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**CONSTITUTION AND BY-LAWS**  
**KEENE VALLEY CONGREGATIONAL CHURCH, UNITED CHURCH OF CHRIST**  
**KEENE VALLEY, NEW YORK**  
**ADOPTED BY THE CONGREGATION FEBRUARY 25, 2018**

6 **ARTICLE I - NAME**

8 The name of this Church is the Keene Valley Congregational Church, United Church of Christ (KVCC)

11 **ARTICLE II - POLITY**

13 This Church shall be a part of the United Church of Christ (UCC) and it shall sustain the covenantal  
14 relationship with the Essex Association of the New York Conference of the United Church of Christ.  
15 The governance of this Church is vested in its members, who exercise the right of control in all its  
16 affairs, subject-to laws of the State of New York relating to religious corporations.

19 **ARTICLE III – MEMBERSHIP**

21 This faith community shall welcome into membership, during a Sunday service designated by the  
22 Minister, those desiring to join including those who have provided a letter of transfer from another  
23 faith community.

25 **Membership shall consist of:**

- 27 (1) Full Membership – Those who identify KVCC as their sole or main faith community, including  
28 but not limited to, those who present a letter of transfer from another faith community.  
29 (2) Shared Membership – Those who reside in our region on a part-time basis or hold primary  
30 membership in another faith community.

32 There shall be no practical difference between Full and Shared Membership.

34 **Membership Responsibilities**

36 Members shall pledge themselves to attend the worship of the Church, celebrate the Lord’s Supper,  
37 share in the life and work of the Church, contribute to its support and benevolences, and to seek  
38 diligently the spiritual welfare of the membership and the community.

40 **Membership in the Church may be ended by:**

- 42 (1) Request for a Letter of Transfer to another Faith Community, or  
44 (2) By presenting a letter of withdrawal to the Church Council, or  
46 (3) By vote of the Council when it has been determined that a person no longer desires to  
47 maintain membership status with KVCC.

48 **ARTICLE IV - MEETINGS**

49

50 **Services of Worship**

51

52 Public services of worship shall be held each Sunday and at any other time as determined by the  
53 Council. The Sacrament of Communion shall be observed at the discretion of the Congregation.  
54 The Sacrament of Baptism shall be administered at such times as the Pastor designates.

55

56 **The Annual Meeting**

57

58 The Annual Meeting of the Church shall be held during the 4<sup>th</sup> quarter of the calendar year. The purposes of  
59 the Annual Meeting are: to celebrate the faith community, receive the annual reports, to elect Officers,  
60 Members at Large, and delegates to the New York Conference of the United Church of Christ and their  
61 alternates, to adopt the Annual Budget, and to transact any other business that may come before the  
62 Meeting. Notice of the Annual Meeting, shall be given from the pulpit and in the Sunday Bulletin, on the two  
63 successive Sundays immediately preceding the Annual Meeting. The agenda for the Annual Meeting shall  
64 be prepared by the Church Council.

65

66 **Meetings of the Congregation**

67

68 Meetings of the Congregation may be called by the Pastor, Moderator, the Church Council, or upon the  
69 written request of any five members. Notice of a Meeting shall be given from the pulpit and in the  
70 Sunday Bulletin on the two successive Sundays immediately preceding a Meeting.

71

72 **Quorum and Voting Rights**

73

74 A quorum at any Congregational meeting shall consist of ten members. Unless otherwise stated,  
75 a majority vote shall be decisive.

76

77 **Leadership**

78

79 The Moderator of the Church shall preside over all meetings of the Congregation. The Vice Moderator will  
80 fill in for the Moderator when necessary. Should the Moderator or Vice Moderator be unable to preside at  
81 a meeting of the Congregation, a person shall be appointed by the Council or the Congregation.

82

83

84 **ARTICLE V - OFFICERS AND THEIR DUTIES**

85

86 All officers shall be elected at the Annual Meeting by a majority vote. Terms begin and end with the  
87 Annual Meeting with the exception of the Pastor whose term shall be without limitation. The officers  
88 shall be:

89

90 **Pastor**

91

92 The Pastor of this Church shall be called by a vote of three-fourths of the voting members present at a  
93 meeting of the Congregation called for this purpose. The Pastor chosen shall have and maintain full  
94 standing as a clergy person in the United Church of Christ. The Pastor shall hold this office without

95 limitation of time.

96  
97 The pastoral relationship may be dissolved by:

- 98  
99 (1) The Pastor by a written notice of such intention given three months in advance to the Council.  
100 The Council may waive the three months' notice by majority vote.  
101  
102 (2) The Congregation with three-fourths majority vote at a duly called meeting of the  
103 Congregation. The Congregation shall continue to provide salary and all benefits to the Pastor  
104 for a period of six months following this vote. It shall be at the discretion of the Congregation  
105 that the Pastor continues to serve the duties of this office during this six month period. The six  
106 month provision may be waived by mutual consent of the Pastor and Congregation. The vote  
107 to waive this provision shall be a majority vote.  
108

109 Pastoral duties and responsibilities shall be detailed in the Pastor's contract. The Pastor shall be an  
110 ex-officio member, with voice but not vote, of the Council, Committees, Task Forces and all other  
111 organizations of the Church.  
112

### 113 **Moderator**

114  
115 The Moderator shall be elected for a term of one year. After six consecutive terms and if willing,  
116 the Moderator may serve for a longer period following a request by the Church Council and a  
117 vote by the Congregation. The Moderator shall plan and preside at Council meetings, the Annual  
118 Meeting and Special Church Meetings. In the absence of the Moderator, the Vice Moderator  
119 shall preside. The Moderator shall actively participate in the life and mission of the Church. The  
120 Moderator shall insure that conflicts within the Congregation are resolved. The Moderator shall  
121 represent the Church or insure representation at Association and Conference meetings,  
122 installations and other ecclesiastical activities.  
123

### 124 **Vice Moderator**

125  
126 The Vice Moderator shall be elected for a term of one year. After six consecutive terms and if  
127 willing, the Vice Moderator may serve for a longer period following a request by the Church  
128 Council and a vote by the Congregation. The Vice Moderator shall preside at meetings in the  
129 absence of the Moderator and shall have other duties as assigned by the Moderator. The Vice  
130 Moderator shall assume the duties of the Moderator in the event of a prolonged absence of the  
131 Moderator at the request of the Church Council.  
132

### 133 **Treasurer**

134  
135 The Treasurer shall be elected for a term of one year. After six consecutive terms and if willing,  
136 the Treasurer may serve for a longer period following a request by the Church Council and a vote  
137 of the Congregation. The Treasurer shall see that the financial reports of the Church are properly  
138 kept and shall prepare and present to the Annual Meeting a written report of the receipts and  
139 disbursements of the Church for the preceding fiscal year showing the condition of the finances  
140 of the Church. The Treasurer, or designee, shall also prepare a monthly report to be presented  
141 at each meeting of the Council; receive and give receipts for money and other property given or

142 due to the Church. The Treasurer, or designee, under the direction of the Finance Committee,  
143 shall be empowered to pay all bills; shall convene and chair regular meetings of the Finance  
144 Committee, shall provide them financial reports and participate in the budget process. In the  
145 event of an emergency absence of the Treasurer, the Finance Committee shall temporarily fulfill  
146 the duties of the Treasurer. There is to be an outside and independent audit of the church every  
147 three years, or at any other time as directed by the Congregation, Council, or Finance  
148 Committee, or Treasurer.

149  
150 **Clerk**

151  
152 The Clerk shall be elected for a term of one year. After six consecutive terms and if willing, the  
153 Clerk may serve for a longer period following a request of the Church Council and a vote of the  
154 Congregation. The Clerk shall take minutes at all meetings of the Council and Congregation, and  
155 distribute them in a timely manner. In the event that the Clerk cannot be present and fulfill  
156 these duties, the council will appoint a temporary clerk.

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159 **ARTICLE VI - COUNCIL AND FINANCE COMMITTEE**

160  
161 **Council**

162  
163 Recognizing that the Congregation is the governing body of the Church, the Council's role is to  
164 insure that the will of the Congregation is carried out. The Council oversees the general programs  
165 of the Church, including worship, education, fellowship, mission and social action, buildings and  
166 grounds, stewardship and finance.

167  
168 **Membership:**

169  
170 The Council shall consist of the Moderator, Vice Moderator, Treasurer, Clerk, a representative  
171 from each Committee and at least one Member-at-Large.

172 The Moderator is the chair of the Council. Should a vacancy occur among the officers, the  
173 Council shall present a name to the Congregation for approval at the next Congregational  
174 meeting.

175  
176 Members-at-Large may serve no more than three consecutive one-year terms until after a year  
177 elapses. Members-at-Large are liaisons between the Congregation and the Council who shall  
178 report concerns and suggestions from the congregation.

179  
180 **Finance Committee**

181  
182 The Finance Committee shall be a Standing Committee appointed by and responsible to the  
183 Council. The Finance Committee chairperson shall be the Treasurer.

184  
185 The Finance Committee shall consist of the Treasurer and at least two additional members of the  
186 Congregation to be appointed to this committee by the Church Council. The Finance Committee  
187 shall: Put in place policies and procedures that are intended to provide for the short term  
188 financial viability of the Church and for its long term financial stability. Among these shall be the

189 development of an annual budget, recommendations of personnel salary and benefit packages,  
190 stewardship of endowment funds and memorials, and a yearly review and/or audit of all the  
191 Church's financial records kept by the treasurer, bookkeeper, pastor, and financial institutions.  
192

193 The Finance Committee shall appoint a Stewardship sub-committee of not less than three people  
194 to plan and carry out a stewardship campaign in the Fall. Upon approval of the Council,  
195 recommend to the Congregation additional capital fund drives or other fundraising as deemed  
196 necessary.  
197

198

## 199 **ARTICLE VII – COMMITTEES, TASK FORCES & UCC CONFERENCE DELEGATES**

200

### 201 **Committees**

202

203 Committees shall be formed to accomplish the operation of this faith community including, but  
204 not limited to the following areas: Worship and Arts, Education, Mission and Social Action,  
205 Buildings, Finance, Grounds, Fellowship, and Flowers.  
206

207 Committees shall be formed and dissolved at the direction of the Church Council or the  
208 Congregation. All Committee meetings are to be open to anyone and should be announced  
209 through the communication lines of the Church. Committees are open for any individual to  
210 serve.  
211

212 Each committee shall elect or appoint an individual to facilitate its meetings and communicate its  
213 work to the Church staff, Council and Congregation. This person or their designee will serve as  
214 the Committee's voting representative on the Church Council.  
215

216 Each Committee shall keep a record of its meetings and provide the Church office a copy of these  
217 records in a timely fashion.  
218

219 Each Committee shall provide an annual report of its operation and expenditures to be included  
220 in the Church's Annual Report prior to the Annual Meeting to the Church Office.  
221

### 222 **Task Forces**

223

224 Task Forces may be formed by a Committee, the Council, or the Congregation to perform a task  
225 to be completed in a specific amount of time. Each Task Force shall designate a facilitator who  
226 will maintain communication with the body that formed it.  
227

### 228 **Nominating Task Force**

229

230 When necessary the Council shall appoint a Nominating Task Force of not less than three people to  
231 prepare a list of nominations for Church officers, Members-at-Large, and delegates and their  
232 alternates to the New York Conference of the United Church of Christ. Following the Annual  
233 Meeting, any position not filled by this Task Force becomes the responsibility of the Council to fill.  
234  
235

236 **Evaluation Task Force**

237

238 The Council shall appoint a Task Force to carry out an evaluation of the Pastor every two years.  
239 This Task Force shall also be responsible for recommending revisions in his/her job description  
240 and goals. A full Congregational evaluation of the Minister shall take place every five years from  
241 the inception of their contracts.

242

243 **UCC Conference Delegates**

244

245 Elected by the Congregation at the Annual Meeting, they shall attend the NY UCC Conference  
246 Annual Meeting and/or UCC Synod. They will prepare and present a written report to the  
247 Council. In addition, a summary of their Annual Meeting or Synod experience will be shared with  
248 the Congregation.

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251 **ARTICLE VIII - AMENDMENTS**

252

253 This Constitution and By-laws may be amended at any Congregational Meeting by a two-thirds  
254 majority vote of the members present, notice of the proposed changes having been given in writing  
255 to all members 14 days prior to the meeting.

256

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258 **ARTICLE IX – DISSOLUTION**

259

260 This church may be dissolved at a duly called meeting of the Congregation, with 30 days notice  
261 having been given, by 75% vote of those attending and voting.

262

263 Upon dissolution of the church all assets will be transferred to the New York Conference of the  
264 United Church of Christ with the exception of the Rev. Frederica Mitchell Legacy Fund. The proceeds  
265 from the Rev. Frederica Mitchell Fund will be transferred to the Adirondack Foundation for programs  
266 and support of the local population.