

APPROVED BY COUNCIL

1                                   **CONSTITUTION AND BY-LAWS**  
2                   **KEENE VALLEY CONGREGATIONAL CHURCH, UNITED CHURCH OF**  
3                                   **CHRIST**  
4                                   **KEENE VALLEY, NEW YORK**  
5                   **ADOPTED BY THE CONGREGATION \_\_\_\_\_**  
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7                   **ARTICLE I - NAME**  
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9                   The name of this Church is the Keene Valley Congregational Church, United  
10                  Church of Christ (KVCC)  
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12                  **ARTICLE II - POLITY**  
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14                  This Church shall be a part of the United Church of Christ (UCC) and it shall  
15                  sustain the covenantal relationship with the North Country Association of  
16                  the New York Conference of the United Church of Christ. The governance  
17                  of this Church is vested in its members, who exercise the right of control in  
18                  all its affairs, subject to laws of the State of New York relating to religious  
19                  corporations.  
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22                  **ARTICLE III – MEMBERSHIP**

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

26                  **Membership shall consist of:**  
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28                  (1)     Full Membership – Those who identify KVCC as their sole or main  
29                  faith community, including but not limited to, those who present a letter of  
30                  transfer from another faith community.

31                  (2)     Shared Membership – Those who reside in our region on a part-time  
32                  basis or hold primary membership in another faith community.  
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34                  There shall be no practical difference between Full and Shared  
35                  Membership.  
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37                  **Membership Responsibilities**  
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39                  Members shall pledge themselves to attend the worship of the Church,  
40                  celebrate the Lord’s Supper, share in the life and work of the Church,

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41 contribute to its support and benevolences, and to seek diligently the  
42 spiritual welfare of the membership and the community.

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### 44 **Membership in the Church may be ended by:**

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46 (1) Request for a Letter of Transfer to another Faith Community;

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48 (2) By presenting a letter of withdrawal to the Church Council, as  
49 hereinafter defined;

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51 (3) By vote of the Council when it has been determined that a person no  
52 longer desires to maintain membership status with KVCC;

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54 (4) Inactivity if Members have not communicated with the Church or  
55 supported its ministry for two or more years, they may be transferred to the  
56 inactive list. From the date of such transfer, such persons shall cease to be  
57 reported on the active membership roll; or

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59 (5) By death.

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## 61 **ARTICLE IV - MEETINGS**

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### 63 **Services of Worship**

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65 Public services of worship shall be held each Sunday and at any other time  
66 as determined by the Council. The Sacrament of Communion shall be  
67 observed at the discretion of the Congregation.

68 The Sacrament of Baptism shall be administered at such times as the  
69 Pastor designates.

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### 71 **Annual Meeting**

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73 The Annual Meeting of the congregation shall be held during the first quarter of  
74 the calendar year.

75 1) The purposes of the Annual Meeting are to:

76 (a) Celebrate the faith community;

77 (b) Receive the Annual Reports;

78 (c) Elect Officers and Members at Large;

79 (d) Elect a delegate and an alternate to the New York Conference of the  
80 United Church of Christ;

81 (e) Adopt the Annual Budget; and

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82 (f) Transact other business which has been placed on the agenda in  
83 accordance with the procedure below.

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85 2) The date of the meeting will be published and announced to the  
86 congregation at least three weeks prior to the meeting barring emergency. Any  
87 member who desires to have an item on the agenda must submit the item and  
88 the reason(s) to the Clerk prior to the Council meeting. The agenda for the  
89 meeting must be approved by the Council when the agenda is finally approved  
90 and posted at least one week before the meeting.

### 91 92 MEETINGS OF THE CONGREGATION

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94 Special meetings of the congregation may be called by a majority vote of the  
95 Council. The date of the meeting will be published and announced to the  
96 congregation at least two weeks prior to the meeting barring emergency. Any  
97 member who desires to have an item on the agenda must submit the item and  
98 the reasons to the Clerk prior to the Council meeting where the agenda will be  
99 finally approved. The agenda for the meeting will be approved by the Council  
100 and posted for at least one week before the meeting.

### 101 102 QUORUM AND VOTING RIGHTS

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104 A quorum at any Congregational meeting shall consist of ten (10) members  
105 excluding the Moderator. Members attending through remote broadcast may  
106 contribute to the debate and vote provided they are visible in person throughout  
107 the meeting. A quorum must be present at all times during the meeting. Voting  
108 privileges are granted only to members. Inactive members have the privilege of  
109 the floor at all congregation meetings (not voting privileges).

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111 A majority vote shall be decisive unless:

- 112 1. Otherwise stated in these Bylaws;
- 113 2. The sale of real property is being approved in which case seventy five  
114 percent (75%) of the vote shall be in favor; or
- 115 3. An annual withdrawal of more than five percent (5%) of the monthly three  
116 year average of the Rev. Frederica Mitchell Fund requires a 75% vote of  
117 members present, and in no case shall it exceed 7%.

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119 All Congregational Meetings shall be conducted in accordance with Robert's  
120 Rules of Order.  
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122           **Leadership**

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

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

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

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**Pastor**

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

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The pastoral relationship may be dissolved by:

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(1) The Pastor by a written notice of such intention given three months in advance to the Council. The Council may waive the three months' notice by majority vote.

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(2) The Congregation with three-fourths majority vote at a duly called meeting of the Congregation. The Congregation shall continue to provide salary and all benefits to the Pastor for a period of six months following this vote. It shall be at the discretion of the Congregation that the Pastor continues to serve the duties of this office during this six month period. The six month provision may be waived by mutual consent of the Pastor and Congregation. The vote to waive this provision shall be a majority vote.

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

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### 162 **Moderator**

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The Moderator shall be elected for a term of three years for a maximum of two successive terms. At least three years must pass before this individual may return to the position. The Moderator shall plan and preside over Council meetings, the Annual Meeting and Special Church Meetings. In the absence of the Moderator, the Vice Moderator shall preside. The Moderator shall actively participate in the life and mission of the Church. The Moderator shall insure that conflicts within the Congregation are resolved. The Moderator shall represent the Church or insure representation at Association and Conference meetings, installations, and other ecclesiastical activities.

### 175 **Vice Moderator**

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The Vice Moderator shall be elected for a term of three year for a maximum of two terms. At least three years must pass before this individual may return to the position. The Vice Moderator shall preside at meetings in the absence of the Moderator and shall have other duties as assigned by the Moderator. The Vice Moderator shall assume the duties of the Moderator in the event of a prolonged absence of the Moderator at the request of the Church Council.

### 185 **Treasurer**

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The Treasurer shall be elected for a term of three years and for a maximum of two terms. At least three years must pass before this individual may return to the position. The Treasurer shall see that the financial reports of the Church are properly kept and shall prepare and present to the Annual Meeting a written report of the receipts and disbursements of the Church for the preceding fiscal year showing the condition of the finances of the Church. The Treasurer, or designee, shall also prepare a monthly report to be presented at each meeting of the Council; receive and give receipts for money and other property given or due to the Church. The Treasurer, or designee, under the direction of the Finance Committee, shall be empowered to pay all bills; shall convene and chair regular meetings of the Finance Committee, shall provide them financial reports and participate in the budget process. In the event of an emergency absence of the Treasurer, the Finance Committee shall temporarily fulfill the duties of the Treasurer. There is to be an outside and independent audit of the church every three years, or at any other time as directed by the Congregation, Council, or the Finance Committee, or Treasurer.

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### 205 **Clerk**

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## 215 **ARTICLE VI - COUNCIL AND FINANCE COMMITTEE**

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### **Council**

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### **Membership:**

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The Council shall consist of the Moderator, Vice Moderator, Treasurer, and Clerk, as well as a representative from each Committee and at least one Member-at-Large. ~~Two~~ the ~~Delegates~~ s to the UCC Conference ~~are~~ is ~~a~~ s members s of Council and are ~~is~~ allowed to vote.

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

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

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### **Finance Committee**

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

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247 The Finance Committee shall consist of the Treasurer and at least two  
248 additional members of the Congregation to be appointed to this committee  
249 by the Church Council. The Finance Committee shall put in place policies  
250 and procedures that are intended to provide for the short term financial  
251 viability of the Church and for its long term financial stability. Among these  
252 shall be the development of an annual budget, stewardship of endowment  
253 funds and memorials, and a yearly review and/or audit of all the Church's  
254 financial records kept by the treasurer, bookkeeper, pastor, and financial  
255 institutions.

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257 The Finance Committee shall appoint a Stewardship sub-committee to plan  
258 and carry out a stewardship campaign in the Fall. Upon approval of the  
259 Council, the Finance Committee will recommend to the Congregation  
260 additional capital fund drives or other fundraising as deemed necessary.

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

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#### **Committees**

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Committees shall be formed to accomplish the operation of this faith  
community including, but not limited to the following areas: Worship,  
Mission and Social Action, Buildings, Finance, Grounds, Keene Food  
Mission, and Flowers.

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Committees shall be formed and dissolved at the direction of the Church  
Council or the Congregation. All Committee meetings are to be open to  
anyone and should be announced through the Church Newsletter .  
Committees are open for any individual to serve.

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Each committee shall elect or appoint an individual to facilitate its meetings  
and communicate its work to the Church staff, Council and Congregation.  
This person or their designee will serve as the Committee's voting  
representative on the Church Council. Only one Committee representative  
may vote at the Council meeting.

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

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

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### 291 **Task Forces**

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

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### 298 **Nominating Task Force**

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300 When necessary, the Council shall appoint a Nominating Task Force of not  
301 less than three people to prepare a list of nominations for Church officers,  
302 Members-at-Large, and two delegates ~~and their alternates~~ to the New York  
303 Conference of the United Church of Christ. Following the Annual Meeting,  
304 any position not filled by this Task Force becomes the responsibility of the  
305 Council to fill.

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### 307 **Personnel Task Force**

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309 The Moderator, Vice Moderator, and Treasurer along with one(1) other  
310 council member shall form a Task Force to recommend compensation for  
311 the Pastor and staff members annually and before the annual meeting. This  
312 Task Force shall also be responsible for performance assessments and  
313 revisions in each staff member's job description and goals as appropriate  
314 and no less frequently than every two years.

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### 316 **UCC Conference Delegatess**

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318 Elected by the Congregation at the Annual Meeting, the Delegatess shall  
319 attend the NY UCC Conference Annual Meeting and/or UCC Synod. They  
320 will prepare and present a written report to the Council. In addition, a  
321 summary of their Annual Meeting or Synod experience will be shared with  
322 the Congregation. The UCC Delegatess attends the Council meeting and  
323 haves voting privileges.

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## 326 **ARTICLE VIII - AMENDMENTS**

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328 This Constitution and By-laws may be amended at any Congregational  
329 Meeting by a two-thirds majority vote of the members present, notice of



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330 the proposed changes having been given in writing to all members as  
331 previously noted herein.

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**ARTICLE IX – DISSOLUTION**

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336 This church may be dissolved at a duly called meeting of the Congregation  
337 as provided herein by 75% vote of those attending and voting.

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Upon dissolution of the church, the proceeds from the Rev. Frederica  
Mitchell Fund and all other assets will be transferred to the Adirondack  
Foundation for programs and support of the local population.