

FIRST CHURCH IN CAMBRIDGE, CONGREGATIONAL, UNITED CHURCH OF CHRIST

11 Garden Street, Cambridge, Massachusetts 02138

**The By-Laws of First Church in Cambridge, Congregational**

ARTICLE 1. NAME

The name of this Church, as in its corporation charter dated May 28, 1919, is First Church in Cambridge, Congregational.

ARTICLE 2. NATURE OF THE CHURCH

This Church is a community gathered to worship God, to share the Gospel of Jesus Christ, to celebrate the Sacraments, and with the aid of Scripture and the Holy Spirit, to render loving ministry and service to people in our own community and throughout the world.

ARTICLE 3. GOVERNMENT

3.1. Government of this Church is vested in its Members, who exercise the right of control in all its affairs, subject to the laws of the Commonwealth of Massachusetts. The governing body is the Members who are gathered in the Holy Spirit and present at a duly called Congregational Meeting.

3.2. For the purposes of these By-Laws, "Church" is used instead of "Corporation" even when referring to this Church as a legal entity; "Congregational Meeting" is the equivalent of "Corporation Meeting"; "Minister" indicates an ordained minister called to serve this Church; "Member" indicates a person who has been admitted to this Church and is eligible to vote at a Congregational Meeting.

3.3. This Church is a member of the United Church of Christ (UCC) and participates in its covenanted ministries. Ecumenical and open in spirit, this Church seeks to cooperate with and to learn from and with other churches and faith communities.

ARTICLE 4. MEMBERSHIP

4.1. Qualifications for membership:

Membership in this Church is open to any person who has been or will be baptized, who has made public confession of faith in God through Jesus Christ, and who accepts the following historical covenant of this Church:

*We who are now brought together and united into one Church under the Lord Jesus Christ, our Head, in such sort as becometh all those whom He hath redeemed and sanctified to Himself, do solemnly and religiously, as in His most holy presence, promise and bind ourselves to walk in all our ways according to the rule of the Gospel, and in all sincere conformity to His holy ordinances, and in mutual love and respect each to other, so near as God shall give us grace.*

4.2. Levels of participation:

A Member is any person who qualifies under Article 4.1 and who is not a member of another church. An Affiliate Member is someone who otherwise qualifies under Article 4.1 and who desires to be affiliated with the life of this Church, but who may maintain membership in

another church. Non-members are welcome at this Church, wherever they are on life's journey or their journey of faith.

#### 4.3. Reception of new Members:

Individuals are received into membership on recommendation of a Minister and/or the Board of Deacons, with notification to Executive Council. New Members are received at a service of worship, preferably one at which communion is served. A person unable to attend such a service may be received at another time and place with approval of a Minister and the Board of Deacons.

#### 4.4. Termination of membership:

Members who request a letter of transfer to another church or a letter terminating membership in this Church may receive such a letter from the Clerk, with notification to Executive Council.

#### 4.5. Inactive Members:

If a Member, for at least one year, has not supplied an address, has not attended the Church's worship, or has not contributed to its support may, on recommendation of the Clerk and a Minister and by vote of Executive Council, be placed on an Inactive List without the right to vote. Executive Council may vote to restore someone from the Inactive List to active membership or to terminate that person's membership.

### ARTICLE 5. RESPONSIBILITIES AND RIGHTS OF MEMBERS

#### 5.1. Responsibilities of Members:

Church membership is a sacred promise or covenant to participate in the life of the Church: to join in much of its worship, mission, fellowship, and deliberations; to grow in Christian spirit, faith, and discipleship; to turn to this congregation for support in times of trouble and joy; and to give from one's time, talents, and treasure to further God's work in the world.

#### 5.2. Rights of Members:

Members have the right to vote on all questions that come before a Congregational Meeting, and the right to hold office. Affiliate Members and Non-members do not have the right to vote at Congregational Meetings nor may they serve as Church Officers; they may, however, serve on committees or, by vote of the Congregation (or of Executive Council when filling a vacancy) may chair committees and thereby serve on the Executive Council, but without a vote.

### ARTICLE 6. MEETINGS

#### 6.1. Meetings for Worship:

Services of worship take place every Sunday throughout the year and at such other times as a Minister, Deacons or the Executive Council directs. The Sacraments—Baptism and Communion—are celebrated during regular worship services; they may also be administered at other times and places as a Minister or, in a Minister's absence, the Board of Deacons directs.

#### 6.2. Congregational Meetings:

- a. The Annual Meeting takes place between January 1 and March 31 or at another time, as Executive Council directs. Annual Meeting includes prayer and song; approval of the minutes of the previous year's meetings; reports of Church Officers and committees; preliminary financial reports for the year just ended; election of Officers and Standing Committees; deferred business; new business; and other reports as necessary.

b. The Fall Congregational Meeting takes place between October 1 and December 31 or at another time, as Executive Council directs. The Fall meeting includes approval of the next year's annual budget; deferred business; and any business that is included in the call to the meeting.

c. Special Congregational Meetings may be called at any time by the Clerk at the request of Executive Council or at the request, in writing, of 12 Members.

d. Notice of any Congregational Meeting, stating briefly its time and purpose, is mailed at least seven days before the meeting to the last-known mailing address or e-mail address of each Member. The notice is published and read aloud by the Clerk or Clerk's designee on the two Sundays prior to the Meeting during morning worship. Notice is also posted in the church vestibules and on its website. A quorum of 25 Members is needed to begin transaction of business.

d. If at a Congregational Meeting an action is taken that any 12 Members present feel is adverse to the best interests of the Church, and not otherwise regulated by statute or by these By-Laws, those 12 Members may, within 72 hours after the dissolution of the meeting, file in writing with the Clerk an appeal deferring the action to a later meeting. The Clerk must call a later meeting to be held within 60 days following the written request. The disputed action will not be valid until ratified at the later meeting, after which there is no further appeal.

### 6.3. Other meetings:

a. Executive Council meets regularly at the call of the Moderator or Clerk. A Minister or any three Council members may also request the Clerk to call a Council meeting. A quorum of seven voting Council members is needed to begin transaction of business.

b. Boards, committees and task forces meet regularly, as needed, at the call of the chair or any three of its members. Any Member may request and learn the date and time of any meeting. Members may attend any meeting as visitors, unless the Moderator or chair has explicitly excluded visitors for specific deliberations.

c. Whenever possible, participants prayerfully seek to discern among various points of view a consensus or faithful sense of the meeting. Where necessary for fair resolution or for legal reasons, Congregational and other meetings are governed by *Robert's Rules of Order Newly Revised*.

## ARTICLE 7. OFFICERS

### 7.1. Definition:

The Officers of the Church are the Senior Minister, other called clergy, Moderator, Clerk, Treasurer, Controller, nine Deacons, Vice Moderator, and Associate Treasurer. All Officers must be Members of the Church. Each Officer has one vote on Executive Council, except a vice or associate officer in the presence of the main officer. The Vice Moderator and Associate Treasurer act as Moderator or Treasurer in the principal Officer's absence or incapacity.

### 7.2. Election:

a. The Senior Minister and other called clergy are called to their ministries by the vote of Members present at a Congregational Meeting. The vote generally follows (1) the report of a Ministerial Search Committee, which has been appointed by the Moderator with consent of Executive Council and (2) a sermon preached by the ministerial candidate at a Sunday worship service. In order to receive a call, the candidate must be ordained, or approved for ordination by an Association of the United Church of Christ. A Minister may be called to

serve for a definite or indefinite term and may be installed in covenant with the Metropolitan Boston Association of the Massachusetts Conference of the UCC.

b. All Officers, except Ministers, are elected at Annual Meeting. Officers are elected for terms of three years with the exception of the Moderator and Vice Moderator. The Vice Moderator serves first for one year in an assisting and learning role, and then as Moderator for two years and, finally, serves for one year as Vice Moderator again, in an assisting and teaching role; the total time served is four years. The length of terms of all officers may be extended or shortened if necessary with the approval of Executive Council in consultation with the Gifts Discernment/Nominating Committee. If a vacancy occurs in any Office except that of a Minister, Executive Council may, in consultation with the Gifts Discernment/Nominating Committee, appoint someone to fill that vacancy until Annual Meeting.

c. Deacons are elected at Annual Meeting, usually for staggered three-year terms. Deacons may serve two successive terms before rotating off the Board of Deacons for at least one year. Upon election, Deacons are installed publicly, preferably at a Sunday worship service. Prior to Annual Meeting, the members of the Board of Deacons annually designate a chair or co-chairs.

### 7.3. Powers and duties:

a. The Senior Minister leads and serves the Church by preaching the Gospel, administering the Sacraments, caring for the spiritual welfare of the congregation, and leading the Church toward a broadening and strengthening of its ministry. The Senior Minister is the head of staff.

b. Other Called Clergy may lead and serve the church by preaching the Gospel, administering the Sacraments, caring for the spiritual welfare of the congregation, and leading the Church toward a broadening and strengthening of its ministry. In the absence of the Senior Minister, another called clergy person is the head of staff.

c. The Moderator leads all meetings of the Congregation and Executive Council. In the absence of the Moderator, the Vice Moderator or, in his or her absence, the Chair of the Board of Deacons presides. The Moderator may sign on behalf of the Church any checks, contracts, or legal agreements approved or authorized by Executive Council.

d. The Vice Moderator is a member of Executive Council and of the Staff Policy committee. In the absence of the Moderator, the Vice Moderator may be called upon to fulfill the role of the Moderator. The Vice Moderator is co-chair of the Staff Policy Committee.

e. The Clerk calls meetings of the Church and Executive Council and is a member of the Staff Policy Committee. The Clerk keeps accurate and separate records for each of these bodies. In the absence or incapacity of the Clerk, the Moderator appoints a Clerk *pro tempore*.

f. The Treasurer oversees the collection and deposit of all revenues in the accounts of the Church. The Treasurer ensures that accurate, detailed records are kept using generally accepted accounting principles. The Treasurer submits a preliminary report at Annual Meeting for preceding year. The Treasurer reports to Executive Council, as Council directs. The Treasurer or, in the Treasurer's absence or inability, the Associate Treasurer, may sign on behalf of the Church any contract or legal agreement approved or authorized by Executive Council. The Church may employ a staff member to handle receipts, disbursements, and payroll and to keep financial records. This staff member is bonded for faithful performance but is not authorized to make payments or transfers without approval of the Treasurer or Associate Treasurer. The Church may also elect one or more Assistant Treasurers to collect offerings and/or sign checks. The Treasurer has custody of all documents relating to Church

property, chairs the Finance Committee, and is a member *ex officio* of the Financial Operations, Investment and Staff Policy committees.

g. The Associate Treasurer has, in the absence of the Treasurer, all powers and duties of the Treasurer. Like the Moderators, the Associate Treasurer serves first in an assisting and learning role, then serves as Treasurer, then serves again as Associate Treasurer in an assisting and teaching role. The Church bonds the Associate Treasurer for faithful discharge of duties in a sum that Executive Council deems appropriate. The Associate Treasurer is an *ex officio* member of the Finance Committee and chairs the Financial Operations Committee.

h. The Controller is responsible for an annual audit and report on the accounts of the Treasurer. For that purpose, the Controller annually employs, subject to approval of Executive Council, a Certified Public Accountant unrelated to Church membership to prepare an audit and submit the certified report to Executive Council. The Controller is an *ex officio* member of the Finance and Financial Operations Committees.

i. The Board of Deacons serves the congregation and Ministers in all matters pertaining to worship, pastoral care, and spiritual life.

j. The Moderator, Vice Moderator, Clerk, Treasurer, Associate Treasurer, and Controller are authorized to sign binding agreements for the Church, within limits set by Executive Council.

## ARTICLE 8. EXECUTIVE COUNCIL

### 8.1. Definition:

The Executive Council is the executive body of this Church. It consists of Church Officers, all members of the Board of Deacons, chairs of Standing Committees, the chair of Gifts Discernment/Nominating, and a Member-at-Large. The Vice Moderator, Associate Treasurer, and chairs of Pastoral Relations and Staff Policy are members of Executive Council, but do not vote. The Assistant Treasurers are not members of Executive Council.

### 8.2. Election:

The election of Officers is covered in Article 7.2; the election of Standing Committees is in Article 9.2. The Member-at-Large is elected at Annual Meeting for a term of three years.

### 8.3. Powers and duties:

a. Executive Council has the powers and duties of a Board of Directors. It transacts the business of the Church; establishes, promotes, and coordinates all its activities; and supports and assists the Ministers. Executive Council carries out the policies of the Church and recommends new or revised policies. Members of Executive Council must be present at its meetings, either in person or by video or audio conference call, in order to vote. If a committee chair is to be absent, s/he may appoint someone from that committee to attend without a vote.

b. Executive Council bonds the Treasurer and Associate Treasurer for faithful discharge of duties; limits the Treasurer's power to sign checks without approval; approves disbursements outside the budget allocations voted at Annual Meeting; and sets limits above which spending must be approved at a Congregational Meeting.

c. Executive Council is responsible for Church property; makes provision for raising and allotting funds for operating and other expenses; provides adequate support for the staff; and reviews staff policy and relations annually. Executive Council is responsible for Church records other than financial records; records its proceedings in minutes that are available to

the congregation, and reports at Annual Meeting. Executive Council may appoint delegates to outside councils, boards, and other bodies.

d. Executive Council, in carrying out its responsibilities, may delegate to Standing Committees duties and powers appropriate to them.

e. Executive Council approves the establishment of all *ad hoc* committees, task forces and teams. It may also approve the discontinuation of any of these, recognizing that new efforts arise while other groups have fulfilled their purpose and need not continue.

## ARTICLE 9. STANDING COMMITTEES

### 9.1. Definition:

Standing Committees work under the general direction of Executive Council and in conjunction with the Ministers. Executive Council may create or disband any committee, except for the Gifts Discernment/Nominating Committee. Executive Council has ten Standing Committees: Arts and Communication, Buildings and Grounds, Christian Formation, Fellowship, Finance, Missions and Social Justice, Pastoral Relations Shelter Oversight, Staff Policy, and Stewardship.

### 9.2. Election:

With the exception of Finance, Pastoral Relations, and Staff Policy, standing committee members and chairs are proposed by the Gifts Discernment/Nominating Committee and elected by the congregation at Annual Meeting. The members of Pastoral Relations are chosen by the Moderator in consultation with the Ministers and members of Executive Council. The members of Finance and Staff Policy are described below in 9.3.e. and 9.3.i respectively.

Standing Committees generally have six to nine members, including a chair or co-chairs. Committee members serve one or two three-year terms before rotating off the committee for at least one year. If a vacancy occurs, Executive Council may request Gifts Discernment/Nominating to propose a person to fill the vacancy until the next Annual Meeting.

### 9.3. Powers and duties:

a. Arts and Communication, together with staff, designs and oversees ways for Members to express themselves creatively through the arts and to communicate news of the Church within and beyond the congregation.

b. Buildings and Grounds oversees the care and use of all church properties and buildings. It envisions future uses and requirements of these properties.

c. Christian Formation works with staff to plan the Church's educational and spiritual formation programs for children, youth and adults. They envision ways for all Members to learn about Christianity and to grow in faith and service.

d. Fellowship plans and supports the fellowship hour following Sunday worship, plans and oversees after-church lunches and other communal meals and receptions and recruits others to help with this key ministry.

e. Finance is responsible for the financial performance, oversight, operations, integrity and sustainability of the Church. The Finance Committee is chaired by the Treasurer; its *ex officio* members are the Associate Treasurer, Controller, Stewardship Chair, and Investment Chair. The Finance Committee may include one at-large member from time to time, at the discretion of the Executive Council. The Finance Committee develops, recommends and monitors performance against a multi-year financial plan; reports to the Executive Committee on a periodic basis, at least twice each year; and develops and recommends an

annual budget to the Executive Council. The Finance Committee is responsible for any financial matter not specifically delegated to its subcommittees.

The Finance Committee oversees two subcommittees:

- i. The Financial Operations Committee coordinates the formulation of all annual operating and capital budgets, informed by the multi-year financial plan and the priorities and ministries of the church; monitors performance; and provides a quarterly report of performance against budget to the Finance Committee. The Treasurer, Associate Treasurer, and Controller are members *ex officio*; the subcommittee is chaired by the Associate Treasurer.
  - ii. The Investment Committee manages the Church's investment accounts, informed by the annual budget and multi-year financial plan. The Investment Committee provides a quarterly report of performance to the Finance Committee. The subcommittee consists of a Chair and nominated members; the Treasurer is a member *ex officio*. The Chair of the Investment Committee serves *ex officio* on the Finance Committee.
- f. Missions and Social Justice oversees and supports missions and social-justice projects of the congregation; manages the Church's budget for Missions; and works to keep the Church informed about and engaged in issues of social justice.
- g. Pastoral Relations assists in fostering a healthy relationship between pastors and the congregation in order to enhance the effectiveness of the Church's mission. Pastoral Relations functions as a confidential sounding board for pastors and/or members, and facilitates honest and direct dialogue among all parties.
- h. Shelter Oversight monitors Shelter operations; reviews and approves the Shelter budget; participates in the hiring and evaluation of the Shelter Director; coordinates fundraising activities and grant proposals with the Executive Council; and coordinates Shelter activities with other committees and groups of the congregation as part of the wider homeless ministries of the church.
- i. Staff Policy determines and reviews staff salaries and benefits; initiates and supports annual staff performance reviews; writes and reviews job descriptions; monitors and updates staff policies for the Employee Handbook; and administers stated policies concerning the hiring and termination of employees. It consists of, *ex officio*, the Clerk, who keeps the official minutes, and various church leaders who have significant working relationships with staff such as the Chair of Deacons, Chair of Shelter Oversight Committee, and the Chair of Buildings and Grounds. Because this committee makes important financial decisions, the Treasurer is also a member. Staff Policy is co-chaired by the Vice Moderator and another member of the Church, chosen by the Moderator, who ideally has experience in the field of human resources.
- j. Stewardship aims to deepen the congregation's spiritual practice of generosity in accordance with our covenant. Stewardship develops and implements programs to support the life and ministry of the church, including the annual pledge campaign and planned giving campaign; oversees income and expenditure for any funds assigned to it; and seeks assistance from the other committees to accomplish these objectives. Stewardship provides a quarterly report of performance to the Finance Committee. The Chair of Stewardship serves *ex officio* on the Finance Committee.

## ARTICLE 10. GIFTS DISCERNMENT/NOMINATING COMMITTEE

Gifts Discernment/Nominating is a committee of the Church and is directly responsible to the Congregation. The chair of Gifts Discernment/Nominating participates in Executive Council and has one vote. Gifts Discernment/Nominating Committee seeks to discern the gifts, skills, and interests of Members and to recruit people willing to serve as Officers, on Executive Council, on its Standing Committees, and on the Gifts Discernment Committee. The Committee prepares a slate to be voted on by the Church at Annual Meeting. At the request of the Moderator and/or Executive Council, the committee may also propose people to serve on short-term committees and task forces, and to fill vacancies during the year.

## ARTICLE 11. BEQUESTS AND GIFTS

11.1. The Treasurer reports annually on bequests and donor-restricted gifts, and reports to Executive Council any temporarily restricted contribution of more than \$ 1,000, or any permanently restricted contribution, at its first meeting after notice thereof is received.

11.2. Executive Council may direct the Treasurer to refuse any bequest, donation, or gift restricted to purposes it deems inappropriate.

11.3. Executive Council allocates such bequest or gift to the appropriate special or general fund and shall decide all questions concerning the purposes or uses to which such bequest or gift shall be put. Executive Council may allocate such bequest or gift to use for the current expenses of the Church, for investment, for special projects, or for any other use or purpose it deems best within the terms, if any, of such bequest or gift, provided nevertheless that in the case that for any bequest or gift valued at more than \$40,000, allocation shall be by vote of a meeting of the Church.

11.4. Pending the decision of Executive Council or the Church, the property may be held, at the Treasurer's discretion, in the form in which it was received, or in liquid form with or without interest.

## ARTICLE 12. ADDITIONAL PROVISIONS

12.1. Amendment or suspension of By-Laws:

Any of these By-Laws may be suspended or amended by a two-thirds vote of Members present and voting at a Congregational Meeting, the substance of the proposed amendment having been inserted in the Clerk's call to the Congregational Meeting.

12.2. Action Without a Meeting:

Any action required or permitted to be taken may be taken by the Executive Council, or by any committee thereof, without a meeting, if all those entitled to vote consent in writing, either before or after such action is taken, and if the written consents are filed with the records of the Church. Such decisions shall be treated for all purposes as a vote at a meeting, and shall be recorded in the minutes of the next meeting.

12.3. Indemnification of Officers:

To the extent permitted by applicable law pertaining to a church, the Church must indemnify each of its Officers or members of its Executive Council against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which such person may be or may have been threatened while in office or thereafter, by reason of being or having been such an Officer, except with respect to any matter as to which such person shall



have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Church.

#### 12.4. Personal Liability:

The directors and officers of the Church shall not be personally liable for any debt, liability or obligation of the Church. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Church may look only to the funds and property of the Church for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Church.

#### 12.5. Compromise Payment:

As to any matter disposed of by a compromise payment by an Officer or member of Executive Council, pursuant to a consent decree or otherwise, no such indemnification either for such payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Church, after notice that it involves such indemnification, (a) by a majority of the disinterested members of Executive Council then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Officer appears to have acted in good faith in the reasonable belief that such action was in the best interests of the Church; or (b) by the vote of a majority of the Members exclusive of the Member interested in these matters.

Approval by Executive Council or the Members of the Church pursuant to clause (a) of the foregoing sentence shall not prevent the recovery from any Officer or Member of Executive Council of any amount paid in accordance with that sentence as indemnification if such Officer or Member of Executive Council is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that such action was in the best interests of the Church.

12.6. As used in this Article, the term "Officer" or "Member of Executive Council" includes his or her heirs, executors, and administrators. The right of indemnification hereby provided shall not affect any other rights to which an Officer or Member of Executive Council may be entitled by law nor any rights to indemnification to which employees or Members may be entitled by law.

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