

**CONSTITUTION
OF
WEST AVON CONGREGATIONAL CHURCH**

**As Voted on January 30, 2005
Including revised By-laws dated June 11, 2006**

ARTICLE I

Name, Affiliation and Status

The church's name is "West Avon Congregational Church" (hereinafter, the "Church"), and it is a member of The United Church of Christ. The Church is a Connecticut religious corporation.

ARTICLE II

Mission and Doctrine

Mission: As members of the West Avon Congregational Church, our mission is to reflect our faith in God and Jesus Christ by:

- † **accepting** the guidance of the Holy Spirit;
- † **learning and teaching**, joyfully, the word of God;
- † **loving**, in Christ's spirit, one another and those around us;
- † **giving** spiritual leadership in our congregation and our community;
- † **providing** an open, spiritual, compassionate, nurturing place of worship, learning and fellowship; and
- † **committing** ourselves and our resources toward making our world a more just, caring, peaceful place.

Doctrine: We recognize the Bible as a sufficient rule of faith and practice, and hold that living in accordance with the teachings of Jesus Christ is a true test of community. Each member shall have the undisturbed right to follow the Word of God according to the dictates of his/her own conscience, under the enlightenment of the Holy Spirit. The following Covenant and Statement of Faith are an expression of the spirit in which the church interprets the Word of God.

Covenant: We are united in striving to know the will of God as taught in the Holy Scriptures, and in our purpose to walk in the ways of God, made known or to be made known to us. We hold it to be the mission of the Church of Christ to proclaim the Gospel to everyone, exalting the worship of the one true God and laboring for the progress of knowledge, the promotion of justice, the reign of peace and the realization of loving bonds uniting all people. Depending, as did the men and women of faith who preceded us, upon the continued guidance of the Holy Spirit to lead us into all truth, we work and pray for the transformation of the world into the kingdom of God; and we look with faith for the triumph of righteousness and of the life everlasting.

Statement of Faith: We believe in God the Creator, infinite in wisdom, goodness and love; and in Jesus Christ, God's Son, our Savior who, for us and our salvation, lived and died and rose again and lives evermore; and in the Holy Spirit, who takes of the things of Christ and reveals them to us, renewing, comforting and inspiring our souls.

ARTICLE III

Governance

1. General. The government of the Church shall be vested in the Active Members (hereinafter defined) duly assembled in meeting (the “Congregation”) and shall be administered as provided in this Constitution and in the Church’s Bylaws, which are appended hereto as Exhibit A.
2. Congregation. The Congregation shall have the power and authority to make all decisions affecting the Church. Without limiting the generality of the foregoing, in order to facilitate the orderly and efficient functioning of the Church, the Active Members shall annually approve a plan of ministry (the “Plan of Ministry”) as described in Article V of this Constitution, and such approval shall constitute authorization for the Boards, Standing Committees, Officers, and Staff to implement the Plan of Ministry until such Plan of Ministry is modified or a new Plan of Ministry is approved by the Congregation. Only the Congregation shall have the power and authority to modify an existing Plan of Ministry or adopt a new Plan of Ministry.
3. Church Council. The “Church Council”, which is more fully described in Article VI of this Constitution, shall be the highest elected body of the Church and shall have the power and authority to implement the Plan of Ministry through approval of general policies and procedures and specific directives and decisions, all of which shall be consistent with the Plan of Ministry and shall be implemented by the Church Council and by the Boards, Standing Committees, Officers and Staff. The Church Council shall not take action inconsistent with the Plan of Ministry. In situations not directly addressed by the Plan of Ministry, it is expected that the Church Council shall act with practical unanimity, and if it is not able to do so, shall defer a decision until the question is acted upon by the Congregation.
4. Boards. The “Boards” shall consist of the Board of Christian Education, the Board of Deacons, the Board of Finance and Trustees, the Board of Membership and Community, and the Board of Outreach. Each Board shall have the power and authority to implement that portion of the Plan of Ministry and any policies, procedures, directives and decisions of the Church Council, within each Board’s area of responsibility. The Boards shall not take action inconsistent with the Plan of Ministry. The Boards shall report to the Church Council and shall be under its authority. The Boards shall oversee the work of their respective Standing Committees.
5. Standing Committees. The “Standing Committees” shall consist of such committees as shall be proposed by each Board at the Annual Meeting as an allocation of labor within the areas of responsibility of each Board. Each Standing Committee shall have the power and authority to implement that portion of the Plan of Ministry and any policies, procedures, directives and decisions of the Church Council and/or the

Board to which such Standing Committee is assigned, within the areas of such Standing Committee's responsibility. The Standing Committees shall not take action inconsistent with the Plan of Ministry.

6. Officers. The "Officers" shall consist of the Moderator, Assistant Moderator, Treasurer, Assistant Treasurer, Clerk, Financial Secretary, and Assistant Financial Secretary. The Officers shall have the power and authority to perform the duties set forth for each of them in Article VIII of this Constitution.
7. Staff. The "Staff" shall consist of the Pastor and such other staff members as are approved by the Congregation as part of the Plan of Ministry. The Staff members shall have the duties and authority described in Article IX hereof.
8. Special Committees. The Congregation, Church Council, Boards and Standing Committees shall have the power and authority to establish "Special Committees" consisting of such persons and having such responsibilities as the establishing authority shall determine, provided that the Boards and Standing Committees shall have the authority to appoint Special Committees only within their respective areas of responsibility and provided further that the existence of each Special Committee shall be limited in duration either by a specific period of time or by completion (as determined by the establishing authority) of such Special Committee's assigned task.

ARTICLE IV

Membership

1. Active Members. The "Active Members" of this Church shall be persons who have been received on Confession of Faith, on Reaffirmation of Faith, or by Letter of Transfer from another church and have publicly accepted the Doctrine and Covenant. A person desiring to become an Active Member or seeking to restore status as an Active Member shall signify his/her intention to the Pastor or a Deacon. The Board of Deacons and the Pastor shall then present the person to the Church for acceptance as an Active Member.
2. Open Membership. Membership in the Church shall be open to all people who wish to join in the doctrine and covenant of the Church. Recognizing the many barriers that separate people, we seek to be an open church that affirms the worth and value of all God's children. We believe in the promise of scripture, which declares that in Christ we are all made one. (Galatians 3:28)
3. Voting. All Active Members of the Church shall be entitled to the privilege of voting on all questions brought before the Congregation for action.
4. Termination of Active Membership. Status as an Active Member may be terminated as follows:
 - An Active Member whose address has not been known for three (3) years, or who, for a like period, in spite of kindly reminders, has not communicated with the Church, shall be removed from the roll of Active Members by vote of the Board of Deacons.
 - A Letter of Transfer shall be given to an Active Member who wishes to unite with another church. Membership shall terminate upon notice of acceptance into another church or at the end of one (1) year.
 - Upon request by an Active Member to the Board of Deacons, such Board shall issue a certificate of withdrawal, thereby terminating the status of that person as an Active Member of the Church.
5. Associate Members. By vote of the Board of Deacons, persons may be granted the status of "Associate Member" who (a) have transferred membership to another church and still wish to retain a responsible relationship with this Church, or (b) temporarily reside in the vicinity and wish to enter into a responsible relationship with this Church while retaining membership in their home church. Associate Members shall be entitled to all the rights and privileges of an Active Member except the right to vote at meetings of the Active Members ("Congregational Meetings").

ARTICLE V

Congregational Meetings

1. Plan Meeting. The Active Members shall meet during the month of January in each year (the "Plan Meeting") for purposes of (i) receiving a financial report for the prior calendar year and (ii) approving the annual plan for the Church's Ministry (the "Plan of Ministry"). The Plan of Ministry shall consist of such elements as the Church Council shall determine but shall include at least the following:

- A general description of the Church's program, with highlights of any proposed changes;
- A staffing plan;
- An annual budget for the then-current calendar year, including an operating budget and a capital budget (the "Annual Budget");
- Policies, controls and procedures for handling the Church's funds and standards for auditing the Church's books;
- A schedule of proposed major repairs and capital improvements to the Church's property and sources of funds for such work; and
- A list of the Standing Committees and their responsibilities.

The Plan Meeting shall be a general meeting at which any business properly coming before the meeting may be raised.

2. Annual Meeting. The Active Members shall meet during the month of May in each year for purposes of (i) receiving the annual reports of the Boards, the Moderator, the Pastor, and such other officers and Staff, Standing Committees, and Special Committees as the Church Council shall direct (the "Annual Report"), and (ii) electing Officers, Regular Members of the Boards and Standing Committees, and such other persons as the Church Council shall direct. The Annual Meeting shall be a general meeting at which any business properly coming before the meeting may be raised.

3. Special Meetings. Special Congregational Meetings ("Special Meetings") may be called by the Pastor, Moderator, or Church Council. The Church Council shall call a Special Meeting upon petition of twenty-five (25) Active Members. Only business for which the Special Meeting is called may be raised at such meeting.

4. Calling Ordained Staff. The Pastor and any Associate Pastor or Assistant Pastor shall be called by the Congregation at the Plan Meeting, the Annual Meeting, or any Special Meeting called for that purpose.

5. Notice. Notice shall be given of any meeting of the Active Members by reading such notice at the Sunday worship service(s) held on at least two (2) Sundays prior to the time of the meeting and by posting such notice on at least one bulletin board in the

hallway near the Church office or on at least one door to the Church building. The notice shall state the purposes for which the meeting is being called.

6. Quorum. A quorum for any meeting of the Active Members shall be ten percent (10%) of the Active Members.
7. Open Meetings. Congregational Meetings may be attended by Associate Members, persons then having expressed an interest in becoming Active Members, and invited guests of Active Members and Associate Members. However, only Active Members shall be counted for determining whether a quorum is present, and only Active Members shall have the right to vote. The only persons permitted to speak at a meeting of the members are Active Members and other persons invited by the Moderator for the purpose of addressing the meeting.

ARTICLE VI

Church Council

1. Membership. The membership of the Church Council shall consist of "Voting Members", who shall have the right to vote on matters coming before the Church Council, and "Ex Officio Members", who shall not have the right to vote but shall have the right to speak and otherwise participate in the meeting. There shall be eleven (11) Voting Members. Two (2) shall be representatives of the Board of Finance and Trustees, one of whom shall be quite familiar with the Church's finances and the other with the Church's operations. The other nine (9) Voting Members shall consist of one (1) representative of each of the other four (4) Boards, two (2) Members-at-Large, the Moderator, the Assistant Moderator, and the Clerk. The Ex Officio Members shall consist of the Pastor and any Assistant Pastor or Associate Pastor.
2. Meetings. The Church Council shall establish its own schedule of meetings and shall set its own agenda. Information with respect to meeting times and dates shall be made reasonably available to the Church community. Meetings of the Church Council shall be open to Active Members, Associate Members, and members of the Staff who wish to observe. The Church Council shall have the power, exercisable by majority vote of those members present, to meet in executive session when privacy is deemed appropriate, including, without limitation, when personnel matters are discussed. Executive sessions may be attended only by Voting Members and any other persons invited by the Moderator for the purpose of addressing the meeting. Meetings shall be called by the Moderator on at least five (5) days notice, provided that the Church Council shall have the power and authority to adopt a schedule of regular meetings for a future period of time not to extend beyond the next date of June 30 to occur after adoption of the schedule, and such adoption shall constitute notice of such regular meetings as to all members of the Church Council. The Moderator may call Special Meetings on the Moderator's initiative and shall call Special Meetings on request of the Pastor or any six (6) Voting Members. Notice of any meeting may be waived by written consent or vote of the Voting Members, and attendance at a meeting shall constitute waiver of notice.
3. Quorum. A quorum of the Church Council shall be 6 Voting Members.
4. Duties; Authority. The Church Council shall have the following duties and the power and authority to accomplish them:
 - to propose annually a Plan of Ministry for approval by the Congregation at the Plan Meeting and to propose any amendments thereto that the Church Council determines would be appropriate or helpful for approval by the Congregation between Plan Meetings;

- to implement the Plan of Ministry approved by the Congregation, including, the expenditure of funds in accordance with the Annual Budget;
- to appoint Officers and Regular Members of Boards and Standing Committees in order to fill vacancies in those offices existing between Annual Meetings;
- to appoint delegates to ecclesiastical bodies and conventions not otherwise provided for;
- upon recommendation of the responsible Board, to act upon the employment, including hiring, termination, and resignation, of all staff members except the Pastor and any Assistant Pastor or Associate Pastor;
- to approve all contracts to which the Church is a party;
- to sell, mortgage, purchase, or otherwise deal with Church property in accordance with the Plan of Ministry or otherwise upon approval of the Congregation;
- to mediate conflicts between Boards and Committees; and
- to have such other duties and powers as are granted in other provisions of this Constitution.

The Church Council shall have the power and authority, upon recommendation of the Board of Finance and Trustees, to reallocate bona fide projected savings in line items of the Annual Budget, and to allocate contingency or reserve funds, if any, provided for in the Annual Budget, to pay for cost overruns in other line items of the Annual Budget. However, the Church Council shall not, without the approval of the Congregation, have authority to spend designated funds, endowment funds, or other funds held in accounts of the Church and not designated in the Annual Budget for use in paying for line items in such Annual Budget.

ARTICLE VII

Boards and Standing Committees

1. Members. Each Board and Standing Committee shall be composed of three (3) members, each of whom shall have committed to terms of three (3) years ("Regular Members"), which terms shall be staggered so that one (1) Regular Member retires each year. The Regular Members, with the exception of Pastoral Relations Committee(s) members, shall be elected by the Congregation at the Annual Meeting and shall take office as of July 1 next following the date of the Annual Meeting. The Church Council may appoint a person to fill a vacancy that exists between Annual Meetings.

Each Board and Standing Committee shall also have as many additional members ("Additional Members") as such Board or Standing Committee shall determine to be desirable from time to time, which Additional Members shall serve for such periods of time as shall be agreed between each Additional Member and the applicable Board or Standing Committee, provided that the Treasurer shall be an Additional Member of the Board of Finance and Trustees serving for the duration of his/her term of office as Treasurer. Each Board and Standing Committee shall also have as many temporary members ("Temporary Members") as such Board or Standing Committee determines to be desirable from time to time, which Temporary Members shall serve for such limited purposes and limited times as shall be established by the Board or Standing Committee in its discretion.

Notwithstanding the foregoing: (i) no person shall serve on any Board or Standing Committee for longer than six (6) consecutive years; and the initial election of Regular Members shall be for terms expiring in one (1), two (2), and three (3) years, such that one (1) Regular Member's term expires during each of the first three (3) years. Regular Members shall be Active Members of the Church.

Additional Members and Temporary Members are not required to be Active Members of the Church.

2. Meetings. Each Board and Standing Committee shall set its own agenda and its own schedule of meetings. Meetings shall be open to members of the Church community, but the Boards and Standing Committees shall have the power, exercisable by majority vote of the members present, to meet in executive session when privacy is deemed appropriate, including when personnel matters are being discussed. Every Board and committee, except any Pastoral Relations Committee, shall record minutes and provide a copy to the Moderator within a reasonable time after the meeting. Such minutes are not required to include material of a confidential nature that was discussed at such meeting.

3. Board of Christian Education. The Board of Christian Education shall implement the Plan of Ministry as it relates to education matters within the church. The Board's responsibilities shall include, without limitation, the church school, the nursery, youth groups, confirmation classes, the library, summer youth programs (including camps), adult education, and special educational events. The Christian Education Associate, if any, shall be an Ex Officio Member of the Board.
4. Board of Deacons. The Board of Deacons shall implement the Plan of Ministry as it relates to worship and the spiritual interests of the Church, including, without limitation, mentoring the faithful, nurturing spiritual growth in the Members, and providing advice to the Congregation on matters of theology. The Board's responsibilities shall include, without limitation, music, the choir, and service support (including flowers, ushers, lay readers, bulletins, greeters, candle lighters, and paraments). The Pastor and any Assistant Pastor or Associate Pastor shall be Ex Officio Members of the Board.
5. Board of Finance and Trustees. The Board of Finance and Trustees shall implement the Plan of Ministry as it relates to the income and expenses of the Church and Church property, including, without limitation, proposing the annual budget for the Church, maintaining appropriate and accurate books and records of the Church's finances, and reporting to the Church Council on a monthly basis the status of same. The Board's responsibilities shall include, without limitation, the Church's physical assets, cash management, endowment, administration of memorial gifts and other designated funds, planning and budgeting, stewardship, insurance, security, rentals to and building use by outside groups, churchwide fundraising events, and proposal of financial policies, procedures and controls. The Treasurer shall be an Additional Member of the Board of Finance and Trustees serving for the duration of his/her term of office as Treasurer. The Board shall coordinate with the Audit Committee (see Standing Committees, section 8 below) to propose annually to the Council for review, modification (if deemed appropriate or helpful by the Council) and inclusion in the Plan of Ministry to be proposed to the Congregation, policies, controls and procedures, for the handling of the Church's funds and standards for auditing of the Church's books, all of which may be of such level of formality and detail as the Board deems appropriate. The Ways and Means Committee or other designated committee responsible for coordinating churchwide fundraising events, if established as part of the Plan of Ministry, shall report to the Board of Finance and Trustees.
6. Board of Membership and Community. The Board of Membership and Community shall implement the Plan of Ministry as it relates to the Church community. The Board's responsibilities shall include, without limitation, the organization of members into neighborhoods and coordination of same, hospitality (including receptions and coffee hour), pastoral partners, wellness, church history, golf league, adult fellowship, and nurture of new Members.

7. Board of Outreach. The Board of Outreach shall implement the Plan of Ministry as it relates to the Church's mission to the community, nation, and world. The Board's responsibilities shall include, without limitation, allocation and direction of disbursement of budgeted funds for missions, the facilitation of personal involvement by the members in mission work, evangelism, and fundraising and educational events related to mission giving and support.
8. Specific Standing Committee(s). To the extent provided for in the Plan of Ministry, there shall be Standing Committees relating to long range planning (the "Long Range Planning Committee"), personnel (the "Personnel Committee"), nominations (the "Nominations Committee"), audit (the "Audit Committee") and pastoral relations (the "Pastoral Relations Committee(s)"). With the exception of the Pastoral Relations Committee(s) (see Section 9 below), the Standing Committees shall have such membership and duties as are specified in the Plan of Ministry. The Long Range Planning Committee and the Nomination Committee shall report to the Assistant Moderator, and the Personnel Committee, Audit Committee and any Pastoral Relations Committee(s) shall report to the Moderator. The duties of the Audit Committee shall include: coordination with the Board of Finance and Trustees regarding review of and proposals for financial policies, controls and procedures, auditing standards and frequency of audit; and implementation of the policies, controls, procedures and auditing standards approved by the Congregation in the Plan of Ministry. All such committees shall be under the authority of the Church Council.
9. Pastoral Relations Committee(s). A Pastoral Relations Committee shall be established as a Standing Committee with respect to each ordained staff member. Such committee(s) shall consist of three (3) to five (5) members chosen as described below. Each Pastoral Relations Committee shall be responsible for effecting communications between the applicable ordained staff member and the members of the Church, Church Council, Boards and Committees. Pastoral Relations Committees shall not be required to record minutes of their meetings or, if recorded, to publish them, and such committee shall not be required to disclose confidential information to the Moderator, Church Council or any other person. The Moderator shall become involved in the work of the Pastoral Relations Committee(s) only if requested to do so by such Committee. The members of a Pastoral Relations Committee shall be chosen as follows:
 - The majority of the members of the Committee shall be chosen by the applicable ordained staff member from a list provided by the Moderator.
 - The balance of the members shall be chosen by the applicable ordained staff member at her/his discretion from members of the Congregation who are willing to serve.
 - The Pastoral Relations Committee(s) shall notify the Moderator if any member resigns, and a successor shall be appointed by the Church Council in consultation with the applicable ordained staff member.

The Moderator shall become involved in the work of the Pastoral Relations Committee(s) only if requested by such Committee. The Pastoral Relations Committee(s) shall notify the Moderator if any member resigns, and a successor shall be appointed by the Church Council in consultation with the applicable ordained staff member.

ARTICLE VIII

Church Officers

1. Moderator. The “Moderator” shall preside at meetings of the Church Council and at Congregational Meetings. The Moderator shall be the chief lay leader of the Church and shall be responsible for coordinating with the Pastor, as spiritual leader of the Church and head of the Staff, to work jointly to implement the Plan of Ministry. The Moderator shall be elected at the Annual Meeting for a term of one year and shall not be eligible for re-election to a second consecutive term. The Moderator shall have authority to sign contracts and other documents on behalf of the Church, in accordance with the provisions of the Bylaws. The Moderator shall have the power and authority to call meetings of the Congregation and of the Church Council as provided in this Constitution and shall have oversight responsibility for the Personnel Committee, Audit Committee, and Pastoral Relations Committee(s).
2. Assistant Moderator. The “Assistant Moderator” shall be elected at the Annual Meeting for a term of one year and, at the completion of this term, with his/her consent, will be proposed at the Annual Meeting to be the Moderator. The Assistant Moderator may serve for a second consecutive term, but shall not serve more than two (2) consecutive terms. The Assistant Moderator, in the absence of the Moderator, shall preside over Council and Church meetings and shall serve, at the discretion of the Council, as chairperson of Special Committees established by the Church Council. The Assistant Moderator shall have authority to sign contracts and other documents on behalf of the Church, in accordance with the provisions of the Bylaws. The Assistant Moderator shall have oversight responsibility for the Long Range Planning Committee and the Nominations Committee.
3. Clerk. The “Clerk” shall keep a faithful record of the proceedings of the Church and of the Church Council, of which he/she shall be a member and its Secretary. He/She shall: issue Letters of Transfer notifying the churches to which they are addressed; preserve on file all communications and written official reports; give legal notices of all meetings when such notices are necessary; conduct all correspondence so far as not otherwise provided for; and perform such other duties as are prescribed by law or as usually pertain to the office of a Clerk or Secretary of an assembly. The Clerk may delegate any of the foregoing record keeping and other ministerial duties to members of the Church staff if so provided in the Plan of Ministry. The Clerk shall be elected at the Annual Meeting for a term of two years and after serving two full terms shall be for one year ineligible for re-election. The Clerk shall report to the Moderator.
4. Treasurer. The “Treasurer” shall receive all moneys from the Financial Secretary and other moneys for the Church. He/She shall deposit funds received in such depository as the Board of Finance and Trustees shall order. Under the direction of the Board of Finance and Trustees, he/she shall have the custody of all paper

relating to the property of the Church. The Treasurer shall pay the bills for the Church on order from the Board of Finance and Trustees or their properly appointed agent. He/She shall keep an accurate account of all special funds and shall remit such special funds as directed by the Church Council in accordance with the Plan of Ministry or otherwise by vote of the Congregation. The Treasurer shall be elected at the Annual Meeting for a term of two years and after serving two full terms shall be for one year ineligible for re-election. The term of office of the Treasurer shall commence on the next January 1 immediately following the Annual Meeting at which he/she is elected. The Treasurer shall have signature authority as described in the Bylaws.

5. Assistant Treasurer. The “Assistant Treasurer” shall be familiar with the duties and responsibilities of the Office of Treasurer and will assume the duties of the Treasurer in the Treasurer's absence, or if the Treasurer is unable to complete his/her term of office or any portion thereof. The Assistant Treasurer shall be elected at the Annual Meeting for a term of two years and after serving for two full terms shall be for one year ineligible for re-election. The Assistant Treasurer's term of office shall commence on the next January 1 immediately following the Annual Meeting at which he/she was elected. The Assistant Treasurer shall have signature authority as described in the Bylaws.
6. Financial Secretary. The Financial Secretary shall receive all offerings, contributions and other income, deliver all such moneys received to the Treasurer taking receipts for the same, keep an accurate account with each contributor and furnish periodic statements as directed by the Board of Finance and Trustees. He/she shall give such bonds as the Board of Finance and Trustees shall prescribe, at the expense of the Church. The Financial Secretary shall be elected at the Annual Meeting for a term of two years and after serving for two full terms shall be for one year ineligible for re-election.
7. Assistant Financial Secretary. The Assistant Financial Secretary shall be familiar with the duties and responsibilities of the Office of Financial Secretary and shall, in the absence of the Financial Secretary, perform the duties of the Financial Secretary. The Assistant Financial Secretary will assume the duties of the Financial Secretary if the Financial Secretary is unable to complete his/her term of office or any portion thereof. The Assistant Financial Secretary shall be elected at the Annual Meeting for a term of two years and after serving for two full terms shall be for one year ineligible for re-election.

ARTICLE IX

Staff

1. Pastor. The Pastor shall be the spiritual leader of the Church under the guidance of the Board of Deacons. He/She shall seek to enlist men and women as followers of Christ, preach the Gospel, administer the sacraments, have under his/her care all services of public worship, and administer the activities of the Church in cooperation with the various Boards and Committees and in accordance with the Plan of Ministry. He/She shall be an ex-officio advisory member of all Boards and Committees. He/She will be responsible for the supervision of all staff members.

When a vacancy occurs in the Pastorate, the Church Council, or a Special Committee appointed by it, shall, with the cooperation of the Minister of the State Conference of the United Church of Christ and others, make a canvass of available ministers, settle upon the one who in its judgment should be called to the Pastorate, introduce him/her to the Church, and at a duly called meeting propose his/her election. The Pastor shall be called for an indefinite period by a two-thirds (2/3) vote of the Active Members present. The Pastor shall become an Active Member of the Church and of the Association of which the Church is a member at his/her first opportunity.

While the term of the Pastor shall be indefinite, the Church may at any time, by a majority vote of the Active Members present at a Special Meeting called for the purpose, request his/her resignation with the expectation that it will be presented within sixty days. Likewise, the Pastor shall give sixty days notice of voluntary resignation. In the event of a loss of ministerial standing on the part of the Pastor his/her pastorate shall cease immediately.

2. Associate Pastor and Assistant Pastor. When provided for in the Plan of Ministry, candidates for Associate Pastor and Assistant Pastor shall be proposed to the Church by the Church Council at the Annual Meeting, the Plan Meeting, or a Special Meeting called for that purpose. The Associate Pastor or Assistant Pastor shall be called by majority vote of the Active Members present. Such call shall be for an indefinite period, but the Church, at any time, by majority vote of the Active Members present at a Special Meeting called for that purpose may request the resignation of the applicable Assistant Pastor or Associate Pastor with the expectation that it will be tendered within sixty days. The Assistant Pastor or Associate Pastor shall give sixty days notice of voluntary resignation. In the event of a loss of ministerial standing, such Assistant Pastor or Associate Pastor's position shall cease immediately. The Assistant Pastor and/or Associate Pastor shall have such duties as are specified in the Plan of Ministry and shall serve as Ex Officio Members of Boards and Standing and other Committees to the extent specified in the Plan of Ministry.

3. Other Staff Members. The Church shall have such other staff members as are provided for in the Plan of Ministry and having such job descriptions and responsibilities as are set forth in the Plan of Ministry, provided that at least one member of the Staff shall be responsible for keeping Church statistics, including, without limitation, keeping a register with addresses of the Active Members and Associate Members of the Church, with dates and modes of their reception and removal, and a record of baptisms and marriages.

ARTICLE X

Miscellaneous Provisions

1. Amendment. This Constitution may be amended by the affirmative vote of at least a two-thirds (2/3) of the Active Members present at a duly called Congregational Meeting.

EXHIBIT A

Bylaws of West Avon Congregational Church **As amended June 11, 2006**

1. Definitions. Initially capitalized words and phrases used in these Bylaws shall have the same meanings as are ascribed to such words and phrases in the Constitution.
2. Parliamentary Procedure. Business at all meetings of the Congregation, Church Council, Boards and committees shall be conducted in accordance with Robert's Rules of Order.
3. Confidential Information. Such information is frequently handled by members in the pursuit of their assignments. Any information which if disclosed without authorization could be detrimental to the operation and reputation of the Church, its agents and members, or that which may infringe on anyone's right to privacy should be handled with the utmost discretion and confidentiality. Such information should be shared only on a "need-to-know" basis. Violations could have serious consequences.
4. Ethics and Integrity. In all our dealings within the Church and in the Community, it is our practice to conduct our affairs fairly, impartially, and in an ethical manner. Our actions must exemplify harmony, respect and integrity.
5. Boards and Committees. The following policies shall apply unless and until these Bylaws are amended:
 - All Boards and Committees shall schedule regular meetings, at any interval, which support and facilitate their work. The Chairperson of each body or a majority of the members shall call meetings, giving at least one (1) week's notice and providing a written agenda.
 - A quorum for any Board or Committee shall be at least one-half (1/2) of the body's total number of voting members. All decisions shall be by a majority vote of those present.
 - Each Board or Committee should develop its own operating manual subject to review by the Church Council and consistent with the current Plan of Ministry. Said operating manual should describe the Board or Committee's current operating policies, procedures and subcommittees.
 - All Boards and Committees shall hold their first meetings during the first month after the Annual Meeting where members of the Boards and Committees are elected. At this meeting, the outgoing chairperson of each Board and Committee shall:
 - oversee the selection of the new chairperson; and

- present to new members a copy of the current Church Constitution, Bylaws, Plan of Ministry and Organization Chart, and an Operating Manual that shall include policies and procedures of the operation of that Board or Committee.
 - At their first meeting, each Board and Committee shall, with the exception of the Church Council and Pastoral Relations Committee(s), elect a recording secretary. Each recording secretary shall keep accurate and detailed minutes of the deliberations and actions of its Board or Committee and promptly (i.e. within one week) deliver a draft of them to the other members, the Church Council, the Pastor and the Church Office.
 - Boards and Committees shall administer their own budgets, and shall prepare a proposed projected budget for the upcoming program year, for deliberation by the Board of Finance and Trustees, no later than August 15th of the prior year.
 - Should an elected member of a Board or Committee of the Church fail to attend at least 60% of that body's regular meetings during any six-month period, that member shall be deemed to have resigned. The vacancy must be reported at the next meeting of the Church Council.
 - No later than one (1) month prior to the Annual Meeting, the chairperson of all Boards, Committees and Auxiliary Organizations of the Church shall submit to the Administrative Assistant an annual written report summarizing the activities of their group for the past year.
6. Maintenance of Records. The Church Office, Clerk, Treasurer or assistant and Financial Secretary or assistant shall according to policy preserve a copy of all minutes and financial records. Where computer files are used weekly backups shall be made and duplicates maintained off site.
7. Interpretation of the Constitution and Bylaws. Any questions, which may arise with respect to the execution or interpretation of this Constitution and Bylaws, shall be brought to the Church Council for a determination. Said determination shall be reported to the members at a Congregational meeting for discussion, ratification or modification.
8. Enduring Financial Policies. The following financial policies shall apply unless and until these Bylaws are amended:
- Except in a rare emergency, where time is of the essence, the Congregation must approve any expenditure of funds that would cause the annual operating budget to be exceeded by 1% or more. In event of such an emergency, only funds set aside for future maintenance projects may be used prior to obtaining Congregational approval, and such use should be approved by the Council; if the required notice of five days for a Council meeting is not practicable, then the Moderator (or in his/her absence the Assistant Moderator) and at least one other Officer of the Church plus three members of the Board of Finance and Trustees shall suffice.

- All expenditures must be submitted on an Expense Reimbursement Request Form and must be signed by the chairperson of the Board who has responsibility for that budget area.
- A report of the church financial condition, including all account balances and a report of the results of operations, shall be made available to members and reported at both the Plan Meeting and the Annual Meeting. This report shall show a comparison of actual to budget revenues and expenses through the most recent month of the calendar year, current account balances as of the prior month-end and major project expenditures.
- In order to better coordinate fund raising efforts any Board or Committee that wishes to raise funds shall request permission to do so from the Board of Finance and Trustees. The Board of Finance and Trustees shall consider all such requests as a group and determine if each is desirable, giving particular emphasis to the aggregate demands placed on the Congregation that year. The Board of Finance and Trustees shall make its recommendations to the Church Council, and the Church Council shall make the final decision, consistent with the current Plan of Ministry.
- Any expenditure estimated to be greater than 2% of the annual operating budget that is not already an approved budget item requires solicitation from at least two bidders. Neither Church members nor their immediate families may bid on such projects.
- The Audit Committee shall include at least three members, not more than one of whom may be serving currently or within the most recent two years on the Board of Finance and Trustees or one of its committees. Furthermore, if someone from the Board of Finance and Trustees area of responsibility is selected to the Audit Committee, he/she may not be its chairperson.

9. Memorial and Other Gifts. The following policies with regard to gifts shall apply unless and until these Bylaws are amended:

- Funds from memorial and other special gifts shall be promptly acknowledged and kept in a separate bank account.
- The promise of any monetary gift exceeding \$5,000 to the Church outside the general endowment fund, other than pledges, must be submitted to the Board of Finance and Trustees. Such money cannot be earmarked for a particular cause. The Board of Finance and Trustees shall develop and maintain a church-wide wish list for memorial and other special gifts and make it available to each potential donor. The Finance Committee shall review this wish list and determine where the money would be best spent, or if the money should be spent at all at that particular time. (Although the promise is greatly appreciated, the donor needs to be aware that much research should precede a specific project to be sure it is desirable and can be completely funded and maintained.) Then, with the endorsement of the Board of Finance and Trustees and the Church Council, the donation must be accepted by a majority vote of those present at a Congregational Meeting.

- The Board of Finance and Trustees shall review any proposed physical gifts to the Church, to determine, before receipt, their economic and aesthetic desirability, and communicate the results of such review to the potential donor accordingly.

10. The Endowment. The following policies with regard to the endowment shall apply unless and until these Bylaws are amended:

- Any gifts to the endowment, whether in cash or securities, should be promptly acknowledged to the donor as to value received, and transferred within one regular working day to the professional broker/trustee charged with investing endowment funds.
- None of the endowment funds shall be expended until the balance of the endowment funds exceeds \$500,000. Thereafter, so long as the principal balance continues to exceed \$500,000, up to 5% of the prior year-end balance may be expended during a calendar year on capital or mission projects, as determined in the Plan of Ministry. However, the endowment funds may be utilized at any time, upon approval of the Congregation, to address an emergency situation that seriously threatens continuance of the Church or the fulfillment of the Church's mission (e.g., collapsed roof, significant destruction by fire); in such a case, any proposal to utilize such funds would come before the Congregation for vote after study of the recommendation by the Board of Finance and Trustees and the Church Council.

11. Staff Members' Attendance at Meetings. Staff who are also Active Members or Associate Members shall be excused from that portion of any meeting during which their position or compensation is to be discussed.

12. Execution of Contracts, Etc. Any contract, deed, promissory note, mortgage deed, financing statement, power of attorney, or other document of any kind or nature to which the Church is a party, duly approved either (a) by the Congregation, or (b) by the Church Council pursuant to authority specifically granted to the Church Council by the Congregation or otherwise delegated to the Church Council pursuant to the Plan of Ministry, other than checks and related documents as to which the Treasurer and Assistant Treasurer are granted signature authority below, shall be executed on behalf of the Church by either the Moderator or the Assistant Moderator. Checks drawn on accounts of the Church and other documents related to such accounts, including, without limitation, signature cards, certificates with respect to banking resolutions, withdrawal instruments, buy or sell orders to brokers or investment advisers, and other forms appropriate or helpful to the establishment and maintenance of accounts with banks, brokers, and investment advisers, shall be executed by either the Treasurer or the Assistant Treasurer, provided that the applicable action has been duly authorized by the Board of Finance and Trustees, Church Council, or Congregation.

13. Amendment. These Bylaws may be amended by the affirmative vote of the majority of the Active Members present at a duly-called meeting of the Congregation.