



CHANGED BY JESUS - EMPOWERED BY THE HOLY SPIRIT - BOLDLY FOLLOWING GOD INTO THE WORLD

September 27, 2023

Dear NCC Family,

Over the past year, the NCC Leadership Team has looked into updating our current Bylaws in order to bring more clarity and alignment with the reality of how we function as a church body. A Bylaws Review Committee, consisting of Carmen Aldinger, Garrett Smith, Maria van den Bosch and Frank Tully, in consultation with others in the church and our denominational supervisors, prepared a document which they believe best serves the needs of our church. In August, the Committee submitted to the Leadership Team the Proposed NCC Constitution and Bylaws. In September the Leadership Team as a whole reviewed and discussed this document and made clarifying revisions. At a Special Meeting of the Leadership Team on September 19th, we unanimously approved the Proposed Newton Covenant Church Constitution & Bylaws for presentation at the Fall Congregational Meeting for consideration and adoption by the full Membership.

The revisions to the existing Bylaws are substantial in format, yet essentially retain the provisions which we as a church adopted 5 years ago. Most of the changes address internal inconsistencies in the current Bylaws which our leadership have gradually uncovered in trying to work around conflicting procedures.

However, there are four substantive changes from the existing Bylaws which should be noted.

1. We propose the adoption of a Church Constitution in addition to the revised Bylaws, rather than having the Bylaws serve two functions. As we observed the Bylaws of several comparable churches, we noted that they all included a separate Constitution. Also, Frank Tully discussed this matter with the ECC East Coast Superintendent Howard Burgoyne, who believed it would be essential for NCC to adopt a Constitution at this time.
2. We propose that Article III "Ministry Teams" of the existing Bylaws be removed as redundant to the existing and continued Bylaws provisions that the Leadership Team shall appoint and determine the function of each Ministry Team. Further, Article III refers to the operation of a Nursery School which is not applicable at this time. In the event that NCC chooses to start a Nursery School in the future, the Bylaws can be easily amended to include that function.



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3. The third change which needs to be addressed are the provisions to the call/hire of Additional Pastoral Staff apart from the Lead Pastor, under Part D, Section 4 of the Proposed Bylaws. The revised section essentially provides for the Leadership Team to call any Pastoral Staff (apart from Lead Pastor) with a choice to bring the matter to the Membership. However, the Membership is still to be notified of the potential call of Pastoral Staff and may comment upon that. Further, the Leadership Team may choose to bring such a candidate before the Membership if they believe that is in the best interests of the church. Many other churches only call their Lead Pastor by congregational votes, and all other staffing decisions are made by their Leadership Team and/or Lead Pastor. It is important to remember that the Leadership Team is a representative body voted on by the Membership and entrusted with making decisions on behalf of the Membership.

4. The fourth substantive change is to Bylaws Part C, Section 11.8, which requires the Leadership Team to notify the Membership in due course of any budget adjustments in excess of 10% of the approved budget. The existing requirement of notification for any adjustment at all is impractical in our fiscal procedures and not followed by the other similar sized churches we considered.

If you have any questions about the Proposed Constitution & Bylaws, you may address them to Frank Tully at fftully@gmail.com. Questions may also be raised at either of our informational meetings, after church service on Sunday, October 22nd or via Zoom on Wednesday, October 18th at 7:00 PM.

Sincerely,

A handwritten signature in black ink, appearing to read "Caroline Brownworth".

Caroline Brownworth
Leadership Team Chair

A handwritten signature in black ink, appearing to read "Frank Tully".

Frank Tully
Leadership Team Vice Chair

Proposed NCC Constitution & Bylaws

Presented for adoption by NCC Membership
at 2023 Fall Congregational Meeting

Newton Covenant Church Constitution

PREAMBLE

Newton Covenant Church was founded in April of 2018 and incorporated as a non-profit religious organization under Chapter 180 of the General Laws of the Commonwealth of Massachusetts. The original Bylaws of Newton Covenant Church were adopted on April 3, 2018 and amended on June 28, 2020. This Constitution and Revised Bylaws were adopted by Newton Covenant Church on _____, 2023. Newton Covenant Church is organized and operated exclusively for religious and charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue laws).

Newton Covenant Church entered into membership with the Evangelical Covenant Church in May of 2019. 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.

ARTICLE I

Name

The name of this church is and shall be the Newton Covenant Church (hereinafter referred to as “NCC” or “the Church”).

ARTICLE II

Purpose

We, the members of NCC, covenant to cultivate a community of worship committed to prayer, preaching and study of the Word of God, the 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.

ARTICLE III

Confession of Faith

We, the members of NCC, believe in the Triune Godhead of the Father, the Son Jesus Christ and the Holy Spirit existing for all eternity. 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. And we believe in the necessity of personal faith in Jesus Christ as Lord and Savior for salvation.

ARTICLE IV

Affiliation

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

ARTICLE V

Membership

Membership in NCC is granted as provided in its Bylaws 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 NCC, and to share in its fellowship and obligations.

ARTICLE VI

Governance

The authority of the government of NCC is vested in its membership acting through duly called Membership Meetings. The management, administration and oversight of business and spiritual affairs are delegated by the membership to appropriate leadership as delineated in the Revised Bylaws. All elected leadership specified in the Revised Bylaws shall be members of NCC. If any conflict arises between the terms of this Constitution and any provision of the Revised Bylaws, the terms of this Constitution shall be determinative.

ARTICLE VII

Officers

The officers of NCC shall consist of a Moderator, Clerk, Treasurer, Assistant Treasurer, Financial Secretary and Assistant Financial Secretary.

ARTICLE VIII

Membership Meetings

A NCC Annual Membership Meeting shall be held in the Spring of each calendar year. At the Annual Membership Meeting, the election of officers shall be held. The Annual Membership Meeting shall be conducted by the Moderator in accordance with the Bylaws and notice of the Annual Membership Meeting shall be provided in accordance with the Bylaws. Additional Membership Meetings shall be held not less than semiannually, in accordance with the Bylaws. Items as required by the Constitution and Bylaws shall be submitted for membership action.

ARTICLE IX

Assets of the Church

NCC shall hold title to its own assets, and shall maintain exclusive ownership title, control, and use of all church property, real and personal, in support of its Purpose as determined by its Members and as specified in the Bylaws.

ARTICLE X

Amendments

Amendments in harmony with this Constitution and with the non-profit laws of the Commonwealth of Massachusetts, and not in conflict with ECC principles and policies may be adopted by a two-thirds ($\frac{2}{3}$) vote of those present and voting in a Membership Meeting of NCC, providing the proposed amendment was presented in written form by notice at least 30 days preceding the Membership Meeting.

Newton Covenant Church Revised Bylaws

PART A Membership

Section 1. Purpose. The purpose of Membership of NCC 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, and culture. 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 NCC 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 to be 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 one or more interviewers 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 shall vote whether to receive the applicant into Membership.

- 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 have been received into Membership of the church shall be welcomed at a worship service and make a 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 Part A.

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 who have been received as Members of NCC or whose Membership has been withdrawn or removed shall be duly recorded and their names shall be reported to the next Annual Meeting.

PART B

Membership Meetings

Section 1. Annual Meetings. A Spring Annual Meeting shall be held within the first 6 months of the calendar year. A Fall Annual Meeting may be held at the discretion of the Leadership Team to complete unfinished business. At one or the other Annual Meeting, 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. At one or the other Annual Meeting, 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 any material changes to the terms of the Lead Pastor's call and associate pastor(s)' calls, other than the initial calls which are governed in Part D, Sections 3 and 4 of these Revised Bylaws. 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 Annual Meetings and Special Meetings of Members shall be announced by written and/or electronic communication to the Membership at least 14 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. Annual Meetings and Special Meetings shall be conducted in person, unless the Leadership Team by majority votes authorizes a virtual electronic video meeting and/or a hybrid in-person and virtual meeting for that specific occasion.

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, unless the Leadership Team has authorized a virtual electronic video meeting and/or hybrid meeting. Vote by proxy shall not be allowed. The Chair of the meeting may call for voice vote or the raising of hands, unless otherwise specified in these Bylaws. At the sole discretion of the Chair a vote may be taken by written ballot if in the opinion of the Chair the above method is not determinative of a clear outcome.

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 a group.

Section 8. Final voice. The Membership of NCC 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.

PART C

The Leadership Team; Officers; Financial Team

Section 1. Purpose. The Leadership Team of Newton Covenant Church 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 NCC.

Section 2. Composition. The Leadership Team shall consist of not less than five (5) nor more than nine (9) 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 ministry staff as non-voting advisors and may remove the same.

Section 3. Qualification. Any Member of NCC 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 an Annual Meeting or at another meeting of NCC 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.

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 and Format of Meetings. All Leadership Team Members shall receive a minimum 3-day advance notification of any meeting, including time and place of the meeting. Leadership Team meetings may be conducted either in-person or virtually by an established video format. 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 in-person and/or virtual 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. 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 assist in the Chair’s duties and assume the duties of the Chair in the Chair’s absence.

- c. **Secretary.** The Secretary shall keep and preserve the minutes of all business meetings of the Leadership Team, and other important 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.
- e. **Committee Chairs.** The Leadership Team shall designate one member of the Leadership Team to serve as chair of the Personnel Committee and one member of the Leadership Team to serve on the Nominating Committee.

Section 11. Responsibilities of the Leadership Team. The Leadership Team is responsible to NCC and its Membership 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 Church;
- b. Determine Ministry Teams needed to carry out the Church's mission and ministry, and appoint appropriate leadership for the Ministry Teams;
- c. Approve the Church policies;
- d. Be responsible for representing NCC 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 Pastoral 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 presentation of the budget to 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 adjust ministry budget amounts and items where necessary, but shall report to the membership at the next duly called membership meeting revisions in projected total income or projected total expenses greater than 10% of the annual budget;
- g. Hear and respond appropriately to concerns of Members;
- h. Be responsible for church discipline as outlined in Part A, Section 5 of these Bylaws;
- i. Act as the trustees of NCC for the advancement and protection of its assets;
- j. Act as directors of NCC without separate election for this purpose; and
- k. Be responsible for action on applications for Membership removal from Membership as outlined in Part A, Sections 3 and 6 of these Bylaws.

Section 12. Officers of the Church

- a. The Membership shall bi-annually elect officers of the Church for two-year terms, which officers shall consist of a Moderator, Clerk, Treasurer, Assistant Treasurer, Financial Secretary, and Assistant Financial Secretary and two Auditors. All officers shall be Members of the Church.
- b. The Financial Secretary and Assistant Financial Secretary are authorized to receive and deposit 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 Church shall report to the Finance Director.

- d. The Chair of the Leadership Team shall serve as Vice Moderator of the Church 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. The Clerk shall record the minutes of meetings of the Church. 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 of Massachusetts. Other legal documents of the Church 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.

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 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 a manner as to preserve the unity of the Spirit in the bond of peace (Colossians 3:14).

PART D

Lead Pastor and Pastoral Staff

Section 1. Purpose. Pastoral and ministry staff servant-leadership positions are created to help Newton Covenant Church 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 credentialed in good standing with the Evangelical Covenant Church or other ordaining body approved by the Leadership Team. All other Pastoral Staff shall be credentialed in accordance with their specific ministry qualifications and duties, as determined by the Leadership Team. The Lead Pastor and other Pastoral Staff shall pledge to work in harmony with the Evangelical Covenant Church and the East Coast Conference.

Section 3. Call of the Lead Pastor. The Lead Pastor shall be called at a regular or special Membership Meeting, the purpose of which shall be announced at least 30 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.

Section 4. Call of Pastoral Staff. Pastoral Staff shall be called by the Leadership Team, with 30 days notice provided to the full Membership. Members may review any documents relating to the call, budget and qualifications of any proposed candidate. Members may bring any questions or concerns regarding a candidate's call to the Leadership Team, including a request that the matter be brought to a Membership Meeting. The Leadership Team may determine of its own accord to bring a particular call of any Pastoral Staff for a vote at a Membership Meeting in the manner of a Lead Pastor as set forth in Section 3 above. Otherwise, the Leadership Team may approve the call of any Pastoral Staff by a 2/3 vote of Leadership Team Members present at a duly scheduled meeting. 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 Pastoral Staff. Pastoral Staff 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. Resignation of a Lead Pastor or Pastoral Staff. Any Lead Pastor or Pastoral Staff may resign by submitting a letter of resignation to the Leadership Team. Unless there are extenuating circumstances, six weeks' notice should be observed.

Section 8. Dismissal. The dismissal of a Lead Pastor or Pastoral Staff 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 Membership 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 Membership Meeting for such a vote may be called by a 2/3 vote of the Leadership Team, or through the request of the Membership 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. Any pastor or ministry staff, specifically including the Lead 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 Pastoral Staff.** Pastoral Staff may be dismissed by the 2/3 vote of the Leadership Team. A meeting to overturn the dismissal action of the Leadership Team

may be called through the request of the Membership, 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 Pastoral 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 dismissal action of the Leadership Team.

Section 9. Charges Against a Pastor. Charges against any pastor shall be submitted in writing to the Leadership Team and the ECC 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 Lead Pastor or Pastoral Staff credentialed by the ECC may be suspended by the ECC during this process. However, if a Pastor or Pastoral Staff is not credentialed by the ECC they may be suspended or recommended for dismissal by the Leadership Team, pursuant to Section 8 above, at any time under the above circumstances.

Section 10. Unity. Action by the pastors and members of the congregation shall be taken in such manner as to preserve the unity of the Spirit in the bond of peace (Colossians 3:14).

PART E

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 three Members at-large elected by a majority of the Members present and voting at an Annual 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 an Annual Meeting. Slates as a whole 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 or for any qualified individual who is nominated from the floor by a Member at an Annual Meeting.
- f. **Unity.** Actions by the nominating committee shall be taken in such a 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 Leadership Team as a whole or by designated subcommittee shall nominate five to nine church members for the Pastoral Search Committee. The Pastoral Search Committee shall be elected by a majority present and voting at a Membership 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. The Pastoral Search Committee shall put forth a nominee for Lead Pastor who shall meet the criteria set out in Part D, Section 2 of these Bylaws.

Section 3. Personnel Committee. The Personnel Committee shall work toward a vital, healthy, mutually beneficial relationship between the Church 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 the Lead Pastor and each Pastoral Staff relative to the Church and ministry;
- c. communicating the perspectives and concerns of the Church to the Lead Pastor and each Pastoral Staff relative to that person's ministry; and
- d. periodic review of the Lead Pastor's and each Pastoral Staff's personal goals and goals for the Church.

The Personnel Committee shall be made up of a member of the Leadership Team serving as chair of this committee, a second member selected by the Leadership Team, and up to four Members elected by majority vote of those present and voting at an 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 Church Members at an Annual Meeting 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.

PART F

Assets; Affiliation

Section 1. Title. The Church shall hold title to its own assets and hold the assets on behalf of its Members. Unless subject to a specific trust expressed by a donor, property received and held, whether heretofore or hereafter by the Church, 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 Membership approval. Real property acquisition and leases of facilities lasting seven years or more require the approval of the Membership by a majority of those present and voting at a duly held Annual or Special Meeting of the Church. Mortgaging real property of the Church, including as part of the acquisition of the real property, must be approved by 2/3 Membership vote at an Annual or Special Meeting.

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 an Annual Meeting. In the event the Membership 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 Church is voluntary on the part of the Church. Should the Membership 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 Membership at a meeting duly called expressly for this purpose on 30 days' notice by request of 25 or more active Member, as designated in Part A, Section 6 of these Bylaws. 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 a vote. In the event of such a vote, ownership of church property, real and personal, shall remain in the Church 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.

PART G

Closing

Section 1. Action Needed. The Church may close and terminate its existence by a majority vote of the Membership present and voting at a Special 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 Special Meeting for such a vote may be called by the Leadership Team or through the request of the Membership, 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 30 days in advance of the Special 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 Church shall be transferred according to Article VII, Section 3 of these Bylaws, and must be dedicated to religious or charitable purposes.

PART H

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 Annual or Special 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.