

**CONSTITUTION**

**and**

**BYLAWS**

**of**

***THE THIRD CONGREGATIONAL CHURCH***  
***OF***  
***MIDDLETOWN, INC.***

***Middletown, CT***

*This document is a copy of the Constitution of the Third Congregational Church of Middletown, Inc., Middletown, CT and the Bylaws proposed for approval at the Annual Meeting of the Congregation on February 1, 2026.*

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**CONSTITUTION**  
**of**  
**THE THIRD CONGREGATIONAL CHURCH OF MIDDLETOWN, INCORPORATED**  
**Middletown, CT**

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**Section I. NAME**

This Church shall be known as The Third Congregational Church of Middletown, Incorporated.

**Section II. PURPOSE**

The purpose of this Church shall be to bind together followers of Jesus Christ for the purpose of sharing in the worship of God and of making His will dominant in the lives of people, individually and collectively, especially as that will is set forth in the life, teachings, death and resurrection of Jesus Christ.

**Section III. STATEMENT OF FAITH**

We believe in God, The Father, infinite in wisdom, goodness and love; and in Jesus Christ, His son, our Lord and Savior, who for us and our salvation lived and died and rose again and lives evermore; and in the Holy Spirit, who takes of the things of Christ and reveals them to us, renewing, comforting and inspiring the souls of men.

**Section IV. COVENANT**

We are united in striving to know the will of God as taught in the Holy Scriptures, and in our purpose to walk in the ways of the Lord, made known or to be made known to us. We hold it to be the mission of the Church of Christ to proclaim the Gospel to all mankind, exalting the worship of the one true God, and laboring for the progress of knowledge, the promotion of justice, the reign of peace and the realization of human brotherhood. Depending, as did our fathers, upon the continued guidance of the Holy Spirit to lead us all in truth, we work and pray for the transformation of the world into the Kingdom of God; and we look with faith for the triumph of righteousness and the life everlasting.

**Section V. TEACHING**

While we affirm the Statement of Faith and the Covenant, we also affirm that each member shall have the undisturbed right to private interpretation of the Scripture, and that the true test and basis of membership and fellowship in the Church is Christian character.

**Section VI. GOVERNMENT**

This Church shall be Congregational in government, which government shall be vested in its members who shall exercise the right of full and final control in all its affairs, subject in legal matters to the Articles of Incorporation. While this Church shall not accept any other ecclesiastic authority, it may accept the obligations of mutual counsel, courtesy and cooperation involved in the free fellowship of the Congregational Churches and shall pledge itself to share their common aims and work. It also may enter into free cooperation with other churches and groups of churches.

**BYLAWS**  
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**ARTICLE I**  
**MEMBERSHIP**

**Sect. 1-1. RECEPTION OF MEMBERS**

Any candidate for admission to the membership of this Church must be approved by the Standing Committee.

**Sect. 1-2. MEMBERSHIP**

To the extent they are able, members are expected to be faithful in all the duties essential to the Christian life, to attend habitually the services of the Church, to give regularly for support and benevolences, to share in organized work for the world and to seek in every way to win those about them to Christ.

**Sect. 1-3. MEMBERSHIP ADMINISTRATION**

There shall be a Membership Administration Committee consisting of (i) the Pastor, (ii) the Chair of the Diaconate or an alternate designated by such Chair, and (iii) the President or Vice President

The categories of membership include Regular, Inactive and Past. Only Regular members have voting privileges.

**Sect. 1-4. TRANSFER OF MEMBERSHIP**

A member of this Church may transfer to another church or terminate membership in this Church upon written request to the Corporate Secretary or Pastor.

**Sect. 1-5. COMMUNION**

All persons present with us at the Communion Service shall be cordially invited to unite with this Church in celebration of the Lord's Supper

**ARTICLE II**  
**PASTOR, OFFICERS & BOARDS**

**Sect. 2-1. PASTOR**

There shall be a Pastor who reports to the Board of Trustees and shall be selected at a Special or Annual Meeting of the Church upon recommendation of a Search Committee. The Pastor shall have charge of the pulpit, shall administer the sacraments, shall have general oversight over all the spiritual welfare of the Church.

Upon acceptance of the position, the Pastor shall be a Member of the Church and a voting ex-officio member of all Church committees and boards.

The Pastor shall serve by mutual agreement with the members with the understanding that severance of his relationship to the Church shall be with at least sixty (60) days notice of either party.

The Pastor shall regularly report to the Standing Committee.

**Sect. 2-2. OFFICERS & BOARDS**

Officers of the Church include the following:

1. President
2. Vice-President
3. Corporate Secretary
4. Assistant Corporate Secretary
5. Treasurer
6. Assistant Treasurer

Boards of the Church include the following:

1. Trustees
2. Diaconate
3. Christian Education
4. Music
5. Outreach and Missions
6. Endowments

The President, Vice-President, Corporate Secretary, Assistant Corporate Secretary and new board members shall be elected at the Annual Meeting of the congregation for terms as may be specified in the succeeding sections. All Officers, Trustees, Diaconate and Board of Endowment shall be Regular Members at the time of election.

**Sect. 2-3. PRESIDENT and VICE-PRESIDENT**

There shall be a President and a Vice-President of the corporation, elected by the members at the Annual Meeting, who shall take office at the conclusion of the meeting at which they are elected. The Vice-President is President-Elect and succeeds the President at the end of elected term(s) of office or in case of a vacancy in the Office of the President. The President, by vote at the Annual Meeting, may serve more than one term. A vacancy in the office of the Vice-President shall be filled by a duly called special meeting of the congregation.

The President, or elected alternate, shall preside as moderator of all special and regular meetings of the congregation. The President and Vice-President shall be members ex-officio of all Church committees and boards. The President shall have one vote or the Vice President shall have one vote in absence of a vote by the President.

The President shall be responsible to organize an annual review of the Pastor by a representative group of Regular Members.

**Sect. 2-4. CORPORATE SECRETARY**

There shall be a Corporate Secretary elected at the Annual Meeting. The Corporate Secretary shall (i) prepare dated and signed minutes of the Annual Meeting of the Church, any Special Meetings of the Church and the Standing Committee meetings; and (ii) accept or provide such other notices, correspondence, certifications or records referenced in these Bylaws or as is customarily performed by a corporate secretary on paper and electronically.

**Sect. 2-5. ASSISTANT CORPORATE SECRETARY**

There shall be an Assistant Corporate Secretary elected at each Annual Meeting. The Assistant Corporate Secretary shall serve in the absence of the Corporate Secretary and shall become Corporate Secretary in the event of a vacancy in the office of the Corporate Secretary.

**Sect. 2-6. TREASURER**

There shall be a Treasurer who reports to the Board of Trustees. The Treasurer shall receive all money designated by the Trustees that is paid to the church corporation, its boards or its committees and shall keep careful account thereof. The Treasurer shall disburse from the funds of the Church as guided by the Board of Trustees. Monies raised by individual boards, committees or organizations for their own use and separately accounted for by the Treasurer shall be disbursed upon request by the respective group. The

Treasurer shall make a summary report of receipts and expenditures for the calendar year in writing at each Annual Meeting.

#### **Sect. 2-7. ASSISTANT TREASURER**

There shall be an Assistant Treasurer with the same capabilities as required for the Treasurer who shall serve in the absence of the Treasurer.

#### **Sect. 2-8. BOARD OF TRUSTEES**

There shall be a Board of Trustees consisting of six (6) Regular Members at least 18 years old, each holding office for three (3) years, of which two (2) shall be elected at each Annual Meeting. No Trustee shall serve more than two (2) full consecutive terms without a lapse of two or more years.

Subject to the control of the Church, the Trustees shall be charged with the care, custody and management of the property of the Church. Each year the Trustees shall choose a minimum of three (3) of their number to be a finance committee and a minimum of three (3) to be a committee on buildings and maintenance. The Board of Trustees shall not have the power to buy, sell, mortgage, lease or transfer any real estate without the consent of the Church. Use of all Church property must be authorized by the Trustees. All gifts of property must be accepted by the Trustees before becoming property of the Church.

The Trustees shall have a minimum of 11 regular monthly meetings and special meetings as called by the Chair, with any four (4) constituting a quorum to conduct normal business of the Board. All invoices or claims for payment against the Church should be reviewed by the Trustees on a monthly basis.

The Board of Trustees, in concert with its ex-officio members and the Treasurer, shall prepare a preliminary budget to support the stewardship campaign each calendar year based on the requests submitted by church officers, boards, committees, directors and/or delegates. At the conclusion of the stewardship campaign, a final budget will be prepared and submitted to the Church for approval at the Annual Meeting.

There shall be an auditor employed annually by the Trustees to audit all financial records of the Church and make a report in writing to the Annual Meeting.

The Board of Trustees shall ensure that the Church maintains appropriate insurance or fidelity coverage for the risk of financial embezzlement or misappropriation of funds, which policy shall cover the Treasurer, Assistant Treasurer, chair of the Board of Endowments, Secretary of the Board of Endowments and any other individual with access or ability to collect, withdraw or disburse Church funds. Such policy premium will be

paid entirely by the corporation, and the amount of coverage is to be determined by the Board of Trustees.

#### **Sect. 2-9. DIACONATE**

There shall be a minimum of nine (9) members of the Diaconate who shall be at least 18 years of age, and whom shall be elected at each Annual Meeting to serve a term of three (3) years. They shall aid the Pastor generally in the spiritual welfare of the Church.

#### **Sect. 2-10. BOARD OF CHRISTIAN EDUCATION**

There shall be a Board of Christian Education which shall be responsible for supervising and directing all religious education work of the Church. The Board shall secure leaders for the Church School and may inaugurate and maintain any religious education activities it deems appropriate.

#### **Sect. 2-11. BOARD OF MUSIC**

There shall be a Board of Music which shall be responsible for supervising and directing all music ministries of the Church. The Board shall secure staff for support of the music ministries. The Board may inaugurate and maintain any musical activities it deems appropriate.

#### **Sect. 2-12. BOARD OF OUTREACH & MISSIONS**

The Board of Outreach and Missions shall be responsible for all mission activities of the Church which shall include the promotion of Congregational caring through the giving of personal time and fund raising to make life better for all people locally, nationally and worldwide.

#### **Sect. 2-13. BOARD OF ENDOWMENTS**

The Board of Endowments shall consist of five members, none of whom shall be a member of the Board of Trustees, holding office for three (3) years. No member of the Board of Endowments shall serve more than two (2) full consecutive terms without a lapse of two years. Each year the Board shall elect a Chair and a Secretary. The Chair of the Finance Committee of the Board of Trustees shall be an ex-officio member of the Board of Endowments.

It is the duty of the Board of Endowments to establish, maintain and foster growth of an endowment fund in which funds are invested in accordance with a written investment policy statement.

The Board shall maintain separate financial account(s) for all investments and earnings. Any transfer of funds from these accounts requires the signature of both the Chair and the Secretary of the Board of Endowments.

A transfer of Endowment funds shall be permitted only in the following instances:

- (a) By majority vote of the Board of Trustees:

A maximum of 4% of the average balance of the prior twelve quarters, as of September 30<sup>th</sup> of the current year, may be budgeted to be used in the following year as part of the operating budget.

In addition, a maximum of 1% of the average balance of the prior twelve quarters, as of September 30<sup>th</sup> of the current year, may be budgeted to be transferred in the following year to the Capital Non-recurring Fund.

- (b) All Endowment Fund assets, in whole or part, may be requested to be transferred to the general fund of the Church by two-thirds (2/3) affirmative vote of those Regular Members present at a duly called special meeting of the Church.
- (c) Transfer or re-investment of funds, including any fees, within the Board of Endowment accounts may be made with majority vote of the Board of Endowments.

The Board of Endowments may not expend funds. Any expense not directly associated with transfer or investment of funds shall be approved by the Trustees and paid from the church general fund.

The Board of Endowments will report investment results at the Annual Meeting indicating, as a minimum, the total market value as of December 31. The amount subject to transfer by request of the Board of Trustees pursuant to subsection (a) above shall be held in a readily available investment or account for a period of one year.

The Board of Endowments shall have a minimum of four quarterly meetings, or as called by the Chair, with any three (3) members constituting a quorum.

#### **Sect. 2-14. PERSONNEL**

Unless otherwise provided in these By-Laws, boards and committees may identify personnel needs, establish requirements, interview and make recommendations for employment to the Board of Trustees. The Board of Trustees shall oversee all legal and financial matters concerning the employment of full-time, part-time and volunteer personnel.

**ARTICLE III**  
**ORGANIZATION**

**Sect. 3-1. GENERAL**

The first meeting of each board and committee in the new church year shall be called to order by either the Chair of the previous year, the President of the Church or the Vice-President of the Church for the purpose of electing a chair for the current year. All subsequent board or committee elections and activities shall be conducted by the then newly elected Chair or a duly designated alternate.

All boards and committees shall forward monthly meeting minutes to the Church secretary.

All boards and committees shall prepare a written report of the year's activities to be submitted at the annual meeting of the congregation. All boards and committees, including ad hoc committees, shall regularly report to the Standing Committee.

**Sect. 3-2. STANDING COMMITTEE**

The Standing Committee shall assist the Pastor in the general executive capacity of all matters concerning the effective conduct of church affairs. The committee may meet on a regularly scheduled basis or at the request of the Pastor or President upon notification to all members, with any ten (10) serving as a quorum.

The Standing Committee shall consist of the following members as well as any member of the Church.

1. Officers of the Church
2. The Chair (or designated alternate) and one other member of the following boards and committees:

- Board of Trustees
- Diaconate
- Board of Endowments
- Board of Christian Education
- Board of Music
- Board of Outreach and Missions
- Stewardship Committee
- Reception Committee
- Flower Committee
- Partnership for Sharing Committee
- Membership, Marketing & Communications
- Safety Committee
- Garden Committee
- Fund Raising Committee

3. Two (2) Members-at-Large elected at the Annual Meeting who are Regular Members and are not entitled to a vote on the Standing Committee as a

member of any other board or committee of these By-Laws.

4. Past President of the Church.

**Sect. 3-3. STEWARDSHIP COMMITTEE**

There shall be a Stewardship Committee which shall be responsible for the annual financial campaign.

**Sect. 3-4. RECEPTION COMMITTEE**

There shall be a Reception Committee which shall be responsible for arrangements for new member or special occasion functions.

**Sect. 3-5. FLOWER COMMITTEE**

The Flower Committee shall arrange for flowers to be provided by members or friends for worship services.

**Sect. 3-6. COFFEE COMMITTEE**

The Coffee Committee is responsible for refreshments after church worship services each Sunday.

**Sect. 3-7. PARTNERSHIP FOR SHARING COMMITTEE**

The Partnership for Sharing Committee shall provide community outreach through Christian fellowship by way of various social events.

**Sect. 3-8. DELEGATES**

There shall be Delegates and/or alternates elected at each Annual Meeting of the Congregation to represent the Church at the National Association of Congregational Christian Churches (NACCC) and the Fellowship of Northeast Congregational Christian Churches (FNCCC) meetings. The Pastor shall be the delegate to the Fellowship of Northeast Congregational Christian Churches Executive Committee.

**Sect. 3-9. DIRECTOR OF USHERS**

There shall be a Director Ushers who shall provide for persons to serve as ushers at each worship service or special function.

**Sect. 3-10. MEMBERSHIP, MARKETING & COMMUNICATIONS COMMITTEE**

This committee is responsible for promoting Church events and maintaining the Church website and social media.

**Sect. 3-11. SAFETY COMMITTEE**

This committee is responsible for creating a safe and welcoming environment for all attendees.

### **Sect. 3-15. DISSOLUTION**

Upon dissolution of the Third Congregational Church of Middletown, Incorporated, all remaining assets will be used exclusively for exempt charitable and/or religious purposes.

### **Sect. 3-12. GARDEN COMMITTEE**

The committee is responsible for maintaining the Church gardens. This includes weeding, mulching and planting.

### **Sect. 3-13. NOMINATING COMMITTEE**

The Nominating Committee shall consist of the Vice President and four (4) Regular Members to be elected each year for a term of one (1) year. At least one member of the Nominating Committee shall have served as a member of the Nominating Committee the prior year. Except for ex-officio members and the Vice President, no member of the Nominating Committee shall serve more than two (2) full consecutive terms without a lapse of one or more years. The Committee shall be charged with preparing a nomination slate each year to be presented to the Standing Committee at their January meeting. The nominations slate shall include:

1. President
2. Vice-President
3. Corporate Secretary and Assistant Corporate Secretary
4. Trustees (Two for 3-year terms each)
5. Diaconate (As required for 3-year terms each)
6. Members of Board of Endowments (One or two for 3-year terms each)
7. Members of Board of Christian Education
8. Members of Board of Music
9. Members of Board of Outreach and Missions
10. Members of Stewardship Committee
11. Members of Reception Committee
12. Members of Flower Committee
13. Members of Coffee Committee
14. Members of Partnership for Sharing Committee
15. Members of Membership, Marketing & Communication
16. Members of Safety Committee
17. Members of Church Garden Committee
18. Director of Ushers
19. Delegates to National Fellowship and the Fellowship of Northeast Congregational Christian Churches.
20. Members of Nominating Committee (Four plus Vice President)
21. Members-at-Large (Two)

### **Sect 3.14. FUND RAISING COMMITTEE**

This committee's responsibility is to organize and oversee all Church fund-raising events.

## ARTICLE IV

### MEETINGS

#### **Sect. 4-1. WORSHIP SERVICES**

Worship services shall be held at least each Sunday of the year, unless otherwise specified by the Standing Committee.

#### **Sect. 4-2. ANNUAL MEETING**

The Annual Meeting of the Church shall be held on the first Sunday of each February with the following order of business:

1. Opening prayer
2. Reading and approval of the minutes of the last annual meeting upon recommendation from the Standing Committee.
3. Old Business
4. Presentation of reports of church officers, boards, committees and directors.
5. New Business
6. Elections
7. Adjournment

Ten (10) percent of the Regular Members as of the date of the meeting shall constitute a quorum at any Annual or Special Meeting of the Church.

#### **Sect. 4-3. SPECIAL MEETINGS**

Special meetings of the Church may be called by the Pastor, the President or upon the presentation to the Corporate Secretary of a written petition signed by five (5) percent of the Regular Members at the time of the call of the meeting. At least five (5) days prior to the date of such meeting, a notice of the date, time and place of such special meeting must be delivered via electronic mail or U.S. Mail to each Regular (voting) member and announced during a worship service. Such notices of a special meeting shall contain a statement of the business to be conducted at such a special meeting and no other business shall be transacted without such notice.

#### **Sect. 4-4. VOTING PRIVILEGES**

Each Regular Member present at an Annual or Special Meeting shall have one vote on all spiritual matters pertaining to the Church. In legal matters, each Regular Member over 18 years of age shall have one vote.

On request of any five (5) members eligible to vote on any question, voting shall be by secret ballot.

#### **Sect. 4-5. BOARDS AND COMMITTEES**

All boards and committees shall meet as required on relevant matters of responsibility and are open meetings for all members of the Church. Except as expressly defined, ex-officio members are entitled to a vote. Unless otherwise specified in these By-Laws, all motions must obtain a majority vote to pass. All Boards and Committees shall maintain an updated Policy and Procedure manual.

#### **Sect. 4-6. CHURCH YEAR**

The official church year of The Third Congregational Church of Middletown, Inc. shall be the period between Annual Meetings, except for financial matters which shall utilize the calendar year.

#### **Sect. 4-7. AMENDING THE BYLAWS**

These Bylaws may be amended at the Annual Meeting, or any Special Meeting, on a two-thirds (2/3) affirmative vote of those present, except that in all such cases, the call or notice of the meeting shall contain or reference a specific and detailed account of the change proposed.

#### **Sect. 4-8. ADOPTION**

Upon acceptance of these Bylaws by The Third Congregational Church of Middletown, Inc., all other Bylaws or regulations of the corporation shall become null and void, and of no effect.

#### **Sect. 4-9. PARLIAMENTARY PROCEDURE**

All meetings of the corporation, boards or committees shall be governed by Robert's Rules of Order.

#### **Sect. 4-10. RECORDS**

All records of the Church shall be kept accurately and in good order and safekeeping at the Church office. All Boards and Committees shall deliver their records to the Church office in a reasonably timely manner either by hand or electronically signed.

#### **Sect. 4-11. ELECTRONIC MEETINGS**

Electronic meetings may be held to conduct business of the corporation. Meetings may be by teleconference, videoconference or combined with Face-to-Face in accordance with approved procedure.