 - 3) At least two persons from the Membership at large who are neither Corporate Officers nor Staff;
 - 4) Other Members who seem appropriate for the task; and submit their names to the Cabinet for a confirmation vote.

5.4.5 The **Clerk of the Corporation** shall:

- a) Be custodian of the corporate records;

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- b) Record the transactions at all business meetings of the Church and the Cabinet and present the transaction record (minutes) for approval at the

next subsequent business meeting except that Church Meeting minutes shall be presented to the Cabinet for approval at its next subsequent meeting if sooner than the next subsequent Church Meeting (however such action does not preclude the necessity of reading the minutes at the next subsequent Church Meeting);

- c) Keep registers of the names of Regular and Inactive members with the dates of admission, change of membership status, and transfer or death;
- d) Keep registers of the dates and names of persons baptized and married;
- e) Notify all officers, board and committee members, coordinators, and delegates not present for their election or appointment, of their election or appointment;
- f) Issue letters of transfer, dismissal, and recommendations voted by the Diaconate;
- g) Preserve on file all communications and official reports;
- h) Provide notice of all Church business meetings called by the Cabinet by preparing and posting an attested copy of the Warrant in or on the meeting house (church edifice) at least seven days prior to the time of the meeting;
- j) Present a written report of the state of Church membership at year end, including items described in c, d, and f above, along with other items of interest, at each Annual Meeting of the Church.
- k) Conduct the business correspondence of the Church when requested by the Cabinet.

5.4.6 The **Treasurer** shall:

- a) Keep account of funds deposited for benevolences and pay the parties entitled thereto without further authorization;
- b) Keep account of relief funds which shall be paid out only by authorization of the Diaconate;
- c) Keep account of funds received for support of the Church's ministry and expend them only on written order of the Finance Committee except as noted above;
- d) Maintain other accounts as directed by the Finance Committee;
- e) Obtain approval of the Finance Committee prior to transferring funds among the various accounts when needed to maintain an equitable cash flow for meeting the Church's financial obligations;
- f) Designate all funds, property, and financial transactions in the name of the Church;
- g) Exhibit the financial records to the Cabinet at any time;
- h) Present a written report of the previous year's financial activities, certified by the Auditing Committee, at each Annual Meeting;
- j) Substitute temporarily for the Collector should the Collector be unable to perform those responsibilities.

5.4.7 The **Collector** shall:

- a) Collect and account for all funds received by the Church and make them available to the Treasurer;

- b) Issue receipts, not less than twice annually, to all who have made pledges and provide receipts for any other donations received from identifiable sources;
- c) Exhibit the financial records, except for amounts of personal pledges, to the Cabinet at any time;
- d) Present a written report of previous year's collections, certified by the Auditing Committee, at each Annual Meeting;
- e) Substitute temporarily for the Treasurer should the Treasurer be unable to perform those responsibilities.

5.4.8 The **Diaconate** shall:

- a) Assist and support the Pastor/Teacher with the spiritual aspects of his or her work, including celebration of the sacraments of Baptism and Communion and preparation of the Communion Table;
- b) Take note of families without church affiliation and new families moving into the community and invite them to participate in the life of the Church;
- c) Represent the Church by rendering personal service if such action is deemed desirable in cases of sickness and death;
- d) Appoint a Diaconate member as visitation coordinator to provide direction for visiting volunteers;
- e) Vote on all candidates for Membership and change of membership status and provide a written report of results to the Clerk;
- f) Act as pulpit supply committee for up to three months;
- g) Prepare and maintain a set of written instructions for ushering at Worship Services, said instructions described elsewhere as the "Ushering Booklet;"
- h) Have charge of all devotional and religious services of the Church in the absence of the Pastor/Teacher;
- j) Evaluate the Pastor/Teacher's performance annually and designate the Chair and/or other member or members, to present the evaluation, in writing, to the Pastor/Teacher and discuss it with him or her;
- k) Make recommendations concerning the Pastor/Teacher's compensation and allowances to the Finance Committee annually;
- m) Control the Diaconate and Memorial Funds and call on the Treasurer to expend same when so voted by the Diaconate;
- n) Obtain the approval of the Finance Committee before committing the Church to expenditures in excess of the approved budget;
- p) Establish and maintain written guidelines for the dispensing of financial assistance from the Diaconate Fund and expenditures from the Memorial Fund;
- q) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;
- r) Present a written report summarizing Diaconate activities, except for disbursements from the Diaconate Fund, for the previous year at each Annual Meeting.

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5.4.9 The **Board of Christian Education** shall:

- a) Have charge of all educational programs sponsored by the Church except for

adult worship services;

- b) Appoint and oversee a Director of Christian Education;
- c) Provide the Director of Christian Education with performance appraisals and make recommendations regarding the Christian Education Director's salary to the Finance Committee at least annually;
- d) Recruit and appoint the teachers and teachers' aides of the Church School and the Youth Group Leaders;
- e) Provide equipment and supplies and arrange the curriculum of the Church School within the budget approved by vote of the church at the Annual Meeting;
- f) Obtain the approval of the Finance Committee before committing the Church to expenditures in excess of the approved budget;
- g) Appoint one of its members to clear a CORI/SORI check and serve on the Safe Church Committee;
- h) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;
- j) Present a written report summarizing Christian Education activities for the previous year at each Annual Meeting.

5.4.10 The **Board of Trustees** shall:

- a) Have the care and custody of Church property, real and otherwise, as prescribed by law, but with no power to buy, sell, mortgage, lease or transfer real estate without specific authority given by vote of the Church;
- b) Provide ordinary maintenance of buildings, grounds, and equipment and janitorial supplies within the budget approved by vote of the Church at the Annual Meeting;
- c) Provide for extraordinary maintenance of buildings, grounds, and equipment with the approval of the Cabinet (extraordinary maintenance includes things like interior redecoration, exterior painting, roof replacement, etc.);
- d) Appoint and supervise a Sexton;
- e) Provide the Sexton with performance appraisals and make recommendations regarding the Sexton's wages to the Finance Committee at least annually;
- f) Obtain approval of the Finance Committee before committing the Church to expenditures in excess of the approved budget;
- g) Appoint one of its members to clear a CORI/SORI check and serve on the Safe Church Committee;
- h) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;
- j) Present a written report summarizing the Trustees activities for the previous year at each Annual Meeting.

Constitution and By-Laws Continued

5.4.11 The **Finance Committee** shall:

- a) Manage the finances of the Church except for expenditure of the Memorial

and Diaconate Funds;

- b) Provide for raising funds for support of public worship and benevolences and maintenance of buildings, furnishings, and equipment;
- c) Issue written orders to the Treasurer for all expenditures except budgeted benevolences, payment of utility bills, payment of salaries, wages, and employee benefits, payment of taxes and taxes withheld, and expenditures from the Diaconate and Memorial Funds;
- d) Establish a recommendation to the Church for compensation of:
 - 1) The Pastor/Teacher after consultation with the Diaconate;
 - 2) The Organist and paid Director(s) after consultation with the Music Committee;
 - 3) The Sexton after consultation with the Trustees;
 - 4) The Church Secretary after consultation with the Pastor/Teacher;
 - 5) The Christian Education Director after consultation with the Board of Christian Education.
- e) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;
- f) Prepare and present an itemized budget of receipts and disbursements for the ensuing year at each Annual Meeting.

5.4.12 The **Auditing Committee** shall:

- a) Audit the financial records of the Treasurer and the Collector at the close of each calendar year;
- b) Present a written report of its findings within 60 days following the end of the calendar year, preferably, in time for the Church Annual Meeting.

5.4.13 The **Music Committee** shall:

- a) Administer the musical programs of the Church and the funds provided for musical purposes in the Church budget;
- b) Appoint and oversee a Director of Music, Organist, and Choir Directors;
- c) Provide the Organist and Music Director with performance appraisals and make recommendations regarding their salaries to the Finance Committee at least annually;
- d) Obtain approval of the Finance Committee before committing the Church to expenditures in excess of the approved budget;
- e) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;
- f) Present a report summarizing musical activities for the previous year at each Annual Meeting.

5.4.14 The **Nominating Committee** shall:

- a) Present a slate of willing candidates for Corporate Officers (except for Pastor/Teacher) and open Coordinator, Board, and Committee positions (except for the Pastoral Relations Committee) for election at each Annual Meeting, except that Mandated Reporters of child abuse should be given preference in

Constitution and Bylaws Continued

the selection of a Safe Church Advocate and prior to nomination of a Safe Church Advocate, arrange with one of the CORI/SORI Officers to perform a CORI/SORI check on the proposed candidate in accordance with the *Safe Church Policy, Procedures and Guidelines* and have the Cabinet determine

suitability;

- b) Assist the Cabinet with filling vacancies occurring between Annual Meetings by presenting names of willing candidates;
- c) Consider the provisions of Section 10.0 on Conflict of Interest when selecting and recruiting potential candidates;
- d) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;

5.4.15 The **Pastoral Relations Committee** shall:

- a) Provide an intermediary ministry among the Pastor/Teacher, parish, community, membership, corporate officers, and corporate staff;
- b) Advise, reconcile, negotiate, recommend, and mediate as it deems appropriate;
- c) Establish and maintain its own operating guidelines;
- d) Meet as a committee at least monthly until all members are trained, and thereafter, as needed, but not less than quarterly;
- e) Meet with the Pastor and/or any other Church Member(s), Committee(s), Board(s), or Coordinator(s) as requested, individually or as a committee;
- f) Promote an atmosphere of trust by maintaining strict confidence on all matters brought before individual members and the Committee by conducting ALL meetings in executive session, unless voted otherwise by a 2/3 majority of committee members present, and by releasing or discussing, outside of executive sessions, only such information as is needed and agreed to by the parties involved to conduct negotiations and resolve issues or as may be necessary to comply with the law;
- g) Provide for training of its members;
- h) Comply with the provisions of Para 6.0 on meetings, and 6.3.4 and 10.4.7 on quorums;
- j) Present a written report summarizing the previous year's activities at each Annual Meeting of the Church Membership omitting all confidential or potentially confidential material.

5.4.16 The **Safe Church Committee** shall:

- a) Ensure that the Pastor/Teacher is or becomes a CORI/SORI officer as specified in the *Safe Church Policy, Procedures and Guidelines*;
- b) Write, maintain, and enforce the *Safe Church Policy, Procedures and Guidelines* to ensure that Church facilities and sponsored activities are Safe, within reason, for all users and participants;
- c) Obtain Finance Committee approval of any of the *Policy, Procedures and Guidelines* likely to cause significant financial obligations for the Church;
- d) Obtain Board of Trustees, Board of Christian Education, and Cabinet approval of the *Safe Church Policy, Procedures and Guidelines*, and any changes thereto, prior to implementation;

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- e) Comply with the provisions of Para 6.0 on meetings, 6.3.3 on Executive Sessions, and 6.3.4 and 10.4.7 on quorums;
- f) Present a written report summarizing the previous year's activities at each

Annual Meeting of the Church Membership omitting all confidential or potentially confidential material.

5.4.17 The **Mission Coordinator** shall:

- a) Research, evaluate, and review material giving information on the current needs of the world;
- b) During the first quarter of each calendar year, and more often if needed, conduct a meeting of individuals and Board/Committee persons with mission related responsibilities and interests to exchange information, select/create projects to support, and inspire support of selected mission projects;
- c) Coordinate the mission supporting efforts of the various Church groups;
- d) Present a report summarizing the mission activities for the previous year at each Annual Meeting.

5.4.18 The **Church Delegate Coordinator** shall:

- a) Recruit and appoint two persons to:
 - 1) Represent the Church at meetings of the Massachusetts Conference UCC, and the Essex Association;
 - 2) Present a report to the Cabinet and/or the Church at the next appropriate meeting of either or both.

5.4.19 The **Flower Coordinator** shall:

- a) Recruit and appoint a person-in-charge of flowers for each month, said person-in-charge to arrange flowers and/or other appropriate temporary decorations to enhance each worship service;
- b) Inform the Church Secretary, on or before the Thursday preceding, of special or memorial flower donations which should be credited in the Sunday bulletin;
- c) Provide consulting services to the Boards and Committees regarding flowers and other temporary decorations for Christmas, Easter, Maundy Thursday, and other special occasions.

5.4.20 The **Social Coordinator** shall:

- a) Recruit and appoint monthly hosts/hostesses who will arrange for and conduct weekly, post-worship fellowship gatherings;
- b) Check with the Church Secretary for any special Sundays, and notify the monthly host/hostess;
- c) Arrange for fellowship gatherings on special occasions such as Thanksgiving Eve, Christmas Eve, Annual Meetings, and Church sponsored receptions;
- d) Maintain the inventory of consumable and non-consumable kitchen supplies and make any necessary purchases;
- e) Oversee the cleanliness of the kitchen (curtains, counters, refrigerator, etc.);

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- f) Obtain the approval of the Finance Committee before committing the Church to expenditures in excess of the approved budget;
- g) Present a report summarizing the social and kitchen activities for the

previous year at each Annual Meeting.

5.4.21 The **Ushering Coordinator** shall:

- a) Set the atmosphere and physical comforts of each worship service by performing the duties described in the ushering booklet;
- b) Arrange for a suitable staff of ushers at each worship service;
- c) Consult with the Pastor/Teacher weekly regarding any special needs.

6.0 MEETINGS, EXECUTIVE SESSIONS, and QUORUMS

6.1 WORSHIP:

- 6.1.1 **Worship services** shall be held on Sundays at times established by the Cabinet and on other days and times recommended by the Diaconate and confirmed by vote of the Cabinet;
- 6.1.2 The **Sacrament of Communion** shall be celebrated at least six times each year at times agreed upon by the Pastor/Teacher and the Diaconate.

6.2 BUSINESS:

6.2.1 **Annual Business Meeting of the Church Membership:**

- a) An Annual Meeting of the Church Membership shall be called by the Cabinet at its November or December meeting, for an appropriate date and time during January of each year to:
 - 1) Receive the reports of the Corporate Officers, Boards, Committees, Coordinators, and Church sponsored organizations for the prior year;
 - 2) Act on the proposed budget for the ensuing year;
 - 3) Elect Corporate Officers and Board, Committee, and Coordinator members to fill open positions;
 - 4) Act on any other business related to the Church and/or its property.
- b) If weather, circumstances, and common sense dictate, the Pastor/Teacher and the Moderator may collectively decide to postpone the Annual Meeting to not later than the second Thursday of February;
- c) The fiscal and report year shall coincide with the calendar year.

6.2.2 **Special Business Meetings of the Church Membership:**

- a) May be called by the Cabinet, see paragraph 5.4.2;
- b) May be called by the Pastor for purposes not related to financial, property, personnel, or faith issues, or shall be called if requested by at least five Members for same purposes, see paragraph 5.4.3;
- c) May be requested of the Cabinet by any Cabinet Member or at least five Church Members.

6.2.3 **Quorum:** Twenty-five Church Members shall constitute a quorum for the transaction of all business, except adjournment and discussion which does not require a quorum, at all Annual and Special business meetings;

6.3 BOARD, COMMITTEE, and CABINET MEETINGS:

6.3.1 **Regular Meetings:** The Cabinet and all Boards and Committees of the Church shall hold regular meetings at published/announced times and places;

- 6.3.2 **Open Meetings:** Cabinet, Board, and Committee meetings shall be open to all Church Members except for executive sessions which are open only to members of the Cabinet, Board, or Committee holding the executive session. Persons who are not elected or appointed Board, Committee, or corporate staff members shall not vote;
- 6.3.3 **Executive Sessions** may be called by a 2/3 majority vote of the Cabinet, Board, or Committee members for purposes of discussing job performance or other sensitive issues where personal privacy should be recognized and protected, except that ALL meetings of the Pastoral Relations Committee are to be in executive session unless voted open by a 2/3 majority vote of the Pastoral Relations Committee;
- 6.3.4 **Quorums:** Seven Cabinet members and fifty percent of Board or Committee members plus one person shall constitute a quorum for the transaction of all business except discussion and adjournment which does not require a quorum, except that the Cabinet may not transact business (vote) on matters related to a particular Board or Committee if there is no representation from that Board or Committee. Note that ex-officio Board and Committee members do NOT count for purposes of determining the presence of a quorum. See also para 10.4.7;
- 6.3.5 **Representatives:** Cabinet members who are Chairs of Boards or Committees and are unable to attend a Cabinet meeting may send a representative who shall have full voting rights provided said representative is a member of the Church and is in compliance with the Conflict of Interest provisions of Section 10.0.

7.0 COMPENSATION

- 7.1 FUNDS for compensation are recommended by the Finance Committee and voted by the Church as an annual budget for financial planning and shall not imply any obligation to pay employees for a full year or any portion thereof;
- 7.2 COMPENSATION paid shall be for services actually rendered or expenses actually incurred over periods of time agreed to between the incumbent and the cognizant Board/Committee;
- 7.3 BENEFITS paid shall be as agreed between the incumbent and the cognizant Board/Committee and approved by majority vote of the Cabinet;
- 7.4 TO WHOM: Only the Pastor, Church Secretary, Sexton, Organist, Music Director, Collector, Treasurer, and Director of Christian Education may be compensated;
- 7.5 AUTHORIZATION FOR OTHERS: A majority vote of the Cabinet shall be required to authorize compensation of any others not listed in paragraph 7.4. Such authorization shall be for a trial period not to exceed twenty-four months, after which a vote of the Church Membership to add the position to the Constitution and Bylaws shall be required to continue compensation.

8.0 SANCTIONED and SPONSORED ORGANIZATIONS

- 8.1 INTEGRAL PART: The Church regards all sanctioned and sponsored organizations which support its ministry and use its facilities as integral parts of itself.
- 8.2 OVERSIGHT: The Pastor shall have general oversight over all Church Sanctioned and Sponsored organizations.

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- 8.3 CABINET APPROVAL shall be required for the formation of all new organizations.
- 8.4 REPORTS: The Church expects a short written report summarizing activities during the previous year from each Sanctioned organization at each Annual Meeting.

9.0 AMENDMENTS

- 9.1 WHEN: This Constitution and By-Laws may be amended at any Annual or Special Membership Meeting in accordance with the following:
- 9.1.1 **Proposed Amendments** shall be written and available for distribution when the warrant for the meeting at which they are to be acted on is posted;
- 9.1.2 The **Meeting Warrant** shall contain a specific article to amend the Constitution and Bylaws;
- 9.1.3 **Two-thirds** or more of the Members voting must vote in favor of the amendment(s)

10.0 CONFLICT OF INTEREST

10.1 INTRODUCTION: In order to satisfy needs for certain talents, skills, interests, and personal development, some Church members, multiple family members, or non-Church members where permitted, may be serving in, recruited for, or called to serve in Corporate Officer, Corporate Staff, paid staff, and/or Volunteer positions within the Church Organization. While it is expected that persons in such positions will make decisions based on what is best for the mission of the Church, potential for real or perceived conflict of interest exists. Adherence to the following is intended to minimize issues with conflict of interest.

10.2 DEFINITIONS for this Section:

- 10.2.1 **Absent**: Gone from the area where discussion and voting are taking place;
- 10.2.2 **Family**: Spouse, parent, parent-in-law, child, sibling, sibling-in-law, first cousin, grandparent, grandchild, aunt, uncle, nephew, niece, betrothed, and significant other.
- 10.2.3 **Personal Friend**: A non-family member, such as but not limited to, a close friend, coach, or co-worker with whom one associates meaningfully.
- 10.2.4 **Volunteer**: A person serving on a regular basis in positions not specifically named by these by-laws (e.g. Christian education teachers, Youth Group leaders, band, choir, and bell choir members), but not persons serving occasionally (e.g. greeters, ushers, and coffee hostesses).

10.3 BACKGROUND:

- 10.3.1 **Paid Staff Members** are called and their performance and compensation evaluated as described earlier in these bylaws:
Interim, Intern, Temporary, and Assistant Pastors—by the Diaconate
Church Secretary—by the Pastor
Director of Christian Education—by the Board of Christian Education
Music Director—by the Music Committee
Organist—by the Music Committee
Sexton—by the Board of Trustees

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- 10.3.2 **Corporate Officers, and Corporate Staff**:
- a) **Pastor**—called to serve by vote of the Church membership and performance and compensation evaluated by the Diaconate;
- b) **Collector and Treasurer**—recruited by the Nominating Committee with approval of the Finance Committee, called to serve by vote of the Church membership, and performance and expense stipend evaluated by the Finance Committee;

- c) **Pastoral Relations Committee**—recruited by a subcommittee of the Cabinet and called to serve by vote of the Cabinet;
- d) **All others described in para 5.3**—recruited by the Nominating Committee and called to serve by vote of the Church membership;

10.3.3 **Volunteers** (e.g. Church School teachers, ushers, etc.) are called to serve by the boards, committees, and coordinators as described earlier in these bylaws.

10.4 OPERATING RULES:

- 10.4.1 **Annual Disclosure**--Potential conflicts of interest shall be indicated by each member of each board and committee at the first meeting following each annual meeting or, if filling a position between annual meetings, at the first meeting a new member attends:
- a) All Corporate Officers, Corporate Staff, and Paid Staff, shall disclose any interests they or family members have in companies with which the Church does business including, but not limited to, stock ownership, employment, or other significant business dealings;
 - b) All Corporate Officers, Corporate Staff, and Paid Staff shall disclose board memberships for other non-profit organizations;
 - c) All Corporate Officers, Corporate Staff, and Paid Staff shall disclose all Corporate Officer, Corporate Staff, Paid Staff, and Volunteer positions in which they or any family members are serving;

Other members of the board or committee shall determine if any conflict or potential conflict is pertinent and any actions to be taken, such as, but not limited to:

- 1) Noting the issue and any actions in the minutes;
- 2) Directing the member to be absent;
- 3) Recommending, in extreme cases, that the member resign.

10.4.2 **Immediate Disclosure:** Persons participating in any Cabinet, Corporate staff, Paid staff, or ad hoc committee meeting in which a new topic or issue comes up for discussion and/or action shall immediately disclose any additional conflicts or potential conflicts of interest. Other members of the board or committee shall determine if the conflict or potential conflict is pertinent. If it is they shall direct the person to be absent. Conflict disclosures and any actions shall be noted in the meeting minutes.

10.4.3 **Competitive Bids:** At least two, preferably more, competitive bids shall be obtained for any contract or purchase of \$1,000 or more and involving a vendor who is also:

- a) A Church member or a regular attendee, or;
- b) A family member or personal friend of a person in the group awarding the contract. Said person in the group may participate in preliminary discussions including recommending potential vendor(s) and may vote on whether to pursue obtaining a contract or purchase but not on to whom the business is awarded. Once bids are received and the group is ready to discuss them and vote, said person shall be absent.

Conflict disclosures and any actions shall be noted in the meeting minutes.

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10.4.4 **Conditions for Absence:** Corporate Officers, Corporate Staff, Volunteers, and Paid staff shall be absent when issues pertaining to them, family members, or personal friends come before their boards, committees, or the Cabinet with the exception of Cabinet hearings involving their dismissal.

10.4.5 **Paid staff members:**

- a) Persons, boards, and committees are encouraged to consider Church members and regular attendees who have the talent and/or skills necessary to fill

Paid staff positions;

- b) Paid Staff may serve on the Nominating Committee, but only as ex-officio members;
- c) Eligible Paid Staff, except pastors, are free to serve in other corporate staff or officer positions for which they have skills, talent, or interest, but shall not serve as voting members of the board or committee which called, supervises, or appraises their paid performance;
- d) Paid staff shall be absent when a board or committee is preparing performance appraisals or compensation adjustment recommendations or discussing and voting on other issues involving pay and job performance for the paid staff member, a family member, or a personal friend (does not apply to actual communication of performance appraisals and compensation adjustment recommendations when the staff member is expected to be present).

10.4.6 **Family Members:**

- a) On any board or committee having
 - 1) Four or fewer members, only one person from any family may serve as a voting member;
 - 2) Five or more members (including the Cabinet), no more than two persons from the same family may serve at the same time as voting members;
- b) In the Corporate Officer group, only one person from any family may serve at the same time.

10.4.7 **Quorums at Meetings:** Except for Church membership meetings, all meetings requiring a quorum for action (see para 6.3.4) shall count members of the same family as one person. However, all may vote. For example: Members of the Cabinet include sisters from one family and a husband and wife from another. The sisters would count as one person. The husband and wife would also count as one person. To reach the seven member quorum requirement, five additional members would need to be in attendance.