

# CONSTITUTION and BY-LAWS

## THE FIRST BAPTIST CHURCH OF PENFIELD, N.Y.

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**CONSTITUTION AND BYLAWS  
OF  
THE FIRST BAPTIST CHURCH  
OF  
PENFIELD**

**CONSTITUTION**

**Article I. Name.**

This church was founded in 1804 and was incorporated in 1824 according to the laws of the State of New York, as the "Baptist Society in the town of Penfield, New York." In 1974, the name of the church was changed to the "First Baptist Church of Penfield."

**Article II. Purpose.**

We welcome to our worship all who desire to know God through Jesus Christ. We encourage each other to develop a relationship with God and to live as Christ taught us. We covenant together to seek out and minister to those in spiritual, emotional or physical need.

**Article III. Affiliations.**

This church is affiliated with the American Baptist Churches of the Rochester/Genesee Region; the American Baptist Churches of New York State; the Rochester Community of Churches; the New York State Council of Churches; and the American Baptist Churches USA.

**Article IV. Covenant of the Church.**

Having accepted Jesus Christ as our Savior and Lord, and on profession of our faith, we do now, in the presence of God and this assembly, covenant with one another.

We agree, with the aid of the Holy Spirit, to walk together in Christian love, faithfully seeking by all means to grow in grace and in understanding of the truth of God.

We agree to work and pray for the coming Kingdom of God, seeking to have God's will done in our lives, in our homes, and in the affairs of our community and world.

We agree to contribute as God prospers us for the expense of the church at home and abroad.

We promise to be faithful in our engagements, watchful of our manner of life and speech, and careful to guard the good name of the church and its members.

We will remember each other in prayer, aid each other in sickness and distress and do unto all as we would have them do unto us.

We agree further, if we should move from this community, to unite with some church in which we can carry out the spirit of this covenant and of God's Word.

**Article V. Church Vision.**

We are an American Baptist community of faith that nurtures personal and collective growth through discipleship. We encourage the acceptance of all people through the gracious, compelling love and power of God.

## **Article VI. Mission**

First Baptist Church of Penfield intentionally demonstrates our commitment to Jesus Christ and His teachings by sharing the love of God with one another, our community, and throughout the world.

## **Article VII. Membership**

### **Section 1.**

Any person professing faith in the Lord Jesus Christ may, upon the recommendation of the Pastor and the Worship Team, be received into membership through baptism by immersion, by letter of transfer, by restoration or by Christian experience.

### **Section 2.**

Members of this Church who leave this Community, but wish to retain their membership, shall notify the Church Clerk of that intention giving, when possible, the new address.

### **Section 3.**

Any member in good and regular standing may, upon request receive a letter of transfer addressed to the Church which the member wishes to join. All letters shall bear a detachable notification blank for the use of churches to which they are issued.

## **Article VIII. Officers.**

### **Section 1.**

The officers of this Church shall be qualified voters consisting of the Pastor, Associate Pastor (if applicable), Moderator, Moderator-Elect, Immediate Past-Moderator, Church Clerk, and Church Treasurer.

### **Section 2.**

The Governing Bodies of the Church, acting under the Authority of the Congregation, shall be as follows: Coordinating Council, Board of Trustees, Teaching Team, Worship Team, Common Life Team, Mission Team and Pastoral Relations Team.

### **Section 3.**

Functions and responsibilities of the Officers, Teams, and Committees shall be prescribed by the Bylaws.

## **Article IX. Meetings.**

### **Section 1.**

Corporate Body. Meetings

With reference to the conduct of corporate congregational meetings and the qualifications of voters, the following extract is quoted from the Consolidated Laws of the State of New York:

*“At a corporate meeting of an incorporated Baptist Church, the qualified voters shall be all persons who are then members of such church in good and regular standing by admission into full communion or membership therewith, or who have statedly worshipped*

*with such church and have regularly contributed to the financial support thereof during the year next preceding such meeting; but any incorporated Baptist church may at any annual corporate meeting thereof, if notice of the intention so to do has been given with the notice of such meeting, decide that thereafter only members of such church in good and regular standing by admission into full communion or membership therewith shall be qualified voters at the corporate meetings. At such corporate meetings the presence of at least six persons qualified to vote thereat shall be necessary to constitute a quorum, and all matters or questions shall be decided by a majority of the qualified voters voting thereon. There shall be elected at said meeting from the qualified voters then present, a presiding officer, a clerk to keep the records of the proceedings of the meeting and two inspectors of election to receive the ballots cast. The presiding officer and the inspectors of election shall declare the result of the ballots cast on any matter and shall be the judge of the qualifications of voters. At each annual corporate meeting, successors to those trustees whose terms of office then expire, shall be elected by ballot from the qualified votes, for a term of three years thereafter, and until their successors shall be elected.*

Under this Constitution and By-Laws, the term “qualified voters” shall mean all persons who are members of the church in good and regular standing by admission into full membership, or who have regularly worshiped with the church as they are able, and have regularly contributed to the financial support as recorded with the financial secretary within the past 12 months.

**Section 2.**

The presence of thirty (30) qualified voters shall constitute a quorum for the transaction of business at a Congregational meeting. The quorum for a meeting of the Coordinating Council and Trustees shall be four (4) members.

**Section 3.**

Meetings of the Coordinating Council shall be held at least quarterly. Special Coordinating Council meetings shall be called by the Moderator, Pastor or any three Council members on one week’s notice.

**Section 4.**

The fiscal year of the Church shall be the calendar year.

**Section 5.**

The annual meeting of the Church shall be held commencing in January of each year for the presentation of reports, adoption of a budget and election of the Treasurer and Assistant Treasurer. The meeting will thereupon be adjourned until April of each year for the election of the slate of officers. Any other business which may come before the Congregation at an annual meeting may be brought at either the January or April meetings. The date of the meetings in January and April shall be fixed by the Moderator and shall be read in public service for two (2) Sundays immediately preceding the date of each said meeting according to provisions of the Religious Corporation Law of the State of New York. The date of the meetings shall be published in the Carillon or on the church’s web site if no Carillon is published before the meeting.

## **Section 6.**

Special meetings of the congregation shall be called by the Pastor, or by the Trustees, or by the Coordinating Council or by request of ten (10) qualified voters of the Church.

The notice of the time and place of the special meeting and the business to be transacted must be publicly read by the Pastor of the Church or the Moderator (or the designee of either) at regular public worship service of the Church on the two successive Sundays immediately preceding said meeting as provided in the Religious Corporation Law of the State of New York. The date of the meeting shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting.

## **Section 7.**

All qualified voters of the church shall be entitled to vote in accordance with Baptist practice. A simple majority shall be sufficient for decisions except as otherwise stated in the Bylaws and the calling of a minister when a three-fourths vote of those voting shall be required.

## **Section 8.**

A qualified voter may vote at a meeting of the Congregation either in person or by absentee ballot in a form approved by the Coordinating Council, duly signed by the qualified voter and dated. In the event of a submission of multiple ballots by a qualified voter the latest dated ballot will control. Ballots will be held by the Clerk and given to the inspectors to include in a vote count.

## **Article X. Amendments.**

This Constitution may be amended by two-thirds (2/3) vote of qualified members at any duly-called regular or special meeting of the Congregation provided notice of the proposed resolution has been given publicly at the worship services for at least the two (2) weeks in advance of the time that the vote is to be taken. The date of the meeting shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting.

## **BYLAWS**

### **Article I.**

#### **Section 1. First Baptist Church of Penfield Organizational Structure**

The organization structure of the First Baptist Church of Penfield is found as Exhibit I. Definition of the organizational structure is found in Article I of the By-Laws.

#### **Section 2. Coordinating Council.**

The Coordinating Council shall consist of the Moderator, Moderator-Elect, Immediate Past Moderator who will serve one-year terms, the Church Clerk who will serve three (3) years, and three (3) additional members elected by the Congregation for a term of three (3) years with staggered terms. The Coordinating Council shall meet for organization within thirty (30) days of the duly-held elections. The Moderator of the Congregation shall be the Chairperson of the Coordinating Council and shall appoint delegates to ABCRGR and

representatives to the ABCRGR Ordination Committee. The Church Clerk shall serve as Coordinating Council Secretary and Chair of the Publicity Committee. The Moderator-Elect shall chair the Nominating Committee and The Past Moderator shall chair the Long Range Planning Committee The duties of the Coordinating Council shall be as follows:

- A. Act as a sounding board for new ideas brought forth by members of the Congregation or others;
- B. Serve as a liaison with other Church teams or action groups to promote new ideas or suggestions The moderator-elect and each of the three members at large will be responsible for communications with one of the Teams (but not including Pastoral Relations Team) and periodically report back to the Coordinating Council
- C. Develop long term planning goals and objectives with the Past Moderator chairing a Committee to continue to develop those plans
- D. Coordinate overall church functions and policies;
- E. Be responsible for collecting and submitting Staff gifts.
- F. Arbitrate disputes between other leadership teams or action groups or staff.
- G. Review the proposed budget developed by the Trustees and make suggestions regarding the same;
- H. Coordinate the Memorial Fund process and appoint the Chair of the Memorial Fund Committee.
- I. Coordinate all-church retreats.
- J. Oversee special ministry duties such as the Historian, Wedding Coordinator, Technical Coordinator, etc.

### **Section 3. Pastor.**

The Pastor shall be a duly-ordained minister having educational qualifications prescribed by the American Baptist Churches USA, including graduation from an accredited college and theological seminary. The Search Committee shall present its final choice to the Council, which in turn, will bring the recommendation to the Congregation for a ballot vote at a meeting called for that purpose. Two weeks notice shall be given for the special meeting. A three-quarters ( $\frac{3}{4}$ ) majority of those qualified voters who are either present or voting by absentee ballot at such duly called meeting will be required for the calling of a pastor. The Pastor will move his/her membership to this church after being called.

The principal duties of Pastor shall be the spiritual welfare of the Church through the conduct of worship, pastoral care and counseling, supervision of Christian education, and nurturing individuals in Christian living.

The Pastor shall be chief administrative officer of the staff and program within the framework and guidelines established by the Coordinating Council and Worship Team. The Pastor shall have responsibility for the church staff in daily operations. Within the framework of the Constitution, the Pastor shall have freedom in the exercise of his or her gifts for developing a strong Christian witness and sense of mission among the members. The Pastor shall be responsible to coordinate with the Teaching Team and Worship Team and shall submit quarterly reports to the Coordinating Council at the scheduled meetings of the Council. The Pastor shall be an ex-officio member of all teams and subteams.

The Pastor will be responsible for the day to day guidance of the office staff and will periodically review and update the job description with the office staff in consultation with the Trustees.

The tenure of the Pastorate shall be continuous unless terminated by death, resignation, or by the affirmative vote of a majority of those present or by absentee ballot at duly-called special meeting of the Congregation. Two weeks notice shall be given for this

special meeting as required in Article IX, Section 6 of the Constitution. The date of the meetings shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting. In the case of resignation or vote of the Congregation, a sixty day (60) written notice shall be given prior to termination.

#### **Section 4. Associate Pastor.**

The Associate Pastor shall have qualifications as prescribed by the Pastor and the Coordinating Council in consultation with appropriate Teams or Committees.. The manner of selection and terms of settlement shall be determined by the Congregation. The Search Committee shall present its final choice to a meeting of the Coordinating Council and appropriate Team(s), which, in turn, will bring its recommendation to the Congregation for a ballot vote of a simple majority of those qualified voters who are either present or voting by absentee ballot at a duly-called special meeting for that purpose. Two weeks notice shall be given for this special meeting as required in Article IX, Section 6. The date of the meetings shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting

The principal duties of the Associate Pastor will be determined by the Pastor and the appropriate Team(s) and presented to the Congregation for its approval. The Associate Pastor shall be responsible to the Pastor or the Leadership Team as designated by the Pastor. The Pastor and appropriate Team(s) will periodically review and update the job description with the Associate Pastor.

The tenure of the Associate Pastor may be for a fixed term or continuous unless terminated by death, resignation or affirmative vote of a majority of qualified voters present or by absentee ballot at any Congregational meeting. Two weeks notice shall be given for this special meeting as required in Article IX, Section 6 The date of the meetings shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting. In the case of a resignation or vote of the Congregation, sixty (60) days written notice shall be given.

#### **Section 5. Other Professional Personnel.**

A. Professional personnel employed to direct Educational, Mission or Outreach Ministries of the Church shall have the qualifications and duties as prescribed by the Pastor and applicable Team. A written job description shall be presented by the applicable Team and the proposed financial terms of employment will be presented by the Board of Trustees. The Congregation will hire by ballot vote of a simple majority of those qualified voters who are either present or voting by absentee ballot at a regular Congregational meeting or a special Congregational meeting called for that purpose. Two weeks notice shall be given for this special meeting as required in Article IX, Section 6 of the Constitution. The date of the meetings shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting

B. Professional staff employed for a specific task on a short term basis shall have the qualifications as prescribed by the team proposing the position and the Coordinating Council. The principal duties of said professional shall be determined by the responsible group and the Coordinating Council. A written job description will be approved by the Team and the Coordinating Council. Hiring and dismissal may be done by the responsible team within the constraints of the church budget. These program personnel will report to the stipulated team.

C. The appropriate Team will periodically review and update the job description.



## **Section 6. Office Personnel**

Personnel employed in the church office will have the qualifications as prescribed by the Pastor and Trustees.

The principal duties will be determined by the Pastor and Trustees. A written description will be approved by the Trustees who have responsibility for hiring and dismissal. The job description will be reported to the Coordinating Council. Office personnel will report to the Pastor. The Trustees and Pastor will periodically review and update the job description with the office personnel.

## **Section 7. Building Personnel.**

Building Personnel will have the qualifications as prescribed by the Board of Trustees and will report to the Board of Trustees.

Their duties will be determined by the Pastor and the Trustees. A written description will be approved by the Trustees who will have the responsibility for hiring and dismissal. The job description will be reported to the Coordinating Council. The Trustees and Pastor will periodically review and update the job description with the building personnel

## **Section 8. Organist and Choir Director.**

The Organist and Choir Director will have the qualifications as prescribed by the Worship Team. The Worship Team shall designate a Music Committee to coordinate the duties of the Organist and Choir Director. The Pastor and Music Committee will determine the principal duties.

A written job description will be approved by the Worship Team who will have the responsibility for hiring and dismissal upon receipt of a recommendation of the Music Committee and subject to budgeted funding. The job description will be reported to the Coordinating Council. The Organist and Choir Director will report to the Music Committee and the Pastor. The Pastor and Music Committee will periodically review and update the job description with the Organist and Choir Director.

## **Section 9. Worship Team.**

The Worship Team shall consist of three (3) qualified voters elected by the Congregation for three (3) years staggered terms. The Team members will be recommended by the Nominating Committee and elected at the Congregational Meeting during the month of April. The Team shall designate such action groups as are necessary to carry out its duties.

The duties of the Worship Team shall be (a) to promote the spiritual growth and well-being of the Congregation; (b) to work with the professional staff in organizing worship services; and (c) to oversee membership/baptisms which will include appointing a church member to act as sponsor of each new member. A list of the various team responsibilities shall be annexed to the By-Laws and may be modified from time to time by the Coordinating Council and leadership teams to better coordinate the supervision of activities for the benefit of the Congregation.

## **Section 10. Teaching Team**

The Teaching Team shall consist of three (3) qualified voters elected by the Congregation for three (3) years staggered terms. The Team members will be recommended by the Nominating Committee and elected at the Congregational Meeting during the month of April. The Team shall designate such action groups as are necessary to carry out its duties.

The duties of the Teaching Team will be (a) to promote bible study, literature review and other programming for all ages, (b) to work with the professional staff in

determining the teaching of Baptist principles and other educational programs of the Church during, second hour classes, Sunday School, baptism/discipleship classes, inter-generational activities, contemporary concerns and other coordinated programs of the Congregation. A list of the various team responsibilities shall be annexed to the By-Laws and may be modified from time to time by the Church Counsel and leadership teams to better coordinate the supervision of activities for the benefit of the Congregation

### **Section 11. Common Life Team.**

The Common Life Team shall consist of three (3) qualified voters elected by the Congregation for three (3) years staggered terms. The Common Life Team shall be responsible to promote programming and internal relationships within the Congregation. The duties of the Common Life shall include (a) coordinate visitation; (b) develop fellowship programs; (c) coordinate children's and youth programs except programs relating to worship or teaching; (d) oversee adult non-mission programs; (e) coordinate programs to promote life skills; (f) coordinate college outreach programs; (g) coordinate coffee hour, etc. following worship; (h) coordinate funerals; and (i) coordinate the Church picnic, holiday meals and holiday socials.

The Common Life Team shall establish a group of volunteers (designated Deacons) dedicated to providing visitation services for Church members and visitors, and will serve to assist the professional staff and committees in assuring appropriate ministry to the Congregation, including those suffering from illness, or those who may be in need of a Deacon's call as may be determined by the Pastor, the Deacons or the Common Life Team. A list of the various team responsibilities shall be annexed to the By-Laws and may be modified from time to time by the Church Counsel and leadership teams to better coordinate the supervision of activities for the benefit of the Congregation

### **Section 12. Mission Team.**

The Mission Team shall consist of three (3) qualified voters elected by the Congregation to three (3) year staggered terms. The role of the Mission Team is to coordinate outward looking programs of the Congregation including the development and administration of the Mission budget, organizing Mission programming and other Mission responsibilities. A list of the various team responsibilities shall be annexed to the By-Laws and may be modified from time to time by the Church Council and leadership teams to better coordinate the supervision of activities for the benefit of the Congregation.

### **Section 13. Board of Trustees.**

The Board of Trustees shall consist of six (6) qualified voters duly elected by the Congregation to serve three (3) years staggered terms.

The Trustees shall elect a chairperson and designate such leadership and functioning Committees as may be necessary to carry out the duties of the Board. The Trustees shall hold not fewer than monthly meetings.

The duties of the Trustees shall include (a) the maintenance, oversight and control of the buildings and grounds and their uses by individuals and groups outside of the regular membership, (b) the hiring, supervision and dismissal of the non-professional staff including office and maintenance staff; (c) the submission of the financial budgets to the Congregation following consultation with the Coordinating Council; (d) general responsibility for the financial affairs of the Church; (e) the supervision of the endowment funds investments of the Church in coordination with the Investment and Endowment Committee, (f) the oversight of fundraising projects which are not mission oriented, (g) the maintenance of

existing and the upgrade of technology, (h) the designation of a Stewardship Committee to coordinate the Stewardship campaign, (i) approve Memorial Fund expenses. In addition the Trustees shall have such additional responsibilities as may be set forth in the list of team responsibilities that shall be annexed to the By-Laws and may be modified from time to time by the Church Council and leadership teams to better coordinate the supervision of activities for the benefit of the Congregation.

At the Trustee's discretion, the Trustees shall appoint a Budget Committee which may include current Trustees or others. The purpose of the Budget Committee will be to prepare and submit for Trustee review a preliminary budget for ultimate congregational adoption and which carries out the goals and visions of the Congregation.

At the Trustee's discretion, the Trustees shall appoint an Investment and Endowment Committee which will consist of not fewer than one Trustee, the Treasurer, and will include other Congregational members appointed by the Trustees. The Investment and Endowment Committee will provide oversight of the Church's investments and endowment and report no less frequently than quarterly to the Trustees.

The Trustees shall represent the Church as its legal agent with respect to the purchase and disposition of properties as may be directed by the Congregation in accordance with State and federal laws, exercise care over the buildings and grounds and provide such services as may be required to keep them in condition appropriate to the Christian ministries, recommend to the Congregation appropriate means for financing its operation, maintain the integrity of the funds contributed to the Church and its operating funds and to conduct an annual audit. The Trustees may designate other members of the Congregation to assist them in carrying out their duties.

Pursuant to the provisions of Religious Corporation Law Article 7, Section 139: "The Trustees of an incorporated Baptist Church shall have no power to settle or remove a minister or to fix his or her salary or, without the consent of a corporate meeting, to incur debt beyond what is necessary for the administration of the temporal affairs of the Church and for the care of the property of the corporation; or to fix or change the time, nature or order of the public or social worship of such Church. The temporal affairs and property of an incorporated Baptist Church shall be administered by its Trustees in accordance with and subject to its lawfully adopted Bylaws and to the general or special rules, regulations or resolutions lawfully adopted by the Church at its annual or other regular corporate meeting or at any duly called special corporate meeting.

The Trustees will participate in periodic review of the job descriptions of the administrative and custodial staff with the Pastor.

#### **Section 14. Pastoral Relations Team.**

The Pastoral Relations Team will be independent of all teams and committees. It shall consist of five (5) members with rotating five (5) year terms. The Pastoral Relations Team, with the consent of the Pastor, will appoint its own successor members and report the selection to the Nominating Committee in March of each year to be confirmed by vote of the Congregation. No nominations can be made from the floor. If the Congregation is unhappy with the choice it simply refuses to confirm the nominations and refers it back to the PRT.

The purpose of this Team is to support and maintain a positive relationship between the Pastor and the Congregation, implementing the responsibilities of the Congregation for the Pastor's professional and personal well-being. The Team will periodically review and update the job description with the Pastor using information or suggestions as

needed from other Teams, etc. The team will serve as a clearing house for clarification of church and/or Pastor responsibilities, including time away from pastoral duties, etc.

The Pastor is responsible to the Pastoral Relations Team. Recommendation of compensation will be the responsibility of this team who will report suggested compensation in writing to the Trustees. This Team will function with an awareness of the need for confidentiality. It shall schedule meetings at least quarterly, meeting monthly with a new Pastor for the first six months. In the event of contractual disagreement not satisfied in good faith by the Pastoral Relations Team, the Coordinating Council will have final authority.

**Section 15. Additional Members.**

Upon recommendation of a Team or Committee, the Congregation may elect additional Members to any Team or Committee in order to assure sufficient leadership to carry out the responsibilities and duties of each Team or Committee.

**Section 16. Moderator.**

The Moderator shall be recommended by the Nominating Committee and elected at a Congregational meeting during the month of April for a term of one (1) year.

The Moderator shall be the Chair of the Coordinating Council and responsible for the appointment of representation to the ABCRGR Ordination Council and Delegates. The Moderator shall preside at all business and corporate meetings of the Congregation. The Moderator-Elect shall serve in the Moderator's absence.

**Section 17. Moderator-Elect.**

The Moderator-Elect shall be recommended by the Nominating Committee and elected at a congregational meeting during the month of April for a term on one (1) year. The Moderator-Elect shall serve as chair of the Nominating Committee. The Moderator-Elect shall act on behalf of the Moderator in his or her absence.

**Section 18. Past Moderator.**

The Past-Moderator shall continue to serve on the Council for one year. The Past-Moderator will serve as Chair of the Long Range Planning Committee. In the event that the Past-Moderator cannot serve, the Moderator will appoint a chair of the Long Range Planning. The Past Moderator will be responsible for communication with one of the other four teams.

**Section 19. Church Treasurer.**

The Church Treasurer shall report to the Board of Trustees. The Treasurer shall be recommended by the Nominating Committee and elected at the annual meeting in January of each year for a term of (1) one year.

The duties of the Treasurer shall be as follows: (a) To disburse funds to meet Church expenses as authorized by the Board of Trustees. (b) To keep careful record of receipts and expenditures, (c) To make monthly financial reports to the Trustees and an annual report to the Congregation.

**Section 20. Assistant Treasurer.**

The Assistant Treasurer shall report to the Treasurer, and shall carry out such duties as may, from time to time, be assigned by the Treasurer, or such duties as the Treasurer may have in the event of the absence of the Treasurer. The Assistant Treasurer

shall be elected as needed at a congregational meeting by recommendation of the Nominating Committee to a term of (1) one year at the annual meeting in January of each year.

#### **Section 21. Financial Secretary.**

The Financial Secretary shall be appointed by the Trustees and serve continuously at the pleasure of the Trustees. The Financial Secretary will be responsible for receiving all monies of the church, recording them in the church software system and depositing them into the church bank account. Annual statements will be sent to all contributors in January of the following year. The Financial Secretary will keep all contributions confidential except for satisfying requirements to vote.

#### **Section 22. Church Clerk.**

The Church Clerk shall be recommended by the Nominating Committee and elected at the Congregational Meeting during the month of April for a term of three (3) years. The Clerk shall be eligible to succeed himself or herself.

The Church Clerk shall serve as secretary of the Coordinating Council.

The Clerk shall oversee the keeping of records of all business transacted by the Church and conduct such correspondence as customarily comes within the scope of this office.

The Clerk shall oversee keeping a record of names and addresses of all Members with dates of admission and dismissal or death.

The Clerk shall oversee the keeping a records of baptism.

The Clerk will serve as the Chair of the Publicity Committee.

The Clerk may also perform such other duties as the Coordinating Council may request.

#### **Section 23. Vacancies.**

In the event of a vacancy occurring on any of the teams, committees or the Council of this Congregation, a replacement shall be appointed by the remaining Members of said team, committee or the Council to serve until the next Congregational meeting in April (except that a vacancy in the position of Treasurer or Assistant Treasurer shall be appointed by the Trustees and filled at the next Congregational meeting held in January). At the Congregational Meeting, the unexpired term shall be filled by nomination of the Nominating Committee and vote of the Congregation.

#### **Section 24. General Rules.**

1. The Church shall meet regularly on the Lord's Day for public worship.
2. The ordinance of the Lord's Supper shall be observed on the first Sunday of each month unless the Congregation or the Worship Team direct otherwise.
3. Any official auxiliary organizations of the Church will make a report of their activities at the annual meeting of the Church.
4. At the annual meeting and for all business meetings:
  - (a) The Moderator or, in his/her absence, the Moderator-Elect shall call the meeting to order at the appointed hour. In the absence of a Clerk, the first order of business shall be to elect a Clerk Pro- tem.
  - (b) All meetings shall be opened and closed with prayer.
  - (c) The Clerk shall proceed to present the minutes of the last meeting.

(d) Roberts Rules of Order (revised) shall be recognized as authoritative in the conduct of the meeting.

(e) Unanimity shall be sought in all decisions.

(f) Voting at any special meeting of the congregation shall be limited to those items which have been duly announced in the call for the meeting.

(g) The treasurer shall commence his or her duties on the Monday immediately following election at the annual meeting in January.

(h) All newly elected officers and team members shall commence their duties at the next regularly scheduled meeting of the Council, Team, or Committee to which they are selected.

## **Article II.**

### **Section 1. Nominating Committee.**

The Board of Trustees, Mission, Teaching, Worship, and Common Life Teams shall each choose a representative to serve as a member of the Nominating Committee. The other Members shall be the Pastor and two (2) Members elected at large by the Congregation for a term of one (1) year at the April Congregational meeting. The Moderator Elect will be the Chairperson of the Committee.

The Nominating Committee shall present nominations for positions as indicated in the Constitution and By-Laws. Additional nominations may be made from the floor.

The Nominating Committee shall convene not later than January 5 for purposes of assembling a slate for the positions of Treasurer and Assistant Treasurer (as needed) and shall begin to meet no later than February 15 for purposes of assembling a slate of nominations for positions to be elected in the April Congregational meeting.

### **Section 2. Search Committee.**

The Search Committee shall consist of at least six (6) qualified voters recommended by the Coordinating Council and elected by the Congregation at a special meeting of the Congregation called for that purpose. At the time of the Congregational meeting, additional nominations may be presented from the floor. The Search Committee shall elect its own chairperson from among its members. The slate recommended by the Coordinating Council may not include any member of the Coordinating Council.

When there is a vacancy in the Pastorate, the Search Committee shall present candidates to the Church (one at a time) until the vacancy has been filled by the Congregation.

In making its selection of candidates, the Search Committee may consult with the Executive Minister of the American Baptist Churches/Rochester Genesee Region and any other agency that it deems appropriate.

### **Section 3. Endowment Fund.**

The Trustees shall maintain one or more endowment funds using money or property received from legacies, gifts or other sources. The Trustees are authorized to invest said endowment funds in mutual funds, certificates of deposit, treasury bills, treasury notes, treasury bonds or similar investments that they deem advisable and which would be authorized as appropriate for fiduciaries under the provisions of New York law. Alternatively, the Trustees may engage a professional investment adviser to carry out investment of said funds. In making or maintaining its investments, the Trustees shall act prudently and endeavor to reasonably protect the principal while obtaining a reasonable rate of return upon

the investment. Further consideration shall be given to any terms or conditions established by the source of the funds, provided that said terms or conditions are not inconsistent with the purposes of the Church as set forth in the Constitution or any applicable church policy. Five percent (5%) of the total Endowment on December 1<sup>st</sup> of each year may, in the Trustee's discretion may be added to the Church's operating funds annually. Distribution of the income shall occur during the Church's fiscal year. Additional funds may be used for the annual budget or any other expenses such as capital expense with the approval of the Congregation. All other funds shall remain in the Endowment Funds. At the annual meeting, the Trustees will provide a report detailing the status of each Endowment Fund.

#### **Section 4. Memorial Fund**

Monies received in memory of a member will be recorded by the Financial Secretary and deposited in a Memorial Fund Account by the Memorial Fund Treasurer. The Coordinating Council will appoint a Memorial Fund Treasurer and (2) two other members to oversee the fund. Suggestions for use may come from the deceased or members of the deceased family and will be honored if they are consistent with the purposes of the Church as set forth in the Constitution or any applicable church policy, and appropriate as a memorial. The Memorial Fund Committee will coordinate such suggestions with the Trustees. A member of the Memorial Fund Committee will acknowledge gifts from each giver and provide the deceased's family a list of those givers (not amount). Any plaques, name-plates, etc, may come from the Memorial Fund Account. A permanent record will be maintained of each memorial.

#### **Section 5. Economic Impact Statement.**

An economic impact statement will be presented to the Congregation prior to the expenditure for any non-currently budgeted purpose or item in excess of 10% of the current church budget, excepting emergencies. Preparing this impact statement will be the responsibility of the person proposing the expenditure, with prior review and response by the Board of Trustees. The statement shall include the total expected cost of the expenditure, any financing cost, the method of payment, and the estimated economic impact on Church finances and programs of making the expenditure or of not making the expenditure.

#### **Section 6. Amendments.**

The Constitution and/or Bylaws shall be amended by a two-thirds (2/3) vote of qualified voters present in person or by absentee ballot at any regular meeting or special meeting provided that notice and content of the proposed resolution has been read in public service for two (2) Sundays immediately preceding the date of each said meeting. The date of the meetings shall be published in the Carillon or on the church's web site if no Carillon is published before the meeting

#### **Section 7. Adoption of this Constitution**

This Constitution shall become effective immediately upon its adoption, and it shall supersede and annul any and all former Constitutions of the Church.

# EXHIBIT 1: Organization Chart Coordinating Council

<u>Moderator</u>	<u>Moderator-Elect</u>	<u>Past Moderator</u>	<u>Clerk</u>	<u>Elected #1</u>	<u>Elected #2</u>	<u>Elected #3</u>
Congregational Meetings Coordinating Council Meetings Appoint ABCRGR Delegates and Ordination Council Rep.	Chair Nominating Committee Act on behalf of Moderator in his or her absence	Chair Long Range Planning Team Liaison	Clerk of Congregational meetings Secretary of Coordinating Council Chair of Publicity Web, Facebook, Twitter, Print publicity, etc.	Liaison Team	Liaison Team	Liaison Team
<u>General Responsibilities</u>						
Memorial Funds Historian Staff Gifts Wedding Coordinator Technical Coordinator Appointment of a Staff Relations committee as needed						

## TEAMS

<u>Worship Team</u>	<u>Teaching Team</u>	<u>Common Life</u>	<u>Mission</u>	<u>Pastoral Relations</u>	<u>Board of Trustees</u>		
Ushers Greeters Communion A-V Worship Flowers <u>Music</u> Organist/Choir Director Choral Scholars	Church School Adult Education VBS Membership Classes Bible Study, etc	Coffee Hour Funeral Receptions Congregational Meals Picnic <u>Deacons</u> Shut-in Care Visitation Visitor Contact	Mission Budget Flapjack Cameron Habitat for Humanity	Pastor	<u>Financial</u> Treasurer Asst. Treasurer Financial Secretary Endowment Fund	<u>Building &amp; Grounds</u> Building Personnel Volunteers for specific Tasks	<u>Other</u> Stewardship Fund- raising

<u>Memorial Fund</u>	<u>Nominating Committee</u>	<u>Pastor</u>	<u>Assistant Pastor</u>	<u>Other Professional Staff</u>
Receive memorial gifts Acknowledge gifts Choose memorial with Trustees Keep permanent record	Made up of elected members and appointed member of each Team Chair is Moderator-Elect	Exofficio all groups	Appropriate Team	Appropriate Team