

By-Laws
of
The Kingston Congregational Church
United Church of Christ

(COMPRESSED AND REFORMATTED FOR THE WEBSITE)

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ARTICLE ONE-PREAMBLE

NAME...The name of this Church is **The Kingston Congregational Church, United Church of Christ.**

PURPOSE and COVENANT of the Congregation...The purpose of this Church is to provide for the public worship of God and to fulfill the functions of a church as set forth in a covenant accepted by all Members at the time they join the church, and as may be a part of the service of worship.

STATEMENT OF FAITH...A statement of faith shall be developed and adopted by the congregation consistent with the precepts promulgated by The United Church of Christ.

MISSION of the CHURCH...A mission statement shall be developed and adopted by the congregation from time to time by any process it deems appropriate, and shall serve as a set of guiding principles for the activities of the Church.

The above statements of COVENANT, FAITH, and MISSION shall be considered a preface to these By-laws, but not a part of the By-laws, and thus can be changed periodically by the congregation by any process deemed appropriate.

ARTICLE TWO-MEMBERSHIP

GENERAL...Membership in this Church shall be open to all who seek to be followers of Jesus Christ and who express an interest in membership to the Pastors or to the Board of Deacons. A registry of members shall be kept in the church office, and maintained on a current basis by the Registrar. There shall be two classes of members...Active Members and Inactive Members. Members currently classified as Associate Members may request continuation of their status by petition to the Board of Deacons.

ACTIVE MEMBERSHIP...Candidates shall be admitted into membership upon a.) confession of faith and baptism or re-affirmation of faith, or on presentation of a letter of transfer from another church; b.) approval by the Board of Deacons; and c.) reception into the Church at a regular worship service or at such other time as the Board of Deacons may designate.

RESPONSIBILITY OF ACTIVE MEMBERS...Members are expected, to the best of their ability, a.) to attend the regular services of worship, b.) to participate in the life and mission of the Church, c.) to vote on issues that come before the congregation at regular or special meetings and d.) to contribute financially to the support of the Church and its missions.

INACTIVE MEMBERSHIP...Members who wish to retain affiliation with the Church, but are not able to actively participate in the ongoing activities of the Church, may request this status themselves. In addition the Board of Deacons may explore the appropriateness of such status with members who have not met the responsibilities of Active Membership as outlined in this Article for a period of two years. After such discussion or in the inability of the Deacons to establish contact and determine the wishes of the member, the Deacons shall have the capacity to drop the member from Active Membership. Inactive members shall not be counted for the purpose of any quorum, nor per capita assessment, nor be entitled to vote on Church issues. Inactive members may be restored to active status upon their request and acceptance by the Board of Deacons.

TERMINATION OF MEMBERSHIP...Any member, whether active or inactive, desiring to leave this Church and join another is entitled to a Letter of Transfer from the Board of Deacons. Any member, whether active or inactive, who desires to terminate membership may submit a Letter of Resignation to the Board of Deacons.

ARTICLE THREE-GOVERNING BODY

The government of this Church is vested in its members, who exercise the right of control of all its affairs, subject to the applicable laws of the State of Rhode Island. The Governing Body of this Church shall be the membership assembled in Church meeting. With a quorum present, the vote of a majority of the members present shall be the action of the Church, except as otherwise provided herein. The following decisions shall be reserved exclusively to the Governing Body: a.) the calling or dismissal of the Pastor or any Associate or Assistant Pastor(s), or any person who has the title of Pastor or Minister in their position description, b.) purchase, sale, leasing for more than twelve months, or mortgage of Church real estate, c.) approval of the annual budget, d.) election of Church officers and members of the Church Council, all Boards, and standing Committees, e.) amendment of the Church By-laws in accordance with the provisions stated herein, f.) adjudication of appeals to actions taken by the Church Council or any Board or Committee, and g.) execution of all powers not otherwise specified.

ARTICLE FOUR-MEETINGS OF THE CHURCH

WORSHIP MEETINGS....Meetings for worship shall be held each Sunday. The sacrament of the Lord's Supper shall be observed at a regular Sunday worship service not less often than monthly, and at such additional times as the Pastor and the Board of Deacons shall designate. Baptism, Confirmation and other special services shall be held at such time as the Pastor and the Deacons may designate.

GOVERNANCE MEETINGS....The Annual Meeting of the Church shall be held on Church premises during the month of January for the purpose of receiving and acting upon the reports of the Pastor, Officers, Boards and Standing Committees; the election of Officers, Boards, and Committees; approval of the Annual Budget, and considering and acting upon such other motions as may be proposed at the meeting.

Regular Quarterly Meetings of the Church shall be held on Church premises during the months of April, July, and October, on dates set by the Church Council, to receive reports and act on such other business as may be proposed at the meeting.

Notice of the Annual Meeting and regular Quarterly Meetings shall be provided in the *Spire*, mailed to all members prior to the meeting, posted in any appropriate place at the church, and shall also be announced from the pulpit. The notice will include a summary of the proposed agenda for the meeting.

Special Church Meetings may be called by the Church Council upon its own initiative, or upon petition to the Church Council, stating the purpose of the meeting, signed by not less than five percent (5%) of the Active members. Within three weeks of receipt of such petition, the Church Council shall instruct the Clerk to issue a call for a special meeting of the Church to be held on Church premises within thirty (30) days thereafter.

Notice of any Special Meeting of the Church shall be mailed by the Clerk to all members not less than ten nor more than thirty days prior to the meeting. The Meeting shall also be announced at the next previous worship service. The business to be conducted at such meetings shall be stated in the call. In the event of unforeseen conflicts with a scheduled meeting (weather, sudden unavailability of key personnel, etc.) the President may reschedule the meeting to another date not more than twenty days from the date of the original meeting. Written notice of the rescheduled meeting must be distributed to all members so as to allow a minimum of three days notice.

A quorum at any Annual, Quarterly, or Special Meeting of the Church shall consist of ten percent (10%) of the members, except for any meeting called to consider dismissal of a Pastor, where the quorum will be twenty-five percent (25%) of the members. The majority vote of the members present at any Annual, Quarterly, or Special Meeting of the Church shall decide all questions and elections, except as may otherwise be provided herein or by law. The Moderator shall preside at Annual, Quarterly, and Special Meetings of the Church. In the absence or disability of the Moderator, the Clerk shall call the meeting to order and the members present at the meeting shall elect a Moderator pro tempore.

In the conduct of all congregational meetings Roberts Rules of Order shall be used as the controlling discipline for the meetings.

ARTICLE FIVE-OFFICERS

The Officers of the Church shall be a President, a Moderator, a Clerk, and a Treasurer. All Officers shall be members of the Church.

The **PRESIDENT** is the executive officer of the Church. The President is authorized to speak for and represent the Church on matters not otherwise delegated by these by-laws. The President shall preside at meetings of the Council and shall vote only in case of tie. The President shall represent the Council and report to the Church membership at the annual and quarterly congregational meetings and at such other times as may be requested by any Church Officer, Board, or Committee. The President shall be elected by the Church at the Annual Meeting for a term of one year and may serve a maximum of three consecutive terms. After three terms the incumbent may not stand for election for one year before being eligible again. In the temporary absence of the President, the Chair of the Board of Deacons shall assume the duties of the President.

The **MODERATOR** shall be a voting member of the Church Council and shall preside at all meetings of the Church. The Moderator is responsible for arranging for the congregational meetings of the Church and for preparing an agenda for each meeting in accordance with the plans developed by the Council. The Moderator shall be elected by the Church at the Annual Meeting for a term of one year and may serve a maximum of three consecutive terms. After three terms the incumbent may not stand for election for one year before being eligible again.

The **CLERK** shall keep a faithful record of all Council and congregational meetings of the Church, give legal notice of all meetings for which that is necessary, notify all persons elected to offices, boards, and committees, and perform such other duties as prescribed by law, or that usually pertain to the clerk or secretary of an organization. The Clerk shall serve as secretary to the Council. In the temporary absence of the Clerk, the Registrar shall assume the duties of Clerk on authorization by the President. The Clerk shall be elected by the Church at the Annual Meeting for a term of two years and may be eligible for re-election for a maximum of three

consecutive terms. After three consecutive terms the incumbent may not stand for election for one year before being eligible again.

The **TREASURER** shall have charge of the funds of the Church, receiving all monies, paying all bills, and keeping open and true accounts of all fiscal transactions of the Church under policies set by the Board of Trustees with the approval of the Church Council. Unless otherwise specified by the Church in stated circumstances, the Treasurer shall be that officer authorized to execute contracts, agreements, notes, deeds, and other instruments on behalf of and binding upon the Church. Such documents shall be co-signed by any one of the following: the chair of the Board of Trustees, the chair of the Investment Committee, or the President of the Church Council. The Treasurer shall also participate in any periodic audits of the fiscal records of the Church. The Treasurer, before assuming duties of office, shall be bonded in such sum as the Board of Trustees may require. The Treasurer shall be elected by the Church at the Annual Meeting for a term of two years and shall be eligible for re-election for a maximum of three consecutive terms. After three consecutive terms the incumbent may not stand for election for one year before being eligible again.

APPOINTED POSITIONS...The Board of Trustees shall appoint an Assistant Treasurer(s) and a Historian/Archivist at the time of the Annual Meeting for terms of two years. The Assistant Treasurer may serve a maximum of three consecutive terms and after three consecutive terms the incumbent may not stand for reappointment for one year before being eligible again. The Historian/Archivist may be eligible for reappointment without limit.

In a similar fashion the Board of Deacons shall appoint a Registrar to maintain a current record of all Church members, and to the extent possible a record of all births, baptisms, marriages, and deaths related to Church members. The Registrar shall be appointed at the time of the Annual meeting for a two-year term and be eligible for reappointment without limit. All such appointments shall have the benefit of prior consultation with the Nominating Committee and shall be approved by the Church Council.

RESIGNATIONS OR VACANCIES....In the event of resignation or death of any officer, an individual shall be appointed to serve for the balance of the term of office. Such appointment shall not be construed as election to office in relation to eligibility for subsequent election or appointment to that office. Appointment to the vacant office shall be as follows: a.) for the office of President, the Church Council shall appoint an individual, b.) for the office of Treasurer, the Board of Trustees shall appoint an individual, and c.) for the offices of Moderator and Clerk, the President shall appoint an individual. All such appointments shall have the benefit of prior consultation with the Nominating Committee and shall be approved by the Church Council.

ARTICLE SIX-CHURCH COUNCIL

STATEMENT OF PURPOSE...The Council, between Church meetings, shall be the primary policy-making and executive body of the Church. The Council shall plan, coordinate, develop, implement, and evaluate the policies and programs of the Church, and shall provide leadership in developing and implementing long-range plans for the future of the congregation. It shall actively engage with the Pastor in discussions and decisions concerning the general direction of the Church's activities, the formulation of a well-rounded program, and the development of long range plans. It shall supervise the Pastor, in coordination with the Board of Deacons. It shall coordinate the work of the various persons and groups in the Church in the implementation of social and religious programs and activities. It shall be responsible for planning the Annual,

Quarterly, and Special Meetings of the congregation and shall have authority over the Church calendar.

OTHER POWERS AND DUTIES...The general control and arrangement of the affairs of the Church between congregational meetings shall be vested in the Council, which shall have full authority and power to authorize or to perform all acts necessary to promote the interest and welfare of the Church, except those powers specifically reserved to the congregation. The Council shall designate delegates to interchurch organizations other than those elected by the Church. The Council may appoint ad hoc committees when deemed necessary to meet the needs of the Church. The Council shall nominate members of the Nominating Committee. Under special circumstances, with prior notice to the President, a voting member of the Council unable to attend a meeting of the Council may appoint a substitute from the Board or committee the absent member represents, to attend such meeting and to vote in such member's place. The President may request the attendance of any other Board or committee representative when an issue pertaining to that Board or committee is on the Council agenda. Other Board or committee representatives and any member of the Church may attend and speak at any meeting of the Council. The Council shall act upon the nominations of the Nominating Committee to fill vacancies in offices and on Boards and standing committees between Annual Meetings.

BUDGET AND FINANCIAL RESPONSIBILITIES...The Council shall receive and consider the preliminary budget prepared and presented by the Board of Trustees in September. The Board of Trustees shall in their process consider inputs from all other Boards. The Council shall have the authority to modify the content of the preliminary budget before presentation to the Stewardship Committee and/or to the congregation. The Council shall also have the authority to modify the proposed budget before presentation to the congregation for acceptance and approval at the Annual Meeting. The Council shall have the authority to authorize necessary spending from the beginning of the Fiscal Year until final acceptance of the Budget by the congregation.

PERSONNEL POLICY RESPONSIBILITIES...The Council shall require that the Human Resource Committee develop and regularly maintain a personnel policy and administration manual covering all employees of the Church. The Council shall approve all staff positions, position descriptions, and personnel policies. The Council shall approve any employee contracts, after review and recommendation of the Human Resource Committee, and after review of budgetary impact by the Board of Trustees. The Council shall have authority to hire or dismiss, with advice from the Pastor, all staff, unless otherwise provided for in these by-laws, subject to appropriate due process as outlined in the Personnel Manual. The Council shall set salaries and benefits of all staff, after consultation with the Board of Trustees, appropriately involved Boards and committees, and the Pastor. The Council shall have the authority to accept the resignation of any staff member or officer of the Church, and to initiate the appropriate replacement process.

MEMBERSHIP OF THE COUNCIL...The Council shall consist of the following individuals: President; Moderator; Treasurer; Clerk; Pastor(s); chairperson of the Board of Deacons; chairperson of the Board of Trustees; chairperson of the Board of Christian Education; chairperson of the Board of Mission and Social Justice; chairperson of the Music Committee; chairperson of the Nominating Committee; chairperson of the Women's Fellowship; and four members-at-large. The President presides at all meetings of the Council, but in the temporary absence of the President the chairperson of the Board of Deacons shall preside. All members of the Council shall be full voting members. Associate or Assistant Pastors attending the Council meeting shall also be full voting members.

TERMS OF AT-LARGE MEMBERS...At each Annual Meeting two at-large candidates will be nominated by the Nominating Committee for two year terms and may serve for a maximum of two consecutive terms. After two terms the incumbent may not stand for election one year before being eligible again. At –large members cannot simultaneously be an employee of the church nor serve as a member of a Board or a standing Committee, and shall be active members of the church.

MEETINGS...The Council shall meet regularly at such time and place as may be fixed by the Council. Unless otherwise publicized, all meetings of the Council are open to attendance by any interested Church member, who shall have voice but not vote. Seven voting members of the Council shall constitute a quorum for all Council meetings.

ARTICLE SEVEN-BOARDS and STANDING COMMITTEES

GENERAL FEATURES AND REQUIREMENTS

Active membership in the Church is required for membership on all Boards, the Nominating Committee and the Committee of Delegates, but is not required for standing Committees or other committees.

Individuals elected to Boards and standing Committees shall serve three year terms, and may serve two consecutive terms, but after serving two such terms the incumbent may not stand for election for a minimum of one year before being eligible for a new term. Interim appointments shall not count as a term for purposes of measuring term limits. Each Board or standing Committee shall be organized into three annual classes, with one-third of each organization standing for election or re-election each year. A Chair and a recording secretary shall be elected from among the members of each Board and Standing Committee at the first meeting after election, shall serve for one year and may be re-elected. They shall be elected within 30 days of the annual congregational meeting, and the outgoing chair shall call the first meeting to include new and previous year members, at which time a chair will be elected by a majority of the new Board or Standing Committee. The Chair shall preside over all meetings and shall call a meeting not less than once every 3 months unless otherwise authorized by the Council. The Chair shall prepare a summary report at the end of each year to be submitted to the Office Administrator for inclusion in the annual report of the Church. The recording secretary shall keep minutes of all meetings showing, at a minimum, dates of meetings, members present and absent, and motions made and voted upon.

Each Board shall have a minimum of nine members, except the Board of Deacons, which shall have twelve members. The Committee of Delegates shall have the number designated by the Rhode Island Conference of the United Church of Christ. Standing Committees shall have their size established by the controlling Board or the Council, except for the Nominating Committee which shall have six members and the Audit Committee which shall have three members.

Vacancies occurring in Boards and standing Committees shall be promptly filled by nominations from the Nominating Committee of replacement members to be elected by the Council for the balance of the term being vacated. New appointees shall be acting Board or standing Committee members with full voting privileges until the next congregational meeting when formal approval by the congregation places each appointee on said Board or Committee. In the event additional members are required for any Board or standing Committee, that organization

shall first seek approval for the increase from the Council. Upon such approval Council shall direct the Nominating Committee to nominate new members, who shall be approved by the Council to terms consistent with other members of the Board. New appointees shall be acting members with voting privileges until the next congregational meeting when formal election places each appointee on said Board or Committee. One half of the duly elected membership shall constitute a quorum for all meetings of Boards and standing Committees.

The Pastor is an ex-officio member of all Boards and Committees, but shall have no voting privileges, except for the Church Council where he/she shall have full voting rights.

LISTING AND ORGANIZATION OF BOARDS AND STANDING COMMITTEES

There shall be four Boards: the Board of Deacons, the Board of Christian Education, the Board of Mission and Social Justice, and the Board of Trustees. The following standing Committees are hereby mandated by the by-laws and shall be responsible to the Council or a Board as indicated below:

Committee of Delegates	Council
Nominating Committee	“
Audit Committee	“
Human Resource Committee	“
Music Committee	Deacons
Stewardship Committee	Trustees
Investment Committee	“

Other non-standing or ad hoc committees may be established by the individual Boards or the Council from time to time to carry out their responsibilities as they deem appropriate. Such committees must be reported to the Council for review and approval in advance of formation. The individual Boards or Council may seek assistance from the Nominating Committee for their recruitment process when the new committee is approved by the Council and must advise the Nominating Committee of the results of their recruitment process.

COMMITTEE OF DELEGATES shall be nominated by the Nominating Committee and elected by the congregation to attend meetings of the Rhode Island Conference of the United Church of Christ. The number of delegates to represent The Kingston Congregational Church shall be established by the Rhode Island Conference of the United Church of Christ.

NOMINATING COMMITTEE reports to the Church Council and shall consist of members nominated by the Council and elected by the congregation at the annual meeting. This committee shall make nominations to fill all vacancies among the elected officers, the at-large Council positions, Boards, standing Committees, and delegates to be elected by the congregation or appointed by the Council, and shall place them in nomination at appropriate congregational meetings, after obtaining the consent of the persons nominated. The right of any member to make a nomination from the floor of any congregational meeting appropriately called for that purpose shall be recognized. In situations where positions may be appointed by the Council or a Board, the Nominating Committee shall serve as a resource to the Council or Board in identifying and recruiting appropriate candidates for appointment. The Committee shall also nominate search committees for any Pastoral vacancies, such search committee to be approved by the Council and presented to the congregation for election. In the case of a search committee for an interim Pastor the Nominating Committee shall be called upon to suggest candidates for the search committee to the Board of Deacons who shall select the committee with the approval of the Council.

AUDIT COMMITTEE shall consist of three members nominated by the Nominating Committee and appointed by and reporting to the Council, and shall conduct a review annually of the accounts and records of the Church, the Treasurer, and the Investment Committee. The committee shall provide a report of this review to the Council, with a copy to the Board of Trustees, and is authorized to retain independent outside auditors or consultants to assist in their review.

HUMAN RESOURCE COMMITTEE shall be nominated by the Nominating Committee and appointed by and report to the Council, and shall be responsible for the development, administration, and maintenance of appropriate personnel policies, practices and procedures applicable to all employees of the Church. The committee shall be responsible, at the direction and approval of the Council, to ensure accurate and timely dissemination of these policies, practices, and procedures to all employees and to all Boards, committees and to the congregation as needed.

BOARD OF DEACONS shall share with the Pastor the responsibility for the spiritual life of the Church, with the assistance of the staff person(s) for Music and the staff person(s) for Christian Education. They shall schedule regular services of worship, assist in the administration of Communion and Baptism and arrange ushers and greeters as necessary for each service. They shall invite and welcome new members into the Church, and shall manage the administrative processes relating to the maintenance of membership records through the service of a Registrar appointed by the Board. They shall be concerned with the nurture and care of all members and shall cause appropriate activities to be arranged to assist members in their spiritual life at church, at home or where ever the need exists. They shall be responsible for ensuring that flowers or other appropriate decorations are provided in Church, and that appropriate hospitality is provided in connection with church services and other special events, including funeral services. They shall be responsible, in coordination with the Pastor, for maintaining appropriate contact with and support of members and their families in times of illness or crises. They shall be responsible, working through the Music Committee, the Pastor, and the staff person(s) for music, for providing a ministry of music in support and furtherance of the spiritual life of the Church and the congregation. They shall arrange for the temporary supply of the pulpit during the vacation of the Pastor or when any other occasion demands. They shall be responsible for recommending to the Council the appointment of an interim Pastor whenever such a position is required. Each Deacon whose term of office has expired shall be entitled for life to all privileges of an active Deacon, except that of voting.

MUSIC COMMITTEE, reporting to the Board of Deacons, shall have general supervision of the music of the Church, in coordination with and in support of the staff person(s) for Music and the Pastor. The committee shall promote the establishment and encouragement of choirs and special music events, and provide for the care of the organ and all musical instruments, the purchase of music, and the provision of other equipment necessary for its program.

BOARD OF CHRISTIAN EDUCATION shall have the responsibility for ensuring the provision of active and dynamic programs of Christian education for the people of the Church. This shall include pre-school, elementary, middle and high school age, summer school programs, adult education programs, family life programs, and such other groups or programs as may be organized from time to time. It shall work in coordination with and in support of the staff person(s) for Christian Education and the Pastor.

THE BOARD OF MISSION AND SOCIAL JUSTICE shall give leadership for the church's ministry of outreach through service, action and financial giving. It shall plan, propose and manage the mission budget and giving of the church; interpret the mission of the United Church

of Christ in Rhode Island, the United States and around the world; establish Task Forces in various areas of mission, justice and peace, to inform and lead the congregation in service and action, addressing important contemporary issues of mission, justice and peace for local, national and global settings; and collaborate with the Board of Christian Education in coordinating programs of education on these contemporary issues.

BOARD OF TRUSTEES shall, under policies set by the Church and the Council, have responsibility for care and custody of the property of the Church and have charge of its financial and investment affairs. The Treasurer shall be a voting member of the Board. The Trustees shall annually cause a proposed budget of revenues and expenses to be prepared by all Boards and Committees, to be compiled and modified as necessary by the Trustees, and to be presented to the Council for its approval. After approval of the annual budget by the congregation, the Board of Trustees shall be responsible for monitoring revenue and expenses compared to budget on a monthly basis, shall report on such review to the Council on a monthly basis, with variances to budget brought promptly to the attention of the responsible Board or Committee. The Board shall ensure that all properties and activities are appropriately insured against all exposure to loss or diminution in value. The Trustees shall have direct responsibility over all buildings, grounds, and interior facilities, over investments of funds or endowment assets, and shall oversee the annual stewardship efforts of the Church. The Trustees shall establish programs for acquainting members and friends of the Church with methods for planned or deferred giving to the Church, encouraging use of those methods to further the work of the Church through increased endowment. The Trustees shall have no power to buy, sell, mortgage, lease or transfer real property without specific authority given by a vote of the Church. The Trustees shall have power to expend funds to cover all expenditures included in an authorized annual budget. Expenditures up to \$1,000 in excess of any item in an authorized budget must be approved by the Board of Trustees, with notice to the Council; any expenditure up to \$2,500 in excess of any item in an authorized budget must be approved by the Council; any expenditure of more than \$2,500 in excess of any item in an authorized budget must be approved by the congregation at a regular quarterly, annual, or special meeting.

STEWARDSHIP COMMITTEE, reporting to the Board of Trustees, shall conduct the annual stewardship campaign for funds to support the work of the Church. The committee shall periodically inform and educate the congregation about the meaning of stewardship and the financial obligations of Church membership.

INVESTMENT COMMITTEE, reporting to the Board of Trustees, shall have responsibility for the prudent investment of all funds contained in the Church's endowment, including both restricted and designated funds (whether by the donor or by action of the Church Council), and unrestricted funds. A statement of investment policy shall be developed by the committee and approved annually by the Board of Trustees.

ARTICLE EIGHT-STAFF

PASTORAL STAFF

The pastoral staff shall include the Pastor and potentially one or more Associate or Assistant Pastors. They shall be ordained ministers with full and regular ministerial standing in the Rhode Island Conference of the United Church of Christ.

The Pastor is responsible for leading the worship services of the Church, has freedom of the pulpit to interpret the Word of God for each day and age, administers the sacraments, provides pastoral care and gives leadership for the development of a healthy and faithful organization of the Church. The Pastor shall seek the assistance and counsel of the Deacons and other Boards as appropriate. No pastor shall undertake or have authority to commit the Church to any policy or course of action without the prior approval of the appropriate Board or committee and the Council.

The Pastor shall be responsible, as head of staff, for the management and direction of the staff with respect to the day-to-day operations of the Church, working in close coordination with the Council and appropriate Boards. The pastor shall be a full voting member of the Council and an ex-officio, non-voting member of all Boards and Committees. The Pastor may, if the Church, the Council or a Board so votes, be excluded from a meeting during the time when the Pastor's tenure or salary may be under discussion. The other members of the pastoral staff shall be ex-officio, non-voting members of those Boards and committees where their roles and responsibilities normally support such participation.

When a vacancy in the office of the Pastor occurs, the Church shall, upon nomination of the Nominating Committee and approval of the Council, elect a search committee of not less than 7 or more than 12 members. The committee shall reflect to the greatest extent possible the general diversity of the congregation. Such committee shall seek the advice of the Rhode Island Conference of the United Church of Christ and shall conduct such search and consultation as it deems appropriate. The Search Committee shall nominate a new pastor and develop a call in coordination with the Council, to be presented at a meeting of the church called for the purpose of acting on such nomination.

A Pastor shall be called for an indefinite term, at a meeting called for that purpose, by a two-thirds written vote of the members present and voting. The Rhode Island Conference of the United Church of Christ shall be invited to meet as a Council to install the Pastor.

Retirement shall ordinarily occur in the year the incumbent reaches age 65; however, the term of office may be extended by 1 year, which can be repeated annually until the incumbent reaches age 70.

Dismissal of a Pastor may occur by majority vote of the members present and voting at a meeting called for that purpose. The Pastor shall have been advised of the potential action at least 30 days prior to the meeting called for that purpose. In the case of such dismissal, membership in the Church may be maintained for 90 days from dismissal unless extended by the Board of Deacons. In the case of loss of ministerial standing as defined by the United Church of Christ, dismissal shall occur at once and membership shall cease at once.

The Church may, from time to time, call one or more ordained ministers or persons eligible to be ordained, to serve with the Pastor as Associate or Assistant Pastor(s). The same policies stated above for calling, installing, or ending a relationship with such ministers shall apply as are

described above for the Pastor, with the following exception: the collegial or working relationship between such additional ordained minister(s) shall be described in position descriptions approved by the Council.

OTHER STAFF

In order to assist in carrying out the full scope of the programs of the Church, the Council may hire additional staff, including professionals in music, youth and adult education, office administration, facilities management or other specific skill areas. Such staff personnel requirements and issues will be administered in accordance with the policies and procedures of the Church in place from time to time and documented in a personnel policies and procedures manual maintained by the Human Resource Committee.

ARTICLE NINE-AMENDMENT OF BY-LAWS

PROPOSAL OF AMENDMENTS....Amendments to the by-laws may be proposed by the Church Council, by any Board, or by the Clerk on written request of 5% of active members.

PROCESS OF DISCUSSION, MODIFICATION, AND APPROVAL....consideration of proposed amendments to the by-laws by the congregation shall involve a minimum of two meetings of the congregation. The first meeting shall establish the purpose of and potentially modify the proposed amendment. The second meeting shall be for the sole purpose of approving or rejecting the amendment as presented and/or modified at the first meeting.

NOTIFICATION and COMMUNICATIONS....Proposed amendments shall be mailed to the membership of the Church at least fourteen days prior to a.) the next regular congregational meeting, or b.) a special congregational meeting called for the specific purpose of considering the proposed amendment. In addition to the mailing, the meeting and its purpose should be communicated at least once during a regular worship service. At the first meeting the proposed amendment shall be discussed and may be modified. The members present at the first meeting shall, by majority vote, designate a date for another meeting which shall be for the singular purpose of approving or rejecting the amendment. The date of the second meeting shall be not less than fourteen nor more than forty-five days from the date of the first meeting.

SECOND OR VOTING MEETING....the Clerk shall give proper notice of the second meeting and shall again mail the proposed amendment (whether modified or not) to the membership at least fourteen days prior to the second or voting meeting. At the meeting designated for voting, the proposed amendment may be discussed but not modified. A two-thirds majority of the members present shall be required for passage.

ARTICLE TEN-DISSOLUTION

In the event of the Dissolution of the Church, its property shall become vested in, and it functions as Trustee, if any, administered by the Rhode Island Conference of the United Church of Christ or its successor; or in the event this is impossible, by such nonprofit church or other nonprofit organization which is organized and operated exclusively for religious or charitable purposes which the membership of the Church shall designate at a meeting called before the dissolution; or in the absence of such determination, as the Court having jurisdiction over the dissolution of the Church shall determine. No officer, member, or employee thereof shall receive

any pecuniary profit from the Church except reasonable compensation for services in effecting one or more of its purposes.