

ROXBURY CONGREGATIONAL CHURCH, Inc.
24 Church Street • Roxbury, CT 06783-1703

BY-LAWS
as amended – October 12, 2014

ARTICLE I – NAME

This church shall be called The Roxbury Congregational Church (the Church), a not-for-profit corporation formed according to the laws of the State of Connecticut and located in the Town of Roxbury, Connecticut.

ARTICLE II – MISSION AND PURPOSE

Mission Statement: We are a community seeking to share God's love.

The purposes of the Church are to assist each member and friend on his or her faith journey through the shared experiences of worship, mission and fellowship; to provide for the public worship of God; to proclaim the gospel of Jesus Christ to all humanity; and to labor for the progress of knowledge, the promotion of justice, the reign of peace, and universal good will.

The members of the Church are committed to the following Relational Covenant setting forth the sacred ties that hold our community together and make it strong:

Every one of us is an essential part of our church community.
We will open our hearts and minds to one another.
We will let God's love flow through us.
We will focus on God's word.
We will speak honestly and respectfully.
We will speak to principles rather than personalities.
We will seek to do God's work.

The mission and purposes of the Church are living aspirations that are constantly in the process of growth and development, reflecting the spirit and will of the members of the congregation as they move ahead on their individual faith journeys. To nurture this life, the Church's leadership shall meet from time to time for a Day of Discernment to evaluate the Church's mission and purposes, discuss and review annual goals, and pray for the presence and guidance of the Holy Spirit in all the affairs of the Church. At the beginning of each year, each board and committee of the Church is encouraged to declare its goals for the coming year and to evaluate its activities during the past year.

ARTICLE III – POLITY

Section 1. Freedom. The government of the Church is vested in its members, who exercise the right of full and final control in all its affairs.

Section 2. Fellowship. The Church acknowledges the obligation of mutual cooperation in the fellowship of the United Church of Christ (UCC) and pledges itself to share in the UCC's common aims and work. We declare our fellowship with all churches which seek to promote the Kingdom of God and of our Lord Jesus Christ.

Section 3. Faith. This church accepts, with full right of individual interpretation, the Statement of Faith (Exhibit A) adopted by the Second General Synod of the United Church of Christ, July, 1959, and adapted by UCC President Robert V. Moss, 1976.

ARTICLE IV – MEMBERSHIP

Section 1. Qualifications. The Church will welcome into its membership any person who purposes to love God, follow the commandments of God, and live in the spirit of Jesus Christ.

Section 2. Conditions. Membership in the Church shall be open to those who confess their Christian faith and receive baptism (if not already baptized), and to those who present satisfactory letters of transfer of membership from other Christian churches.

Section 3. Orientation and Reception. All persons desiring to become members or associate members of this Church shall complete the Church's new member orientation program as it may be specified from time to time by the Pastor, and must publicly profess the Church's Statement of Faith. Those who have previously resigned or otherwise terminated their membership must repeat such orientation program and public profession before being reinstated to the membership.

Section 4. Duties. Members are expected to protect the spiritual life of the Church, be witnesses to the Christian faith, be receptive to the needs of their fellow members, and be supportive of its Pastor as he/she seeks to do the work of the Church. As they are able, members are expected to support this Church with regular attendance at its services and to support the Church's budget commitments, financial undertakings, projects, and organized work.

Section 5. Associate Membership. In exceptional cases, a person who is a member of a Christian Church elsewhere and who, for deep personal reasons, does not wish to sever that relationship may be received as an Associate Member by the same process by which members are received. Associate Members shall have all the rights and duties of members except the right to a letter of transfer to another church. Their Associate Membership shall be noted in the register of members.

Section 6. Affiliated Membership. A person who is unable to actively participate in Church life, but who feels a strong connection to and wishes to retain a formal association with the Church may request Affiliated Membership. Affiliated Members may serve only on those boards or committees on which the Bylaws permit non-members to serve. They may not serve as Church officers, and do not have voting privileges. Their Affiliated Membership shall be noted in the church roll. (added October 12, 2014)

Section 7. Rights. Members may vote in all meetings of the congregation. Members at least 18 years of age may be elected as officers or members of boards and committees of the Church.

Section 8. Termination of Membership.

- A. A member will, on written request, be granted a letter of transfer of membership to any church in fellowship with this Church, or a certificate of membership and removal of his or her name from the register of members if desiring to join a body not in fellowship with this Church.
- B. A member may submit a letter of resignation requesting that his or her name be removed from the Church register of members.
- C. Upon the death of a member, his or her name will be removed from the register of members.
- D. A member whose address has been unknown, or who has not been active in the Church for a period of at least two years, may be removed from the membership of this Church by a vote of the Board of Deacons after such pastoral outreach to the individual by the Pastor and/or the Deacons as may from time to time be specified by the Board of Deacons.
- E. All changes in membership will be referred to the Clerk for recording in the register of members.

ARTICLE V – OFFICERS

Section 1. Election. The officers of the Church named below shall, except as otherwise provided, be elected at the Annual Meeting of the congregation. All officers, unless otherwise specified herein, shall be Members or Associate Members of the Church.

Section 2. Moderator and Vice Moderator. The Moderator shall preside at all meetings of the congregation and the Church Council. The Vice Moderator shall preside at all meetings of the congregation and the Church Council in the absence or disability of the Moderator. In the absence of both the Moderator and the Vice Moderator at a meeting of the congregation or a Church Council meeting, a Moderator Pro-Tem shall be elected by the members present.

Section 3. Clerk. The Clerk shall keep a register of the members of the Church with the date of their reception and removal, record baptisms, marriages and deaths, issue letters of transfer and membership, preserve on file all legal corporate documents and reports, give legal notice when necessary of meetings, update the register of members yearly and make a report at the Annual Meeting. The Clerk shall act as secretary at all meetings of the congregation and the Church Council.

Section 4. Treasurer. The Treasurer shall be in charge of all monies of the Church, keep accurate records, and receive and handle all funds as duly authorized by the Board of Trustees. An Assistant Treasurer shall be elected to act in the absence of the Treasurer.

Section 5. Collector. The Collector shall oversee the collection of weekly and special offerings by Qualified Recorders named by the Board of Trustees, and shall ensure that said offerings are properly recorded and deposited in Church's bank of deposit in accordance with such procedures as shall be defined from time to time by the Board of Trustees. The Collector shall make report to the Treasurer of such collections in the form prescribed by the Board of Trustees. An Assistant Collector shall be elected to act in the absence of the Collector.

Section 6. Financial Reviewer. The Financial Reviewer shall review the accounts of the Church and present a report at the Annual Meeting.

Section 7. Historian. The Historian shall keep a complete record of any event in the life of the Church which is likely to prove of historical interest and shall make a report at the Annual Meeting.

Section 8. Pastor.

- A. Selection. At such time as the Office of the Pastor shall be vacant, or the term of the Pastor be concluded, the Church Council shall present to the congregation its recommendations for a Pastoral Search Committee of not less than 7 and no more than 12 Church members. Said Pastoral Search Committee shall be elected by the congregation at a Special Meeting called for this purpose. The Pastoral Search Committee will consult with the Litchfield South Association Committee on Ministry and the Connecticut Conference of the UCC, and will compose a Church profile and job description for a new Pastor. A new Pastor shall be called by two-thirds vote of those members of the Church present and voting upon the recommendation of the Pastoral Search Committee at a Special Meeting of the congregation. The Pastor shall be installed by the Litchfield South Association of the United Church of Christ.
- B. Term of Office. The Pastor's term of office shall be of indefinite duration with termination by vote of the congregation or written declaration of the Pastor to the Church Clerk on 60 days' written notice, except that retirement shall occur when the Pastor turns 65 unless he or she is elected for an extended term by vote of the congregation.
- C. Duties. It shall be the duty of the Pastor to preach the Word of God; to offer pastoral care and counseling to all church members; to care for the regular and special services of public worship; to administer the sacraments, ordinances, and rites of the Church; to assume pastoral leadership in all affairs of the Church; and to perform such other tasks and assignments as have been agreed upon with the Pastor in a Letter of Call as it may be amended from time to time. The Pastor shall be an ex-officio member of all boards and committees of the Church, shall attend their meetings when appropriate, and shall assist them in the implementation of their decisions.

Section 9. Associate Pastor.

- A. Selection. From time to time, based upon the needs of the Church, the Church may call to service an Associate Pastor. Upon a two-thirds majority vote of a quorum of each Board, the Boards of Deacons and Trustees will recommend a call to service of an Associate Pastor along with detailed specifications of duties and financial information in support of the call. Upon receipt of such recommendation and specifications, the Clerk shall call a Special Meeting of the congregation, which shall be held within 60 days. A new Associate Pastor will be called by two-thirds vote of those members of the Church present and voting at such Special Meeting of the congregation.
- B. Term of Office. The Associate Pastor's term of office shall be of indefinite duration with termination by vote of the congregation or written declaration of the Associate Pastor to the Church Clerk on 60 days' written notice, except that retirement shall occur when the Associate Pastor turns 65 unless he or she is elected for an extended term by vote of the congregation.

- C. Duties. The Pastor and Board of Deacons shall specify the duties of the Associate Pastor. The Associate Pastor will report to the Pastor for appropriate direction and both the Board of Deacons and Pastor will prepare and present yearly evaluations and recommendations regarding the performance and compensation of the Associate Pastor to the Board of Trustees.

ARTICLE VI- BOARDS AND COMMITTEES

Section 1. Authority. Each of the boards and committees of the Church shall be fully empowered to set policy and take action within the scope of its duties and responsibilities set forth in these By-Laws, subject only to such resolutions as may be enacted by the congregation at a duly constituted Annual, Semi-Annual, or Special Meeting.

Section 2. Election. The members of boards and committees of the Church named below shall, except as otherwise provided, be elected at the Annual Meeting of the congregation. All members of boards and committees, unless otherwise specified herein, shall be Members or Associate Members of the Church. New terms of service begin at the close of the Annual Meeting. Except as otherwise provided, each board or committee shall be composed of six members, two to be elected each year to serve for a term of three years. Members may serve a maximum of two consecutive terms (partial terms of more than 1 year will be considered a full term), and then must have a one-year interval before being re-elected to the same board or committee. In addition to the above members, youth members of the Church aged 13 to 17 years at the time of their election may be elected to one-year terms to boards and committees under Sections 6 through 9 and will have full voting privileges on all matters other than Church personnel matters and such other issues as may be specified by each Board from time to time. The members of each board and committee shall elect officers of the board or committee, including a Chairperson and Secretary, and such other officers as deemed appropriate. All officers shall have one-year terms beginning at the first board or committee meeting following an Annual Meeting, and ending at the first board or committee meeting following the succeeding Annual Meeting.

Section 3. Quorum and Voting. The total number of members of each board and committee shall be the number of members actually on the board or committee at the time of a vote or meeting, even if there are unfilled positions on a board or committee at such time. A quorum shall consist of a simple majority of the total number of members. Action may be taken by majority vote at any meeting of a board or committee at which a quorum is present, unless otherwise provided in these By-Laws.

Section 4. Alternate Forms of Meetings.

- A. Face-to-Face Meetings. Although the Holy Spirit's presence is more keenly felt, and the exchange of ideas among the members of a board or committee is richer in face-to-face meetings, the following alternate forms of meetings are nevertheless permitted under extraordinary circumstances when any board or committee, or its Chairperson, deems it necessary for the expeditious conduct of business.
- B. Conference Calls. The members of any board or committee may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment. Participation by this means shall constitute presence by the person at the meeting.

- C. Telephone Polls and Electronic Mail. The members of any board or committee may also take an action if two-thirds of those qualified to vote approve the action via telephone poll conducted by the Chairperson or other officer designated by the Chairperson to conduct such poll or by electronic mail. The exact text of the action to be voted upon shall be read or sent to the board or committee members entitled to vote on the matter and the vote of each member shall be recorded. The board or committee may require each member who has voted by electronic mail to provide a printed copy of the electronic mail showing his or her vote and signature to the Chairperson by the next meeting.
- D. Written Consent. Any action which may be taken at a meeting of any board or committee may be taken without a meeting if consent in writing, setting forth the action so taken or to be taken is signed by all of the members who would be entitled to vote upon such action at a meeting.
- E. Ratification. Actions taken by any board or committee pursuant to Section 3 of these By-Laws shall be valid when taken, but shall be reviewed and ratified at a subsequent regular or special meeting of the board or committee.
- F. Record of Meetings. The Secretary or other person designated by the board or committee shall keep a record of any meetings held in accordance with the provisions of Sections A, B or C above.

Section 5. Church Council.

The Church Council shall consist of designated representatives from all boards and committees constituted under Sections 6 through 9 and Sections 11 through 13, and such other organizations as may be determined by the Church Council from time to time.

The Church Council shall foster communication and programming among boards and committees and promote long-term planning for the congregation.

The Moderator or Vice Moderator shall facilitate the Church Council's meetings.

Section 6. Board of Deacons.

The Board of Deacons shall assist the Pastor in maintaining the spiritual welfare, worship and fellowship of the Church. The Board shall meet with the Pastor regularly to review and plan for ways to fulfill these duties. The Board shall pray for the Pastor and any Associate Pastor, and shall give them guidance and advice.

The Board shall assist the Pastor in the administering of the sacraments and rites of the Church when appropriate, and shall consult with the Pastor about the content and occasion of services and ceremonies.

The Board shall see to the supply of the pulpit in the absence of the Pastor.

Pursuant to Article IV, Section 7, the Board shall define a pastoral outreach effort to be made to members who have not been active in the Church for a period of at least two years to assist in the mutual discernment of such members' future status, and may remove such members after such

outreach efforts have been concluded.

The Board shall be actively involved in ministering to members of the Church in need, including visiting the sick, homebound and absent members and listening and consulting with members about matters of spiritual and personal concern about the Church.

The Board shall conduct a yearly performance review and evaluation of the Pastor and any Associate Pastor in light of their job descriptions and activities during the year. In preparation for such review and evaluation, it shall consult the Chairpersons of the other boards and committees of the Church, and shall solicit input from the membership of the Church in whatever fashion, formal or informal, it deems appropriate. It shall report the results of such reviews and evaluations to the Board of Trustees.

The Board shall pray for God's guidance in all that it does, and shall pray regularly for each member of the Church.

Former members of the Board may be called upon to assist the Pastor in administering the sacraments and rites of the Church.

The Board shall make a report at the Annual Meeting.

Section 7. Board of Trustees.

The Board of Trustees shall administer the business and financial affairs of the Church and have the care of its property.

In accordance with Article V, Section 5, the Board shall name Qualified Recorders for weekly and special offerings, and shall specify the required procedures for collecting, depositing, and reporting such offerings.

The Board shall adopt and revise policies regarding the investment and expenditure of endowment and memorial funds consistent with any enactments of the congregation. The Board shall receive bequests and memorial gifts and administer them in accordance with the terms of the donors and the provisions of the Board's policies regarding investment and expenditure.

The Board shall be responsible for the hiring and supervision of Church employees in accordance with the enactments of the congregation. The Board shall rely on the Pastor for day-to-day supervision of Church employees.

The Board shall consult annually with the Pastor and other staff about their personal and professional needs such as salary, benefits, expense accounts, vacations, sabbatical leave, training, and other matters relating to their employment.

In consultation with the Church Treasurer, the Board shall prepare a preliminary operating budget by January 1 each year for discussion and review. The Board shall make a report at the Annual Meeting.

Section 8. Christian Education Committee.

The Christian Education Committee shall supervise and direct the educational activities of the Church.

The Committee shall appoint necessary officers and teachers for the Church School and secure equipment and supplies

The Committee shall promote such educational programs and activities for all members of the Church as it may deem appropriate.

The Committee shall make a report at the Annual Meeting and shall submit an annual budget to the Board of Trustees when and in such form as said Board may require.

Section 9. Mission Committee.

The Mission Committee shall strive to address the gospel to issues of contemporary social concern.

The Committee shall be responsible for authorizing the expenditure of the discretionary Mission Committee Budget to carry out the mission of the Church locally, in the state of Connecticut, in the nation, and throughout the world by giving to the programs of the United Church of Christ and to other not-for-profit organizations, and for informing the Congregation about its donations.

The Committee shall be consulted on all matters of mission expenditure and activity.

The Committee shall work to foster awareness and participation of the congregation in wider mission work.

The Committee shall make a report at the Annual Meeting and shall submit an annual budget to the Board of Trustees when and in such form as said Board may require.

Section 10. Music Committee.

The Music Committee shall consist of the Church Members who sing in the church choir, including those who are neither Members nor Associate Members of the Church. There shall be a minimum of six members present for any official action to be taken. The person serving as Church Organist, Choir Director, or Minister of Music is an ex-Officio member of the Committee.

The Committee shall oversee all of the musical activities of the Church, such as concerts and special musical programs.

The Committee shall be responsible for the routine maintenance and repair of the Church organ and piano.

The Committee shall make a report at the Annual Meeting and shall submit an annual budget to the Board of Trustees when and in such form as said Board may require.

Section 11. Fellowship Committee.

Persons who are neither Members nor Associate Members of the Church may be elected and serve on the Fellowship Committee.

The Fellowship Committee shall foster a close relationship among members of the congregation

and create regular opportunities for Church social life.

The Committee shall make a report at the Annual Meeting and shall submit an annual budget to the Board of Trustees when and in such form as said Board may require.

Section 12. Parish Relations Committee.

The Parish Relations Committee shall consist of three members, one to be elected each year for a term of three years. The Committee shall be available to assist with reconciliation and resolution of grievances or conflicts between the members of the Congregation, between members of the Congregation and the Staff, the Pastor or the Associate Pastor, or between the Staff, the Pastor or the Associate Pastor.

The members of the Committee shall receive training in conflict resolution and confidentiality issues from the Litchfield South Association of the Connecticut Conference, UCC or a private or public organization specializing in such matters. No member of the Committee shall participate in any matter in which he or she has a personal or financial interest.

The Committee shall not be required to record minutes of its meetings, or, if recorded, to publish them. The Committee shall not be required to disclose confidential information to any church committee, officer or to any other person.

The Committee may refer any matter brought to its attention to the Litchfield South Association, the UCC or a public or private organization specializing in conflict resolution.

In the event there are allegations of Ministerial Misconduct that the Committee deems to fall within the scope of the policies and procedures for Oversight of Ministries in the UCC Manual on Ministry, as the same shall be amended from time to time, the Committee will follow said policies and procedures, and will immediately notify the Board of Deacons and the Committee on Church and Ministry Committee of the Litchfield South Association (CCMLSA), requesting that the review process be initiated. In such a circumstance, the CCMLSA determines the final disposition of the complaint. If the final outcome is the termination of the Minister's standing with the Litchfield South Association, the Minister's call to this Church shall also be terminated. If the CCMLSA is unwilling or unable to investigate the matter, the Committee may refer the matter to a public or private organization specializing in conflict resolution.

The Committee shall not obligate the Church or any board or committee to any financial obligation for services without prior authorization of the Board of Trustees or the congregation.

The Committee shall develop and recommend to the congregation guidelines for conflict resolution.

The Committee shall make a report to the Annual Meeting

Section 13. Nominating Committee.

The Nominating Committee shall be composed of four members, two to be elected each year to serve for a term of two years.

The Committee shall present at the Annual Meeting a list of nominations of officers, members of boards and committees, and delegates to attend the meetings of the Connecticut Conference of

the UCC and the Litchfield South Association for the ensuing year.

The Committee shall appoint individuals to fill interim vacant positions of Church officers and on Church boards, committees, and delegations as they occur during the year. An individual so appointed shall take the position immediately, subject to an affirmative vote of the congregation ratifying the appointment at its next meeting, whereupon the individual shall continue in the position for the remainder of its term.

The Committee is encouraged not to nominate the same person to multiple positions, to encourage broad membership participation, and to avoid potential conflicts of interest. Each member shall be aware of the duties and responsibilities of each Church board, committee or office.

The Committee's report shall not limit the right to make nominations from the floor.

Section 14. Stewardship Committee.

The Stewardship Committee shall be composed of four members, two to be elected each year to serve for a term of two years.

The Stewardship Committee shall be responsible for encouraging pledges and endowment gifts to the Church and for encouraging the stewardship of time, talent, and financial resources of Church members.

The Committee is charged with carrying out its responsibilities consistent with the understanding that the Pastor's duties do not include the solicitation of pledges or gifts to the Church.

The Committee shall make a report at the Annual Meeting and shall submit an annual budget to the Board of Trustees when and in such form as said Board may require.

Section 15. Flower Committee.

Persons who are neither Members nor Associate Members of the Church may be elected and serve on the Flower Committee.

The Flower Committee shall be composed of two members, one to be elected each year to serve for a term of two years.

The Committee shall be responsible for the floral decoration of the Church Meetinghouse for regular and special services.

ARTICLE VII - ORGANIZATIONS

Organizations within the Church for the promotion of special religious and other activities shall be a part of the total Church fellowship working within the framework of the Church. Each shall develop its own plans and programs. Each shall make a report to the Annual Meeting.

ARTICLE VIII - MEETINGS

Section 1. Worship. Public worship shall ordinarily be held each Sunday. Other religious worship services may be appointed by the Pastor in consultation with the Board of Deacons, or by vote of the Church. The Lord's Supper shall be celebrated ordinarily on the first Sunday of each month and on other significant occasions as voted by the Board of Deacons.

Section 2. Business.

- A. The Annual Meeting of the congregation shall be held in the second week of February or on such a day as the Church Council may designate to hear reports of officers, committees and organizations; to elect officers and members of boards and committees for the ensuing year; and to transact any other business. The call for the Annual Meeting shall be read at the two Sunday worship services prior to the meeting. The call shall include a statement of the nature of the business to be conducted.
- B. The Semi-Annual Meeting of the congregation shall be held during the first week of October, to transact any business that would properly come before the congregation with the exception of the election of officers, and to foster social fellowship and communication within the congregation.
- C. Special Meetings of the congregation may be called by the Church Council, on request of the Pastor, or on written request of five members of the Church, the purpose of the meeting being stated in the request. Notice of Special Meetings shall be posted in the Sunday bulletin and on the Meetinghouse Door and, shall be read at the Sunday service preceding the meeting. Special Meetings shall be held within 30 days of the presentation of the written request therefore to the Church Clerk.
- D. The Fiscal Year of the Church shall be January 1 to December 31.
- E. A Quorum at any of the above meetings of the congregation shall consist of fifteen members, except as may otherwise be provided.
- F. Executive Session. Any board or committee may enter into executive session to discuss: (i) prospective candidates for Church officer positions or for membership on Church boards or committees; (ii) the appointment, employment, performance, evaluation, health or dismissal of an officer or employee of the Church, unless the officer or employee requests that the matter be discussed in open session; (iii) strategy and negotiations about pending claims or litigation involving the Church or any Church officer, board or committee; or (iv) any other matter the board or committee deems too sensitive for open session.

The reason for the executive session must be stated in the motion for executive session, which must pass by a 2/3 vote of a quorum of members present.

No board or committee shall be required to record minutes of its executive sessions, or, if recorded, to publish them. No member of any board or committee shall be required to disclose information from an executive session to any other church committee, officer or to any other person.

- G. Roberts Rules of Order shall govern procedure at all congregation, board, and committee meetings. The congregation and each of the boards and committees of the Church are further encouraged to conduct each meeting in light of the Relational Covenant set forth in Article I of these By-Laws, and to begin each meeting with a prayer for the presence and guidance of the Holy Spirit.

ARTICLE IX - DISSOLUTION OF THE CHURCH

The Church and its property shall be forever devoted to religious purposes. No officer, member, or employee thereof shall receive any pecuniary profit from the Church except reasonable compensation for services rendered. In the event of the dissolution of the Church, its property shall become vested in, and its functions as trustee, if any, administered by the Missionary Society of Connecticut or its successor. In the event this be impossible, then said vesting and administration shall be in and by such church or other organization organized and operated exclusively for religious or charitable purposes which the membership of the Church shall designate at a meeting called before said dissolution. In the absence of such designation, said vesting and administration shall be as the Superior Court of the County of Litchfield, Connecticut shall determine.

ARTICLE X - AMENDMENTS

These By-Laws may be amended and restated by a two-thirds vote of the members present and voting at any Annual Meeting of the congregation, or at a Special Meeting, the proposed amendment being stated in the call.

By-Laws

Revised February 11, 1998 at the Annual Meeting

Revised February 11, 2007 at the Annual Meeting

Revised February 8, 2009 at the Annual Meeting

Revised and Restated February 13, 2011 at the Annual Meeting

Amended October 12, 2014 at the Semi-Annual Meeting

Church records from 1742-1930 are on deposit at the Connecticut State Library, Hartford, Connecticut. A photocopy is at the Minor Memorial Library, Roxbury, Connecticut