

PROPOSED CHANGES TO Constitution and By-Laws of the First Congregational Church of Hadley, Massachusetts



Revised and Adopted October 03, 2004
Placed in effect on January 26, 2005
Amended February 23, 2014
Amended xxx, 2017

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**Constitution and By-Laws
of the
First Congregational Church of Hadley, Massachusetts**
Organized in 1659
Incorporated April 19, 1920

**Including all amendments voted into the Constitution and By-Laws at Annual and Special Meetings
of the Church through February 23, 2014**

ARTICLE I: Name

The name of this Church shall be the First Congregational Church of Hadley, Massachusetts.

ARTICLE II: Purpose, Vision, and Mission

The avowed purpose of this Church is to worship God, to listen to the gospel of Jesus Christ; to celebrate the Sacraments; to experience Christian fellowship and unity within this Church and the Church Universal; to make the Gospel known to humankind through the rendering of loving service through mission; to strive for righteousness, justice, and peace.

ARTICLE III: Doctrine

This Church recognizes the Bible as the sufficient rule of faith and practice, and holds that living in accordance with the teachings of Jesus Christ is the true test of fellowship.

Each member shall have the undisturbed right to follow the Word of God according to the dictates of his or her own conscience, under the enlightenment of the Holy Spirit.

The Church may adopt a statement of faith (or principles), but the statement is not to be considered a test for membership but rather an expression of the spirit in which the Church interprets the Word of God.

ARTICLE IV: Polity

This Church acknowledges Jesus Christ as its Head and finds in the Holy Scriptures, interpreted by the Divine Spirit, through reason, faith, and conscience, its guidance in matters of faith and discipline.

The government of this Church is vested in its active members, who exercise the right of control in all its affairs, subject in legal matters to the Articles of Incorporation granted on April 26, 1920 by the Secretary of the Commonwealth of Massachusetts.

This Church is not answerable to any ecclesiastical authority. However, it accepts the obligation of mutual council, comity and cooperation involved in the free fellowship of the United Church of Christ, its Associations and Conferences, and pledges itself to share their common aims and work.

ARTICLE V: Membership

Members of this Church pledge themselves to attend the regular worship of the Church and the celebration of the Lord's Supper; to live the Christian life; to share in the life and work of the Church; to contribute to its support and missions, and to support the spiritual welfare of the membership and the community.

All active members of the Church are entitled to vote at all Annual and Special Congregational Meetings, except in legal matters subject to the laws of the Commonwealth of Massachusetts, wherein they must be at least eighteen years of age.

- A. A person who desires to unite in membership with this Church shall meet with the Pastor and the Board of Deacons to discuss an understanding of his/her Christian faith and hope, and his/her role in the Church community.
- B A person may become a member in any of the following ways:
 - 1. confirmation;
 - 2. presentation of a satisfactory letter of transfer from another church;
 - 3. reaffirmation of Christian faith, if a letter is not available;
 - 4. profession of Christian faith;
 - 5. associate membership.
- C. Anyone who is a member of another church of this or any other Christian denomination, who, for reason deemed sufficient by the Pastor and Board of Deacons, chooses not to relinquish that membership, but who worships with us and contributes to the support of this Church, may become an Associate Member and shall enjoy all the privileges of membership in this Church.
- D Candidates for membership shall be received at a regular communion service or at such other time as is directed by the Board of Deacons. Persons who are unable to attend public worship may be received by the Board of Deacons acting on behalf of the Church.
- E. Membership may be terminated in any of the following ways:
 - 1. A member who so desires may be granted a letter of recommendation or transfer to another church.
 - 2. A member may ask to be released from his or her membership.
 - 3. Members who, after a period of two years, have not communicated with the Church or contributed to its support may, by recommendation of the Board of Deacons, be transferred to the inactive list and cease to be active, voting members. After the expiration of a third year, if their addresses are unknown or they are unwilling to renew their active connection with this Church, their names may be removed from the membership roll by further vote of the Board of Deacons.
 - 4. The Church Council may terminate the membership of any member for sufficient cause. The Church Council shall give the member ten days notice prior to conducting a hearing. An affirmative vote of two-thirds of the Church Council members present and voting at the hearing is required for the Church Council to terminate the person's membership.

ARTICLE VI: Pastor

The Pastor shall be an ordained minister, shall be called by the Church as Pastor and Teacher, and may hold office for an unspecified term. The Pastor shall become a member of this Church and be installed in office by the Hampshire Association. He or she shall be responsible to the Congregation.

The Pastor's term of office may be concluded either by his or her resignation or by a two-thirds vote of those active members voting at a meeting called for that purpose. A 60-day notice of termination shall be required of either party unless other terms are mutually agreed on. The Pastor's performance shall be reviewed annually by the Board of Deacons. (*see article VIII:B:1:l*)

Candidates for a vacancy in the office of the Pastor shall be sought, without any restriction as to age, race, gender, sexual orientation or ethnic background, by a Pastoral Search Committee. The Church Council shall appoint a Pastoral Search Committee, composed of seven to nine members of the Congregation, when such a vacancy occurs. This committee shall present to the Congregation, at a meeting called for that purpose, its recommendations for filling the vacancy. A favorable vote by two-thirds of the Active Members voting shall constitute a call of the candidate. The terms of the call agreed upon by the Church and the candidate shall be specified in writing.

A. The duties of the Pastor are:

1. to preach the Word of God;
2. to care for the spiritual welfare of the Church and all those whom it would serve, with the assistance of the Board of Deacons;
3. to exercise the privilege of teacher and counselor in public and in private;
4. to be a non-voting member of all Boards and Elected Committees and of the Church Council;
5. to represent the Church at meetings of affiliated Associations and Conferences, and other ecclesiastical bodies to which the Church may belong;
6. to have administrative supervision over the whole Church and its staff in cooperation with the Boards and Committees of the Church;
7. to hire staff as needed, subject to the approval of the Church Council.

B. Pastor-Congregation Relations Committee

The Pastor-Congregation Relations Committee shall consist of three to five people, appointed for two-year terms by the Board of Deacons in consultation with the Pastor.

The duties of the Pastor-Congregation Relations Committee are:

1. to support the professional growth and well-being of the Pastor;
2. to promote mutual ministry between the Pastor and the Congregation;
3. to help the Congregation have reasonable expectations of the pastor;
4. to help the Pastor have a clearer understanding of the congregation's priorities and objectives.

The Pastor-Congregation Relations Committee shall act in an advisory capacity only and shall meet quarterly with the Pastor, or more often as needed. All meetings shall be confidential.

ARTICLE VII: Officers

The Officers of the Church are **Clerk, Treasurer, and Moderator**. All Officers shall be members of the Church.

Officers shall be nominated by the Nominating Committee. Further nominations may be made from the floor at the Annual Meeting. Officers shall be elected by the Congregation at the Annual Meeting. Officers shall assume their duties at the close of the Annual Meeting and continue in office until their terms are completed. (*See Article IX:C:10 for Nominating Committee duties.*)

An Officer may be asked by the Church Council to resign if a petition is received calling for a Special Congregational Meeting whose purpose is to vote on that officer's removal from office.

An Officer may be removed from office by a two-thirds vote of the Active Members in attendance at a Special Congregational Meeting called for that purpose.

A. Clerk

The Clerk shall be elected every three years and must be a resident of Massachusetts. The Clerk's term of office shall begin and end in a year divisible by three.

The duties of the Clerk are:

1. to keep records of the actions at all business meetings of the Church and the Church Council, and to make all minutes available to the congregation in a timely manner;
2. to prepare necessary reports;
3. to serve as custodian of the Church seal and to affix said seal to documents as required;
4. to maintain an official copy of the current Church bylaws and make copies available to members upon request;
5. to serve as custodian of contract documents, correspondence and other related documents;
6. to keep a register of the names of all members of the Church, with the date and method of their admission or withdrawal;
7. to keep a record of baptisms and deaths;
8. to issue letters of transfer;
9. to give legal notice of meetings by posting notice at the Church seven days before the meeting is scheduled;
10. to call a meeting to order in the absence of the moderator, after which the members present shall choose a temporary moderator;
11. to process Criminal Offender Record Information (CORI) forms.

When the Clerk is absent or unable to function, the Moderator shall appoint a recorder to take minutes at the meeting and convey them to the Clerk prior to the next meeting.

In the event that the Office of Clerk is vacated, the Church Council shall appoint an interim Clerk, who shall serve until an election can be held at a Special Congregational Meeting. When the position is filled at the next election, the Clerk shall complete the term to which the original Clerk was elected.

ARTICLE VII: Officers (continued)

B. Treasurer

The Treasurer shall be elected every three years. The Treasurer's term of office shall begin and end in a year following a year divisible by three.

The Treasurer shall be bonded for such amount as the Board of Finance shall determine, such bonding to be paid from Church funds. The Treasurer may be compensated for performing his/her duties.

The duties of the Treasurer are:

1. to work with the Board of Finance in the oversight of all funds of the Church;
2. to be a non-voting member of the Board of Finance;
3. to institute and oversee adequate bookkeeping procedures for the accounting of Church funds handled by any person or group within the Church;
4. to have the authority to sign checks, withdraw funds, make deposits, and transfer funds between accounts as necessary;
5. to invest monies with the approval of the Board of Finance;
6. to make disbursements as approved in writing by a Board or Committee chairperson acting within the limits of the Board or Committee's authorized budget;
7. to arrange for payment of staff;
8. to prepare financial reports for the Board of Finance, Church Council and for Special and Annual Congregational Meetings.

When the Treasurer is absent or unable to function, the Assistant Treasurer shall become the Acting Treasurer and assume all responsibilities of the Treasurer.

In the event that the Office of Treasurer is vacated, the Finance Committee shall appoint an interim Treasurer, who shall serve until an election can be held at a Special Congregational Meeting. When the position is filled at the next election, the Treasurer shall complete the term to which the original Treasurer was elected. (*See Article VIII:B:2:0 for duties of the Assistant Treasurer.*)

C. Moderator

The Moderator shall be elected every three years. The Moderator's term of office shall begin and end in a year preceding a year divisible by three.

The duties of the Moderator are:

1. to preside over the Annual Meeting of the Congregation and Special Meetings of the Congregation;
2. to preside over Church Council meetings;
3. to appoint an interim Board or Elected Committee member in the event that a Board or Elected Committee position is vacated, following the recommendation of the Board or Elected Committee;
4. to appoint a By-Law Review Task Group in each year ending in a five (5).

When the Moderator is absent or unable to function, the Clerk shall call the meeting to order, after which the members present shall choose a temporary Moderator.

In the event that the Office of Moderator is vacated, the Church Council shall appoint an interim Moderator, who shall serve until an election can be held at a Special Congregational Meeting. When the position is filled at the next election, the Moderator shall complete the term to which the original Moderator was elected.

ARTICLE VIII: Boards and Elected Committees

The Boards of this church are: **Deacons, Finance, Property, Christian Education, and Missions.**

The Elected Committees of this church are **Music, Flower, Fellowship, Media and Communications, and Welcoming and Inclusiveness.**

All Board chairpersons and all Deacons shall be members of the Church.

Candidates for Board and Elected Committee positions shall be nominated by the Nominating Committee. Further nominations may be made from the floor at the Annual Meeting. Board and Elected Committee members shall be elected by the Congregation at the Annual Meeting. Board and Elected Committee members shall assume their duties at the close of the Annual Meeting and continue in office until their terms are completed. (*See Article IX:C:10 for Nominating Committee duties.*)

The Pastor shall be a non-voting member of all Boards and Elected Committees.

In the event that a Board or Elected Committee position is vacated, the Moderator may appoint an interim member until an election is held. When the position is filled at the next election, the member completes the term to which the original member was elected.

A Board or Elected Committee member may be asked by the Church Council to resign if the Board or Committee so requests or if a petition is received calling for a Special Congregational Meeting whose purpose is to vote on that person's removal from office.

A Board or Elected Committee member may be removed from office by a two-thirds vote of the active members in attendance at a Special Congregational Meeting called for that purpose.

The number of members required for a quorum at a Board or Elected Committee meeting is the number that is majority of the actual elected or appointed members of that Board or Elected Committee.

All Church members shall be welcome at Board or Elected Committee meetings. Visitors at a meeting may be offered the privilege of speaking to the meeting. The chair of the Board or Elected Committee shall control participation by visitors.

A Board or Elected Committee may go into executive session when such things as personnel matters and other matters that should be kept confidential are to be discussed or voted on. Non-members of the Board or Elected Committee shall be excused during an executive session.

ARTICLE VIII: Boards and Elected Committees (continued)

A. General Duties of the Boards and Elected Committees

1. Duties common to all Boards and Elected Committees are:
 - a. to meet shortly after the Annual Meeting to elect a Chairperson or facilitator and Secretary or Scribe, and to assign other responsibilities;
 - b. to meet regularly, as deemed necessary;
 - c. to post meeting times and locations on the Church calendar and publish meeting times and locations in the Church calendar of events;
 - d. to keep accurate records of attendance and actions taken;
 - e. to submit a written annual report of its activities to the Congregation at the Annual Meeting;
 - f. to report regularly on their activities to the Church Council or to the Board to which they report;
 - g. to provide periodic status reports to the Congregation on the activities of the Board or Elected Committee;
 - h. to prepare a budget request for the ensuing year and submit it to the Board of Finance prior to the initial budget presentation;
 - i. to manage the approved budget;
 - j. to refer expenses beyond the budget of a Board or Elected Committee Board of Finance for evaluation of financial feasibility and then to the Church Council for approval;
 - k. to create a Task Group, if needed, to assist in carrying out special functions or programs of that Board or Elected Committee; (*See Article IX:C:13 for the description of a Task Group.*)
 - l. to hire staff or services as needed, within the limitations of the budget or with Church Council approval.
2. Duties of all Board chairpersons are:
 - a. to organize the work of the Board;
 - b. to be a member of Church Council, attend Church Council meetings, and be prepared to report on the Board's activities
 - c. to bring matters of mutual concern for discussion and consideration to the Church Council;
 - d. to be in regular communication with the Elected Committee(s) that report to them;
 - e. to bring pertinent information from the Church Council back to the Board;
 - f. to turn over all records of the Board, a copy of the By-Laws, and a copy of the responsibilities, duties and goals of the Board to his or her successor.
3. Duties of all Elected Committee chairpersons are:
 - a. to organize the work of the Elected Committee;
 - b. to be in regular communication with the Church Council or with the Board to which they report;
 - c. to turn over all records of the Elected Committee, a copy of the by-laws, and a copy of the responsibilities, duties and goals of the Elected Committee to their successors.

ARTICLE VIII: Boards and Elected Committees (continued)

B. Boards

1. Board of Deacons

The Board of Deacons shall consist of eight (8) church members elected to four-year terms, with two terms to begin each year.

The duties of the Board of Deacons are: *(See Article VIII:A for additional Board duties.)*

- a. to assist in administering to the spiritual needs of the congregation;
- b. to provide for the Lord's Supper (communion) and aid in its administration;
- c. to assist the Pastor in the planning and implementation of special worship services;
- d. to assist the Pastor with confirmation, membership classes, and baptism;
- e. to arrange for lay leaders to participate in Sunday worship services, as requested by the Pastor;
- f. to coordinate Sunday greeters;
- g. to appoint members to the Pastor-Congregation Relations Committee;
(See Article VI:B for additional information on the Pastor-Congregation Relations Committee)
- h. to oversee the Fellowship, Flower and Music Committees;
- i. to recommend candidates for membership in the Church, to update the membership rolls, and to communicate all membership changes to the Clerk;
- j. to obtain pastoral replacements as necessary throughout the year, with assistance from the Pastor;
- k. to hire interim, bridge, sabbatical, maternity-leave and other substitute pastors;
- l. to review the Pastor's performance annually;
- m. to meet with the Board of Finance annually to determine the compensation for the Pastor and to update the Pastor's contract.

2. Board of Finance

The Board of Finance shall consist of four people, three of whom shall be elected for three-year terms with one to begin each year, and the fourth of whom shall be the Treasurer of the Church as a non-voting member. No paid employee of the church may be a voting member of the Finance Committee.

The Board of Finance shall have no power to buy, sell, mortgage, loan, or transfer any real property without a specific vote of the Congregation authorizing such action.

The members of the Board of Finance shall be bonded for such amount as it shall determine, such bonding to be paid from Church funds.

The fiscal year of the Church shall be from January 1 to December 31.

The Duties of the Board of Finance are: *(See Article VIII:A for additional Board duties.)*

- a. to work with the Treasurer in the oversight of all funds of the Church;
- b. to approve the investment of monies by the Treasurer;
- c. to authorize and direct the Treasurer as to the payment of monies under the Board's control and to ensure adequate accounting procedures;

ARTICLE VIII: Boards and Elected Committees: B. Boards (continued)

- d. to regularly review all the financial assets of the Church, analyzing all funds and investments, consulting as needed with other professionals or other agencies in order to best determine how to maximize the church's investments or income;
- e. to establish policies for memorial funds or special gifts, interpret the provisions of each memorial fund, and oversee such funds;
- f. to review all proposed non-liquid or restricted gifts from prospective donors in accordance with established gift policies, and recommend whether to accept or decline said gifts;
- g. to meet with the Board of Deacons or its chairperson prior to the initial presentation of the Annual Budget to discuss the compensation of the Pastor;
- h. to review budget requests from the various Boards and Committees, and prepare an Annual Budget to be submitted to the Congregation for approval at the Annual Meeting;
- i. to support money-raising initiatives for the funding of the church's operating expenses, capital campaigns, missions, and public services;
- j. to coordinate with the Stewardship Committee on their monetary initiatives;
- k. to sign employee contracts along with the employee and the chairman of the Board or Committee hiring the employee, and to forward a copy of the contract to the Clerk;
- l. to purchase and maintain insurance on behalf of any person who is or was an Officer or Member of a Board, Committee or Task Group of the Church against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify such person against such liability;
- m. to make recommendations to the Church Council regarding over-budget expenses of a Board, Committee, or Task Group and unbudgeted monetary requests;
- n. To recommend a candidate for Interim Treasurer to the Church Council for appointment.
- o. to recommend a candidate to the Church Council for appointment to the position of Assistant Treasurer, as needed;

The **Assistant Treasurer** shall be a member of the Church and shall be bonded by the Board of Finance. The Assistant Treasurer may be compensated for performing the Assistant Treasurer's duties.

The duties of the Assistant Treasurer are:

- i.* to assist the Treasurer in the performance of his or her duties;
- ii.* to become familiar with the records maintained by the Treasurer;
- iii.* to have the authority to sign checks, withdraw funds, deposit funds, and transfer funds between accounts;
- iv.* to become the Acting Treasurer and assume all responsibilities of the Treasurer when the Treasurer is absent or unable to function;
- v.* to record all monies and properties received by the Church;
- vi.* to provide for the safeguarding, collecting, counting, and depositing of all monies contributed to the Church.
- vii.* to maintain accounts and prepare reports as directed by the Treasurer, Board of Finance or Church Council;
- viii.* to record and acknowledge all memorial gifts;
- ix.* to keep a record of individual pledges and payments and to send out semiannual statements.

ARTICLE VIII: Boards and Elected Committees: B. Boards (continued)

3. Board of Properties

The Board of Properties shall consist of five people elected for three-year terms, with one or two terms to begin each year.

The Board of Properties shall have no power to buy, sell, mortgage, or transfer any real estate without a specific vote of the Congregation authorizing such action.

The duties of the Board of Properties are: *(See Article VIII:A for additional Board duties.)*

- a. to be responsible for the church building, land and furnishings and any other properties owned or leased by the church;
- b. to implement a plan for long-term maintenance of church properties;
- c. to hire services, determine duties, and file service-provider contracts with the Clerk;
- d. to hire contractors for repair, maintenance, or improvement of the church properties;
- e. to establish regulations and determine fees for the use of church facilities;
- f. to manage and oversee the scheduling and use of the church building and grounds for any organizations desiring to use the church.

4. Board of Christian Education

The Board of Christian Education shall consist of six (6) people, elected for two-year terms, with three terms to begin each year.

The duties of the Board of Christian Education are: *(See Article VIII:A for additional Board duties.)*

- a. to direct, supervise, and oversee the Nursery, Church School, Youth and Adult Education programs of the Church;
- b. to select a Church School curriculum;
- c. to recruit teachers and other volunteers as needed;
- d. to administer the Edwards Fund and report to the Church Council on its disposition.

5. Board of Missions

The Board of Missions shall consist of four (4) people elected for four (4) year terms, one term to begin each year.

The duties of the Board of Missions are: *(See Article VIII:A for additional Board duties.)*

- a. to initiate and coordinate world and local mission activities of the Church;
- b. to determine specific ways that the Congregation may help with critical community needs;
- c. to allocate the funds that have been budgeted for missions;
- d. to recommend, support, and coordinate fund-raising activities for missions.

ARTICLE VIII: Boards and Elected Committees: (continued)

C. Elected Committees

1. Music Committee

The Music Committee shall consist of three people, elected for three-year terms, with one term to begin each year. The Director of Music shall be a non-voting member. The Music Committee shall report to the Board of Deacons.

The duties of the Music Committee are: *(See Article VIII:A for additional Elected Committee duties.)*

- a. to be responsible for the education and training in appropriate music of the whole Congregation by supporting activities such as multiple choir programs, teaching new hymns, and exposing the Congregation to a variety of music forms;
- b. to recommend a candidate for the position of Director of Music to the Church Council;
- c. to supervise the Director of Music and other musicians who may participate in music ministry;
- d. to plan special musical events in conjunction with the music staff, Pastor, and any boards or committees in the church connected with the event;
- e. to purchase sheet music and other supplies to support the music program and to secure copyright permission where necessary for music used;
- f. to be responsible for maintaining the organs, pianos, and other musical instruments; for maintaining the choir robes; and for maintaining the hymnals and sheet music.

2. Flower Committee

The Flower Committee shall consist of three people elected for three-year terms, with one term to begin each year. The Flower Committee shall report to the Board of Deacons.

The duties of the Flower Committee are: *(See Article VIII:A for additional Elected Committee duties.)*

- a. to arrange for floral decorations for the Church;
- b. to maintain ecclesiastical and other decorations for the Church.

3. Fellowship Committee.

The Fellowship Committee shall consist of six people elected for three-year terms, with two terms to begin each year. The Fellowship Committee shall report to the Board of Deacons.

The duties of the Fellowship Committee are: *(See Article VIII:A for additional Elected Committee duties.)*

- a. to coordinate Sunday after-service coffee hours and coffee-hour hosts;
- b. to enlist Church members to support significant Congregational gatherings where refreshments will be served, such as special celebrations, and the honoring of confirmands, baccalaureates, and honored guests.

ARTICLE VIII: Boards and Elected Committees: C. Elected Committees (continued)

4. Media and Communications Committee

The Media and Communications Committee shall consist of five people elected for three-year terms, with one or two terms to begin each year. The Media and Communications Committee shall report to the Church Council.

The duties of the Media and Communications Committee are:

(See Article VIII:A for additional Elected Committee duties.)

- a. to oversee production of a newsletter;
- b. to set up and maintain a web page;
- c. to communicate via electronic media with the Congregation;
- d. to control the security and maintenance of all social media used by the Church;
- e. to arrange for publicity for Church events in print, broadcast, and electronic media;
- f. to record worship services.

5. Committee for Welcoming and Inclusiveness

The Committee for Welcoming and Inclusiveness shall consist of five people elected for three-year terms, with one or two terms to begin each year. The Committee for Welcoming and Inclusiveness shall communicate with the Church Council.

The following Open and Affirming statement was adopted by the Congregation on March 22, 2015.

"The First Congregational Church of Hadley is a community guided by love, hope and Christian tradition. Our purpose is to help transform the lives of individuals through the power of Jesus Christ, so that together we might transform the world. Inspired by Jesus' example, we recognize that every individual comes to our table with a unique set of needs, talents, and experiences, and that everyone has value to our mission.

"We therefore declare ourselves to be an Open and Affirming community of Christian faith. We warmly welcome all to engage with us in our mission, regardless of age, economic status, ethnicity, family structure, gender identity or expression, marital standing, national origin, physical and mental health status, race, sexual orientation, or any other label that would seek to divide rather than to unite. With God's grace, we invite all to share in the life and leadership, ministry and fellowship, worship and sacraments, responsibilities and blessings of our church."

The duties of the Committee for Welcoming and Inclusiveness are:

(See Article VIII:A for additional Elected Committee duties.)

- a. to strive to make the Church a welcoming community that supports inclusiveness;
- b. to help the church live up to its Open and Affirming statement;
- c. to strengthen the Church's presence in the community.

ARTICLE IX: Church Council

The Church Council shall visualize, direct and advance the Ministry of this Church between Congregational Meetings. It shall ensure and facilitate communication among the boards. It shall be responsible to the congregation and shall express the will of the congregation, and bring appropriate recommendations to the congregation.

A. Members

The Church Council shall consist of the Moderator, the Clerk, the Treasurer, the Chairpersons of all Boards of the Church, and two at-large members, elected to two-year terms. The Pastor shall be a non-voting member of the Church Council.

B. Meetings

The Church Council shall meet monthly and may hold additional meetings subject to the call of the Moderator, or at the request of at least three Church Council members.

Five voting members shall constitute a quorum for Church Council meetings. Board chairs may designate another member of their board as their proxy for any Church Council meeting.

At each regular Church Council meeting, all Officers, Boards, and Church-Council-appointed Task Groups shall report on their plans and programs, which will assist in the development of a well-rounded program for the Church.

All Church members shall be welcome at Church Council meetings. Copies of the minutes of meetings shall be made available to Church members. Members who are guests at a Church Council meeting may be offered the privilege of speaking to the meeting.

The Church Council may go into executive session when such things as personnel matters and other matters that should be kept confidential are to be discussed or voted on. Non-members of the Church Council shall be excused during an executive session.

C. Duties

The duties of the Church Council are:

1. to prepare the agenda for all Church business meetings;
2. to approve the hiring of staff;
3. to oversee the Media Committee and the Committee for Welcoming and Inclusiveness;
4. to appoint an Auditor annually;
5. to appoint delegates from the Congregation to denominational and ecumenical associations, conferences, and other meetings;
6. to approve special activities and events sponsored by the church;
7. to appoint chairpersons for fund-raising events;
8. to appoint a Church Historian, who shall report to the Church Council;

The duties of the Church Historian are:

- a. to care for the historical records of the Church;
- b. to maintain current records for historical purposes.

ARTICLE IX: Church Council: C. Duties (continued)

9. to appoint a Safe Church Coordinator, who shall report to the Church Council;

The duties of the Safe Church Coordinator are:

- a. maintain and update the Church's Safe-Church plans;
- b. to create policies, subject to approval of the Church Council, using established UCC guidelines and practices.

10. to appoint a Nominating Committee that will function throughout the year at its first meeting following the Annual Meeting. The Nominating Committee shall consist of at least three people, including the Moderator, appointed for one-year terms;

The duties of the Nominating Committee are:

- a. to nominate a slate of Officers, Board members, Elected Committee members and at-large Church Council members for election at the Annual Meeting;
- b. to recommend candidates for appointment to the Stewardship Committee;
- c. to make nominations to fill vacancies that occur on Boards, Elected Committees, among the Officers, or among the at-large members of the Church Council during the Church year and present them to the Church Council for action.

11. to appoint a Stewardship Committee of five to seven people appointed for three-year terms.

The duties of the Stewardship Committee are:

- a. to promote the giving of time, talents, and financial resources as an expression of faith and a means of enhancing the vitality of the church;
- b. to develop and implement a strategy for an annual stewardship program designed to provide information about the various Church programs and missions and to encourage greater participation and giving;
- c. to implement a program to provide education about planned giving;
- d. to work closely with and periodically report to the Board of Finance.

12. to approve the appointment of a candidate submitted by the Finance Committee to the position of Assistant Treasurer;

13. to appoint Task Groups to carry out special functions or programs of the council;

A Task Group is a small group charged with accomplishing a specific task.

When the task is completed, the Task Group ceases to exist.

14. to approve, following the recommendation of the Board of Finance, over-budget expenses of a Board, Committee, or Task Group, and unbudgeted monetary requests;

15. to appoint an interim Clerk to serve until an election can be held in the event of a vacancy in the Office of Clerk;

16. to appoint an interim Moderator to serve until an election can be held in the event of a vacancy in the Office of Moderator;

17. to appoint an interim Treasurer, following the recommendation of the Finance Committee, to serve until an election can be held in the event of a vacancy in the Office of Treasurer.

ARTICLE X: Worship Services and Meetings

A. For Worship

1. Services of Worship shall be held at given hours on each Sunday and at such other times as the Board of Deacons may direct.
2. The Sacraments of this Church are Baptism and the Lord's Supper. The Sacrament of the Lord's Supper shall be celebrated at such times as the Pastor and the Board of Deacons may determine. The Sacrament of Baptism shall be administered at such times as the Pastor and the Deacons may appoint.
3. Other services of worship, prayer, and study may be held as determined by the Pastor or as authorized by the Board of Deacons.

B. For Business

1. Robert's Rules of Order shall guide the conduct of all meetings.
2. Fifteen active members shall constitute a quorum at Annual and Special Meetings of the Congregation.
3. Unless otherwise specified, all matters or questions shall be decided by a majority of the active members voting thereon.
4. Voting shall be by voice or by show of hands. If a paper ballot is requested from the floor, a majority must approve the motion.
5. The Annual Meeting of the Congregation shall be held during the month of February or at such other date as may be determined, at a day and hour specified by the Church Council. Notice and agenda shall be posted in the Church seven (7) days prior to the date of meeting.

At this meeting:

- a. written Annual Reports shall be presented from Officers, Boards, Elected Committees, and other Church organizations;
 - b. Officers, Board members, and Elected Committee members shall be elected;
 - c. the annual budget shall be approved;
 - d. other business shall be transacted as may properly come before such a meeting.
6. Special Meetings of the Congregation may be called by either the Church Council at their discretion, or upon a request in writing of any fifteen active members qualified to vote. Notice of said meeting shall clearly state the business for which it is called and shall be posted in the Church seven days prior to date of meeting. No other business shall come before such a meeting.

ARTICLE XI: Conflict of Interest

Except as otherwise provided by law, no contract or other transaction of the Church shall, in the absence of fraud, be affected or invalidated by the fact that any Member or Officer of the Church may be a party to or may have an interest in any such contract or other transaction.

ARTICLE XII: Indemnification

A. Indemnification for Officers and Members of Boards and Committees

To the extent legally permissible, the Church shall indemnify each present or former Officer or Member of a Board or Committee of the Church against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgment, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an Officer or Member of a Board or Committee, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make payment.

B. Settlements

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Church, after notice that it involves such indemnification,

(a) by vote of a disinterested majority of the whole Church Council then in office, or

(b) by vote of a majority of the whole Board of Finance then in office,

but only if the Board of Finance shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Church and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church. No such approval shall prevent the recovery from any such Officer or Member of a Board or Committee of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church.

ARTICLE XII: Indemnification (continued)

C. Insurance

By action of the Board of Finance, notwithstanding any interest of the Board of Finance in such action, the Church may purchase and maintain insurance, in such amounts as the Board of Finance may from time to time deem appropriate, on behalf of any person who is or was an Officer or Member of a Board or Committee of the Church against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify such person against such liability.

ARTICLE XIII: Seal

This Church, being legally incorporated under the laws of the Commonwealth of Massachusetts, adopts as its corporate seal a circular, flat-faced die bearing the words, "The First Congregational Church of Hadley, Organized in 1659, Incorporated April 19, 1920." It shall be so arranged that it can be embossed on paper by pressure.

ARTICLE XIV: Amendments

This constitution and by-laws may be altered or amended by a two-thirds vote of the Church members present and voting at any Annual Meeting of the Congregation or at any Special Congregational Meeting called for that purpose, provided due notice of such proposed changes shall have been posted in the Church at least one week prior to date of the meeting.

A By-Law Review Task Group shall be appointed by the Moderator in each year ending in a zero (0) or five (5) to review and update these bylaws if needed.

ARTICLE XXV: Dissolution

If it appears to the Congregation that it is no longer sustainable for the church to continue, it shall initiate the process of dissolving the corporation in a manner consistent with our mission. The remaining members shall vote to distribute the assets of the Church. The Council must then call a Special Congregational Meeting at which a vote is taken to dissolve the corporation.

Settled Ministers of the
First Congregational Church of Hadley

I.	John Russell	1659-1692
2.	Isaac Chauncey	1695-1745
3.	Chester Williams	1740-1753
4.	Samuel Hopkins, D.D.	1755-1811
5.	John Woodbridge, D.D.	1810-1830
6.	John Brown, D.D.	1831-1839
7.	Frances Danforth	1839-1842
8.	Benjamin Martin	1843-1847
9.	Rowland Ayres, D.D.	1848-1883
	Pastor Emeritus	1886-1891
10.	George W. Stearn	
	(Acting Pastor)	1884-1887
11.	John S. Bayne	1887-1893
12.	Edward E. Keedy	1894-1902
13.	Thomas A. Emerson	1903-1910
14.	William T. Bartley	1911-1913
15.	Samuel R. Mayer-Oakes	1914-1919
16.	Grace E. Mayer-Oakes	1917-1919
17.	Arthur H. Hope	1919-1924
18.	Clement E. Homes, D.D.	1924-1935
	Pastor Emeritus	1936-1944
19.	Roderick Macleod	1936-1944
20.	Paul T. McClurkin, Ph.D.	1945-1950
21.	Hollis W. Huston, Ph.D.	1950-1952
22.	John Gratton, D.D.	1952-1953
23.	Richard K. Bailey	1954-1957
24.	Paul A. Crow, Jr.	1957-1960
25.	Darrell W. Holland	1960-1966
26.	Stanley Parker	1967-1984
27.	Lorain Giles	1985-1993
28.	Paula B. Nordhem	1994-1997
29.	William E. Cobb, Ph.D.	1999-2001
30.	Sarah Buteux	2004-2014
31.	Christina Williams	2016-

Interim Ministers

John Hawley, D.D.	1953-1954
Phil Ward	1984-1985
James Ewen	1993-1994
Frances Ruthven	1997-1998
John G. Wightman	1999-2000
Leo S. Hourihan	2001-2004
Charlotte Wright	2014-2016

By-Law study Task Group 2003-2004:

Ruth Morse
Wes Parker
Kurt Betchick
Norm Barstow, Jr.

By-law review Task Group 2015-2016 Kurt Betchick, Ralph Hewes, Ruth Morse, Lisa West