

**Amended and Restated By-laws of The Union Church in Waban
Adopted By Vote of the Members on June 3, 2018**

Article I

Purpose and Covenant

The purpose of this Church is to fulfill the divine call to discipleship in service to God and all humankind as a community of Christ's followers and to publicly worship God in accordance with the principles and doctrines of an interdenominational church of the Protestant faith.

The Covenant of the Church, which each member accepts, is as follows:

We, the members of The Union Church in Waban, true to our founding principle of being an inclusive church, covenant together to nourish and to sustain in our common life and practice a fully welcoming and affirming church for all persons. Welcoming all persons who seek to join with us in a commitment to love God and our neighbors, affirming the inclusive love of Jesus, we are open to all, without regard to race, gender, sexual orientation, nationality, ability or economic circumstance. We invite all to full participation in our worship, membership, leadership and life of this church.

Article II

Affiliation

The Union Church in Waban is in fellowship with all churches whose members and theology seek to serve God and humankind. As an expression of this fellowship and in order to provide greater opportunities for mission and service and to secure resources and other advantages from cooperation with a larger, connected fellowship, the Church has an affiliation with the United Church of Christ but is in all respects an independent interdenominational Protestant church.

Article III

Membership

Section 1. Admission

Persons may be received into membership in the Church upon acceptance of the Covenant, by confession or reaffirmation of their faith, or upon the presentation of letters of transfer from other churches. The Church Council shall receive notice of all persons seeking to join the church and such persons shall be received into fellowship at a worship service of the Church whenever possible.

Section 2. Associate Members

Associate Members are persons who are members of another church but who are accepted as associate members of this congregation in accord with the same provisions as regular members. Associate members retain their membership in another church, but share fully in the life of this church. They may join this church by reaffirmation of their faith.

Section 3. Membership Responsibilities

Members shall endeavor to live the Christian life, to share in the fellowship and work of the Church, to attend the regular worship of the church, to contribute to its financial support and missions and to help nurture the spiritual life of the membership and the community.

Section 4. Letters of Transfer

Members requesting letters to transfer their membership to other churches may be granted such letters by the Clerk.

Section 5. Inactive List

Members who have become inactive by moving to other communities or for any other reason may be placed upon an inactive list at the discretion of the Pastors in consultation with the Moderators Group. Any member so placed shall be notified thereof by the Clerk in a letter addressed to his/her last known address. Such members may thereafter be restored to active membership upon request.

Article IV

Meetings

Section 1. For Worship

Church worship shall be held each Sunday morning unless the Church Council shall vote otherwise, and at such other times as the Church Council may direct.

Section 2. For Business

(a) Annual Meeting

The annual business meeting of the Church shall be held on the first Sunday in June for the purpose of hearing annual reports, electing officers, and transacting such other business as may be specified in the call or required by these by-laws. Upon vote of the Church Council the date of the annual business meeting may be changed to another Sunday between May 1 and June 30.

(b) Special Meetings

Special business meetings may be called by the Clerk at the request of the Church Council, by the Pastor, Moderators, or upon the written application of at least ten members specifying the object thereof.

(c) Notice

Annual and special meetings shall be called by a notice stating the objects of the meeting, posted near the principal entrances of the Church at least seven days before the meeting. Copies of such notice shall either be mailed to every member or printed upon the weekly calendar of the Church for the Sunday next preceding the day of meeting and shall be provided electronically to all members who receive electronic mail from the Church.

(d) Quorum

At all annual vote and special meetings of the Church a quorum shall consist of twenty members. A majority of members present may pass any matter presented for vote except those specified in these bylaws as requiring a higher percentage.

Article V

Church Leadership

The offices and groups specified in Sections 1 – 8 below shall constitute the Church Leadership. Except for the Pastors, all Church Leadership positions shall be elected by a two-thirds vote of the members attending the Annual Meeting and shall serve until their successors are elected.

Unless otherwise provided by the Church Council, all officers shall be elected for terms of two years. Wherever possible, the terms of elected leadership shall be so staggered that the terms of half the members shall expire each year.

Section 1. Senior Pastor

The Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs and shall be installed by a Council of Churches whenever the Church and the Pastor shall so agree. The Senior Pastor shall be elected by a two-thirds vote of the members present at a meeting of the Church called for such purpose and shall serve without term or for such definite time as the Church may determine. The Senior Pastor may be removed by a vote of two-thirds of the members present at a meeting called for that purpose. The Senior Pastor shall have charge of the spiritual welfare of the Church, shall have general supervision of all its activities of work and worship and shall be a member ex-officio of every team (committee) of the Church.

Section 2. Associate Pastor of Youth and Family Ministries

An Associate Pastor of Youth and Family Ministries may be chosen and called by the Church whenever a vacancy occurs and the Senior Pastor and Church Council so determine and shall be chosen, installed and removed in the same manner as the Senior Pastor. The Associate Pastor will primarily be responsible, in consultation and cooperation with the Senior Pastor, for shepherding and overseeing the faith formation of our children, youth, young adults, and families, for developing the faith based programming for them and for fostering and supporting worship and ministry among the youth, young adults, and their families.

Section 3. Deacons

There shall be at least four Deacons, or such other number as the Church Council may determine, as far as practical evenly divided between men and women. The Deacons shall assist the Pastors in serving the spiritual interests of the Church and the community and performing such other duties as the Pastor may reasonably request. The Deacons shall have general responsibility for serving of communion, coordinating worship services with the Pastor and in the Pastor's absence, arranging for visits to the sick and aged, communicating cases of need within the congregation to the pastors and members, as appropriate, the scheduling of greeters at all services and coordinating special services with the Pastors.

Section 4. Moderators

There shall be two Moderators who shall serve two year staggered terms. The Moderators shall preside at all business meetings of the Church and the Church Council and shall act as the lay leaders of the Church. In the absence of a Moderator, the Clerk or some other officer of the Church shall preside at meetings of the Church. The Moderator shall act as advisor in all matters pertaining to the Church program, make an annual report to the Church and perform such duties as imposed by these by-laws or by the Church or the Church Council. The Moderators will oversee the Moderators' Group.

Section 5. Clerk

The Clerk shall keep full and accurate records of all meetings of the Church and the Church Council, maintain lists of active, associate and inactive members of the Church and make an annual report of changes therein, give notice of meetings and, except as otherwise hereinafter provided, oversee custody of all papers and documents belonging to the Church. The Clerk shall notify all officers, committees and delegates of their election or appointment, oversee the conduct the Church correspondence in cooperation with the Pastor, and perform any other duties

consistent with this office. In the absence or disability of the Clerk, the Church Council may appoint a temporary Clerk who shall act in place of the Clerk for all purposes during the period of such absence or disability or until a successor is elected and qualified.

Section 6. Treasurer

The Treasurer shall oversee all receipts and deposits of the Church in such depositories as may be designated by the Church Council and shall pay out funds as directed by the Church Council. The Treasurer shall have custody of all funds, securities and papers relating to the property and financial affairs of the Church and shall make an annual report of all receipts and disbursements, audited by such person or persons as the Church Council may designate, to the annual meeting of the Church. The Treasurer shall make such other reports as the Church Council may from time to time request. The Treasurer shall give bond, at the expense of the Church, for the faithful performance of his/her designated duties in such form and for such amount as the Church Council may determine.

Section 7. Mission Outreach Leadership

The Leadership of Mission Outreach shall consist of two Co-chairs, the Senior Pastor, and such additional members as may be necessary or advisable from time to time. The Leadership of Mission Outreach shall oversee the mission and service programs of the Church and shall be responsible for applying the teaching of our Christian faith to needs of our society locally, nationally, and internationally and developing programs for education and church participation. The Mission Outreach Leadership is responsible for coordinating and communicating mission activities within and outside of the Church and providing support and strategy to leadership teams for specific projects and programs.

Section 8. Christian Education Leadership

The Leadership of Christian Education shall consist of two Co-chairs, the Associate Pastor of Youth and Families and such additional members as may be necessary or advisable from time to time. The Christian Education Leadership oversees and supports the Sunday School Team, the Confirmation Team, and the Youth Group Team. They are responsible for planning and implementing the programming of the teams, communicating all activities within and outside of the Church and providing support and strategy to team leadership.

Article VI

Church Council

Section 1. Organization

The Church Council shall consist of the Moderators, who shall act as chairpersons, the Senior Pastor, who shall act as vice chairperson, the Associate Pastor, members of the Moderators Group, Clerk, Senior Deacon, Treasurer, representatives from Mission Outreach Leadership and Christian Education Leadership, the immediate past moderator and at least one at-large member. Members of council are elected for two-year terms.

Section 2. Powers and Duties

Except as otherwise provided by law or by these by-laws, all corporate powers of the Church shall be exercised by the Church Council. The Church Council shall meet at least five times in each year, and at any time at the call of the Moderators or Senior Pastor or at the request of four of its members. It shall be the duty of the Church Council to confer on the general work of the Church, review Church policies, oversee all activities of the various Church organizations and

committees, review the proposed annual budget of the Church and review such policies of insurance as are issued to the Church to insure they provide adequate protection from liability for Church programs and Church leadership. The Council may appoint additional committees as the work of the Church may require and may, if it deems necessary or reasonable, retain the services of an independent auditor or accounting firm from time to time to review the finances and accounts of the Church.

Within the limits prescribed by these by-laws, the Council shall fix the terms of office and the number of members of any group or team of the Church, whether elected or appointed, and, except as otherwise herein provided, shall fill vacancies among the officers and teams of the Church and may delegate responsibilities of the Council to such teams where appropriate. The Council may act in any matter not otherwise delegated in these by-laws to any other officer, or expressly reserved to the members of the Church. All actions of the Council shall be subject to review by the Church at annual or special meetings thereof.

Section 3. Votes of the Council

Actions of the Council shall be taken by vote at any meeting where at least 51% of the members of the Council are present; provided, however, that votes may be taken and recorded by electronic mail from time to time between meetings when requested by the moderators or clerk and provided that 48 hours notice is given before such vote is counted and recorded except where the circumstances require a vote upon shorter notice.

Article VII

Moderators Group and Standing Teams

Section 1. The Moderators Group

The Moderators Group is responsible for the general charge of the business affairs of the Church (building, human relations, stewardship, nominating) as well as long term and annual goal setting and program planning in conjunction with the Pastors, Church Council and staff. The Moderators Group will set strategic direction and oversee marketing, promotions, communications and membership development. The Moderators Group shall include representation from the Standing Teams described in sections 2, 3, 6 and 7 below and shall meet as needed. Except as otherwise provided, members of standing teams shall be appointed by the Church Council.

Section 2. Building

The Building Team shall consist of a coordinator and two or more additional members as may be determined by the Church Council. It shall have the care and custody of all property of the Church, and in behalf of the Church it shall be responsible to the Trustees for the proper maintenance and care of any property held by them and used for Church purposes.

Section 3. Stewardship

The Stewardship Team shall consist of a coordinator and two or more additional members. It shall hold, manage, invest and reinvest the funds of the Church entrusted to its care in accordance with sound investment and fiduciary principles and may direct the Treasurer to invest or reinvest any funds. The Stewardship Team shall be responsible for the solicitation of funds for the support of the Church and shall, in conjunction with the Treasurer, annually prepare a budget for submission to the Church Council and to the annual meeting of the Church.

Section 4. Nominating

The Nominating Team shall consist of a Chairperson and at least one additional member, the Moderators, the Senior and Associate Pastors and the Clerk, ex-officio, and the Senior Deacon. It shall be the duty of the Nominating Committee annually to nominate the required number of persons to fill all offices to be elected at the next annual meeting of the Church, to identify future church leaders and to insure that potential leaders are given the opportunity to develop their leadership skills.

Section 5. Pastoral Relations

The Pastoral Relations Team (“PRT”) supports and maintains an open relationship between the congregation and the Senior and Associate Pastors and consists of 4 to 6 members. Members of the team are also the primary source of support for the Pastors and are responsible for communicating concerns of the congregation to the Pastors. Members of the PRT are selected by the Pastors in consultation with the Moderators Group and meet as needed. Communications to and from the PRT are confidential.

Section 6. Human Relations

The Human Relations Team shall be responsible for the annual review of all employees of the Church and for insuring that salaries and benefits are consistent with established guidelines wherever possible.

Section 7. Worship

The Worship Team shall consist of the Senior and Associate Pastors, a representative of the Deacons, the Music Director and at least two additional members. The Worship Team reviews and provides guidance concerning the congregation’s worship experience and implementing changes from time to time based on input from the congregation and church leadership.

Article VIII

Church Historian

The historian will be responsible for the accumulation, retention and proper storage of important records of the Church as well as the safekeeping of valued memorabilia. The historian will maintain an ongoing record of significant events, milestones, and memorable occurrences in the life of the Union Church.

Article IX

General responsibilities of Leadership and Teams

All Leadership and Teams formed by or conducted under the auspices of the Church for the furtherance of any of its purposes by the Church Council or these by-laws shall be regarded as integral parts of the Church and shall be subject to the general oversight of the Senior or Associate Pastor. Each such organization shall submit an annual report and budget to the Church thirty days before the Annual Meeting or upon the sooner request of the Clerk, Pastors or Moderators.

Article X

The fiscal year of the Church shall be July 1 - June 30, except as otherwise determined by the Church Council.

Article XI

Amendment of By-Laws

These by-laws may be amended only by vote of three-fourths of the members present and voting at a regularly called meeting of the Church, notice of which has been given in accordance with these by-laws.

Article XII

Trustees

On March 22, 1909, a trust agreement was recorded in the Middlesex South Registry of Deeds between three Waban residents and the Union Church Society, placing in the names of these three Trustees title to the real estate of the Society on which the church was constructed. The Society later merged into The Union Church in Waban. The Trustees are independent of the Church leadership and are responsible for appointing their successors. As property owners their duties are to see that the building is maintained and insured, to insure that the Church is maintained as a "union" church. Under the Trust Agreement if the "union" church concept is not followed it is the duty of the Trustees to find a group of persons who will use the property as a "union" church. Failing in that the property may be used by any church or charitable organization. However, preference shall always be given to The Union Church in Waban for use of the property. The Trustees shall notify the Church Council of any Trustee resignations or appointments and shall promptly record a notice of the same in the Middlesex (S.D.) Registry of Deeds and provide a copy of such notice to the Clerk.