

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 Teaching and 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 and 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 twenty five (25) 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 affirmation vote of a majority of the Trustees or 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 the date of 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 and 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.

Section 9.

For purposes of this Constitution and Bylaws, a qualified voter who is attending a meeting electronically shall be deemed present for voting and questioning purposes so long as a voting member, officer, or member of the congregation can verify the person's participation. This is most effective when Zoom members have their camera on.

Article X. Amendments.

This Constitution may be amended by two-thirds (2/3) vote of qualified voters 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 two (2) weeks in advance of the date 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 Appendix A: Duties. 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, and the immediate Past Moderator as ex officio, who will serve one-year terms, Clerk who will serve three (3) years, and (4) additional members, one each selected from the Teaching and Worship, Mission, Trustees, and Common Life Teams. 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 (see Section 17). 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 four designated members of the teams as noted herein will be responsible for reporting back to the Coordinating Council as to the activities of the Teams and any issues which the Coordinating Council should be made aware of.
- C. Develop long-term planning goals and objectives.
- 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. 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 prior to the date of 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 to facilitate the spiritual welfare of the Congregation through the conduct of worship, pastoral care and counseling, supervision of Christian education, and nurturing individuals in Christian living.

The Pastor shall have responsibility for the church staff in daily operations within the framework and guidelines established by the supervisory teams. The Pastor shall work with the applicable Teams to supervise the staff and program within the framework and guidelines established herein and by such Teams. Within the framework of the Constitution, and Bylaws, 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 and Worship Team and shall submit quarterly reports to the Coordinating Council and an annual report to the

Congregation of the duties carried out by the Pastor during the past year, and any recommendations which the pastor believes should be considered by the congregation regarding the spiritual welfare of the congregation. The Pastor shall be an ex-officio member of all teams and sub teams.

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 Teaching and Worship Team in consultation with the Coordinating Council. The manner of selection and terms of settlement shall be determined by the Congregation. The Search Committee shall present its final choice to a joint meeting of the Coordinating Council, Trustees and Teaching and Worship Team for consensus approval as to terms of employment, and following such approval, will, in turn, 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 Teaching and Worship Team 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 Teaching and Worship Team 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 (ie. Interim Ministers) 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. For purposes of clarity, the duly appointed Search Committee shall be deemed the Team proposing the selection of an Interim Minister.

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 following consultation with the Trustees, Pastor and shall 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 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 Teaching and Worship Team. The Teaching and Worship Team may designate a Music Committee to coordinate the duties of the Organist and Choir Director. The Pastor and Teaching and Worship Team will determine the principal duties and create a job description.

The Teaching and Worship Team will have the responsibility for hiring and dismissal of the Organist and Choir Director subject to budgeted funding. The job description will be reported to the Coordinating Council. The Organist and Choir Director will report to the Teaching and Worship Team and the Pastor. The Pastor and the Teaching and Worship Team will periodically review and update the job description with the Organist and Choir Director.

Section 9. Teaching and Worship Team.

The Teaching and Worship Team shall consist of four (4) 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 and 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; (c) to oversee membership/baptisms which will include appointing a church member to act as sponsor of each new member. (d) to promote bible study, literature review and other programming for all ages, (e) 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 10. 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 for promoting 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 including an all church retreat held in coordination with the Coordinating Council.

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 Council and leadership teams to better coordinate the supervision of activities for the benefit of the Congregation.

Section 11. 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 12. Board of Trustees.

The Board of Trustees shall consist of six (6) qualified voters duly elected by the Congregation to serve-staggard three-year 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 and Memorial Funds of the Church, (f) the oversight of fundraising projects which are not mission oriented, (g) the maintenance of existing and the upgrade of technology, (h) 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 may 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 may 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 13. Pastoral Relations Team.

The Pastoral Relations Team will be independent of all teams and committees. It shall consist of four (4) members with rotating four (4) 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, for

a replacement nomination to be approved by the Congregation at the next available Congregational Meeting.

The purpose of this team is to act as a neutral buffer between the Pastor and the members of the Congregation, and 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. In the event of a disagreement between the Pastor and one or more members of the Congregation, the Pastoral Relations Team shall mediate the disagreement between the parties.

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. Irrespective of the foregoing, however, the final Pastoral contract's financial terms and breakdown shall be determined by the majority vote of the Congregation at the April annual meeting. 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.

During the first six months of a new Pastorate, a member of the Search Committee recommending the pastor shall serve as a fifth member of the Pastoral Relations Team.

Section 14. 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 15. 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 16. 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 17. Immediate Past Moderator

The immediate Past-Moderator shall continue to serve on the Council for one year. The immediate Past-Moderator will serve as Chair of the Long Range Planning Committee. In the event that the immediate Past-Moderator cannot serve, the Moderator will appoint a chair of the Long Range Planning Committee.

Section 18. 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.

Each year prior to April 1, the Church Treasurer shall audit the books of the Financial Secretary and present a report to the Trustees.

Section 19 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 20. 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.

Each year prior to April 1, the Financial Secretary shall audit the books of the Church Treasurer and report the results to the Trustees.

Section 21. 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 of 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 22. Vacancies.

In the event of a vacancy occurring on any of the teams, committees or the Council of this Congregation, except the Pastoral Relations Team, 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 23. 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 the 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 and Worship, and Common Life Teams shall each choose a representative to serve as a member of the Nominating Committee. 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 seven (7) 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.

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 1st of each year may, at the Trustee's discretion, 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 Trustees. 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. A member of the Trustees will acknowledge gifts from each giver and provide the deceased's family with a list of those givers (not amount). Any plaques, nameplates, 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 presented 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.

APPENDIX A: DUTIES

Coordinating Council

- A. Member sounding board for new ideas
- B. Coordination of all team's activities, responding to issues of those teams as they pertain to the functioning of the church.
- C. Long Term goals of the church.
- D. Coordinate overall church functions- see B- and policies.
- E. Staff Gifts
- F. Arbitrate disputes between teams- see B- or sub/action groups.
- G. Review proposed budget and make suggestions.
- H. Oversee "special duties" such as historian, wedding coordinator, tech group, etc.
- I. Receive job descriptions of church staff (Section 6,7,8, Office Personnel, Building Personnel, Organist/Choir Director)

Trustees

- A. [Section 6, 7] Provide job descriptions (with Pastor) to the Coordinating Council for the Office Personnel, Building Personnel.
- B. [Section 6, 7] Review and update the job description (with Pastor) of the Office Personnel, Building Personnel.
- C. Maintenance and oversight of buildings and grounds.
- D. Oversight of the building and grounds uses by individuals and groups outside the regular membership
- E. Hiring, supervision, and dismissal of office and maintenance staff
- F. Church budgets after consultation with Coordinating Council.
- G. Financial affairs of the church
- H. Endowments and Memorial Funds
- I. Oversight of fundraising projects which are not mission oriented
- J. Maintenance and upgrade of technology
- K. Coordinate the Stewardship program
- L. Legal agent with respect to the disposition of properties

Teaching and Worship

- A. Provide a job description (with Pastor) for Organist and Choir Director.
- B. Periodically review and update (with Pastor) the job description of Organist and Choir Director.
- C. Promote spiritual well being
- D. Organize church services with professional staff
- E. Membership/Baptisms
- F. Promote Bible Study
- G. Educational programs during second hour
- H. Sunday School
- I. Baptism/Discipleship classes
- J. Activities of the Congregation

Pastoral Relations Team

- A. Finds individual successors with consent of Pastor. (New team should be voted on individually by Congregation at Annual Meeting.)
- B. Neutral Buffer between Pastor and Congregation supporting and maintaining a positive relationship between the Pastor and Congregation.
- C. Seeing to the Pastor's professional and personal well being.
- D. Review and Update the Pastor's job description
- E. Enforce Pastoral contract/duties.
- F. Mediation of disagreements between Pastor and members of the Congregation
- G. Oversee the Pastor and the Pastoral duties therein.
- H. Recommend Pastoral compensation to the Trustees
- I. Arrange Monthly meetings with a new Pastor in the first 6 months and then, at least, quarterly.

APPENDIX B: OTHER TEAMS, General Duties

Common Life: Coffee Hour, Funeral, Receptions, Congregational Meals, Picnic

Mission: Mission Budget, Flapjack, Various Charities

Deacons: Shut ins, visitation, congregational welfare

Notes for subsequent updates:

1. Need a section that addresses Interim Ministers
2. Potential language change to have an outside auditor look at our books.
3. Section 3: Pastor oversight combined with Pastor daily oversight (move paragraphs together)
4. Section 6 should probably say, "...consultation with the Trustees and Pastor. Trustees shall have responsibility for hiring and dismissal."