

BY-LAWS OF
WAPPING COMMUNITY CHURCH
(Congregational)
United Church of Christ
Of
South Windsor, Connecticut

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THE WAPPING COMMUNITY CHURCH

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THE WAPPING COMMUNITY CHURCH
South Windsor, Connecticut

BYLAWS

Revised January 26, 2020

ARTICLE I – NAME

The name of this Church shall be "The Wapping Community Church," as stated in the Articles of Association filed with the Office of the Secretary, State of Connecticut, on August 12, 1936. "The Wapping Community Church" is referred to as the Church in these bylaws.

ARTICLE II - PURPOSE, COVENANT AND STATEMENT OF FAITH

Section 1 - Purpose:

To maintain a Church of Jesus Christ; to afford opportunities for the public worship of God; to minister to the religious needs and aspirations of the community; to provide religious education, and to co-operate in the building of the Kingdom of God throughout the world.

Section 2 - Covenant

In the presence of God, we covenant with God and with each other to give ourselves unreservedly to God's service and take this to be our Church. Ever mindful of the welfare of our fellow members, we promise to walk with them in faithfulness and Christian love, and we promise that, so far as we are able, we will attend the services of this Church, observe its sacraments, share in its work, contribute to its support and its benevolence, and endeavor to make it a fruitful body of Christians. Because we believe in Jesus Christ as our Lord and Savior, we take for our rule of life His words, "Thou shalt love the Lord thy God with all thy heart and soul and mind and strength and thou shalt love thy neighbor as thyself."

Section 3 - Statement of Faith

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your deeds we testify:

You call the worlds into being,
 create persons in your own image
 and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will, declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior,

you have come to us and shared our common lot,
conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit,
creating and renewing the church of Jesus Christ,
binding in covenant faithful people of all ages, tongues and races.

You call us into your church
to accept the cost and joy of discipleship,
to be your servants in the service of others,
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.

You promise to all who trust you
forgiveness of sins and fullness of grace,
courage in the struggle for justice and peace,
your presence in trial and rejoicing,
and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you. Amen.

ARTICLE III - GOVERNMENT

The government of this Church is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Certificate of Organization filed August 12, 1936, with the Office of the Secretary, State of Connecticut, and the Statutes of the State of Connecticut.

This Church is subject to the control of no other ecclesiastical body, but it recognizes the obligation of mutual counsel, comity, and cooperation common among the United Church of Christ, which it voted to join on May 23, 1965, and other Christian Churches, and is in fellowship with all faiths, which in the love of truth and the spirit of Christ, are devoted to the worship of God and the service of all people and the environment.

Ministry Groups will be the primary means in which Church members come together to serve in accomplishing the missions of Wapping Community Church as adopted by the membership. Leadership Teams shall support the Ministry Groups. The Leadership Teams are the Faith Team, the Witness/Outreach Team, and the Stewardship Team.

The members of the Church confer on the Church Visioning Council, Officers and Ministers the oversight and day to day operations of the Church's programs and

activities. The Visioning Council can formulate and approve policy and supervise the execution of approved policies needed to fulfill its assigned responsibilities.

Church Officers and members of Leadership Teams shall be Active Members and Associate Members of the Church. However, non-members can participate in the activities of the Leadership Teams and will have voice but no vote or be included in meeting quorums for motions or resolutions being acted upon by the Leadership Team.

ARTICLE IV – MEMBERSHIP

Section 1 - Becoming a Member or Associate Member

Membership is open to all people. They shall be persons who have been received into the Church's fellowship by public acceptance of its Statement of Faith and Covenant:

- (a) upon confession of the Christian faith and baptism;
- (b) on presentation of satisfactory letters of transfer from other churches, except for Associate members; or
- (c) if letters are not available by reaffirmation of faith.

Persons recommended by the Minister and the Deacons Ministry Group and who have received an orientation in the theology and religious practices of Wapping Community Church and the United Church of Christ, and in the responsibilities of membership shall be received into membership at a communion service or such other time as the Ministers and Deacons Ministry may determine.

Section 2 - Responsibilities of Membership

Active Members and Associate Members of the Church are expected to regularly demonstrate as they are able their support of the Church through sharing in "the cost and joy of discipleship," participation in its worship, fellowship, governance, ministry, financial support and work."

Section 3 - Membership Classifications

The Clerk in consultation with the Senior Minister shall be responsible for member classification.

- (a) Active Members – those who regularly demonstrate as they are able support of the Church through sharing in "the cost and joy of discipleship," participating in its worship, fellowship, governance, ministry, financial support and work and have been accepted into membership.
- (b) Associate Members - those who wish to be actively engaged in the work and worship of this congregation, who have previously publicly confessed faith in Jesus Christ, but do not wish their letters transferred. Associate members shall have all the rights, responsibilities and privileges of Active Members. Associate Members will be recorded as a separate classification and not included with Active members.

Associate membership shall be terminated upon receipt of a letter of resignation, upon becoming inactive or becoming full active.”

(c) Inactive Members – those members who have been absent from the fellowship of the Church, from worship and have not provided support for three consecutive years and have been so designated by the Clerk. Inactive members are ineligible to vote at church meetings.

Section 4 - Changes in Classification and Membership Termination

(a) The unexplained absence of any member from the fellowship of the Church (from its worship and its activities) or who has not provided support for three consecutive years shall be sufficient cause for the Clerk to make contact with said member advising that unless requested otherwise their membership status will be changed to inactive status.

(b) The change in classification back to active can be done by the Clerk or Ministers if they observe that an inactive member now fulfills the requirements of an active member.

(c) A Certificate of Transfer to another church, shall, upon request, be given for a member by the Clerk except for associate members.

(d) Any member may terminate their membership in the Church by giving notice in writing of such intention to the Clerk.

Article V - WORSHIP SERVICES AND THE SACRAMENTS

Section 1 - Worship Services

Services of worship shall be held each Sunday except when by vote of the Deacons Ministry they are temporarily suspended.

Section 2 - The Sacraments

- A. The Lord's Supper shall be celebrated normally at the morning service on the first Sunday of the month, at a special service on Maundy Thursday, and at such other times as the Deacons Ministry Group may elect.

- B. Baptism shall be administered to those who have not previously received it at the time of their admission to the Church and to the children of those who stand in covenant relation to Christ or who promise to bring up their children in the nurture of the Church.

Section 3 - Other Services

Other services of worship, inspiration, prayer and study may be held as determined by the Deacons Ministry and the Ministers.

ARTICLE VI - CONGREGATIONAL MEETINGS

Section 1 - Annual Meeting

The Annual Meeting shall be held on the fourth Sunday of January of each year at the call of the Visioning Council for the election of officers, members of the Visioning Council, elected members of the three (3) Leadership Teams and church conference delegates. The Annual Meeting will also include the hearing of reports, the adoption of the Annual Budget, and the transaction of any other proper business. Items to be included in the call for the annual meeting may be requested by the Visioning Council or by any ten members of the church.

Section 2 - Special Meetings

Special business meetings of the Congregations may be called by the Ministers, the Moderator, Visioning Council, or shall be called by the Clerk on written request of ten members, the object being stated in the call.

Section 3 - Notices

Notice of all business meetings shall be given from the pulpit on Sunday morning at least five days preceding the meeting, and by a notice posted on the bulletin board on and before the Sunday preceding the meeting.

Section 4 - Conducting Meetings

Quorum: A quorum for the transaction of any business shall consist of 50 voting members. In the absence of a quorum a smaller number may adjourn to a fixed date.

Voting: Congregational decisions and elections shall be by ballot unless suspended by a majority vote of those participating and eligible to vote. Except as otherwise provided in the by-laws a majority vote is decisive. All Active Members and Associate Members are entitled to vote on all matters of business.

Presiding Officer: The Moderator shall preside at all Congregational meetings of the Church. In the absence of the Moderator, the Co- Moderator shall preside. In the event of their absence, the Clerk shall call the meeting to order and the first order of business shall be the election of a Chair for the meeting.

Section 5 - Official Year

The official year of the Church shall begin on January first. All Officers, Visioning Council and Leadership Team members shall assume their duties at the time of their election and shall continue in office for their respective terms, or until their successors are elected and qualified.

ARTICLE VII - OFFICERS AND DUTIES

Officers of the Church shall be the Moderator, the Clerk, the Treasurer and the Investment Trustee. With the exception of the Investment Trustee, all officers of the Church shall be elected to a two-year term, or until replaced, and may serve for additional terms with the approval of the Congregation. The Investment Trustee may serve any number of successive one-year terms.

Section 1 – MODERATOR

The Moderator shall be the presiding officer of the Church. He/she shall perform all duties incident to such office or as may be required by law. Where responsibilities have been appropriately defined, a Church member may serve in the role of Co-Moderator. In such case, the term of the Co-Moderator shall conclude with that of the Moderator. The Moderator, and Co-Moderator if applicable, shall:

- Share with the Pastoral Staff the total leadership of the Church. and guide the work of the Visioning Council;
- Preside over all meetings of the Church Membership and the Visioning Council;
- Be charged with responsibility for overseeing communication among the Leadership Teams of the Church;
- Receive notice of, and have the right to attend all meetings of any Leadership Team or subsidiary Leadership body, including Ministry Groups; and
- Communicate decisions to the membership and to the wider church.

Section 2 - CLERK

The Clerk shall be the official correspondent and record keeper of the Church, and, in general, shall perform all duties incident to the office of a Church clerk and a corporate secretary and such other duties as may be required by law. Where responsibilities have been appropriately defined, a Church member may serve in the role of Co-Clerk. In such case, the term of the Co-Clerk shall conclude with that of the Clerk. The Clerk, and Co-Clerk if applicable, shall ensure that:

- A record is kept of the meetings of the Church and of the Visioning Council of which he/she shall be a voting member and its secretary;
- Letters of membership transfer are issued to churches on request and that credentials of delegates chosen are signed;
- Records of Congregational Meetings and Visioning Council minutes are maintained as well as Annual Reports, all legal documents and membership records;
- Legal notices of all Congregational Meetings are communicated according to the by-laws and policies of the Church;
- Permanent records (electronic and hard-copy) are kept of every member of the Church, including the dates and manner of admission or removal, the record of

baptisms, confirmations, deaths and such other records as may be prescribed from time to time by the Visioning Council; and

- In conjunction with the ministerial staff, conduct a periodic review of the active membership rolls and make changes to the membership status in accordance with established guidelines.

Section 3 - TREASURER

The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law. Where responsibilities have been appropriately defined, a Church member may serve in the role of Assistant Treasurer. In such case, the term of the Assistant Treasurer shall conclude with that of the Treasurer. The Treasurer, and Assistant Treasurer if applicable, shall ensure that the following responsibilities are attended to in a timely fashion:

- Maintenance and reconciliation of the accounts of the Church;
- Church financial records are maintained thoroughly, timely and accurately and in accordance with established policies and appropriate financial practices;
- Approval of the payment of bills and reimbursement requests;
- Oversight of the payroll operations, fulfilling tax reporting requirements;
- Tracking and reporting on expenses relative to budget projections;
- Tracking the status of restricted funds;
- Preparing an annual report on the fiscal status of the Church;
- Cooperating with the Visioning Council and the Stewardship Team in developing budget projections and proposals; and
- Cooperating in periodic internal and/or external audits.

Section 4 - INVESTMENT TRUSTEE

The Investment Trustee shall advise and counsel the Stewardship Team regarding prudently investing and disbursing invested funds. In addition to the General Fund used for regular operations of the Church, the Church shall maintain such other institutional funds as deemed prudent and beneficial for the support of the purposes of the Church and its ministries. Such funds may include endowment funds and reserve funds. The Investment Trustee is responsible for managing all institutional funds and shall be governed by applicable law, namely the "Uniform Prudent Management of Institutional Funds Act (UPMIFA), Connecticut General Statutes Chapter 802c, Section 45a-535 – 535i subject to any revision thereof.

He/she shall be a member of and work in conjunction with the Stewardship Team.

The Investment Trustee shall regularly report to the Stewardship Team the activity and status of invested funds. This will include all monies, including interest and dividends received for the permanent endowment and invested funds and such other restricted and unrestricted gifts as may be given to the Church from time to time.

All income from investments shall be reflected in the annual Church financial statements. The Investment Trustee shall render a detailed report in writing, duly audited, covering the funds under his/her supervision, at the annual meeting of the Church, said report to be filed with the Clerk.

ARTICLE VIII – TREASURERS OF COLLECTIONS

One or more Treasurers of Collections shall be elected annually. Treasurers of Collections may be elected to successive terms and shall be responsible to the Stewardship Team. They shall receive and record all offerings, contributions and other payments, and deposit them into the appropriate Church bank accounts. The Treasurer(s) of Collections shall make a written report weekly to the Church Treasurer of all contributions and other receipts, and deposits made in the Church's bank account.

ARTICLE IX- ORDAINED AND NON-ORDAINED STAFF

Section 1 - Senior Minister

The Senior Minister shall be called upon recommendation of the Visioning Council for an indefinite period of time by a two-thirds vote of the members present at a Church Meeting duly called and noticed for this purpose.

The Senior Minister shall lead the spiritual welfare of the Church in conjunction with the Associate Minister(s) and the Board of Deacons. The Senior Minister shall seek to enlist followers of Christ, preach the gospel, administer the sacraments and guide the congregation in Christian nurture. He/she shall exercise the privilege of religious teacher and counselor in public and private and fulfill the responsibilities as stated in their call to the ministry of the Church. The Senior Minister shall also be responsible to the Deacons Ministry Group.

The Senior Minister shall be a voting member of the Visioning Council. The Senior Minister shall be a non-voting member of the three (3) Leadership Teams, with voice and not counted in the quorum.

The Senior Minister shall lead and supervise all other staff.

Section 2 - Associate Minister/s

The Associate Minister/s shall be responsible to share in the work of the Senior Minister as agreed upon and fulfill the responsibilities as stated in their call to the ministry of the Church.

The Associate Minister shall be a non-voting member of the Church Visioning Council and shall be a non-voting advisory member of each of the three Leadership Teams with voice and not be counted in the quorum

Section 3 - Non-Ordained Staff

The Church Visioning Council may authorize the engagement of such other non-ordained staff, paid or volunteer, as needed to carry on the mission of the Church. Non-ordained staff may be an advisory member of each or any of the three (3) Leadership Teams with voice but no vote in matters before the Leadership Team.

Section 4 - Removal

Ordained staff members may be removed from office with three-months notice upon recommendation of the Church Visioning Council and by a two-thirds vote of the membership present at a Church Meeting at which there is a quorum. He/she may sever their relationship voluntarily upon three months' notice or such other notice as shall be mutually agreed upon. Non-ordained staff members may be terminated upon recommendation of the Personnel Ministry Group and a two thirds vote of the Visioning Council. The Personnel Ministry Group shall obtain input from the Leadership Team or Ministry Group having responsibility for the staff person.

ARTICLE X – MINISTRY GROUPS

Ministry Groups are the primary means for experiencing authentic Christian community at WCC by providing opportunities for learning, caring and serving in small focused groups. These Ministry Groups may be ongoing or temporary and may arise spontaneously from the interest of the Church membership. They may also be suggested by the Ministerial staff, the Visioning Council or the Leadership Teams. An existing or proposed Ministry Group may be disallowed in the event that its purpose or activities are determined to be inconsistent with the Mission, Vision and Values of the Church, which disallowance shall be determined first by the appropriate Leadership Team and then subject to review by the Visioning Council.

There shall be no nominations, election or terms for members of Ministry Groups. Members may choose to participate in Ministry Groups that relate to their particular needs and interests and areas where they wish to be of service to the Church community.

A Ministry Group shall be free to determine how long and how frequently it will meet. Some groups will be ongoing, some will decide to meet for a specific period of time or for a specific event, and some will decide to meet until a particular project or function is completed. Ministry Groups shall be encouraged to share the progress and results of their activities with the various Leadership Teams, the Visioning Council and the larger body of the Church. Ministry Groups can continue to function as they are or agree among themselves to adjust the structure for greater efficiency or as interest dictates. Ministry groups will report activities and needs to a Leadership Team either in writing or electronically.

ARTICLE XI - LEADERSHIP TEAMS

The work of advancing the mission and sustaining the life of the Church shall be organized into three Leadership Teams (discrete areas of ministry): Faith, Outreach/Witness and Stewardship. Each Leadership Team shall be comprised of five members of the Church. One or more members of the pastoral staff shall also be a member of each of the three Leadership Teams. Members of the pastoral staff are considered non-voting members of the Leadership Team.

Each Leadership Team shall have authority and responsibility for planning and implementing efforts to sustain and advance the operations of the Church in their designated area of responsibility, and may develop budget requests, conduct informational meetings, sponsor programs, activities and presentations and recruit Church members to assist its efforts. In discharging their responsibilities, Leadership Teams shall regularly consult with the Visioning Council.

The Team Leaders shall be the leader for each of their respective Leadership Teams. The Team Leaders shall be elected among and by the five elected team members of their respective teams. The Team Leaders shall:

- Act as Chair of the Leadership Team for which they were elected;
- Preside over all meetings of their Leadership Team;
- Be voting members of their Leadership Team and of the Visioning Council;
- Assume the duties of the Moderator in the absence of the Moderator;
- Facilitate communication within the Ministry Groups of their Team, while coordinating with other Leadership Teams as needed; and
- Ensure communication of the activities and needs of each Team's Ministry Groups to the Visioning Council and to membership.

Leadership Teams shall recruit such assistants and establish such Ministry Groups, either permanent or interim, as deemed necessary in order to perform the duties set forth below. All Leadership Teams shall submit an annual budget request to the Stewardship Team.

Section 1 – FAITH TEAM

The purpose of the Faith Team shall be to support the Ministry Groups focused on overseeing the Church School, Youth Group Ministries, Adult Education programs and initiatives to minister to the spiritual interests of the congregation, and caring for members and friends. The Faith Team shall support quality, inspirational worship-related activities including the sacraments. The Faith Team supports music, flowers, ushering and technology ministries, as well as training leaders and; administering human resources support and employment procedures.

Five members of the Faith Team shall be elected at the Annual Meeting, or, if necessary, appointed by the Visioning Council. The elected members shall constitute the formal Faith Team (five elected representatives who must be members of the Church), authorized via election to act in the name of the Church Faith Team in the areas assigned to the Team and to co-sign authorization for budget expenditures from the Faith Team budget. Any of the four (4) elected members may, in addition to the Team Leader, be a second Faith Team member with a vote on the Visioning Council. All Church members and friends are invited and welcome to participate in the planning, deliberations and activities of the Faith Team but only the five elected representatives shall be authorized to vote when needed on Faith Team matters.

The Duties and Responsibilities of the Faith Team support the following:

- Working with staff to oversee church school, youth group and spiritual life programs;
- Preparing a financial plan for annual Faith activities and expenses and being responsible for monitoring, adjusting and dispersing those funds;
- Working with staff to coordinate worship related activities including communion, baptisms, music, flowers, ushering, and technology;
- Ensuring the success of our Ministry Groups by training leaders and expanding the opportunities for people to participate in Ministry Groups;
- Identifying, recruiting, training, and supporting Leadership Team and Ministry Group leaders, expanding opportunities for people to participate in Ministry Groups;
- Developing and administrating human resources support, employment procedures and ensure compliance with all relevant laws and regulations in employment matters;
- Providing pastoral support and counseling for our minister(s); and
- Handling personnel matters including reviews for staff.

Section 2 – OUTREACH/WITNESS TEAM

The purpose of the Outreach/Witness Team shall be to support the Ministry Groups focused on providing compassionate care, outreach and witness to our community and beyond, and to ensure all Teams are working with others, contributing to the achievement of vision, values and mission priorities and long-range goals.

Five members of the Outreach/Witness Team shall be elected at the Annual Meeting, or, if necessary, appointed by the Visioning Council. The elected members shall constitute the formal Outreach/Witness Team (five elected representatives who must be members of the Church), authorized via election to act in the name of the Church Outreach/Witness Team in the areas assigned to the Team, to co-sign authorization for budget expenditures from the Outreach/Witness Team budget. Any of the four (4) elected members may, in addition to the Team Leader, be a second Outreach/Witness

Team member on the Visioning Council. All Church members and friends are invited and welcome to participate in the planning, deliberations and activities of the Outreach/Witness Team but only the five elected representatives shall be authorized to vote when needed on Outreach/Witness Team matters.

The Duties and Responsibilities of the Outreach/Witness Team support the following:

- Coordinating all WCC caring ministry and witness activities working and advocating for God's love and justice on local, national and global levels;
- Ministering to the spiritual interests of the congregation and community by reaching out to people who are going through a significant life challenge or transition;
- Promoting Christian engagement efforts that seek to involve members and friends into the outreach and witness activities of this Church;
- Coordinating all our external communication and media efforts as we seek to convey who we are as people of faith to the greater South Windsor community; and
- Preparing a financial plan for annual caring, mission and witness activities and benevolences and monitoring, adjusting and dispersing those funds.

Section 3 – STEWARDSHIP TEAM

The purpose of the Stewardship Team shall be to support the Ministry Groups focused on facilities maintenance and operation, grounds maintenance, annual budgeting finances, accounting, receiving and investing gifts, bequests and endowments, ensuring provisions for insurance and compliance with legal requirements.

Five members of the Stewardship Team shall be elected at the Annual Meeting, or, if necessary, appointed by the Visioning Council. The elected members shall constitute the formal Stewardship Team (five elected representatives who must be members of the Church), authorized via election to act in the name of the Church Stewardship Team in the areas assigned to the Team, to co-sign authorization for budget expenditures from the Stewardship Team budget. Any of the four (4) elected members may, in addition to the Team Leader, be second Stewardship Team member, with a vote on the Visioning Council. All Church members and friends are invited and welcome to participate in the planning, deliberations and activities of the Stewardship Team but only the five elected representatives shall be authorized to vote when needed on Stewardship Team matters.

The Duties and Responsibilities of the Stewardship Team shall support the following:

- Identifying, prioritizing and budgeting for the maintenance of the Church's buildings and grounds, housekeeping and preventive maintenance;

- Informing the Visioning Council of those employees, contractors and services necessary to maintain the buildings and grounds and provide direct oversight of the work performed;
- Developing and implementing procedures for controls for income and expense documentation, financial accountability and transparency to be observed by all bodies of the Church;
- Receiving and investing, subject to the investment policy of the Church, gifts, bequests and endowments;
- Preparing and submitting to the Visioning Council and the Church Membership annually a financial plan of the anticipated income and expenses for the coming year with input from all Leadership Teams;
- Keeping accurate records of each member's pledge, and communicating relevant data to appropriate parties for the annual Stewardship Campaign conducted by the Visioning Council;
- Monitoring throughout the year the income and expenses in accordance with the approved financial plan;
- Ensuring adequate provisions of insurance and/or bonding covering property, liability and surety for Officers and Leadership Team members, Pastors, employees, members, students, visitors and guests of the Church;
- Ensuring, together with the Treasurer, that the Church is in compliance with all fiduciary laws, regulatory filings and requirements;
- Providing administrative office support along with technical assistance; and
- Managing the disbursement of compensation and benefits for staff.

ARTICLE XII – VISIONING COUNCIL

The Visioning Council is the governing body vested with the management of the Church when the Membership is not in session in duly called meetings. The Visioning Council is charged with continually reviewing the needs of our wider community and enabling all ministries towards accomplishing the missions of the Church. The primary focus of the Visioning Council shall be to work together to ensure the appropriateness and success of the Church's Ministry Groups.

The Visioning Council shall consist of eleven (11) voting Members that shall include: the Senior Minister, the Moderator, the Clerk, the Treasurer, the Investment Trustee, the three (3) Team Leaders and one additional member from each of the Leadership Teams (the Faith Team, The Outreach/Witness Team and the Stewardship Team), all as voting members. The additional representative from each Team may be any of the voting members of their respective Team and are eligible to attend and vote at the Visioning Council meeting when designated by the Team Leader. In cases where special projects require more than one additional Team representative to attend the Visioning Council meeting, the voting member shall be identified at the start of the meeting.

In the event that any of the Church Officer members of the Visioning Council is unable to attend a Council meeting, they may appoint another individual who is a Church member, and not already a member of the Visioning Council, to participate with full voting rights at the Council meeting in their stead. Such appointment is to be made in advance of the meeting by notifying the Moderator or the Clerk.

A quorum for a meeting of the Visioning Council shall consist of a majority (at least six (6) members) of the Visioning Council. Participation in a Visioning Council meeting may be in-person, or through the telephone or other electronic means of live participation for purposes of considering a quorum.

Administration of the Church shall be a collegial function of the entire leadership, and no Leadership Team shall have independent authority except as may be granted by the Visioning Council from time to time.

The duties and responsibilities of the Visioning Council include:

- Identifying the needs of our local and worldwide community and ensure that the ministry of our Church remains relevant to the changing needs;
- Engaging in strategic planning by continuously reviewing, articulating and facilitating and updating the Mission, Vision, and Values and long- range goals of our congregation;
- Ensuring that information about activities and other communications are distributed to the membership in a timely, effective manner;
- Providing monitoring and oversight for all activities and functions of the Church;
- Recommending annual financial plans and other resolutions for consideration by the membership;
- Providing oversight and strategic direction for the annual churchwide Stewardship campaign;
- Evaluating congregational and pastoral leadership and approve plans for staff and leadership development;
- Filling vacancies in elected positions until the next regularly scheduled Congregational Meeting;
- Assisting in identifying and facilitating those activities that are recognized “missions of the Church” to include all Ministry Groups and other Church activities; and
- Coordinating nominations and elections of Officers, Auditor/s, and Treasurer/s of Collection. the Visioning Council and Leadership Team members at the Annual Meeting.

ARTICLE XIII - AUXILIARY ORGANIZATIONS

All organizations connected with the Church and using its facilities are regarded as integral parts of the Church and shall be under the general supervision of the Visioning

Council. The Visioning Council may request from time to time that the work and plans of any organization be submitted to it for approval and guidance.

ARTICLE XIV – AUDIT

The Church's fiscal records including investment funds and the Ministers Discretionary Fund shall be audited annually. A report of the audit shall be presented to the Finance Ministry Group, Visioning Council and then to the Members at their Annual meeting.

An Audit Ministry Group shall be elected at the Annual Meeting of the Congregation. The Audit Ministry Group shall consist of at least two Church Members and such others as may be deemed appropriate, with one Auditor elected each year for a two-year term.

ARTICLE XV - PARLIAMENTARY AUTHORITY

The Parliamentary authority, which shall govern the procedures of the Church in all meetings in any respect not covered by these by-laws, is Roberts' Rules of Order as most recently revised.

ARTICLE XVI – MEETINGS VIA ELECTRONIC COMMUNICATIONS

Any meeting may be held by conference telephone or similar electronic communication means so long as all Ministry Group, Leadership Team or Visioning Council members can hear one another, and all such Members shall be deemed to be present and participating at the meeting.

ARTICLE XVII - INDEMNIFICATION

The Church shall indemnify and advance expenses to its Officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Non-stock Corporation Act, as amended. Notwithstanding the foregoing, if at any time the Church is a private foundation, the Church shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code.

ARTICLE XVIII - CONFLICT OF INTEREST

Section 1 - Conflict of Interest Defined

The term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a member or any other "disqualified person" (including a person or entity related to or controlled by the member, or otherwise as

defined in section 4958 of the Internal Revenue Code and/or Connecticut General Statutes 33-1127). A matter does not involve a "conflict of interest" merely because a member serves on the board of another non-profit organization that will be giving a grant to, or receiving a grant from, the Church.

In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the Visioning Council, excluding the vote of the affected Leadership Team or Ministry Group member.

Section 2 - Activities in Conflict

Members of the Visioning Council, Leadership Teams and Ministry Groups shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Church while serving in such capacity.

Section 3 - Special Advantage

Members of the Visioning Council, Leadership Teams and Ministry Groups shall not conduct private business in a manner which places them at a special advantage because of their association with the Church.

Section 4 - Disclosure

Any duality of interest or possible conflict of interest on the part of any Visioning Council Member shall be disclosed to the other members of the Visioning Council and made a matter of record, either through an annual procedure or when the interest becomes a matter of Church Visioning Council action.

Section 5 - Recusal

Any Visioning Council Member having a conflict of interest on any matter shall not participate in discussion, vote or use personal influence on the matter, and shall not be counted in determining the quorum of the meeting, even when permitted by law. The Visioning Council Member will leave the meeting during discussion and voting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 6 - Compliance

No member of the Visioning Council, Leadership Team or Ministry Group may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The members shall comply with the provisions of Sections 1127 - 1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Visioning Council may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

ARTICLE XIX – AMENDMENTS

These by-laws may be altered or amended at any regular or special business meeting of the Church in which a quorum is present by a two-thirds vote of all members present and voting, provided notice in writing of the proposed amendment has been posted on the bulletin board and announced from the pulpit for at least two Sundays preceding the meeting, and announced in the call for the meeting.

ARTICLE XX - DISSOLUTION

Upon dissolution or liquidation of the Church, all of its assets remaining after payment of its outstanding obligations and indebtedness shall be paid over to other tax exempt organizations, with similar purpose, shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the Visioning Council shall determine. These payments shall be made in such amounts and proportions as the Visioning Council in its discretion may see fit. No member of the organization, Visioning Council members or Church Members shall share in any assets upon any dissolution or liquidation. Any such assets not so disposed of shall be disposed of as determined by a Court in accordance with the laws of the State of Connecticut and for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Original: Approved 1969

Revised: January 26, 2003, January 2004, May 1, 2005, (date)

Approved and adopted by Resolution of the Members this first day of May, 2005

Additional revisions approved and adopted January 28, 2007, January 27, 2008, January 25, 2009, January 9, 2013, January 26, 2014, and January 26, 2020.

_____ Moderator

_____ Clerk

