

**BYLAWS  
OF  
FIRST PARISH CHURCH  
York, Maine**

**Article I. Name and Identification**

The corporate name of this Congregation shall be First Parish Church, York, Maine, (hereinafter referred to as “First Parish Church”). It is a member of the United Church of Christ (UCC) and historically a Congregational church. It shall be a nonprofit organization incorporated under the laws of the state of Maine and maintain its office at 180 York Street, York, Maine.

**Article II. Purpose**

**Section 2.1 Purpose:** First Parish Church is organized for exclusively religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, First Parish Church shall be a church that preaches and teaches the Gospel of Jesus Christ, as taught in the Holy Bible, in this community. It shall preserve and maintain the real and personal property of First Parish Church, elect officers, boards and committees for the proper administration of church affairs, and call a Pastor(s). Our purpose is further expressed in our church mission statement:

*The mission of our church is to create a fellowship  
that celebrates and reflects the presence of Christ.  
Through worship and spiritual growth,  
we will equip ourselves  
and go forth to share God’s love in word and deed,  
within our community and throughout the world.*

As part of the Church universal, First Parish Church cherishes the historic definitions and interpretations of the Christian faith, and it emphasizes the individual’s responsibility, with the help of the Holy Spirit and our Christian community, to make the faith both real and pertinent in his or her thoughts, life and worship.

**Section 2.2 Powers:** First Parish 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) and of the Internal Revenue Code of 1986, as amended and any relevant subsequent laws or revisions to such laws or code.

**Section 2.3 Exempt Activities:** Notwithstanding any other provisions of these Bylaws, no representative of this First Parish Church shall take any action or carry on any activity by or on behalf of the First Parish 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.

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**Article III. Membership**

**Section 3.1 Members:** Members of the Congregation shall include those who have joined First Parish Church by 1) confession of faith, 2) reaffirmation of faith, 3) confirmation, or 4) letter of transfer of membership from another church.

**Section 3.2 Membership:** A person desiring to unite with the Membership of First Parish Church shall become an Active Member by receiving the right hand of fellowship in accordance with the policies and procedures of the Diaconate. All who freely affirm their faith in God as followers of Jesus Christ and who freely and gladly desire to share in the fellowship and communion of First Parish Church shall by virtue of their affirmation be received into the Membership.

**Section 3.3 Active and Inactive Members:** Periodically, the Diaconate shall review the Membership rolls and determine whether a Member is Active or Inactive, according to the guidelines in paragraphs A. and B. below and any other policy for such designation as determined by the Diaconate.

- A. **Member Request:** Any Active or Inactive Member may submit a formal request for a letter of transfer and shall receive it. Any Member, upon making a formal request for a letter of removal, shall receive it. Any Active Member shall become an Inactive Member upon making a formal request. Any Inactive Member who makes a formal request to be reinstated as an Active Member shall direct the same to the Diaconate for its action. Any Member may submit to the Diaconate for approval a formal request for dual membership in First Parish Church and another specified church.
- B. **Diaconate Action:** If a Member is inactive in the worship services or programs of First Parish Church for more than two (2) years, that Member may be removed from the Active Membership roll and be deemed an Inactive Member of First Parish Church as determined by the Diaconate. The Diaconate shall give thirty days notice to an Active Member before taking action of transferring the Active Member to Inactive Member status. The Diaconate may restore Active Member status at any time.

**Article IV. Governance**

**Section 4.1 Overall Governance:** The governance of First Parish Church and full control of its affairs shall be vested in the Active Members assembled in a meeting of the Congregation. Acting in the name of the Membership between meetings of the Congregation, the Church Council, as the Board of Directors of this organization, shall exercise general supervision over the life and work of First Parish Church.

First Parish Church is autonomous, yet recognizes it's covenant with the United Church of Christ and to the fellowships and ecumenical organizations with which it chooses to associate.

**Section 4.2 Church Council**

- A. **Members:** The Church Council shall be comprised of:
  - a. A Moderator and Vice-Moderator of the Church Council, as described in Section 6.2.
  - b. Three (3) At-Large Members of the Congregation, as described in Section 4.2.B.
  - c. The Chair of each of the following Boards, as described in Article VII:
    - i. Assessors

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- ii. Cemetery
- iii. Christian Education
- iv. Diaconate
- v. Mission Outreach
- vi. Music Ministries
- d. And the following ex-officio<sup>1</sup> Members of the Council:
  - i. Treasurer
  - ii. Clerk
  - iii. All called Pastors

Officers and At-Large Members shall be nominated in accordance with Sections 8.10.C and 10.4 and elected in accordance with Sections 6.1.B and 4.2.B. Board Chairs shall be elected in accordance with Section 7.1.C. Pastors shall be determined in accordance with Sections 5.2, 5.3 and 5.4.

- B. At-Large Members:** Each At-Large Member of the Church Council shall be assigned to a class<sup>2</sup> to enable a regular rotation of At-Large Members. An At-Large Member shall be elected at the Annual Meeting by a majority of Active Members of First Parish Church to serve for a term of three (3) years or the remainder of a three-year term if a class vacancy shall occur. Such member may be re-elected for a consecutive three-year term or elected for a term thereafter provided that such election occurs at least one (1) year after the second consecutive three-year term. If a class vacancy shall occur during the term of an At-Large Member, that vacancy shall be filled by the Church Council until the next Annual Meeting. All At-Large Members must be Active Members of First Parish Church.
- C. Meetings:** The Church Council shall meet at least once during each quarter of the year on a date determined by the Moderator. The Moderator, the Senior Pastor, or three Council members may call meetings of the Church Council. Members of the Congregation may attend meetings at their desire to observe, or may be invited by the Council to receive their input. Members of the Congregation may be asked to leave a meeting if the Council goes into "Executive Session".
- D. Quorum:** Majority of the elected members of the Church Council shall constitute a quorum for the transaction of business at any meeting of the Church Council. If less than a majority of the elected members of the Church Council are present at any meeting, a majority of the elected members present may adjourn the meeting from time to time without further notice. A quorum shall not be established if more than 50 percent of those present are related by blood or marriage.
- E. Church Council Decisions:** The act of a majority of the Church Council present at a meeting at which a quorum is present shall be the act of the Church Council, unless the act of a greater number is required by law or by these Bylaws.
- F. Duties:** With concern for the mission of First Parish Church, the Church Council shall have the authority of the Members of the Congregation between business meetings of First Parish Church, in consultation with the Boards, to 1) establish and implement the overall policies of

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<sup>1</sup> As used in these Bylaws, ex-officio shall mean a non-voting member of the Church Council, a Board or a Committee.

<sup>2</sup> The designated class shall be the year that a term ends for an At-Large Member, Board member or Committee member. In most cases, there will be three classes. For example, after the 2017 Annual Meeting, there will be a 2018, 2019 and 2020 class with the 2020 class At-Large Member elected at the 2017 Annual meeting.

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First Parish Church, including the Behavioral Covenant, 2) coordinate the activities and operations of First Parish Church and its Boards, 3) engage in long-range planning, 4) approve the annual Operating Fund budget of First Parish Church as proposed by the Assessors for presentation to the Members of the Congregation at the Annual Meeting, 5) appoint members of Boards, Church Council committees (e.g., Nominating and Audit), and UCC Delegates in the event of a vacancy, 6) initiate such studies and inquiries and create such special committees as it deems appropriate, 7) call meetings of the Congregation of First Parish Church, and 8) perform such functions as the Members of the Congregation may from time to time assign to it. Notwithstanding any other provisions of these Bylaws, the Church Council may not, without the express authorization of the Members of the Congregation at a meeting of the Members, sell, lease or acquire real estate, call or terminate a Pastor, make a determination as to a Member's status unless requested by the Diaconate, or amend these Bylaws.

**G. Removal:** Any Church Council member may be removed by a two-thirds (2/3rds) vote of the Church Council whenever, in its unconditional judgment, the best interest of First Parish Church will be served thereby.

**Section 4.3 Executive Committee:** The Moderator & Vice-Moderator of the Church Council, the Chair of the Assessors, the Chair of the Diaconate, the Senior Pastor and the Treasurer shall function as an Executive Committee, authorized to act on behalf of the Church Council on matters of urgency or timely importance that arise between Council meetings and that cannot be deferred, with any action or indecision being subject to ratification or determination by the Church Council at its next meeting. The Senior Pastor and Treasurer will be ex-officio members of this committee.

### Article V. First Parish Church Staff

**Section 5.1 Church Staff Definition:** The First Parish Church Staff includes the Senior Pastor; Pastor(s) and Associate Pastor(s), if any; Program Staff, as defined in Section 5.5; and Support Staff, as defined in Section 5.6, of First Parish Church.

#### Section 5.2 Senior Pastor:

- A. The Senior Pastor shall be called by the Active Members of the Congregation 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 First Parish Church in cooperation with the Church Council and the various First Parish Church Boards.
- B. The Senior Pastor shall be called according to the "Terms of Call"<sup>3</sup> by a two-thirds (2/3rds) vote of the Active Members present at the Congregational meeting called for such purpose. Communication of the call to the new Senior Pastor shall be the responsibility of the Moderator of the Church Council who shall, in concurrence with the Assessors and Diaconate and consultation with the Personnel Committee, determine the date of initial engagement and the provisions of the Terms of Call.

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<sup>3</sup> "Terms of Call" means the written provisions concerning compensation, housing, vacation, hours of work, continuing education expense, and other items of employment determined at the time of hiring.

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- C. When a vacancy occurs in the Senior Pastorate:
  - a. The Church Council will appoint a committee of no fewer than nine (9) and no more than twelve (12) persons to nominate to the Members of the Congregation a candidate for Senior Pastor.
  - b. The Diaconate shall refer a candidate for interim Senior Pastor to the Church Council and the Church Council shall consider that candidate and may approve that candidate with a simple majority of the Church Council.
- D. The Members of the Congregation may at any time by a two-thirds (2/3rds) vote of those present at a Congregational meeting called for that purpose, request the Senior Pastor's resignation, which shall be presented to the Senior Pastor and take effect no more than ninety (90) days after the vote. Likewise, the Senior Pastor shall give at least ninety (90) days notice in case he or she wishes to resign in accordance with his or her "Terms of Call", unless released earlier by the Church Council.
- E. The Senior Pastor may, at the invitation of the Board or Committee, serve ex-officio on all Boards and Committees, unless otherwise specified for a Board or Committee herein.
- F. As Head of Staff, the Senior Pastor, in consultation with the Personnel Committee, shall recommend the hiring or dismissal of Program and Support Staff to the Church Council for approval, and assure that annual performance assessment and compensation changes are communicated to each member of the Program and Support Staff, except for the Cemetery Superintendent as outlined in Section 7.3.

**Section 5.3 Interim Senior Pastor:** The Interim Senior Pastor shall perform all of 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.

### **Section 5.4 Other Called Clergy:**

- A. The Members of the Congregation may call a Pastor or Associate Pastor and any other clergy in the same manner as the Senior Pastor, with the exception that the Senior Pastor shall be added as a voting member to any such interim or permanent Pastor Search committees.
- B. Such clergy shall serve ex-officio on Boards and Committees as assigned by the Senior Pastor.
- C. The Members of the Congregation may request the resignation of other called clergy in the same manner as described for the Senior Pastor.

**Section 5.5 Program Staff of First Parish Church:** The Program Staff of First Parish Church may consist of such persons as the Director of Music Ministries, the Director of Christian Education, the Children's Choir Director, the Music Associate, and any additional staff as recommended by the Senior Pastor and authorized by the Church Council. The Program Staff shall be responsible to the Church Council through the Senior Pastor. No Program Staff member may be elected to serve as an officer or Board member of First Parish Church. The duties of the position incumbent shall be as described in their respective position descriptions. A Program Staff member shall serve ex-officio on the committee to which they are assigned as part of their duties.

- A. Director of Music Ministries:** The Director of Music Ministries provides the leadership and organization necessary to see that the ministry of music for First Parish Church is fulfilled. This includes 1) oversight of all choirs; 2) oversight of the Music Associate, organist and/or pianist, as applicable; 3) supervision of any other music staff, e.g., the Children's Choir Director, to whom certain duties may be delegated; and 4) responsibility for providing music

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at all Sunday services, as well as other services as requested by the Senior Pastor, including soloists and musicians. The Director of Music Ministries shall be assigned to the Board of Music Ministries, shall perform such other duties as are described in the position description, and shall possess the qualifications necessary to fulfill the responsibilities of the position. The Senior Pastor shall have the responsibility of hiring the Director of Music Ministries and/or staff, after consultation with the Board of Music Ministries and approval of the Church Council.

- B. Director of Christian Education:** The Director of Christian Education provides the leadership and organization necessary to see that the child, adolescent and adult education ministries for First Parish Church are fulfilled. This includes 1) oversight of Sunday Church School programs, Vacation Bible School, and adult education programs; 2) oversight of Christian Education Coordinators; 3) recruitment and supervision of teaching staff; and 4) responsibility for providing curriculum material for the educational programs. The Director of Christian Education shall be assigned to the Board of Christian Education, shall perform such other duties as are described in the position description, and shall possess the qualifications necessary to fulfill the responsibilities of the position. The Senior Pastor shall have the responsibility of hiring the Christian Education Director and/or staff, after consultation with the Board of Christian Education and approval of the Church Council.

**Section 5.6 Support Staff of the Church:** The Support Staff of First Parish Church shall include persons performing duties for First Parish Church, such as office manager, custodian, or other such paid staff as are authorized by the Church Council and hired by the Senior Pastor and such as the Cemetery Superintendent, who is authorized and hired by the Cemetery Trustees. The Support Staff shall be responsible to the Church Council through the Senior Pastor, except the Cemetery Superintendent shall be responsible to the Cemetery Board of Trustees. A Support Staff person may serve ex-officio on any committee, including those to which they are assigned as part of their duties.

## Article VI. Officers of First Parish Church and Other Elected Positions

### Section 6.1 Officers and Election

- A. Officers:** Officers of First Parish Church shall be the Moderator and Vice-Moderator of the Church Council, the Clerk, and the Treasurer. All First Parish Church officers must be Active Members of First Parish Church.
- B. Election:** Officer and other Elected Positions shall be nominated by the Nominating Committee in accordance with Sections 8.10 and 10.4. All elections for Officer and Elected Positions shall occur at the Annual Meeting of the Congregation and be determined by a majority of the Active Members present and voting. Nominations from the floor will be recognized in addition to the slate as presented by the Nominating Committee as specified in Sections 8.10 and 10.4.
- C. Vacancies:** If a vacancy in any officer position shall occur with a term remaining of one year or less, the Church Council shall fill the position for the unexpired term. If the remaining term is more than one year, the Council shall fill the position until the next Annual Meeting. Those appointed to fill unexpired terms are subsequently subject to the same rules for election, re-election, and terms of office as are persons standing for election for the first time.

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- D. Removal:** Any officer may be removed by a two-thirds (2/3rds) vote of the Church Council whenever, in its unconditional judgment, the best interest of First Parish Church will be served thereby.

### Section 6.2 Moderator and Vice-Moderator of the Church Council

- A. Duties:** The Moderator of the Church Council shall 1) preside at meetings of the Congregation and Church Council, 2) set the agenda for meetings of the Congregation and the Church Council, 3) provide a report of the Church Council at the Annual Meeting, 4) be a co-signatory with the Clerk of legal documents of First Parish Church, 5) keep the Pastor(s) and the Congregation informed of Church Council business, and 6) take the leadership role conducting a performance evaluation of the Senior Pastor at least annually. In conducting the Sr. Pastor performance evaluation, the Moderator shall obtain input from Members of the Council, Assessors and Diaconate. The Moderator, with the Chairs of the Assessors and Diaconate, will discuss the evaluation with the Senior Pastor. The Vice-Moderator of the Church Council shall assist the Moderator and act in the Moderator's absence.
- B. Election and Term:** The Moderator and Vice-Moderator shall be elected by a majority of the Active Members at the Annual Meeting of First Parish Church for a term of one (1) year and shall be eligible for up to three consecutive terms.

### Section 6.3 Clerk

- A. Duties:** The Clerk shall 1) keep the Membership roll as a register of the names of all members as Active and Inactive Members, including deceased, transferred (recording the church from which a letter of transfer is accepted and the church to which a letter of transfer is sent), and removed members, with applicable dates, and recording of Confirmations and Baptisms (including date of birth and parents and sponsors), and, including making Inactive Members who do not meet the criteria of Active Membership as determined by the Diaconate, 2) inform the Maine Conference of the United Church of Christ (UCC) annually of the number of Members, 3) prepare letters of removal and transfer for departing Members who are joining another church in a form approved by the Diaconate, 4) post the Warrant for any meeting of the Congregation in a highly visible location of the Church House and assure that such meeting date and purpose is communicated to the Membership, 5) prepare the minutes of all meetings of the Congregation and Church Council, 6) preserve on file all of the official communications and written reports, the records of legal documents, the transactions of all business meetings of First Parish Church, and the minutes of all meetings of the Church Council and Boards, 7) be a co-signatory with the Moderator of the Church Council of legal documents of First Parish Church, and 8) 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 UCC Maine Conference and the duties associated with the Secretary of a corporation.
- B. Election and Term:** The Clerk shall be elected by a majority of the Active Members at the Annual Meeting of the Congregation for a term of three (3) years and may serve for an unlimited number of terms.

## Section 6.4 Treasurer

- A. Duties:** The Treasurer shall receive all funds contributed, donated, bequeathed, or paid to First Parish Church for any program or activity of First Parish Church and exercise custody of them according to the direction and policy of the Assessors and shall pay out such funds, from bank and investment accounts established in the name of First Parish Church, in accordance with the instructions of the Assessors for expenses of First Parish Church, including staff salaries, tax withholdings to the government, and related expenses. With the approval of the Assessors, the Treasurer shall maintain bank and other financial accounts for the proper management of First Parish Church monies and have access to any of the invested funds of First Parish Church, including the securities, bonds or mutual funds held in the name of the Church, and bank and brokerage accounts held in the name of First Parish Church. The Treasurer shall manage the invested funds custodial relationship with the entity chosen by the Investment Committee to manage the investment portfolio of First Parish Church and inform such custodian at the beginning of each fiscal year of the amount from invested funds, if any, needed to meet the annual operating and mission needs of First Parish Church. The Treasurer shall maintain books of account and records in which all receipts and expenditures of First Parish Church shall be recorded. The Treasurer shall render to the Assessors a monthly written report of the year-to-date receipts and expenditures of First Parish Church against the budgeted amounts approved by the Members of the Congregation at the Annual Meeting. The Treasurer shall approve the Cemetery Treasurer candidate(s) to be elected by the Cemetery Trustees. The Treasurer shall also prepare an Annual Report for the Members of the Congregation of the receipts, expenditures and financial position of First Parish Church and direct the Cemetery Treasurer to prepare an Annual Report of the First Parish Cemetery for inclusion in the annual report of First Parish Church.
- B. Bonding:** The Assessors shall purchase and maintain a surety company bond on the Treasurer for the faithful discharge of these duties. The premium for such bond shall be paid by First Parish Church.
- C. Delegation of Duties:** The Treasurer may delegate to other persons, with approval of the Assessors, such of his or her duties as needed, including maintaining a bank account for the receipt and expenditures of funds related to First Parish Cemetery or the activities of a group of the Church whose activities have been approved by the Church Council. Such other person(s) shall be designated as an Assistant to the Treasurer with duties specified by the Treasurer. The Treasurer shall be responsible for the accuracy of all bank and brokerage accounts held in the name of First Parish Church and First Parish Cemetery and any reports provided to the Members of the Congregation on receipts and expenditures of First Parish Church, First Parish Cemetery, and any groups of First Parish Church.
- D. Election and Term:** The Treasurer shall be elected by a majority of the Active Members at the Annual Meeting of the Congregation for a term of one (1) year and may serve for an unlimited number of terms.

**Section 6.5 Other Elected Positions:** Other elected positions may include the Financial Secretary, the Auditor, the Historian/Archivist, and Delegates to UCC denominational or other ecclesiastical meetings. All elections for such positions shall occur at the Annual Meeting of the Congregation. Unless specified otherwise below, those elected shall serve terms of three (3) years as the specified position incumbent or until their successors are duly elected. They may be re-elected to serve successive terms, unless otherwise specified below. Vacancies between elections shall be filled by the Church Council, according to the procedures described in Section 6.1.C., above.

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- A. Financial Secretary:** The Financial Secretary, under the direction of the Treasurer, shall record all pledges and contributions made by Members and other donors for whom governmental regulations require the recording and reporting to the individual of such contributions or donations. The Financial Secretary will work with the Stewardship Committee to record all pledges and provide a monthly report to the Assessors on the aggregate year-to-date pledge amount for categories determined by the Assessors, e.g., Operating Fund, donations to the UCC, and capital improvements. The Financial Secretary shall also provide a statement, at least annually, to Member and regulatory required donors of the amount donated for the calendar year (year-to-date) and the pledge amount, if any, of the donor. The Financial Secretary will keep confidential any information obtained in the course of conducting the duties of this position. The Financial Secretary, with the concurrence of the Treasurer, may delegate duties to an Assistant Financial Secretary, who shall be appointed by the Financial Secretary, with the approval of the Church Council.
- B. Historian/Archivist:** The Historian/Archivist, under the direction of the Church Council, 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 First Parish, First Parish Church and First Parish Cemetery since the founding of the Church and the Parish. The Historian/Archivist may be asked to present information from the archives which promote affirmation for and appreciation of this history.
- C. Auditor:** The Auditor, following the close of each fiscal year, shall, with other members of the Audit Committee, make a thorough examination of 1) the records of the Treasurer and any assistants and of all statements prepared by them and 2) the Investment/Endowment Funds of First Parish Church, including those of First Parish Cemetery, and of all reports covering the same and provide a report to the Members of the Congregation at the Annual Meeting of First Parish Church on the Financial Statements provided by the Treasurer. The Auditor shall also present a report annually to the Assessors on financial policies and procedures which includes a letter to the Assessors, presenting the assessment of the Audit Committee and if necessary corrective action. The Auditor shall not be a member of the Board of Assessors. The same person may be elected for a subsequent term for the Auditor position, provided that such term commences at least one year following the second consecutive term as the Auditor.
- D. Delegates to Represent First Parish Church at Denominational or Other Ecclesiastical Meetings:** There shall be elected Delegates with the number determined in accordance with the policy of the UCC Maine Conference who shall attend the annual meeting of the UCC Maine Conference, with expenses paid by First Parish Church, and report, as they deem appropriate, to the Members of the Congregation on matters related to this meeting. Delegates shall attend other meetings as requested by the Senior Pastor.

### Article VII. Boards

#### Section 7.1 Boards

- A. Boards Defined:** Boards shall be under the direction of the Church Council and include the Board of Assessors, Board of Cemetery Trustees, Board of Christian Education, Board of Deacons (Diaconate), Board of Mission Outreach, and the Board of Music Ministries.
- B. Election and Term:** A member of a Board to be elected for a new term shall be nominated by the Nominating Committee in accordance with Sections 8.10 and 10.4. All First Parish Church Board members must be Active Members of First Parish Church. All elections for new Board

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members shall occur at the Annual Meeting of the Congregation and be determined by a majority of the Active Members present and voting. Nominations from the floor will be recognized during the Annual Meeting and included in the election process. Unless otherwise specified in this Article VII, members of Boards shall be elected for a term of three (3) years by a majority of the Active Members at the Annual Meeting, which shall begin immediately following the Annual Meeting, in evenly distributed classes, where possible, so that regular rotation of Board members can be maintained.

- C. **Board Chair and Vice-Chair:** A Chair of each Board shall be elected by the members of that Board for a one (1) year term at the first meeting of that Board following the Annual Meeting. A Vice-Chair of a Board may be elected by that Board to serve for a one (1) year term.
- D. **Term Limits:** Chairs and Vice-Chairs of Boards may be elected for no more than three consecutive one-year terms. Board members, including former Chairs and Vice-Chairs, may serve a total of no more than six (6) consecutive years. Any former Board member may again be elected to that Board following a sabbatical period of at least one year after six consecutive years of service on that Board.
- E. **Vacancies:** Vacancies between elections shall be filled by the respective Board with the approval of the Church Council, according to the procedures described in Article VI.
- F. **Removal:** Any Board member may be removed by a two-thirds (2/3rds) vote of the Church Council whenever, in its unconditional judgment, the best interest of First Parish Church will be served thereby.

### Section 7.2 Board of Assessors

- A. **Responsibilities:** The Assessors shall be responsible, under the direction of the Church Council, for managing the business matters, financial assets, and operating expenses of First Parish Church and First Parish Cemetery and the proper use and maintenance of all property of First Parish Church, subject to the direction of the Members of the Congregation and the provisions of these Bylaws. They shall 1) care for all of the material interests of First Parish Church, its property and purchase of property, both real and personal, all funds deposited to First Parish Church's accounts, and its endowments and investments, 2) determine the salary rate and compensation elements of the Senior Pastor, Pastor(s), and other First Parish Church Program and Staff members in concurrence with the Personnel Committee, 3) provide the ways and means of underwriting the financial support of the programs of First Parish Church, 4) develop the annual budget of the Operating Fund and Capital Improvement Fund in cooperation with the Church Council, 5) determine the rental fees for the use of church buildings and grounds, 6) determine expenditures and develop a long-term budget for the Capital Improvements Fund in cooperation with the Building & Grounds Committee, as described in Section 8.3.4), 7) assure that proper policies and procedures, including approval authority, are implemented for depositing and expending moneys and assets donated or bequeathed to First Parish Church, 8) authorize and direct the Treasurer concerning the expenditures of the Operating Fund and any Funds created by the Treasurer to fulfill the intent of the donor(s) or for reimbursement of expenditures in the course of fulfilling the mission of First Parish Church, 9) provide for commensurate bonds of indemnity for the Treasurer and Assistants to the Treasurer, 10) be empowered to call a special meeting of the Members of the Congregation, 11) request the approval of the Members of the Congregation on the purchase, sale, lease, or trade of real property in the name of First Parish Church, and the action of the Assessors pursuant to the direction of the Members of the Congregation shall be binding upon First Parish Church, 12) provide a current inventory of First Parish Church property and

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maintain insurance against damage or loss of property and against claims of liability, and 13) have the right to retain counsel to advise on legal matters of First Parish Church. In fulfilling this responsibility, they shall have supervision of the Cemetery Board of Trustees, general overview of the Audit, Building and Grounds, Collection, Personnel, Stewardship, and Investment committees, and be responsible for nominating members for the Investment Committee.

- B. **Membership:** The Assessors shall consist of at least five (5), but no more than seven (7) elected members. The Treasurer shall be an ex-officio member.
- C. **Reporting:** Minutes of Assessors' meetings shall be kept in written form and presented to the Church Council. They shall present a written report of their activities for the fiscal year at the Annual Meeting.

### Section 7.3 Board of Cemetery Trustees

- A. **Responsibilities:** The Board of Cemetery Trustees shall be under the financial supervision of the Assessors and serve as the legal Trustees of the First Parish Cemetery Association, a state of Maine and 501(c)(13) organization. The Trustees shall be responsible for 1) assuring that there are sufficient grave lots to meet the current and future needs of the community, 2) keeping effective records of grave lots, 3) leasing grave lots, 4) hiring and supervising Cemetery personnel, 5) purchasing supplies and equipment, 6) setting wage rates, 7) overseeing general cemetery and equipment maintenance, 8) meeting the legal requirements of operating a cemetery association in the state of Maine, 9) developing an annual budget for the operation of the Cemetery, which shall be approved by the Assessors, 10) approving operating expenditures and any capital expenditures, as proposed by the Cemetery Superintendent, 11) meeting 501(c)(13) filing requirements with the Internal Revenue Service, and 12) developing plans such as Business Plans and Capital Investment Plans.
- B. **Membership and Officers:** The Board of Trustees of First Parish Cemetery shall consist of five (5) elected members. The Officers of the First Parish Cemetery Association shall be a Chair, Vice-Chair, Cemetery Treasurer and Cemetery Secretary. The Cemetery Treasurer and Cemetery Secretary shall be ex-officio members of the Board of Cemetery Trustees, unless either is elected as a Trustee in accordance with Sections 7.1.B or 7.1.E.
- C. **Cemetery Treasurer:**
  - a. **Duties:** The Cemetery Treasurer shall receive all funds paid, donated, or bequeathed to First Parish Cemetery, including income from Cemetery Endowment and Trust Funds, for any program or activity of First Parish Cemetery and exercise custody of them according to the direction and policy of the Assessors and Cemetery Trustees and shall pay out such funds, from bank and investment accounts established in the name of First Parish Cemetery, in accordance with the instructions of the Assessors and Cemetery Trustees for expenses of First Parish Cemetery, respectively, including staff salaries, tax withholdings to the government, and related expenses. With the approval of the Assessors, the Treasurer shall maintain bank and other financial accounts for the proper management of First Parish Cemetery monies and have access to any of the invested funds of First Parish Cemetery, including the securities, bonds or mutual funds held in the name of the Cemetery. The Cemetery Treasurer shall manage the invested funds custodial relationship with the entity chosen by the Investment Committee to manage the investment portfolio of First Parish Cemetery and inform such custodian at the beginning of each fiscal year of the amount from invested funds, if any, needed to meet the monthly operating needs of First Parish Cemetery. The Cemetery Treasurer

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shall maintain books of account and records in which all receipts and expenditures of First Parish Cemetery shall be recorded. The Cemetery Treasurer shall render to the Cemetery Trustees a monthly written report of the year-to-date receipts and expenditures of First Parish Cemetery against the budgeted amounts approved by the Assessors. The Cemetery Treasurer shall also prepare an Annual Report, under the direction of the Treasurer of First Parish Church, for the Members of the Congregation of the receipts, expenditures and financial position of First Parish Cemetery for inclusion in the annual report of First Parish Church. The Cemetery Treasurer shall also be responsible for filing First Parish Cemetery's Form 990 annually with the Internal Revenue Service

- b. Bonding:** The Cemetery Trustees shall purchase and maintain a surety company bond on the Cemetery Treasurer for the faithful discharge of these duties. The premium for such bond shall be paid by First Parish Cemetery.
- c. Election and Term:** The Cemetery Treasurer shall be elected by a majority of the Cemetery Trustees at the first meeting of the Trustees following the Annual Meeting of First Parish Church for a term of one (1) year and may serve for an unlimited number of terms. The Treasurer of First Parish Church shall approve the candidate(s) for election each year.

### E. Cemetery Secretary:

- a. Duties:** The Cemetery Secretary shall prepare and retain the minutes of Trustee meetings and assure that the records of First Parish Cemetery Association are securely retained.
- b. Election and Term:** The Cemetery Secretary shall be elected by a majority of the Cemetery Trustees at the first meeting of the Trustees following the Annual Meeting of First Parish Church for a term of one (1) year and may serve for an unlimited number of terms.

- D. Reporting:** Minutes of Cemetery Trustees' meetings shall be kept in written form and presented to the Assessors. The Trustees shall present a written report of their activities, including a financial report developed by the Cemetery Treasurer, for the fiscal year at the Annual Meeting.

## Section 7.4 Board of Christian Education

- A. Responsibilities:** The Board of Christian Education shall be responsible, with the Director of Christian Education, for lifelong faith and spiritual development through classroom teaching, bible studies, book groups, and opportunities for fellowship and service. The Board shall be responsible for 1) the training and appointment of lay workers, teachers and assistants for the Church School, 2) supervising the nursery and obtaining nursery workers, 3) prepare an annual budget of Operating Fund expenditures for the Church School, Vacation Bible School, K-Club, Jr. and Sr. High Youth Groups to be submitted to the Assessors, and 4) provide general overview of activities concerning the Senior High Mission Trip.
- B. Membership:** The Board shall consist of at least five (5), but no more than nine (9) elected members. The Director of Christian Education shall be an ex-officio member.
- C. Reporting:** Minutes of Board meetings shall be kept in written form and presented to the Church Council. The Board shall present a written report of their activities for the fiscal year at the Annual Meeting.

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### Section 7.5 Board of Deacons or Diaconate

- A. Responsibilities:** The Diaconate shall be responsible for leading the Congregation to a deeper Christian faith and commitment to the mission of First Parish Church. The Diaconate shall 1) provide advice and counsel on spiritual matters to the Pastors and other Boards and Committees, 2) assist in worship, administering Holy Communion, and lay ministry to the Congregation, 3) provide for the supply of the pulpit during vacation, illness, or sabbatical leave of the Pastor(s), 4) be concerned with the welfare of those who are sick and in need and, where applicable, authorize the use of funds held for that purpose, 5) act for First Parish Church in receiving new Members, determining Active and Inactive Members in accordance with Section 3.3, and granting letters of transfer of Members to other churches, 6) show Christian fellowship to guests attending our services, and 7) determine First Parish Church policies regarding baptisms, Holy Communion, and receiving new Members. In fulfilling this responsibility, the Diaconate shall have supervision of the Caregiving, Flowers, Hospitality, and Memorials Committees.
- B. Membership:** The Diaconate shall consist of at least twelve (12), but no more than twenty (20) elected members with the intention of being equally distributed by gender. The Senior Pastor and Pastor(s) shall be ex-officio members. The Diaconate will maintain a list of past Deacons who are willing to help during church services and events as required.
- C. Meetings:** The Diaconate shall meet regularly. Special meetings of the Diaconate may be called by the Chair, the Senior Pastor, or by three members of the Diaconate.
- D. Reporting:** Minutes of Diaconate meetings shall be kept in written form and presented to the Church Council. The Diaconate shall present a written report of their activities, including a financial report of the Deacons' Fund developed with the Treasurer, for the fiscal year at the Annual Meeting.

### Section 7.6 Board of Mission Outreach

- A. Responsibilities:** The Board of Mission Outreach shall be responsible for 1) the oversight of mission activities of First Parish Church, 2) determining annual mission expenditures, seeking out and designating the mission projects, organizations and amounts for mission expenditures, including the amount of such aggregate expenditures and providing such to the Assessors in preparing the Operating Fund budget, 3) recommend the budget amount to be paid to the UCC's "Our Church's Wider Mission," 4) directing the Treasurer as to mission monies to be paid, 5) acting as a focal point or catalyst relative to current social issues through education and stimulation of individuals and group involvement, working where feasible with existing integral organizations and Committees of First Parish Church, and 6) promoting awareness of First Parish Church mission activities to the Congregation.
- B. Membership:** The Board shall consist of at least five (5), but no more than seven (7) elected members. The Senior Pastor shall be an ex-officio member.
- C. Reporting:** Minutes of Board meetings shall be kept in written form and presented to the Church Council. The Board shall present a written report of their activities for the fiscal year at the Annual Meeting.

### Section 7.7 Board of Music Ministries

- A. Responsibilities:** The Board of Music Ministries shall 1) be responsible, with the Director of Music Ministries, for the choirs, overall music program, music library, and promoting and

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supporting all music activities of First Parish Church, 2) authorize and support the hiring of the services of musicians for special Sunday services or programs when necessary, 3) establish guidelines for the purchase, use, maintenance, and replacement of hymnals, choir robes, folders, sheet music, the organ and pianos, accessory music equipment, audio systems (excluding those audio components not in the sanctuary), and other materials needed for an effective music program, and 4) propose the annual music budget with the assistance from the Director of Music Ministries and submit for review by the Assessors in preparing the annual Operating Fund budget. The Board, in collaboration with the Personnel Committee, shall make recommendations to the Sr. Pastor for the terms of employment, rate of pay, hours of work, and vacation policy for the Director of Music Ministries and music program staff. The Board serves as the communication link between the congregation and Director of Music Ministries.

- B. Membership:** The Board shall consist of at least five (5), but no more than seven (7) elected members who are directly or indirectly involved in the music program of First Parish Church. The Director of Music Ministries shall be an ex-officio member.
- C. Reporting:** Minutes of Board meetings shall be kept in written form and presented to the Church Council. The Board shall present a written report of their activities for the fiscal year at the Annual Meeting.

### Article VIII. Committees

#### Section 8.1 Committees

- A. Committees Defined:** Committees shall be under the direction of the designated Board or the Church Council, as determined by these By-Laws, and include the Audit Committee, the Building and Grounds Committee, the Caregiving Ministry Committee, the Collections Committee, the Flowers Committee, the Hospitality Committee, the Investment Committee, the Memorials Committee, the Nominating Committee, the Pastoral Relations Committee, the Personnel Committee, and the Stewardship Committee. Any Board may create a committee with the approval of the Church Council. The Church Council may create additional Committees, as it deems appropriate.
- B. Election and Term:** An elected member of a Committee shall be nominated by the Nominating Committee for election at the Annual Meeting in accordance with Sections 8.10 and 10.4. All elected First Parish Church Committee members are required to be Active Members of First Parish Church, unless the nominee who is not an Active Member is approved by the Church Council. All elections for newly elected Committee members shall occur at the Annual Meeting of the Congregation and be determined by a majority of the Active Members present and voting. Nominations from the floor will be recognized during the Annual Meeting and included in the election process. Unless otherwise specified in this Article VIII, elected members of Committees shall be assigned to an evenly distributed class, where possible, and elected for a three-year term, which shall begin immediately following the Annual Meeting, and an elected member may serve for no more than three (3) consecutive terms on the same committee. A Committee member that is not elected may serve for an unlimited number of one (1) year terms, as determined by the Committee Chair in accordance with Sections 8.4, 8.6, and 8.7.
- C. Committee Chair:** Unless specified otherwise in this Article VIII, a Chair of each Committee shall be elected by the newly elected committee at the first committee meeting after the Annual Meeting. A Vice-Chair of a Committee may be elected by that Committee to serve for a one (1) year term if the committee deems it appropriate to have a Vice-Chair position.

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- D. **Vacancies:** Vacancies between elections shall be filled by the Church Council.
- E. **Removal:** Any Committee member may be removed by a two-thirds (2/3rds) vote of the Church Council whenever, in its unconditional judgment, the best interest of First Parish Church will be served thereby.

**Section 8.2 Audit Committee:** The Audit Committee shall consist of the Auditor and three (3) other elected members who are not a member of the Board of Assessors. One new committee member, other than the Auditor, shall be elected annually for a term of three (3) years. A committee member may serve for an unlimited number of terms. The Audit Committee, under the direction of the Auditor and the Assessors, shall audit the records of all First Parish Church funds, review and recommend policies and procedures for appropriate financial controls for all such funds, and present a written report of their audit at the Annual Meeting. The Auditor shall provide reports of the committee in accordance with Section 6.5.C. The Assessors shall have general overview of the duties of this committee.

**Section 8.3 Building and Grounds Committee:** The Building and Grounds Committee shall consist of five (5) to seven (7) elected members who are responsible for maintaining the Church House, Fellowship Hall, Parish House, Parsonage, and Grounds, including 1) the clean and orderly condition of the buildings, 2) scheduling and contracting exterior and interior painting as appropriate, 3) the periodic evaluation of all security, heating/ventilating, audio and visual systems, electrical and plumbing equipment, 4) making recommendations to the Assessors as are necessary for equipment replacement, maintenance, repairs, capital expenditures, and upkeep, 5) the care and landscaping of the grounds 6) the care of walkways, parking areas, and roadways on the grounds. A committee member may serve for an unlimited number of terms. The Assessors shall have general overview of the duties of this committee.

**Section 8.4 Caregiving Ministry Committee:** The Caregiving Ministry Committee shall consist of two (2) elected members – a Chair and Vice-Chair. The Chair, in collaboration with the Sr. Pastor and the approval of the Church Council, may select as many Committee members as deemed necessary by the Chair to fulfill the committee’s responsibilities. The committee is responsible for programs and services that meet the needs of Members and friends of First Parish Church who are in need. A committee member may serve for an unlimited number of terms. The Diaconate shall have general overview of the duties of this committee.

**Section 8.5 Collections Committee:** The Collection Committee shall consist of at least four (4) elected members who will be responsible for the counting, depositing and reporting of all church service collections. At least two (2) members of the committee will i) be responsible for the accurate count of each offering collected, ii) be present during the counting procedure, and iii) be present when opening the safe containing collections. The Collection Committee shall provide a report to the Treasurer and Financial Secretary following each deposit. Members of this committee shall keep confidential any information obtained in the course of counting funds. A committee member may serve no more than two (2) consecutive terms. The Assessors shall have general overview of the duties of this committee.

**Section 8.6 Flowers Committee:** The Flowers Committee shall consist of two (2) elected members – a Chair and Vice-Chair. The Chair may select as many Committee members as deemed necessary by the Chair to fulfill the committee’s responsibilities. The committee is responsible for the weekly placement of altar flowers, including flowers for particular Sundays as funded by the Flowers Funds.

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The committee shall also provide holiday decorations and flowers for special occasions, e.g., rosebuds for new babies and boutonnieres for new Members. The Diaconate shall have general overview of the duties of this committee.

**Section 8.7 Hospitality Committee:** The Hospitality Committee shall consist of two (2) elected members – a Chair and Vice-Chair. The Chair, in collaboration with the Sr. Pastor and the approval of the Church Council, may select as many Committee members as deemed necessary by the Chair to fulfill the committee’s responsibilities. The committee is responsible for creating a spirit of inclusion and extravagant welcome for all guests and friends of First Parish Church. The Committee gathers contact information and orients guests to faith life and leadership at First Parish Church. In cooperation with the Pastor(s), the Committee provides a minimum of two opportunities annually for guests to unite in church membership. The Diaconate shall have general overview of the duties of this committee.

**Section 8.8 Investment Committee:** The Investment Committee shall consist of five (5) elected members. The Committee shall be responsible for selecting an Investment Advisor to invest and manage the portfolio of funds of First Parish Church and First Parish Cemetery. The Investment Advisor shall invest these funds according to the financial objectives, strategic guidelines and investment policy established by the Investment Committee and approved by the Board of Assessors. This Committee shall review the investments and investment performance during the year and report in writing at the Annual Meeting, and at other times when the Assessors deem necessary. The Assessors shall have general overview of the duties of this committee.

**Section 8.9 Memorials Committee:** The Memorials Committee shall consist of at least five (5) elected members who are responsible for designated and undesignated gifts<sup>4</sup> given to First Parish Church typically in memory of specific individuals. The gifts are either designated for a specific use or given without a specific designation, in which case the funds are added to an undesignated gifts account. Such responsibility includes providing the donor with suggested gifts, record-keeping and reporting of the gift, and appropriate recognition of the gift, as determined by the committee and in consultation with the Financial Secretary and Treasurer. The committee will manage the expenditure of undesignated funds for specific and appropriate First Parish Church projects or items. The committee shall authorize and direct the Treasurer to make any expenditure from the Memorials Fund on behalf of the committee. The committee shall be responsible for recommending the placement and preservation of memorial gifts to the Diaconate. The Diaconate shall have general overview of the duties of this committee.

### **Section 8.10 Nominating Committee:**

- A. **Membership:** The Nominating Committee shall consist of at least five (5) elected members who are each assigned to a class. An elected member on the committee will serve a three-year term or less if a vacancy occurs, and may not serve an immediate consecutive term.
- B. **Committee Chair:** The Chair of the Nominating Committee 1) shall be elected by the committee, 2) shall serve a one-year term, and 3) and may be re-elected by the committee.
- C. **Responsibilities:** The Nominating Committee shall be responsible for nominating candidates for all Officer and Elected Positions, and vacant Board and Committee membership for the

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<sup>4</sup> Gifts for purpose of this paragraph do NOT include bequests given to First Parish Church, which is the responsibility of the Assessors concerning the use of the bequest.

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ensuing twelve month period for consideration of those Members present and voting at the Annual Meeting, except for members of the Investment Committee who are nominated by the Assessors. The committee shall inform the Members of the congregation of the positions open for election and appointment at least three (3) months prior to the Annual Meeting in accordance with Section 10.4. The committee should provide full consideration to all individuals presented to the committee and adhere to the provisions of these Bylaws on term limits and qualifications. The committee must obtain the consent of each nominee prior to election at the Annual Meeting. The committee shall submit its nominees to the Clerk at least three weeks prior to the Annual Meeting in time for publication with the Warrant for the call of the Annual Meeting and placement within the Sunday bulletin at least one Sunday prior to the Annual Meeting. The committee report for each fiscal year shall be the slate of all nominees presented at the Annual Meeting.

- D. **Committee Oversight:** The Church Council shall have general overview of the duties of this Committee.

**Section 8.11 Pastoral Relations Committee:** The Pastoral Relations Committee shall consist of three (3) to five (5) elected members who are responsible for the establishment and maintenance of goals of good relations, mutual trust and open communication, including evaluating strengths and weaknesses, between the Members of the Congregation of First Parish Church and the Pastor(s) and providing a framework in which issues can be dealt with constructively and in strict confidentiality. The committee shall hold dialogue with the Pastor(s) at regular intervals concerning the Pastors' personal needs, goals and expectations and those of First Parish Church and to provide support, feedback, and developmental guidance to the Pastor(s). The Church Council shall have general overview of the duties of this committee.

**Section 8.12 Personnel Committee:** The Personnel Committee shall consist of three (3) to five (5) elected members and be responsible for recommending to the Church Council for approval the responsibilities and duties of the Senior Pastor, Pastors, and Church Staff as needed, the safe church policy, and personnel policies of First Parish Church. The committee shall also 1) assure that a review of the performance of other members of the First Parish Church Staff, as defined in Sections 5.5 and 5.6, has been conducted by the Senior Pastor and 2) recommend the general salary or wage rate of increase for the Pastor(s) and other members of the First Parish Church Staff and the benefits to be provided to such members to the Assessors to include in the Operating Fund budget for First Parish Church and First Parish Cemetery. Minutes of committee meetings shall be kept in written form and presented to the Church Council, unless the issues discussed at the meeting should be held in strict confidence, as determined by the committee. The committee shall present a written report of their activities for each fiscal year at the Annual Meeting. The Assessors shall have general overview of the duties of this committee.

**Section 8.13 Stewardship Committee:** The Stewardship Committee shall consist of three (3) to five (5) elected members and be responsible for educating, motivating and encouraging all those who worship and believe in the ministries and missions of First Parish Church to practice stewardship as an expression of gratitude to God. Committee responsibilities include 1) cultivating stewardship through spiritual growth and education, 2) developing and implementing a year-round stewardship ministry that creates, educates, and supports a congregation of generous disciples, 3) collaborating with Boards regarding annual and on-going ministries and financial needs of the Church, 4) fostering a sense of belonging to and ownership of the church and its welfare, 5) developing and implementing an annual stewardship campaign, and 6) educating and encouraging Member planned giving (wills

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and trusts) and providing donor guidance. The Pastor(s) shall be ex-officio members of this committee. Minutes of committee meetings shall be kept in written form and presented to the Church Council. The committee shall present a written report of their activities for each fiscal year at the Annual Meeting. The Assessors shall have general overview of the duties of this committee.

**Section 8.14 Ad Hoc Committees:** The Church Council may create ad hoc committees for particular purposes and for defined periods of time.

**Section 8.15 Sub-Committees:** Committees may create subcommittees as appropriate.

### **Article IX. Finances, Budget and Personnel**

**Section 9.1 History:** First Parish Church York, Maine, legally incorporated in the state of Maine in 2016 as a non-profit corporation, is the legal successor to First Parish and First Parish Church in York, Maine, operating as First Parish Church. As such, First Parish Church York, Maine assumes ownership and responsibility for all financial resources, obligations, and property, both real and personal, formerly owned or under the control of First Parish and First Parish Church in York, Maine, which includes First Parish Cemetery Association, a 501(c)(13) organization.

**Section 9.2 Fiscal Year:** The fiscal year of First Parish Church shall begin on January 1 and end on December 31 of each year.

**Section 9.3 Operating Fund and Capital Improvements Fund Budgets:** The Church Council will solicit Operating Fund and Capital Improvements Fund budget requests from appropriate Boards and committees of First Parish Church. These will be assembled and given to the Assessors, who will construct proposed annual Operating Fund and Capital Improvements Fund budgets for a fiscal year. The Operating Fund and Capital Improvements Fund budgets, as proposed by the Assessors, will be reviewed by the Church Council and any changes will be referred back to the Assessors for reallocation or approved by the Church Council for submission to the Members of the Congregation. Following Church Council approval, the proposed Operating Fund and Capital Improvements Fund budgets will be submitted to the Active Members of the Congregation for adoption or revision at the Annual Meeting as part of the Treasurer's report.

**Section 9.4 External Audits:** The Church Council may direct the Assessors to engage a professional services firm to conduct an audit of the financial records and procedures of First Parish Church. The expenditure for such external audit would be from the annual Operating Fund, unless funded by a donor designated contribution, with Members of the Congregation or Church Council approval in accordance with Section 9.4.

**Section 9.5 Real Property:** Any purchase, sale or lease of real property shall be recommended by the Assessors to the Church Council for presentation and vote at a meeting of the Members of the Congregation and shall require approval of two-thirds (2/3rds) of those Members present and voting.

**Section 9.6 Personnel Compensation and Benefits:** The Personnel Committee shall recommend compensation and benefits to the Assessors prior to the adoption of the Operating Fund budget. The Assessors, upon recommendation of the Personnel Committee, will set personnel policies and procedures for First Parish Church, approve all employment contracts, and arbitrate personnel disputes that cannot be resolved by the Personnel Committee.

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**Section 9.7 Contracts:** The Church Council may authorize any Officer(s) or agent(s) of First Parish 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 or on behalf of First Parish Church, and such authority may be general or confined to specific instances.

**Section 9.8 Performance Evaluations:** Performance evaluations for Church Staff will be performed at a minimum annually or when is deemed necessary by the responsible party per the guidelines established by the Personnel Committee.

**Section 9.9 Indemnification:** First Parish Church shall have the power to indemnify and, without formal action by the Membership, shall indemnify any Officer or Cemetery Trustee, 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 or Cemetery Trustees, such as employees, agents or other persons acting for or on behalf of First Parish Church or First Parish Cemetery may be made only by affirmation vote of the Church Council in specific instances. First Parish Church may purchase and maintain insurance on behalf of any person who is or was an Officer, Cemetery Trustee, employee or agent of First Parish Church or First Parish Cemetery 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 First Parish Church or First Parish Cemetery would have the power to indemnify such person.

**Section 9.10 Distribution of Assets Upon Dissolution:** Upon the dissolution of the corporation, the Board of Directors, i.e., the Church Council, shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article X. Meetings**

**Section 10.1 Annual Meetings:** First Parish Church shall hold at least one meeting of the Members of the Congregation each fiscal year. The Annual Meeting of the Congregation shall be held no later than the end of February. The Moderator shall determine the date for the Annual meeting and assure that such date is communicated to the Members of the Congregation in a timely manner.

**Section 10.2 Special Meetings:** Special meetings of the Congregation may be requested by the Senior Pastor, the Church Council, the Board of Assessors, the Diaconate, or the written request of at least twenty-five (25) Members of the Congregation. The request shall be addressed to the Clerk and delivered to the Church Office. The Clerk shall assure that notice of a special meeting is posted in accordance with Section 10.3, published in the First Parish Church newsletter and/or the Sunday bulletin, and announced by a Pastor at a regular Sunday service, including the purpose of the special meeting. No other business shall be conducted in the special meeting, unless voted as such by at least two-thirds of the Members attending and voting at the special meeting.

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**Section 10.3 Meeting Warrant Posting:** To respect our history, notification of Annual and special meetings shall be in the form of a Warrant. The Moderator of the Church Council, in conjunction with the Clerk, shall be responsible for the preparation, contents, and posting of the Warrant for the meeting. The Warrant shall be completed and ready for posting by the Clerk in a highly visible location of the Church House and assure that such meeting date and purpose is communicated to the Membership at least seven (7) days before the Annual or special meeting. Members wishing to present articles for consideration in the Warrant, other than those proposed by the Church Council, may do so by presenting a written request to the Moderator at least fourteen (14) days before said meeting, stating their desires and signed by at least five (5) Members. Notice to Members regarding the request for articles for consideration shall be made three (3) weeks in advance of the Annual Meeting.

**Section 10.4 Officer, Board and Committee Member Nominating Process:** The Nominating Committee shall adhere to the following guidelines:

- A. Member Interest:** The Nominating Committee shall inform the Members of the Congregation of Officer, Elected Position, Board and Committee position vacancies for the next fiscal year no later than three (3) months prior to the Annual Meeting. Active Members interested in being considered as a nominee shall present their interest in writing to the Nominating Committee no later than two months prior to the Annual Meeting.
- B. Board Suggestions:** Board chairs shall provide the Nominating Committee with possible nominees for their Board and designated Committees no later than two months prior to the Annual meeting.
- C. Committee Assistance:** The Chair of the Nominating Committee shall notify the Chair of any Board or Committee with unfilled nominee positions at least one month prior to the Annual Meeting. The Chair of that Board or Committee will actively assist the Nominating Committee in identifying potential nominees for that Board or Committee.
- D. Church Council and Senior Pastor Consultation:** The Nominating Committee shall consider the advice and counsel of the Church Council and Senior Pastor for candidates being considered as nominees for Officer, Board and Committee position vacancies.

**Section 10.5 Voting Membership:** Voting members at meetings of the Congregation shall be Active Members who are enrolled on the books of the Clerk.

**Section 10.6 Quorum:** A quorum shall consist of thirty (30) Active Members of the Congregation for an Annual Meeting or a special meeting. For Boards and Committees, a meeting quorum shall consist of a majority of elected members of the Board or Committee.

**Section 10.7 Voting:** Except in cases specified elsewhere in these Bylaws, motions will be considered approved and passed by vote of a simple majority of Active Members present and voting at the meeting. Proxy voting of any Active Member not attending the meeting is not allowed. The presiding Moderator shall determine if the vote for any motion shall be by voice, hand, or ballot, unless voted otherwise by the Active Members present and voting at the meeting. Voting at Board and Committee meetings shall be by simple majority of those present and eligible to vote at a meeting at which there is a quorum. If a simple majority is not attainable at any meeting of a Board or Committee, then the vote shall be postponed until the next meeting of the Board or Committee.

## Article XI. Conflicts of Interest

**Section 11.1 Purpose:** The purpose of the conflict of interest policy is to protect First Parish Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or a Board or Committee member of First Parish Church or might result in a possible excess benefit transaction, as defined by the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

### Section 11.2 Definitions:

**A. Interested Person:** Any Church Council member, officer, or member of a Board or Committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**B. Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which First Parish Church has a transaction or arrangement, (b) A compensation arrangement with First Parish Church or with any entity or individual with which First Parish Church has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which First Parish Church is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or Committee decides that a conflict of interest exists.

### Section 11.3 Procedures:

**A. Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Church Council, members of Boards, and members of Committees with governing Board delegated powers considering the proposed transaction or arrangement.

**B. Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Church Council, governing Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Church Council, Board or Committee members shall decide if a conflict of interest exists.

### C. Procedures for Addressing the Conflict of Interest:

- (a) An interested person may make a presentation at the Church Council, governing Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or

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- arrangement involving the possible conflict of interest.
- (b) The chairperson of the Church Council, governing Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - (c) After exercising due diligence, the Church Council, governing Board or Committee shall determine whether First Parish Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Church Council, governing Board or Committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in First Parish's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**D. Violations of the Conflicts of Interest Policy:**

- (a) If the Church Council, governing Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Church Council, governing Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 11.4 Records of the Proceedings:** The minutes of the Church Council, governing Board or Committee with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 11.5 Compensation:**

- A. A voting member of the Church Council, governing Board or Committee who receives compensation, directly or indirectly, from First Parish Church is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any Board or Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from First Parish Church for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Church Council, governing Board or Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from First Parish Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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- D. Our Church Council will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Church Council.
- E. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of the organization, and (f) the need of the organization for the services of the particular individual.

**Section 11.6 Annual Statements:** Each Church Council member, officer and member of a Board or Committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, has agreed to comply with the policy, and (c) understands First Parish Church is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 11.7 Periodic Reviews:** To ensure First Parish Church operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to First Parish Church's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 11.8 Use of Outside Experts:** When conducting the periodic reviews as provided for in Section 11.7, First Parish Church may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **Article XI. Implementation**

**Section 11.1 Repeal of Prior Bylaws:** All Bylaws of the First Parish and of the First Parish Congregational Church heretofore existing are hereby repealed.

### **Article XII. Parliamentary Authority**

**Section 12.1 Roberts Rules:** Unless specified otherwise in these Bylaws, Roberts Rules of Order Newly Revised shall govern all proceedings of First Parish Church including the Church Council and all Boards.

### **Article XIII. Amendments, Review and Effective Date**

**Section 13.1 Amendment Procedure:** These Bylaws may be amended, modified or rescinded at any Annual Meeting or special meeting of the Members of the Congregation, provided written notice of

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each proposed amendment is given at least thirty (30) days prior to such meeting and provided that the amendment motion is approved by at least two-thirds (2/3rds) of the Active Members present and voting at the meeting.

**Section 13.2 Review:** The Church Council shall review these Bylaws within one year from their Effective Date with any revisions the Council deems appropriate to be approved by the Active Members at the next Annual Meeting following the Effective Date. Thereafter, these Bylaws will be reviewed at least every five years by the Church Council and updated, with approval of the Membership, as determined necessary by the Church Council. The Church Council at any time may designate an ad hoc committee to review the Bylaws and make recommendations to the Church Council.

**Section 13.3 Effective Date:** The effective date of these By-Laws shall be the date that Active Members of First Parish and First Parish Church, respectively, adopt these Bylaws and the provisions of these Bylaws with respect to elections described herein shall be implemented immediately thereafter.