

**BYLAWS OF THE
WESTBROOK-WARREN CONGREGATIONAL CHURCH
OF THE UNITED CHURCH OF CHRIST**

ARTICLE I – NAME

The name of this Church shall be the Westbrook-Warren Congregational Church of the United Church of Christ located in Westbrook, State of Maine.

ARTICLE II – MISSION

The avowed mission of this Church shall be to worship God, to preach the gospel of Jesus Christ, and to celebrate the Sacraments; to realize Christian fellowship and unity within this Church and the Church Universal; to render loving service toward all people; and to strive for righteousness, justice, and peace.

ARTICLE III – POLITY

The Church shall be a part of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and Bylaws of the United Church of Christ adopted July 4, 1961, and as subsequently amended, relating to local Churches.

The government of this Church is vested in its members, who exercise the right of control in all its affairs, subject, however, to the laws of the State of Maine relating to corporations not for profit or ecclesiastical corporations.

ARTICLE IV – FAITH AND COVENANT

Faith. This Church acknowledges as its sole Head, Jesus Christ, the Son of God and Savior of all people. It acknowledges as brothers and sisters in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive work in the world. It claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own. In accordance with the teaching of our Lord and the practice prevailing among Evangelical Christians, it recognizes two Sacraments: Baptism and the Lord's Supper or Holy Communion.

One expression of this faith is:

“Statement of Faith”

“We believe in You, O God, the Eternal Spirit, God of our Savior Jesus Christ and our God, and to Your deeds we testify:

“You call the worlds into being, create persons in Your own image, and set before each one the ways of life and death.

“You seek in holy love to save all people from aimlessness and sin.

“You judge people and nations by Your righteous will declared through prophets and apostles.

“In Jesus Christ, the man of Nazareth, our crucified and risen Savior, You have come to us and shared our common lot, conquering sin and death and reconciling the world to Yourself.

“You bestow upon us Your Holy Spirit, creating and renewing the Church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.

“You call us into Your Church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ’s baptism and eat at his table, to join him in his passion and victory.

“You promise to all who trust You forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, Your presence in trial and rejoicing, and eternal life in Your realm which has no end.

“Blessing and honor, glory and power be unto You.

“Amen.”

Covenant. We covenant one with another to seek and respond to the Word and the will of God. We purpose to walk together in the ways of Jesus, made known and to be made known to us. We hold it to be the mission of the Church to witness to the gospel of Jesus Christ in all the world, while worshiping God, and striving for truth, justice, and peace. As did our forebears, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the realm of God, and we look with faith toward the triumph of righteousness and eternal life.

ARTICLE V – MEMBERSHIP

1. All persons who are members of the Warren Congregational Church and the Westbrook Congregational Church at the time of the merger of the two Churches and the adoption of these Bylaws, are considered to be members of the Westbrook-Warren Congregational Church of the United Church of Christ.
2. Membership in this Church shall be open to any person fourteen (14) years of age or over who has been baptized, has been confirmed, and has made at a service of worship public confession of faith in Jesus Christ as Lord and Savior. “In accordance with the gospel covenant which binds into a unity ‘faithful people of all ages, tongues, and races,’ membership is open to all without regard to race or color.” Members may also be received by letter of transfer or reaffirmation of faith. Any candidate who because of physical infirmities is unable to fulfill the above requirements at the Church may be received into full membership by the Diaconate.
3. Members shall pledge themselves to attend the regular worship of the Church and the celebration of the Lord’s Supper, to live the Christian life, to share in the life and work of the Church, to contribute to its support and benevolences, and to seek diligently the spiritual welfare of the membership and the community. Such members may act and vote in all the affairs of the Church.
4. Any member may request and be granted a letter of transfer. If wishing to join a body not in fellowship with this Church, this member may be dismissed with a certificate of Church membership. If, because of change of faith or for other reasons, a member requests in writing to be released from membership obligations, the Church shall endeavor to secure this member’s continuance in the fellowship, but failing in such effort the Assistant Clerk shall be directed by the Diaconate to issue the appropriate letter of release.
5. A member whose address has long been unknown or who for a period of two years has not attended the Church’s worship or contributed to its support may, by recommendation of the Diaconate, be removed from the membership roll and placed on an inactive list. If, after the expiration of three additional years, the relationship remains unchanged, the name may be dropped from the inactive list by a further vote of the Diaconate.
6. Associate Members are those persons who do not wish to become full members of the Church but wish to be associated with its life. Anyone who is accepted by vote of the Diaconate and regularly contributes to the support of the Church may become an Associate Member.

ARTICLE VI – GOVERNING BODY

The governing body of this Church shall be the membership assembled in Church meeting. The vote of a majority of members present and voting at the meeting shall be the will and action of the Church. A quorum shall consist of forty (40) members.

ARTICLE VII – CHURCH COUNCIL

1. The Church Council shall be the executive body of this Church. It shall be composed of the Minister or Ministers, the Moderator, the Vice Moderator, the Clerk, the Treasurer of the Church, two (2) members of the Diaconate, two (2) members of the Board of Trustees, two (2) members of the Board of Christian Education, two (2) members of the Board of Christian Mission Outreach, the immediate past Moderator for one (1) year, and three (3) Members-at-Large. A majority of its members shall constitute a quorum.
2. The Church Council shall form such boards or committees as will serve to further the purpose of the Church and may appoint an Assistant Treasurer if needed.
3. The Church Council shall be the policy-making board and shall transact the business of the Church, make provision for the determining and raising of the budgets for both the Church and the Board of Christian Mission Outreach. It shall keep a complete and accurate record of its proceedings, be the custodian of all Church records, and report to the Church at its annual meeting and at any special meeting called for this purpose. All acts and deliberations of the Church Council are subject to the will of the governing body.
4. The Church Council may authorize any extraordinary expense if funds are available but if borrowing exceeds five thousand dollars (\$5,000), it must receive the approval of the Church.
5. The Church Council may call upon any officer, board or committee to give a report at any time.
6. The Church Council shall meet monthly unless otherwise voted at a previous meeting. Special meetings are subject to the Moderator's call.
7. The Church Council shall approve the hiring, duties, salaries and termination of all non-professional and professional employees.
8. Each present, former or future member of the Church Council or officer shall be indemnified by the Church against all liabilities and expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being a member of the Church Council or officer of the Church, provided that such person shall not be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church. The foregoing is intended to grant to members of the Church Council and officers of the Church those rights of indemnification which are more particularly spelled out in the 13A Maine Revised Statutes Annotated, Section 719.

ARTICLE VIII – OFFICERS

1. The officers shall be the Minister, Associate or Assistant Minister(s), Moderator, Vice Moderator, Clerk, Assistant Clerk, Treasurer of the Church, Assistant Treasurer, Collector, Assistant Collector, Auditor, and Historian. The above officers shall be church members.
2. The Minister shall be called by the Church and shall hold the office without limitation of time. At a time agreed upon by both the Church and the Cumberland Association of the United Church of Christ, this person shall be installed or officially recognized as a minister of this Church by the Association. This person shall become a member of the Church as soon as possible after beginning this ministry. The Minister shall be in charge of the spiritual welfare of the congregation and be in care of the services of public worship and the administering of the sacraments. This person shall exercise the privilege of religious teacher and counselor in public and in private and shall have general supervision of the whole organization of the Church, including the selection and supervision of the Church Secretary. The Minister shall be an ex-officio member of all Boards and Standing Committees. The Minister shall be directly responsible to the Church. The Minister may be removed from office by action of the Church, after opportunity for hearing, or the Minister may dissolve the relationship voluntarily. A two-month notice must be given of such intent, unless a briefer notice is mutually agreed upon.

3. An Associate or Assistance Minister (or Ministers) may be called by the Church and shall hold office without limitation of time. At a time agreed upon by both the Church and the Cumberland Association of the United Church of Christ, this person shall be installed or officially recognized as a minister of this Church by the Association. This person shall become a member of the Church as soon as possible after beginning this ministry. The duties shall be determined by the Minister and the Church Council, and in case of absence or inability of the Minister, this person shall be responsible for the work of the Minister. (If there is more than one Associate, the Church Council will designate which is to act as the Minister.) This person shall be an ex-officio member of all Boards and Standing Committees. This person may be removed from office by action of the Church, after opportunity for hearing, or this person may dissolve the relationship voluntarily. A two-month notice must be given of such intent, unless a briefer notice is mutually agreed upon.
4. The Moderator shall be elected to serve for one year. This person shall preside over all business meetings of the Church and shall be a member and Chairperson of the Church Council. The Moderator together with the Vice Moderator shall be responsible for appointing the Christian Enlistment Committee. This person shall be an ex-officio member of all Boards and Standing Committees.
5. The Vice Moderator shall be elected to serve for one year. In the absence of the Moderator, this person shall assume all of the Moderator's duties. The Vice Moderator together with the Moderator shall be responsible for appointing the Christian Enlistment Committee. This person shall be a member and serve as the Vice Chairperson of the Church Council and shall be an ex-officio member of all Boards and Standing Committees.
6. The Clerk shall be elected for one year. This person shall keep a record of the meetings of the Church and the Church Council. This person shall file all communications and written official reports, give official notices of all meetings and conduct all Church correspondence. Within two weeks after each annual meeting, the Clerk shall inform a member of each Board and Committee of the need to organize. As clerk of an incorporated body, this person must be sworn into office by a Justice of the Peace or Notary Public immediately following election.
7. The Assistant Clerk shall be elected for one year. This person shall keep a register of the members of the Church with dates and manners of their reception and removal; also, a record of baptisms and marriages. This person shall issue letters of dismissal and transfer voted by the Diaconate, notifying the Churches to which they are addressed. This person shall assist the Clerk in the performance of all duties in case of the Clerk's temporary absence or disability.
8. The Treasurer of the Church shall be elected to serve for one year or until a successor shall be elected. The Treasurer shall be bonded by the Church. This person shall be accountable for all monies, except Memorial and Trust Funds, and shall insure that such monies are deposited in financial institutions approved by the Church Council. This person shall keep such records and make such reports as the Church Council determines. This person shall make a written annual report in detail to the Church of receipts and disbursements properly audited. This person shall be a member of the Church Council. This person shall be an ex-officio member of the Board of Trustees and the Budget Committee.
9. An Assistant Treasurer may be appointed by the Church Council to serve for one year. The Assistant Treasurer shall be bonded by the Church Council. This person may be assigned duties at the discretion of the Church Council. These may be duties assigned to the Treasurer as stated above in Section 8. This person shall be responsible to the Treasurer, and in the event of the Treasurer's absence or disability shall assume those duties.
10. The Collector shall be elected for one year and shall be bonded by the Church. This person shall receive all pledged monies and voluntary contributions and keep individual accounts. Quarterly statements shall be provided to all contributors. The collections shall be deposited in the proper accounts and a written statement given to the Treasurer. This person shall make such reports to the Church Council as it requires.
11. The Assistant Collector shall be elected for one year and shall be bonded by the Church. This person shall be responsible to the Collector, and in the event of the Collector's absence or disability shall assume those duties.

12. The Auditor shall be elected for one year. This person shall audit the accounts of all Church organizations and present a written report to the Church at its annual meeting.
13. The Historian shall be elected by the Church and shall be eligible to hold office indefinitely. This person shall exercise the duties pertaining to such an office and shall report in writing on the highlights of the year at the annual meeting.

Article IX – Boards

1. The Boards of the Church shall be the Diaconate, the Board of Trustees, the Prudential Board, the Board of Christian Education, and the Board of Christian Mission Outreach. Each Board shall submit a proposed annual budget to the Church Council.
2. The Diaconate shall consist of fifteen (15) church members. They shall be publicly installed. It shall be the duty of the Diaconate to cooperate with the Minister in caring for the spiritual interest of the Church and the community. They shall provide the elements for the Lord's Supper and shall aid in their distribution. They shall also assist in the Service of Baptism. These sacraments shall be celebrated at such time as the Minister and the Diaconate determine. They shall be responsible for all matters pertaining to membership. In the absence of the Minister(s) they shall arrange for a supply or interim minister for the pulpit. Its members shall serve as a hospitality committee when needed. They shall be responsible for the Ministry of Music, for the hiring and supervision of the Organist/Choir Director or other personnel used to fulfill the Ministry of Music in the Church, for the appointment and training of ushers, greeters and acolytes, for the care and preparation of the Sanctuary as a suitable place of worship and for the care and maintenance of the Memorial Book. They shall be responsible for the appointment of the Staff Relations Committee. They shall exercise creative leadership in the areas of visitation, evangelism, and worship. The members of the Diaconate shall take heed to the high calling of their office, guarding faithfully all the spiritual interests of the Church, maintaining order in the House of Worship, visiting the sick, and ministering to the edification and comfort of all.
3. The Board of Trustees shall consist of nine (9) church members and the Treasurer, ex-officio, and a representative from the Women's Fellowship, ex-officio. At least two (2) of the Trustees shall be women. The Board of Trustees shall have the care and custody of all property owned by the Church but shall not have the power without specific vote of the Church authorizing such action to buy, sell, mortgage, lease or transfer any property with value in excess of two thousand five hundred dollars (\$2,500). The Board of Trustees shall be responsible for the selection and supervision of the Church Custodian.
4. The Prudential Board shall consist of nine (9) Church members to be appointed by the Church Council at its first regular meeting following the Annual Meeting of the Church. A reasonable balance of male and female membership shall be maintained. They shall serve for a term of three (3) years in such manner that the term of one-third (1/3) shall expire annually but may be re-appointed. Vacancies on this Board shall be filled by the Church Council.

The Prudential Board shall have custody of all Trust, Endowment, and Memorial Funds or Gifts. They shall meet quarterly to see that all funds are invested in the best financial interest of the Church. They shall have the power to hire the necessary professional people for the proper management of the Church Portfolio. They shall annually, and on the request of the Church Council, remit to the Treasurer of the Church all earned income from the investment of unrestricted funds. The Memorial Fund and earned income accrued shall be disbursed upon recommendation of the Council for suitable memorials. Restricted Funds and earned income accrued shall be disbursed as directed by the donor. This board shall report when requested by the Church Council and annually to the Church. The Treasurer and/or Assistant Treasurer of this Board shall be bonded.

The rules for all boards and standing committees, Article X, Section 9, shall not apply to the Prudential Board.

5. The Board of Christian Education shall consist of nine (9) church members. The Board shall assess the educational needs of all persons in the Church and shall set the policies which will best develop its Christian Education Program. It shall provide programs for all ages including but not restricted to child care, Church School, adult education, intergenerational programs and youth groups. The Board shall provide general

guidance to the Sr. and Jr. High Fellowship and Youth Ministry. The Board of Christian Education shall be responsible for the selection and supervision of the Christian Education Coordinator who shall be an ex-officio member of the Board. They shall meet monthly unless otherwise determined by the Board.

6. The Board of Christian Mission Outreach shall consist of nine (9) church members. The Board of Christian Mission Outreach shall be responsible for coordinating the outreach program of the Church and shall inform the congregation of world, national and local needs striving for a more neighborly feeling toward people in all parts of the world. They shall integrate and correlate the missionary plans and activities of the various organizations of the Church and their relation to the Cumberland Association, the State Conference, and the National Church. The Board shall oversee the distribution of all monies raised for benevolences.

Article X – Standing Committees

1. All committees unless otherwise stated shall be appointed by the Church Council.
2. The Nominating Committee shall consist of six (6) church members elected at the annual meeting. It shall be the duty of this committee to prepare a slate of nominees for all officers, boards, committees, members-at-large, and delegates and present these nominations at the next annual meeting of the Church. They shall publicize a complete list of all nominations fourteen (14) days before the annual meeting of the Church. Insofar as possible, the committee should try to fill all positions proportionately among members of long standing, newer members, men, women, and young people. The Nominating Committee shall recommend to the Church Council within 30 days of notification by the Council persons to fill vacancies occurring in the elective offices of the Church.
3. The Bylaws Committee shall consist of three (3) church members elected at the annual meeting. They shall provide to the Church Council opinions as to the interpretation of the Bylaws. Any proposed amendment must be presented to the Bylaws Committee in writing citing the reason for such change and signed by at least two (2) Church members. The Bylaws Committee shall provide to the Church Council a draft of any proposed changes in the Bylaws for consideration.
4. The Christian Enlistment Committee shall consist of nine (9) church members to be appointed by the Moderator and Vice Moderator to serve one year terms. The Committee shall organize and supervise the raising of funds for the budget of the Church.
5. The Budget Committee shall consist of six (6) church members to be appointed by the Church Council no later than three (3) months after the annual meeting. The Committee shall be responsible for the preparation and presentation of the annual budget. The Treasurer shall be an ex-officio member.
6. The Staff Relations Committee shall consist of six (6) church members, at least three (3) of which shall be members of the Diaconate. This committee shall meet quarterly, March, June, December, and January, always with the Sr. Minister present. The purpose of this Committee is to advise, counsel and support the Minister(s). The Committee will further provide two-way communication between the Minister(s) and the congregation and shall serve as a grievance committee for the Church Staff.
7. Rules for all Boards and Standing Committees:
 - a) Unless otherwise stipulated, members shall be elected or appointed for a term of three (3) years in such manner that the term of one-third (1/3) shall expire annually. Members shall not be eligible for re-election to the same committee until one (1) year has elapsed.
 - b) They shall meet as soon as possible after the annual meeting and organize by electing such officers as they deem necessary and report same to the Clerk.
 - c) The number of meetings held shall be determined at the board's or committee's discretion unless otherwise stated in these Bylaws.

- d) A member shall be asked to resign as a result of prolonged non-participation.
- e) All resignations shall be submitted to the Church Council in writing.
- f) Vacancies in any elective office shall be filled by the Nominating Committee.
- g) Written reports shall be presented at the annual meeting.
- h) A majority shall constitute a quorum.
- i) Other boards and committees may be created by the Church Council as the need arises.
- j) Ex-officio members shall be notified of all meetings. They shall have all the rights of membership including voting. They are not counted in a quorum.

Article XI – Members-At-Large and Delegates

1. Three (3) Members-at-Large shall be elected by the Church to serve as members of the Church Council. Their tenure shall follow the principle of rotation in office. They shall be such persons as can assume leadership in the various boards or committees of the Church Council.
2. Nine (9) Delegates to represent the Church in the larger fellowship shall be elected for one year. Reports of all meetings attended shall be presented to the congregation.

Article XII – Fellowship

1. The Women’s Fellowship – The purpose of the Women’s Fellowship is to assist all women to grow to full stature as mature Christians, to develop and to coordinate a program which will deepen their Christian witness, and to help women understand and participate in the whole task of the Church through worship, study, and action.
2. The Men’s Club – The purpose of the Men’s Club is to provide a forum for the men of the Church to meet for fellowship in a Christian environment.

Article XIII – Auxiliary Organizations

All organizations connected with the Church and using its equipment are regarded as auxiliary organizations and are under its general oversight.

Article XIV – Church Meetings

1. The Annual Meeting of the Church shall be held at such time in January as the Church Council shall determine to receive annual written reports of the ministers, officers, and all Church organizations; to act upon the report of the Nominating Committee; to conduct any other business as stated in the call.
2. The call for this meeting shall be posted at the Church entrance two (2) weeks in advance and read from the pulpit one (1) Sunday previous to the meeting.
3. The regular Sunday meeting of the Church shall be considered sufficiently adequate to transact urgent business, except corporate action requiring legal notice.
4. Special meeting for business may be called by the Minister, the Church Council, or upon written request of five (5) members of the Church. The business to be transacted must be stated in the official notice with the time and place of the meeting. This notice shall be posted at the Church entrance at least seven (7) days prior to the date of the meeting.
5. A quorum shall consist of forty (40) voting members.

6. All members of the Church are entitled to vote. Non-members who contribute regularly to the support of the Church may vote only upon financial matters.
7. The fiscal year of the Church shall be the calendar year.

Article XV – Parliamentary Procedure

1. “Robert’s Rules of Order (Newly Revised)” shall be the parliamentary authority for this Church.
2. A Parliamentarian shall be appointed by the Moderator to serve for one year.
3. The Parliamentarian shall advise on questions of parliamentary law and procedure.

Article XVI – Suspension of Bylaws

Any other article of these Bylaws may be suspended for not more than one meeting by a two-thirds (2/3) vote of those present and voting. This article shall not be suspended.

Article XVII – Dissolution

Upon dissolution of the Church, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, trust or otherwise, made before or after such dissolution, shall be transferred to the Maine Conference of the United Church of Christ, success to the Congregational-Christian Conference of Maine, or its successors, or to such other local Protestant Church organization as may seem desirable to the then members, provided, however, that no such property shall be transferred to or inure to the benefit of any individual member or members.

Article XVIII – Amendments

These Bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the members present and voting provided that public announcement of the text of the proposed amendment(s) has been made two (2) weeks prior to the meeting.

Revised January 16, 1991
Amended January 29, 1995
Amended April 30, 1995
Amended January 24, 1999
Amended May 21, 2006