

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 approved at the Annual Meeting of the Congregation on February 2, 2020.

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

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

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.

Persons may be received as a Regular Member of this Church by:

- (a) Presentation of letter of transfer from another church or presentation of a certificate of regular standing.
- (b) By reaffirmation of faith where letters of transfer or certificates of regular standing are not available.
- (c) By baptism and confession of faith.

Sect. 1-2. DUTIES OF MEMBERS

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 Membership Administration Committee shall oversee the administration of the membership classifications and the accurate and timely recording of such classifications at the Church office. The Membership Administration Committee's responsibilities shall include recommending to the Standing Committee the correct classification of members for the Standing Committee's approval. There shall be the following four classes of membership:

- (a) Regular Members shall be those individuals received by the Church as provided in Section 1-1 as long as they continue to fulfill the duties of Section 1-2. Regular Members are the only class of members that have voting privileges.
- (b) Associate Members shall include any individual who is a member of another Christian Church or a friend of the Church and does not wish to become a Regular Member of this Church and who has obtained approval by the Standing Committee for such status. Such associate membership shall carry all the duties and privileges of membership, excluding the right to vote and the right to serve as an elected Member-at-Large for the Standing Committee, an Officer or member of the Trustees, Diaconate, Board of Endowments or Nominating Committee.
- (c) Inactive Members shall be those Regular Members and Associate Members who, in the judgment of the Standing Committee, are not fulfilling the duties of Section 1-2.. Prior to being classified as an Inactive Member, the Membership Committee shall take all actions deemed appropriate to encourage such individual to maintain their membership status in good standing..
- (d) Past Members shall include (i) deceased members; (ii) members who have been on the inactive members' list for three years without any contact with the Church to signify a desire to remain as a member in good standing; and (iii) members who have requested to transfer or indicated a desire to terminate their membership.

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.

- (a) This Church adopts fully the principle of open and free communion and is ready, on due application, to transfer any member to another church.
- (b) If any member of this Church wishes to unite with a Christian Church that rejects our communion or denies our existence as a church, we are not able to give a transfer and recommendation in the ordinary form, but will give a certificate and record the transfer.

Sect. 1-5. COMMUNION

All persons who accept Jesus Christ as their Lord and Savior, present with us at the Communion Service, shall be cordially invited to unite with this Church in celebration of the Lord's Supper. Members of other churches wishing to commune with this Church for more than one year should be given an invitation to bring their letters of transfer.

ARTICLE II
PASTOR, OFFICERS & BOARDS

Sect. 2-1. PASTOR

There shall be a Pastor of The Third Congregational Church of Middletown, Inc. who 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 and shall be an ex-officio member of all church committees and boards.

- (a) Upon acceptance of the position, the Pastor shall be a Regular Member of the Church.
- (b) 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. Pastor
- 2. President
- 3. Vice-President
- 4. Corporate Secretary
- 5. Assistant Corporate Secretary
- 6. Treasurer
- 7. 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 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.

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 General funds of the Church only on the order of 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. No invoices or claims against the Church shall be paid by the Treasurer without the approval of a majority of the Trustees at such meeting.

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 16 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, shall provide for the communion table and shall assist in the administration of the Lord's Supper. At least one (1) shall be present with the Pastor at all baptisms.

The diaconate shall have the ability to appoint junior deacons, aged 14 to 20 years, to assist in deacon activities. Responsibilities of the junior deacon shall be limited to those deemed appropriate by the diaconate.

The diaconate shall establish and maintain a Congregation Care Subcommittee whose members, in coordination with the Pastor, shall be responsible for visits to both institutional and homebound shut-ins, hospital visits (when appropriate) and communication in an appropriate manner with the bereaved, the sick, non-attending members and visitors to 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 music 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, the amount of any increase in the total market value of all Endowment assets over the prior calendar year, after adjusting to disregard the impact of any

contributions and distributions over the period, up to a maximum of four percent (4%) of the market

value as of January 1 of the prior year, may be requested to be transferred to the general fund of the Church.

- (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 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.

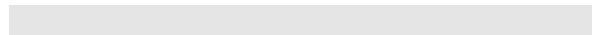
The Board of Endowments may not expend funds. Any expense not directly associated with transfer or investment of funds shall be approved by the Trustees and paid from the church general fund.

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 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 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:

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

3. A Representative from the Youth Fellowship.
4. 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.

5. Past President of the Church.

The Standing Committee shall further establish the number of persons to be on each committee and their duties, except where designated by these Bylaws or by vote of the Church. The Standing Committee may establish ad hoc committees as necessary and fill membership on Boards, Committees and Directorships when a vacancy occurs, unless specifically prohibited by these Bylaws. The Standing Committee, upon recommendation by majority vote of a board or committee, may replace a member who is not able to fulfill the respective duties and responsibilities of that organization. Except as otherwise provided by these Bylaws, a vacancy in any office shall be filled by the Nominating Committee and approved by the Standing Committee.

Should the need arise, the Standing Committee shall submit to the congregation nominations of Regular Members to participate in a Search Committee for the purpose of finding and identifying a new Pastor to recommend to the congregation.

The Standing Committee, on advice from the Nominating Committee, shall submit the slate of nominations to the Annual Meeting for election.

No later than March in each year, the Standing Committee shall read the minutes of the last Annual Meeting and prepare a recommendation to the congregation for approval of such minutes at the next Annual Meeting.

Sect. 3-2a. POLICY & PROCEDURES MANUAL

The Standing Committee shall be responsible to establish, maintain and regularly review, at least annually, a Policy & Procedures Manual to govern all matters concerning the effective conduct of Church affairs. The Manual shall at all times be in compliance with the Bylaws.

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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. DIRECTOR OF CRADLE ROLL

There shall be a Director of the Cradle Roll who shall be responsible for maintaining a list of new children in the parish, officially recognizing them on the part of the Church.

Sect. 3-11. Deleted

Sect. 3-12. NOMINATING COMMITTEE

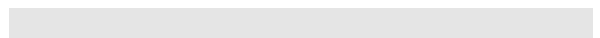
The Nominating Committee shall consist of the Vice President and four (4) Regular Members to be elected each year for a term of one (1) year. At least one member of the Nominating Committee shall have served as a member of the Nominating Committee the prior year. Except for ex-officio members and the 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 nominations 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. Director(s) of Ushers
16. Director of Cradle Roll
17. Delegates to National Fellowship and the Fellowship of Northeast Congregational Christian Churches.
18. Deleted
19. Members of Nominating Committee (Four plus Vice President)
20. Members-at-Large (Two)

Sect. 3-13 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.



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 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.

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.