

**BYLAWS OF
FIRST PARISH CHURCH OF BRUNSWICK, MAINE, UNITED CHURCH OF CHRIST
2006**

Article I. Name.

The name of this Congregation shall be First Parish Church of Brunswick, Maine, United Church of Christ (hereinafter referred to as “the Church” or “First Parish Church”).

Article II. Purpose.

Section 2.1. Purpose.

The purposes of the Church shall be as set forth in the Articles of Incorporation, as they may be amended from time to time, which purposes shall include:

OUR COVENANT

We promise to come together to share in the worship of the living God and in the celebration of the sacraments given to us by Christ;
To walk together as disciples of Jesus, proclaiming his reign in our lives now and forever;
To sustain one another in all life’s challenges, joys, and sorrows through prayer, love, and fellowship;
To join in reaching out together in service to humanity;
And to celebrate God’s love and joy, found in each of us and all of us.

OUR MISSION STATEMENT

The mission of First Parish Church is to bear witness to God’s love and to do Christ’s work of service and justice wherever we find the need.

Further, we aspire
To fulfill the spiritual needs of parishioners,
To seek and embrace new members,
To offer fellowship for all people,
To provide community leadership.

OUR WELCOMING STATEMENT

First Parish Church is open to everyone and welcomes participation in our services and activities. We are a Congregation diverse in economic status, race, ethnic origin, mental and physical challenges, religious tradition, sexual orientation, and many other ways. We affirm that the love of Christ for each person knows no bounds.

Section 2.2. Powers.

The Church shall have all the powers, rights and duties normally incident to such corporations and all other rights granted to corporations organized under the Maine Nonprofit Corporation Act, 13-B M.R.S.A. Sec, 101 et seq., (the "Act"), but shall engage only in such activities as are permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2.3. Exempt Activities.

Notwithstanding any other provision of these bylaws, no representative of this Church shall take any action or carry on any activity by or on behalf of the Church not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

Article III. Membership.

Members of the Congregation shall include Covenant Members and Parish Members.

Covenant Members shall include all those who have joined by confession of faith, by reaffirmation of faith, by confirmation, or by letter of transfer. Application for membership shall be made to the Deacons, and Members shall be received into the Church on appropriate Sundays designated by the pastoral staff in consultation with the Deacons.

Parish Members shall include all who have made regular contributions of money and/or service to the Church within the year prior to any semi-annual meeting of the Congregation and who wish to be Parish Members of First Parish Church.

Article IV. Staff.

The Staff shall include the Senior Pastor, any Associate or Assistant Pastor, program staff, such as Music Director and Christian Education Director, and support staff of the Church.

Section 4.1. Senior Pastor (or Senior Minister).

- A. The Senior Pastor shall be called for an indefinite period of time by a two-thirds (2/3) vote of the Members of the Congregation present at a meeting called for that purpose.
- B. When a vacancy occurs in the pastorate, the Church Council shall appoint: (a.) A committee of no fewer than three (3) persons and no more than seven (7) to provide for an interim ministry, and (b.) a committee of no fewer than nine (9) and no more than twelve (12) persons to nominate to the Congregation a candidate for Senior Pastor.
- C. The Congregation may at any time by a two-thirds (2/3) vote of the Members of the Congregation present at a meeting called for the purpose, request the Senior Pastor's resignation, which shall be presented and shall take effect within sixty (60) days of the vote. Likewise, the Senior Pastor shall give sixty (60) days notice in case he or she wishes to leave.

D. The Senior Pastor shall be called and shall serve as Pastor, Teacher, and Head of Staff. In these capacities the Senior Pastor shall have in his or her care the spiritual welfare of the Congregation with the assistance of the Deacons. The Senior Pastor shall seek to enlist men and women as followers of Christ, preach the Gospel, administer the sacraments, have under his or her care all services of public worship, and oversee the activities of the Church in cooperation with the Church Council and the various Church committees.

The Senior Pastor shall be a member ex officio of all committees, non-voting unless otherwise specified.

As Head of Staff, the Senior Pastor, in consultation with the Personnel Committee, shall recommend the hiring or dismissal of Program or Support Staff to the Church Council for approval.

E. The Interim Pastor shall perform all the duties and responsibilities of the Senior Pastor except those that the Church Council excludes in the employment agreement between the Interim Pastor and the Church Council. The Interim Pastor will not be considered as a candidate for the permanent position of Senior Pastor or Associate Pastor.

Section 4.2. Other Called Clergy.

The Congregation may call an Associate Pastor and any other clergy in the same manner as the Senior Pastor, with the exception that the Senior Pastor shall be added to any such search committee. Such clergy shall serve as non-voting members ex officio on committees as assigned.

The Congregation may request the resignation of other called clergy in the same manner as described for the Senior Pastor.

Section 4.3. The Program Staff of the Church.

The Program Staff of the Church shall consist of such persons as the Music Director and Christian Education Director, and any additional staff as recommended by the Senior Pastor, authorized by the Church Council. The Program Staff shall be responsible to the Church Council through the Senior Pastor. Their duties shall be described in their job descriptions. The Program Staff may serve as non-voting members ex officio, of any committees, including those to which they are assigned as part of their duties.

A. The Music Director.

The Music Director provides the leadership and organization necessary to see that the ministry of music is fulfilled. This includes oversight of all choirs; supervision of any other music staff to whom certain duties may be delegated; and responsibility for providing music at all Sunday services as well as other services.

The Music Director shall perform such duties as are described in the job description and shall possess the qualifications necessary to fulfill the responsibilities of the position.

B. The Christian Education Director.

The Christian Education Director shall perform such duties as are described in the job description and shall include but are not limited to planning and administering the educational program of the Church School.

Section 4.4. The Support Staff of the Church.

The Support Staff of the Church shall include persons such as an executive secretary, business administrator, custodian and other such staff as are authorized and appointed by the Senior Pastor, in consultation with the Church Council. The Support Staff shall be responsible to the Church Council through the Senior Pastor. The Support Staff may serve as non-voting members ex-officio of any committees, including those to which they are assigned as part of their duties.

Article V. Officers of the Church and Other Elected Positions.

Officers of the Church shall be the Chair and Vice Chair of the Church Council, the Clerk, and the Treasurer. All Church officers must be Covenant Members of the Church.

All elections for such positions shall occur at the June Semi-Annual Meeting of the Congregation. Unless specified otherwise below, those elected shall serve terms of three (3) years or until their successors are duly elected, and they may be reelected for one additional term, unless otherwise specified below.

If a vacancy in any office shall occur with a term remaining of one year or less, the Church Council shall fill the office for the unexpired term. If the remaining term is more than one year, the Council shall fill the office until the next June Semi-Annual Meeting. Those appointed to fill unexpired terms are subsequently subject to the same rules for election, reelection, and terms of office as are persons standing for election for the first time.

Any officer may be removed by a two-thirds (2/3) vote of the Church Council whenever in its judgment the best interest of the Church will be served thereby.

Section 5.1. The Chair and Vice Chair of the Church Council.

The Chair of the Church Council shall preside at Church Council meetings and shall keep the Ministers and the membership informed of Church Council business. The Vice Chair shall assist the Chair and act in the Chair's absence. (See also Article VIII, Section 6.)

The Chair and Vice Chair of the Church Council shall be elected at the June Semi-Annual Meeting of the Congregation, for a term of one (1) year and shall be eligible for up to three consecutive terms.

Section 5.2. The Clerk.

The Clerk shall keep a chronological list of Members, prepare letters of transfer for Members of the Church who are joining another church, prepare the minutes of all meetings of the Congregation and Church Council meetings, and perform such other duties as are appropriate, including signing the papers for Members of the Church who are attending Annual and special meetings of the Maine Conference.

The Clerk shall be elected at the June Semi-Annual Meeting of the Congregation for a term of three (3) years. The position of Clerk shall have no specific term limit.

Section 5.3. The Treasurer.

The Treasurer shall receive all funds belonging to the Church and exercise custody of them according to the direction and policy of the Prudential Committee, and shall pay out the same in accordance with instructions from the Prudential Committee. Acting under the direction of the Prudential Committee, the Treasurer shall have access to any of the invested funds of the Church or the securities held in its name. The Treasurer shall, in books kept for such purpose, record all receipts and expenditures which shall

embrace the entire transactions of this office and shall render to the Prudential Committee and the Church Council a regular written report of receipts and expenditures covering the period from the Treasurer's previous report, of the year to that date, and of budgeted year-to-date and annual amounts.

The Treasurer shall give a surety company bond in a sum determined by the Prudential Committee for the faithful discharge of these duties, which bond shall be subject to the approval of the Prudential Committee and shall be deposited with that Committee. The premium of that bond shall be paid by the Church.

The Treasurer may delegate to other persons such of his/her duties as needed, provided that the Treasurer will be responsible for the accuracy of all accounts and reports.

The Treasurer shall be elected at the June Semi-Annual Meeting for a term of three (3) years and may be reelected for an additional term.

Section 5.4. Other Elected Positions.

Elected positions shall include the Moderator, the Assistant Moderator, the Historian/Archivist, the Auditor, and Delegates to denominational or other ecclesiastical meetings.

All elections for such positions shall occur at the June Semi-Annual Meeting of the Congregation. Unless specified otherwise below, those elected shall serve terms of three (3) years or until their successors are duly elected, and they may be reelected for one additional term, unless otherwise specified below. Vacancies between elections shall be filled by the Council, according to the procedures described under Article V, above.

A. Moderator and Assistant Moderator.

The Moderator shall preside at all meetings of the Congregation. He or she shall work with the Chair of the Church Council and the Senior Pastor to set the agenda for meetings of the Congregation. The Assistant Moderator shall preside in the absence of the Moderator.

B. The Historian/Archivist.

The Historian/Archivist shall ensure the gathering, safe storage, and appropriate use of all official records, as well as artifacts and data on the life of the Church and the Parish in order to perpetuate the full history of the Church and Parish. The Historian/Archivist may be asked to present information from the archives which promotes affirmation for and appreciation of this history. The position of Historian/Archivist shall have no specific term limit.

C. Auditor.

The Auditor, following the close of the fiscal year, shall make a thorough examination (a) of the records of the Treasurer and any assistants and of all statements prepared by them; and (b) of the Trust Funds of the Church and of all reports covering same. The Auditor shall present a report to the Prudential Committee in a timely manner for review and any necessary corrective action.

The Auditor may be a member of the Prudential Committee.

D. Delegates to Represent the Church at Denominational or Other Ecclesiastical Meetings.

Article VI. Governance.

The governance of this Church shall be vested in the Membership assembled in a meeting of the Congregation. Acting in the name of the Membership, the Church Council shall exercise general supervision over the life and work of the Church, including finances and property, real and personal.

Section 6.1. The Church Council.

The Church Council shall consist of fifteen (15) voting members: the Chair and Vice Chair of the Council, three (3) (at large) Members of the Congregation, the Treasurer, the Clerk, and the Chairs of the following committees: Christian Education, Christian Outreach, Deacons, Long Range Planning, Music, Prudential, Personnel, and Stewardship. All called Pastors and Program Staff shall be non-voting members, ex officio.

At-large members of the Council shall be elected, in rotation, for terms of three years, at the June Semi-Annual Meeting. They may be reelected once. Other members of the Church Council shall be elected by the Congregation as described under Articles V and VII.

A majority of the Church Council shall constitute a quorum.

Section 6.2. Executive Committee.

The Chair of the Church Council, the Chair of the Prudential Committee, the Chair of the Deacons, the Treasurer, and the Senior Pastor shall function as an Executive Committee, authorized to act on behalf of the Church Council on matters of import or urgency that arise between Council meetings and that cannot be deferred, any action being subject to ratification by the Council at its next meeting.

Article VII. Standing and Other Committees.

Section 7.1. Standing Committees.

Standing Committees shall be the Christian Education Committee, the Christian Outreach Committee, Deacons, the Long Range Planning Committee, the Music Committee, the Nominating Committee, the Personnel Committee, the Prudential Committee, and the Stewardship Committee.

Unless otherwise specified in this article, members of Standing Committees shall be elected for three (3) years at the June Semi-Annual Meeting of the Congregation, in classes so that a regular rotation of members may be maintained. Chairs and Vice Chairs of each committee shall be elected by the Congregation for one (1) year terms, at the same meeting. Chairs, who shall also serve on the Church Council, shall be Covenant Members.

Chairs and Vice Chairs may be reelected for two additional terms. Committee members, including former Chairs and Vice Chairs, may serve a total of six (6) consecutive years. Vacancies between elections shall be filled by the Council, according to the procedures described under Article V, above.

A. The Christian Education Committee.

The Christian Education Committee shall support and promote the educational work of the Church.

The Christian Education Committee shall consist of fifteen (15) members and the Christian Education Director, who is a member ex officio.

B. The Christian Outreach Committee.

The Christian Outreach Committee shall provide leadership that enables the whole Congregation to embody and proclaim the gospel of Jesus Christ in the local community and the broader world by identifying community needs, mobilizing the membership to address those needs, advocating for social justice, and alleviating suffering, locally and globally, through community involvement, education, and benevolence.

The Committee shall be responsible for appropriation of the Church's annual benevolence budget and special benevolences, with the approval of the Church Council. The Committee shall coordinate any special benevolence appeals of the Church, with the approval of the Church Council.

The Christian Outreach Committee shall consist of fifteen (15) elected members.

C. The Deacons and the Permanent Diaconate.

The Deacons shall aid the Pastors in the general spiritual care of the Congregation. They shall assist at the celebration of the sacraments and preparation of the Communion table. The Deacons shall receive applications for Church membership and take action on such requests.

The Deacons shall consist of nine (9) men and nine (9) women. Deacons shall be Covenant Members of the Church and be elected by the Covenant Members, at the June Semi-Annual Meeting of the Congregation. After two (2) consecutive terms of service, a Deacon shall be ineligible for re-election for one (1) year.

All former Deacons are members of the Permanent Diaconate. The Permanent Diaconate shall meet at the call of the Senior Pastor or the Chair of the Church Council. Members of the Permanent Diaconate may be asked to assist in the celebration of the sacraments.

D. Long Range Planning Committee.

The Long Range Planning Committee, in cooperation with the Council, shall develop, maintain, and monitor strategic plans for the Church's ministry. The Committee shall also review the activities of the Church and report, to the Church Council and other relevant committees, on progress toward the goals of the current Long Range Plan.

The Long Range Planning Committee shall consist of nine (9) elected members.

E. The Music Committee.

Working in close cooperation with the Music Director and the Pastor(s), the Music Committee shall provide general supervision of the musical ministry of the Church.

The Music Committee shall consist of nine (9) elected members, the Music Director ex officio, and any other music staff members ex officio.

F. The Nominating Committee.

The Nominating Committee shall choose names of those people it deems best qualified to fill all the vacancies among the officers and committees to be elected by the Congregation and place them in nomination for election at the June Semi-Annual Meeting.

The Nominating Committee shall consist of seven (7) elected members and the Senior Pastor, who shall serve as a voting member.

G. The Personnel Committee.

The Personnel Committee shall maintain job descriptions, monitor and evaluate performance, and propose compensation adjustments. The Committee shall advocate for the needs of staff members to the Church Council, and serve as a liaison between the staff and the Congregation. The Committee shall consult with the Senior Pastor about the hiring or dismissal of staff. The Committee shall approve and maintain a handbook of employee policies.

The Personnel Committee shall consist of five (5) elected members.

H. The Prudential Committee.

The Prudential Committee shall, under the direction of the Church Council, care for all of the material interests of the Church, its property and purchase of property, both real and personal, all funds deposited to the Church's accounts, and its endowments and investments. It will be responsible for developing a budget in cooperation with the Church Council, as described in Article VIII, Section 3, below.

The Prudential Committee will provide for the approval of all expenditures from Church funds. The Prudential Committee may accept on behalf of the Church any contribution, gift, bequest or devise.

The Prudential Committee shall consist of nine (9) elected members.

I. The Stewardship Committee.

The Stewardship Committee shall ensure that there is a comprehensive annual program of stewardship education at First Parish Church, concerning personal stewardship and the many ways by which people may contribute to First Parish Church and to the larger Church, locally and globally. The Committee shall ensure that there is an annual commitment campaign at First Parish Church.

The Committee shall consist of nine (9) elected members. The Church Treasurer shall be a non-voting member ex officio.

Section 7.2. Other Committees.

A. Subcommittees.

Standing Committees may create subcommittees as appropriate.

B. Service and ad hoc committees.

The Church Council may create service committees, such as the Hospitality Committee, Lay Pastoral Callers, and Flower Committee, or ad hoc committees for particular purposes and for defined periods of time.

Article VIII. Finances, Budget, Personnel.

Section 8.1. History.

First Parish Church of Brunswick, Maine, United Church of Christ, legally incorporated in 2003 as a 501(c)(3) non-profit corporation, is the legal successor to First Parish of Brunswick, Maine, a corporation founded by charter of the legislature of Massachusetts in 1717. As such, the Church assumes ownership and responsibility for all financial resources, obligations, and property, both real and personal, formerly owned by First Parish of Brunswick, Maine.

Section 8.2. Fiscal Year.

The fiscal year of the Church shall begin on January 1 and end on December 31 of each year.

Section 8.3. Budget.

The Church Council will solicit budget requests from committees of the Church. These will be assembled and given to the Prudential Committee, which will construct an annual budget. The budget will be reported back to the Council for review and any reallocations. The budget will then be submitted to the Congregation, for adoption at the February Semi-Annual meeting, with the annual Treasurer's report.

The Church Council, upon advice of the Prudential Committee, may approve expenditures for a total increase of up to five (5) percent of the total amount of the currently approved budget, without a vote of the Congregation. This excludes designated gifts.

Section 8.4. External audits.

The Church Council may direct the Prudential Committee to have an external audit made.

Section 8.5. Real Property.

Any purchase or sale of real property shall be recommended to a meeting of the Congregation and shall require approval of two-thirds (2/3) of those Members present and voting.

Section 8.6. Personnel Compensation and Benefits.

The Personnel Committee shall recommend compensation and benefits to the Prudential Committee prior to the adoption of the budget. The Church Council, upon recommendation of the Personnel Committee, will set personnel policy and procedures for the Church, approve all employment contracts, and arbitrate personnel disputes that cannot be resolved by the Personnel Committee.

Section 8.7. Contracts.

The Church Council may authorize any Officer(s) or agent(s) of the Church, in addition to the Officers so authorized by law or these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances.

Section 8.8. Indemnification.

The Church shall have the power to indemnify and, without formal action by the Membership, shall indemnify any Officer, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Indemnification under the preceding sentence with respect to persons other than Officers, such as employees, agents or other persons acting for or on behalf of the Church may be made only upon the affirmative vote of the Church Council in specific instances. The Church may purchase and maintain insurance on behalf of any person who is or was an Officer, employee or agent of the Church against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Church would have the power to indemnify such person.

Section 8.9. Distribution of Assets upon Dissolution.

Upon the dissolution of the Church or the termination of its activities, the assets of the Church remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified in the sole discretion of the Membership, which are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, benevolent, or educational corporation within the meaning of the Maine Act, as amended.

Article IX. Meetings.

Section 9.1. Semi-Annual meetings.

One of the two Semi-Annual Meetings of the Congregation shall be held no later than the end of February and the other no later than the end of June.

Section 9.2. Special meetings.

Special meetings of the Congregation may be requested by the Senior Pastor, the Church Council, or the written request of twenty-five (25) Members of the Congregation. The request shall be delivered to the Church Office. The notice of a special meeting shall be published in the newsletter and bulletin of the Church or announced by a Pastor from the pulpit at a regular Sunday service or both. The purpose of the special meeting shall be stated in the call for the meeting and no other business shall be conducted in the meeting. The meeting shall be held within two (2) weeks of the posting of the call for the meeting.

Section 9.3. Voting membership.

Voting members at meetings of the Congregation shall be Covenant Members and those Parish Members who are enrolled. Parish Members must have enrolled at the Church office at least ninety (90) days before any regular Semi-Annual Meeting. Voting Members shall be over the age of eighteen (18) and in good standing.

Section 9.4. Quorum.

A quorum shall consist of fifty (50) Members of the Congregation for a Semi-Annual Meeting and fifty (50) Members for a special meeting.

Section 9.5. Voting.

Except in cases specified elsewhere in these bylaws, motions will require a simple majority of Members present and voting.

Article X. Implementation.

All bylaws of The First Parish Church, Brunswick, Maine, and of The First Parish, Brunswick, Maine, heretofore existing are hereby repealed.

Article XI. Parliamentary Authority

Roberts Rules of Order Newly Revised shall govern all proceedings of the Church and its Committees to the extent not otherwise provided for in these bylaws.

Article XII. Amendments.

Section 11.1. Procedure.

These bylaws may be amended at any Semi-Annual or special meeting of the Congregation, provided written notice of each proposed amendment is given at least thirty (30) days prior to such meeting, and providing two-thirds (2/3) of the Members present and voting concur.

Section 11.2. Review.

The bylaws shall be reviewed on a five-year cycle by the Church Council and updated as necessary.

Section 11.3. Date of most recent revision.

The date of this version is February 5, 2006.