

# **Bylaws of the Newton Covenant Church**

## **Preamble Historic Statement**

*Statement from the Preamble of the Constitution and Bylaws of the Evangelical Covenant Church as adopted by the Evangelical Covenant Church in 2002:*

The Evangelical Covenant Church is a communion of congregations gathered by God, united in Christ, and empowered by the Holy Spirit to obey the great commandment and the great commission. It affirms its companionship in faith with other church bodies and all those who fear God and keep God's commandments.

The Evangelical Covenant Church adheres to the affirmations of the Protestant Reformation regarding the Bible. It confesses that the Holy Scripture, the Old and the New Testament, is the Word of God and the only perfect rule for faith, doctrine, and conduct. It affirms the historic confessions of the Christian Church, particularly the Apostles' Creed and Nicene Creed, while emphasizing the sovereignty of the Word of God over all creedal interpretations.

In continuity with the renewal movements of historic Pietism, the Evangelical Covenant Church especially cherishes the dual emphasis on new birth and new life in Christ, believing that personal faith in Jesus Christ as Savior and Lord is the foundation for our mission of evangelism and Christian nurture. Our common experience of God's grace and love in Jesus Christ continues to sustain the Evangelical Covenant Church as an interdependent body of believers that recognizes but transcends our theological differences.

The Evangelical Covenant Church celebrates two divinely ordained sacraments, baptism and the Lord's Supper. Recognizing the reality of freedom in Christ, and in conscious dependence on the work of the Holy Spirit, we practice both the baptism of infants and believer baptism. The Evangelical Covenant Church embraces this freedom in Christ as a gift that preserves personal conviction, yet guards against an individualism that disregards the centrality of the Word of God and the mutual responsibilities and disciplines of the spiritual community.

The Evangelical Covenant Church has its roots in historical Christianity, the Protestant Reformation, the Biblical instruction of the Lutheran Church of Sweden, and the great spiritual awakenings of the eighteenth and nineteenth centuries. These influences, together with more recent North American renewal movements, continue to shape its development and distinctive spirit. The Evangelical Covenant Church is committed to reaching across boundaries of race, ethnicity, culture, gender, age, and status in the cultivation of communities of life and service.

This document, which is in harmony with the above preamble, is the Constitution and Bylaws of Newton Covenant Church of Newton, Massachusetts.

## **Confession of Faith**

We believe in the Holy Scriptures, the Old and New Testament, as the Word of God and the only perfect rule for faith, doctrine, and conduct. Our church believes in the necessity of personal faith in Jesus Christ as Savior for salvation.

## **Affiliation**

The church is a member of the Evangelical Covenant Church ("ECC") and its East Coast Conference ("Conference"). It is pledged to work in harmony with the ECC and Conference, and to faithfully support the mission, ministries, and policies of each.

## **Purpose**

We covenant to cultivate a worshipping community committed to prayer, preaching and study of the Word of God, celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, we covenant to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ, evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

## **Members**

Membership in the church is open to anyone who affirms personal faith in the Lord Jesus Christ, has been baptized according to the Scriptures, and accepts the Bylaws including the Preamble, and the terms of active Membership of our church as determined from time to time by duly constituted committees of the church.

## **Corporate Membership**

There shall be both a church congregation, which is ecclesiastical in nature, and a church corporation, which functions as the civil legal entity of the Membership. Membership in the church corporation includes all Church Members based on the most recent active church Membership rolls.

The church corporation shall maintain exclusive ownership title, control, and use of all church property, real and personal, in support of our Confession of Faith and our Purpose. The church corporation holds title for use in the work of this church as determined by its Members in dedication to and love for the Lord Jesus Christ and not on behalf of or in trust for any other legal or ecclesiastical body. The church corporation shall function in a representative, congregational form of governance, regardless of the ecclesiastical structure of any denomination with which the church is affiliated.

## **Governance**

The authority of the government of this church is vested in its Membership acting through duly called congregational meetings. The management, budget, administration and oversight of business and spiritual affairs are delegated by the congregation to appropriate leadership as delineated in the Bylaws of the church which govern the affairs of the church and the nonprofit corporation known as Newton Covenant Church. All elected leadership specified in the Bylaws shall be Members of the church.

## **Assets**

The Massachusetts nonprofit corporation known as Newton Covenant Church shall hold title to and direct the use of its real and personal property assets as provided in the Bylaws.

## **Bylaws**

The church Bylaws, adopted by the Leadership Team and ratified by the Membership, shall serve the purposes of governing the church congregation and the corporation in their business.

### **ARTICLE I Membership**

**Section 1. Purpose.** The purpose of Membership is to join with other followers of Christ in building a worshipping community committed to prayer, preaching and study of the Word of God, celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, the Membership covenants together to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ – evangelizing the lost,

ministering to those in need, and seeking justice for the oppressed. The phrase “the congregation” as used herein shall refer to the Membership.

**Section 2. Responsibilities.** The Members of this church covenant together by God’s grace to live lives in a manner consistent with the standards of Biblical teaching, including the support of this congregation in attendance, prayer, service, and giving, to live lives in word and deed that are an encouragement to others to know and be like Jesus Christ, to reflect in all our relationships the servant love of our Lord, and to support the broader mission of Christ.

**Section 3. Procedure for Admission.**

- a. Membership in the church is granted to those who through faith in God’s Son, our Lord Jesus Christ, have been born anew to a living hope through the Holy Spirit, have been baptized according to the Holy Scriptures, desire to live a Christian life, promise to faithfully support the mission, ministries, and policies of the church, and to share in its fellowship and obligations.
- b. Upon completion of a Membership class, persons desiring to apply for Membership shall submit their application to the Leadership Team. Applicants shall meet with an interview committee appointed by the Leadership Team to give testimony to personal faith in Jesus Christ. Upon completion of the interview, the committee shall submit its recommendations on the applications to the Leadership Team who, after a vote to accept the recommendations, shall notify Members of the church of the recommendations. Any Member objecting to or having concerns over the granting of Membership to an applicant shall communicate in writing such objection or concern to the Leadership Team within 7 days after notification by the Leadership Team.
- c. Final action on applications for Membership shall be taken by the Leadership Team within sixty (60) days of receiving the recommendations of the interview committee.
- d. Applicants who are received into Membership of the church shall be welcomed at a service and make public confession of their Christian faith.

**Section 4. Children.** Children of the church shall be nurtured under its spiritual care. They shall receive instruction in the Word of God, Christian doctrine, and the history of the church. At age 12 and after, they may apply for church Membership as outlined under Section 3 of this article.

**Section 5. Discipline.**

- a. Discipline of Members. The Leadership Team shall be responsible for admonishing Members who willfully neglect their responsibilities to the church or who err in doctrine or conduct.
- b. Erring Members. Any Member known to err in doctrine or conduct shall be counseled according to the procedure outlined in Matthew 18:15-18 and Galatians 6:1. Any Member having knowledge of such error shall, in the spirit of Christian love, seek to restore the erring Member. If he or she does not heed this counsel, the matter shall be brought to the attention of the Leadership Team in writing, which shall in meekness and gentleness seek to restore the Member.
- c. After the above process has been completed, dismissal of a Member remaining in gross error in doctrine or conduct may result by a 2/3 vote of all current Leadership Team Members. Such action may be appealed by the Member to the congregation for consideration at the next congregational meeting.

**Section 6. Withdrawal and Removal of Membership.** Any Member desiring to transfer or withdraw from Membership shall make such request in writing to the Lead Pastor or Leadership Team. Letters of transfer shall be issued by the Pastor if so requested and the Member has recently been active. The Leadership Team shall review the Membership roster periodically to determine inactivity, and if a Member is deemed inactive according to standards set by the Leadership Team and published for Members to read, the Leadership Team may remove

him or her from the roster of active Members after notifying the Member at his or her last known street or email address.

**Section 7. Recording.** The names of those joining the church and withdrawing their Membership shall be duly recorded and reported to the congregational meeting following action.

## **ARTICLE II**

### **The Leadership Team; Officers; Financial Team**

**Section 1. Purpose.** The Leadership Team shall be responsible for building, maintaining and overseeing the spiritual welfare of the congregation and for directing and overseeing all ministries and business affairs of the church.

**Section 2. Composition.** The Leadership Team shall consist of not less than seven nor more than 11 Leadership Team members, one of whom shall be the Lead Pastor or an interim lead pastor (ex officio, voting member). The Leadership Team may appoint other pastors or staff Members as non-voting advisors and may remove the same.

**Section 3. Qualification.** Any Member of the church meeting the Biblical standards of character, giftedness and leadership set forth in the New Testament (e.g., Titus 1 and 2) may be nominated and elected to the Leadership Team.

**Section 4. Election.** Leadership Team members other than the Lead Pastor shall be nominated by the Nominating Committee, up to the maximum number allowed by these Bylaws determined by the Nominating Committee as open positions, and elected by a majority vote of those Members present and voting at the Annual Meeting of Members or at another meeting of the congregation called for that purpose.

**Section 5. Term of Office.** Leadership Team members shall be elected for a term of three years and shall not be elected for more than two consecutive terms. After at least one year off the team, a person is eligible for subsequent service, subject to the terms stated in this article. A term shall end on the final day of the fiscal year. Leadership Team and all Committees or teams with multiple year terms shall be staggered into classes designated by the Leadership Team. Any committee or team member serving less than a full term initially shall be eligible to be elected to the maximum number of additional consecutive terms.

**Section 6. Vacancies and Removal.** A Leadership Team member may resign. A Leadership Team member may be removed from office by a majority vote of congregational Members present and voting at a meeting called for that purpose. Vacancies created by resignation or removal may be filled by election at the next meeting of the congregation. A Leadership Team member elected to serve an unexpired term of less than half the remaining term shall not be precluded from being elected thereafter to two full consecutive terms.

**Section 7. Notification of Meetings.** All Leadership Team Members shall receive a minimum 3-day advance notification of any meeting, including time and place of the meeting. In emergency situations, the 3-day notice may be waived by 2/3 vote of the entire Leadership Team.

**Section 8. Quorum.** A majority of Leadership Team members shall constitute a quorum.

**Section 9. Decisions.** Matters shall be determined by a majority vote of a Leadership Team quorum, unless on a matter in which the Bylaws require a different percentage. Members do not need to be physically present to vote. The Leadership Team is tasked with providing for an orderly process of absentee, proxy, or electronic voting. Any action required or permitted to be taken at any meeting of the Leadership Team may be taken without a meeting if a majority of the Leadership Team consent to the action in writing and the written consents are filed with the records of the meetings of the Leadership Team. Electronic mail shall be considered “writing” and “written consent” for this purpose. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 10. Organization.** The Leadership Team shall at a meeting held as close as practicable following the installation of each class of Leadership Team Members, elect from among themselves a Chair, a Vice Chair, a Secretary and a Finance Director.

- a. **Chair.** The Chair shall preside at all business meetings of the Leadership Team. The Chair shall confer with the Lead Pastor in preparing the agenda for such meetings and shall utilize the counsel that the Lead Pastor can give by virtue of training, experience, and calling.
- b. **Vice-Chair.** The vice-Chair shall assume the duties of the Chair in the Chair's absence, assist in the Chair's duties, and Chair the Personnel Committee.
- c. **Secretary.** The Secretary shall keep and preserve the minutes of all business meetings of the Leadership Team, conduct and preserve all official correspondence as shall be delegated, and be responsible for the documents of the church.
- d. **Finance Director.** The Finance Director shall direct the provision of proper policies, processes, reporting, and reviewing of all matters related to the finances and building and grounds of the church, including the submission of monthly financial reports to the Leadership Team and the Treasurer.

**Section 11. Responsibilities of the Leadership Team.** The Leadership Team is responsible to the congregation for building, maintaining and overseeing the spiritual welfare of the church and for directing and overseeing all ministries and business affairs of the church. To this end, the Leadership Team shall:

- a. Present annual mission and ministry objectives to the congregation;
- b. Determine Ministry Teams needed to carry out the church's mission and ministry, and appoint appropriate leadership for the Ministry Teams;
- c. Approve church policies;
- d. Be responsible for representing the congregation in certain staff relationships including:
  1. hiring and dismissal of staff subject to the provisions of these Bylaws. Action shall be by majority vote of the Leadership Team for this purpose;
  2. annual appraisal of the Lead Pastor and of the ministry staff, and providing Godly counsel or discipline as required;
  3. annual review and approval of staff compensation and compensation for new staff; and other personnel expenses for any staff member or activity;
  4. establishment of personnel policies;
  5. approval of changes in staff job descriptions and approval of job descriptions for new staff positions; and
  6. maintenance of current job descriptions for all staff members;
- e. Be responsible for overseeing the preparation and approval of a budget for each fiscal year. The fiscal year shall be from July 1 to June 30;
- f. Upon approval of the budget by the Leadership Team and the call of all pastors by the Membership, the Leadership Team shall be responsible for seeing that the budget is carried out as approved. The Leadership Team shall have the authority to appropriately adjust budget items and amounts where ministry objectives necessitate but in no event shall total budgeted expenditures exceed the total authorized budget without prior notification of the Membership;
- g. Annually appoint a committee of two Auditors to perform an independent review of the financial records of the church and report such findings to the congregation;
- h. Hear and respond appropriately to concerns of Members;

- i. Be responsible for church discipline as outlined in Article I, Section 5 of these Bylaws;
- j. Act as the trustees of the corporation for the advancement and protection of its assets;
- k. Act as directors of the corporation without separate election for this purpose;
- l. Be responsible for action on applications for Membership as outlined in Article I, Section 3 of these Bylaws.

**Section 12. Officers of the Corporation**

- a. The congregation shall annually elect officers of the church corporation, which shall consist of a Moderator, Clerk, Treasurer, Assistant Treasurer, Financial Secretary, and Assistant Financial Secretary. All officers shall be Members of the church.
- b. The Financial Secretary and Assistant Financial Secretary are authorized to receive monies on behalf of the church and are responsible for recording donations to the church. In routine matters, the Financial Secretary shall report to the Finance Director.
- c. The Treasurer and Assistant Treasurer are authorized to deposit funds to accounts, to disburse funds for church purposes, and file government reporting forms as required, in accordance with standard accounting procedures for non-profit organizations. The Treasurer and Assistant Treasurer shall both be signatories on bank and other financial accounts. In routine matters such as the payment of bills and budgeting, the Treasurer of the Corporation shall report to the Finance Director.
- d. The Chair of the Leadership Team shall serve as Vice Moderator of the church corporation and serve in place of the Moderator when the Moderator is unable to serve.
- e. The Moderator or Vice Moderator shall conduct meetings of the church corporation. The Clerk shall record the minutes of meetings of the church corporation. The Moderator or the Chair of the Leadership Team may approve or sign calls of meetings of Members and may direct the Clerk to post notice of the same.
- f. The Moderator and Treasurer or Assistant Treasurer, or the Vice Moderator and Treasurer or Assistant Treasurer are authorized to sign deeds and other corporate documents pertaining to the transfer or title to real property.
- g. Any officer is authorized to sign corporate filings with the Secretary of the Commonwealth. Other legal documents of the corporation may be signed by the Chair and Secretary of the Leadership Team or other Leadership Team members specifically designated by the Leadership Team at a duly called meeting.
- h. The Leadership Team shall designate from time to time Officers or Leadership Team members and any other Members of the church who shall be authorized to sign particular contracts or legal documents on behalf of the church.
- i. Neither the Treasurer nor the Financial Secretary shall serve more than ten consecutive years.

**Section 13. Financial Team.** A Financial Team of up to eight members including the Financial Secretary and the Assistant Financial Secretary shall be elected at the annual meeting of the congregation to assist in counting the regular offering. The Financial Team shall maintain confidentiality on Members' giving to the church.

**Section 14. Unity.** Action by all Teams shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace (Colossians 3:14).

## **ARTICLE III Ministry Teams**

**Section 1. Purpose.** Standing or *ad hoc* Ministry Teams shall be formed as required to implement the varied ministries of the church chosen by the Leadership Team.

**Section 2. Establishment.** Ministry Teams shall be established by the Leadership Team to implement specific ministries. The configuration of Ministry Teams shall be reviewed regularly by the Leadership Team, upon recommendation of the church staff, in accord with the church's purpose, strategies, and objectives for mission and ministry.

**Section 3. Duties.** The duties of Ministry Teams shall be to:

- a. Meet as required to plan and execute specific mission and ministry objectives.
- b. Recruit and train ministry personnel.
- c. Define and provide the necessary materials required for ministry.
- d. Submit annually to the Leadership Team proposed budgets and objectives for the forthcoming year and manage consistent with approved budgets.
- e. Report as requested to the Leadership Team.

**Section 4. Leadership.**

- a. The leader of a Ministry Team shall be approved by the Leadership Team in consultation with the pastor(s). The team leader will serve as liaison to the Leadership Team to provide reports and information when requested, and to forward requests to the Leadership Team when necessary.
- b. Ministry Team Members may be selected by the Ministry Team leader. The Leadership Team may remove a Ministry Team member.
- c. Each Ministry Team shall organize itself as required to perform its ministry.
- d. The Leadership Team may appoint one of its Members to be a voting ex officio member of any Ministry Team, who may also serve as that Ministry Team's leader.

**Section 5. Nursery School.** In furtherance of its purposes as church, the church shall have the power and authority to operate a nursery school for children, whose parents may, but need not necessarily be, Members of the corporation, or other child care or educational activities as approved by the Leadership Team; provided that the program of such nursery school shall be consistent with the general program of the church as a Christian church; and provided that the power and authority provided for herein shall be construed in a manner consistent with the church's status as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IV Pastoral and Ministry Staff**

**Section 1. Purpose.** Pastoral and additional ministry staff servant-leadership positions are created to help the congregation fulfill Christ's purposes in the world and among its Members.

**Section 2. Pastoral Qualifications.** Pastors of the church shall meet the qualifications for character, giftedness, and call set forth in the Holy Scriptures. The Lead Pastor shall be an ordained pastor in good standing with the Evangelical Covenant Church. Other pastors shall be credentialed with the ECC in accordance with their qualifications and duties.

**Section 3. Call of the Lead Pastor.** The Lead Pastor shall be called at a regular or special congregational meeting, the purpose of which shall be announced at least 15 days in advance. The Lead Pastor shall be nominated by the Pastoral Search Committee. The Lead Pastor shall be called by written ballot with a 2/3 vote of Members present and voting required for a call. The call shall be for an indefinite period of time. When the church receives aid from the ECC and/or Conference through appropriations, the call shall be with the approval of the Conference.

**Section 4. Call of Additional Pastors and Credentialed Ministry Staff.** Additional staff Members to hold ministerial credentials shall be called at a congregational meeting, the purpose of which shall be announced at least 15 days in advance. The meeting shall include the budget implications of the proposed position. The Leadership Team will recommend one candidate for a call, and the vote shall be by written ballot, with 2/3 vote required for call. The Leadership Team may establish the search committee or may serve as the search committee. When the church receives aid from the Conference and/or ECC through appropriations, the call shall be with the approval of the Conference. The call shall be for an indefinite period of time unless otherwise noted at the time of call.

**Section 5. Duties of the Lead Pastor.** The Lead Pastor shall preach and teach the Word of God, administer the sacraments, provide missional leadership, and faithfully carry out pastoral work. The Lead Pastor shall direct the church staff, providing counsel, encouragement, and Christian discipline to assist in the accomplishment of objectives for each staff member. All staff shall be responsible to the Lead Pastor. The Lead Pastor shall be a voting member of the Leadership Team and may be a nonvoting ex officio member of all ministry teams and committees and in such capacity, shall strive to establish and accomplish objectives and strategies in conjunction with the mission and purpose of the church.

**Section 6. Duties of Additional Pastors and Ministry Staff Members.** Additional pastors and ministry staff Members shall carry out specific areas of ministry under the direction of the Lead Pastor. They may be designated by the Leadership Team to be the leader or member of one or more Ministry Teams.

**Section 7. Cooperation.** The pastor(s) shall, both in word and precept, attempt to work in harmony with the ECC and the Conference thereof.

**Section 8. Resignation of a Pastor or Ministry Staff Member.** A pastor or ministry staff member may resign by submitting a letter of resignation to the Leadership Team. Unless there are extenuating circumstances, six weeks' notice should be observed.

**Section 9. Dismissal.** The dismissal of a pastor or ministry staff member should be undertaken only after avenues of remediation have been pursued.

- a. **Dismissal of the Lead Pastor.** The dismissal of the Lead Pastor shall be by congregational vote at a Special Meeting called for that express purpose. Such an agenda item cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by a 2/3 vote of the Leadership Team, or through the request of the congregation accomplished by a petition for such a meeting signed by 20% of the Membership. The quorum for such a meeting shall be 50% of the Membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor shall be allowed to speak to the matter. The vote shall be by written ballot. A majority vote of Members present and voting is necessary to dismiss the Lead Pastor.
- b. **Dismissal of Additional Pastors and Ministry Staff.** Additional pastors and ministry staff called by the congregation may be dismissed by the 2/3 vote of the Leadership Team. A meeting to overturn the action of the Leadership Team may be called through the request of the congregation, accomplished by a petition signed by 20% of the Membership. The quorum for such a meeting shall be 50% of the Membership. The grounds for dismissal shall be presented. Members shall be allowed to speak to the matter. The pastor or ministry staff member in question shall be allowed to speak to the matter. The vote shall be by written ballot. A majority vote of Members present and voting is necessary to overturn the action of the Leadership Team.



**Section 10. Charges Against a Pastor.** Charges against a pastor shall be submitted in writing to the Leadership Team and the Conference Superintendent, charging a pastor with indiscretion, immorality, doctrinal error, unethical behavior, or disloyalty to the Newton Covenant Church or the ECC. The Conference Superintendent and the Executive Minister of the Ordered Ministry of the ECC shall confer and determine the applicable rules and regulations regarding discipline, prior to further action by the church. A pastor or staff member credentialed by the ECC may be suspended by the ECC during this process. However, any minister who fails to become credentialed with the ECC may be suspended or recommended for dismissal at any time without prior notice by the Leadership Team.

## **ARTICLE V Committees**

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

- a. **Composition.** The nominating committee shall consist of one Leadership Team member designated by the Leadership Team, the Lead Pastor or staff member designated by the Lead Pastor, and at least four Members at-large elected by a majority of the Members present and voting at a congregational meeting. The Leadership Team shall designate one of the committee members to serve as Chair of the nominating committee.
- b. **Term.** The terms of the member from the Leadership Team shall be at the pleasure of the Leadership Team. The at-large Members shall serve two-year terms.
- c. **Quorum.** A majority of Members shall constitute a quorum of the nominating committee.
- d. **Responsibilities.** The nominating committee shall be responsible for nominations to fill the offices of (i) the Leadership Team, (ii) the at-large Members of the nominating committee, (iii) the corporate Officers, (iv) the at-large members of the Financial Team, (v) the at-large members of the Personnel Committee, and (vi) any other positions assigned to it either by the Leadership Team or congregation.
- e. **Nominating procedure.** Any Member of appropriate character, giftedness, maturity of faith and calling may be considered for any position. The Nominating Committee shall present a motion for the election of a slate or slates of nominees to fill all vacancies at the Annual Meeting of the Congregation. Slates shall be voted on unless there is objection to any nominee within a slate, in which case a vote shall be taken on individuals for election within the slate.\*
- f. **Unity.** Actions by the nominating committee shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace.

**Section 2. Pastoral Search Committee.** The Lead Pastor shall be nominated by a pastoral search committee. The nominee shall meet the criteria set out in Article IV, Section 2 of these Bylaws. This committee shall be elected by a majority present and voting at a congregational meeting. It shall be representative of the congregation and have five to nine members, including the Leadership Team Chair or appointee of the Leadership Team. It shall work closely with the regional conference superintendent and assigned conference staff.

**Section 3. Personnel Committee.** The Personnel Committee shall work toward a vital, healthy, mutually beneficial relationship between the congregation and the pastor(s) and ministry staff. The Personnel Committee shall have four main areas of responsibility:

- a. care and encouragement for the pastor(s), ministry staff, and their families;
- b. receiving the perspectives and concerns of each pastor and ministry staff member relative to the congregation and ministry;

- c. communicating the perspectives and concerns of the congregation to each pastor and ministry staff member relative to that person's ministry; and
- d. periodic review of each staff member's personal goals and goals for the church.

The Personnel Committee shall be made up of the Leadership Team Vice Chair, who will chair this committee, a second member selected by the Leadership Team, and up to three congregational Members elected by majority vote of those present and voting at the congregational annual meeting. Elected at-large Members shall serve a two-year term and may serve up to but not exceeding three consecutive terms.

**Section 4. Other Special Committees.** The Leadership Team or the congregation may establish a committee to address a specific task. The committee shall report back to the body which formed it unless otherwise instructed by its founding body. The committee shall terminate upon the completion of its task.

## **ARTICLE VI**

### **Membership Meetings**

**Section 1. Annual Meeting.** A Fall Annual Meeting shall be held within the first 6 months of the fiscal year. A Spring Annual Meeting may be held at the discretion of the Leadership Team to complete unfinished business. At one or the other Annual Meeting, (a) the following shall be submitted for information and discussion: the church budget previously adopted by the Leadership Team and written progress reports submitted by the pastor(s), ministry staff, Treasurer, Finance Director, and ministry teams and (b) the following actions shall be submitted for approval by majority vote of the Membership: Election for Leadership Team and other positions required by these Bylaws, and the terms of the Lead Pastor's call and associate pastor(s)' calls, other than the initial calls which are governed in Article IV Sections 3 and 4. One Annual Meeting may be dedicated primarily to present and celebrate the annual vision for the church.

**Section 2. Other meetings.** Other Special Meetings may be called by the Leadership Team or by written request signed by 25 active Members, unless otherwise noted in these Bylaws.

**Section 3. Notification of meeting.** All meetings of Members, also called "congregational meetings," shall be announced by written communication to the Membership at least 15 days prior to the meeting date unless otherwise required under these Bylaws.

**Section 4. Conduct of meeting.** The Moderator or Vice Moderator or such other person as may be designated by the Leadership Team in the absence of the foregoing shall serve as Chair of any meeting of the Membership.

**Section 5. Voting.** Each Member, and only Members, shall be entitled to cast one vote on any matter at hand at any meeting of the Membership. Such votes must be cast in person. Vote by proxy shall not be allowed. All votes shall be by written ballot. The Chair of the meeting may call for voice vote, raising of hands, or having the Clerk cast one ballot on behalf of all where no objection is raised.

**Section 6. Quorum.** The lesser of (a) 50 Members or (b) 20% of the Membership with a minimum of 20 Members shall constitute a quorum for any meeting of the Members unless otherwise specified.

**Section 7. Rules of order.** All congregational meetings of the church shall be conducted substantially according to the current edition of Robert's Rules of Order, subject to the provisions of these Bylaws. Any other committees, boards or team meetings may be conducted by any means of order agreed by consensus of such group.

**Section 8. Final voice.** The congregation reserves for itself final authority in any matter it chooses. A Member may add to or move up or down the order of an item on the agenda of a congregational meeting by a motion, seconded, and the majority vote of the Membership present and voting at that meeting, providing that the item is not in conflict with other provisions of the Bylaws. An item brought to the agenda in this way shall be decided

by a majority vote of the Membership present and voting, unless the item requires a different percentage as outlined elsewhere in the Bylaws, in which case that percentage shall be used. Special Meetings called for a particular purpose are limited to the agenda prescribed by the call for such Special Meeting.

## **ARTICLE VII**

### **Assets; Affiliation**

**Section 1. Title.** The corporation shall hold title to the assets of the church and own the assets on behalf of its Members. Unless subject to a specific trust expressed by the donor, property received and held, whether heretofore or hereafter by this Corporation is held by it in trust for religious purposes and will be applied, subject to that trust, in accordance with the wishes of the Membership.

**Section 2. Acquisition.** Assets acquired through ordinary, annual budgetary provisions do not need additional congregational approval. Real property acquisition and leases of facilities lasting seven years or more require the approval of the congregation by a majority of those present and voting. Mortgaging real property of the church, including as part of the acquisition of the real property, must be approved by 2/3 congregational vote at an annual or Special Meeting of the congregation.

**Section 3. Assignment of Assets.** No action for the sale or transfer of all or substantially all the church's assets may be taken when the closing of the church is under consideration without first hearing the advice presented from the ECC, Conference Board and Conference Superintendent at a congregational meeting. In the event the congregation votes to cease to exist, the property and all assets of the church shall inure equally to the ECC and the Conference, to be used for charitable or religious purposes in keeping with their mission priorities, predominantly for church planting in the region. Affiliating with another denomination shall not cause Newton Covenant Church to cease as a corporation. If Newton Covenant Church votes to merge with another ECC congregation and the merger requires Newton Covenant Church to dissolve, assets of the church may transfer to the successor ECC church prior to dissolution and therefore would not inure, be entrusted to, or otherwise transfer to the ECC and the Conference.

**Section 4. Reaffiliation.** All religious affiliation of the congregation and the corporation is voluntary on the part of the congregation and the corporation. Should the congregation feel called by God to withdraw from the ECC, in accordance with the dictates of conscience it may do so, following a period of prayer, study, and discernment, and may provide for the disposition or dedication of its assets accordingly. Withdrawal from the ECC may be voted upon after a period of discernment of at least 6 months' duration, following a motion before the congregation at a meeting duly called expressly for this purpose on 30 days' notice by request of 25 or more active Members. Voting in this matter is a corporate, civil, and congregational right which may not be abrogated or abridged by the ECC.

To pass, the vote to withdraw must attain a 2/3 majority of those present and voting. The quorum for this meeting shall be the same as required for Special Meetings. No provisions, past or present, of the ECC's constitution, decisions, restrictions, conditions, requirements, interpretations, demands or requests shall alter the result of such vote. In the event of such vote, ownership of church property, real and personal, shall remain in the corporation and no change in ownership or conditions on ownership of church assets shall be permitted from those in these Bylaws. The Leadership Team is charged with managing any such withdrawal in a manner respectful of the interests of the majority, minority, and the ECC, provided that in so doing the church does not compromise the legal rights of the majority.

**Section 5. Division.** In the event of a division within the church body, in which there are competing claims to the assets by various factions of the Membership, and where the factions desire to remain within the ECC then the church shall submit the dispute to the Conference Board for resolution.

**Section 6. Schism.** A schism shall be deemed to have occurred where a majority of the congregation Members has voted to withdraw from the ECC but has not achieved the 2/3 majority necessary to do so under these bylaws. In such a case the church shall submit the matter to the Conference Board for resolution.

## **ARTICLE VIII**

### **Closing**

**Section 1. Action Needed.** The congregation may close and terminate its existence by a majority vote of the Membership present and voting at a congregational meeting called for that purpose.

**Section 2. Meeting Provisions.** The decision on whether to close the church cannot be a part of, or added to, the agenda of any other meeting. The congregational meeting for such a vote may be called by the Leadership Team or through the request of the congregation, accomplished by a request for such a meeting signed by 20% of the Membership.

**Section 3. Notification.** All Members of record must be notified of the meeting through electronic mail and by first class mail sent or postmarked at least 15 days in advance of the meeting.

**Section 4. Quorum.** The quorum for such a meeting shall be all Members of record who are present at the meeting.

**Section 5. Asset Distribution.** Upon the vote to close, the assets of the congregation shall be transferred according to Article VII, Section 3 of these Bylaws, and must be dedicated to religious or charitable purposes.

**Section 6. Collaboration.** Should average congregation attendance at worship over 90 days stand below 50, the Conference Board may appoint an ex officio (voting) member to the Leadership Team.

## **ARTICLE IX**

### **Amendments**

These Bylaws and the Massachusetts Articles of Incorporation may be amended by a vote of 2/3 of the Membership present and voting at a duly called meeting that includes this purpose. A proposed amendment to the Articles or Bylaws must be presented in writing to the Membership not less than 30 days prior to the meeting called for the purpose of voting on Bylaws or Articles changes. Notwithstanding the foregoing, amendments to the Articles and Bylaws to make clerical corrections and to reflect changes in church governance that have been duly approved by the Membership may be approved and adopted by a vote of a 2/3 majority of the Leadership Team and certified to the corporate Moderator and Clerk to be presented for information and ratification by the Membership at its next annual or Special Meeting. Examples of amendments to the Articles and Bylaws that the Leadership Team may adopt in this manner are denominational affiliation or name, affiliation with another church, articles of merger, restated articles of organization, amendments to change the name of the church and its corporation, and similar matters following votes of the Membership at duly called meetings for these purposes.

\*Mass. Gen. Laws Ch. 180, Section 17 states that “by-laws [of the corporation] may not restrict the right of the members thereof to offer nominations from the floor at the annual meeting of the corporation.”

First adopted on 4/3/2018

Amended on 6/28/2020