

CONSTITUTION AND BYLAWS OF
THE CONGREGATIONAL CHURCH OF NEEDHAM

ARTICLE I—NAME

ARTICLE II—FAITH AND COVENANT

ARTICLE III—AFFILIATIONS

ARTICLE IV—MEMBERSHIP

ARTICLE V—MINISTERS

ARTICLE VI—ELIGIBILITY, TERMS, TERM LIMITS, AND
VACANCIES FOR THE OFFICERS, DIRECTORS, DEACONS, AND
COMMITTEE MEMBERS

ARTICLE VII—NOMINATING

ARTICLE VIII—OFFICERS OF THE CHURCH

ARTICLE IX—BOARD OF DIRECTORS

ARTICLE X—BOARD OF DEACONS

ARTICLE XI—MINISTERIAL REVIEW TEAM

ARTICLE XII—COMMITTEES OF THE CHURCH

ARTICLE XIII—TEAMS

ARTICLE XIV—MEETINGS

ARTICLE XV—FISCAL AND LEGAL MATTERS

ARTICLE XVI—MISCELLANEOUS

CONSTITUTION AND BYLAWS OF
THE CONGREGATIONAL CHURCH OF NEEDHAM

ARTICLE I—NAME

This Church shall be known by its corporate name, the Congregational Church of Needham, UCC (United Church of Christ).

ARTICLE II—FAITH AND COVENANT

We accept the Statement of Faith of the United Church of Christ, as it may it be adopted and amended from time to time.

We further affirm herein the Covenant adopted by the Church by vote of the congregation in January 1997, stating:

We strive to be a joyful, welcoming Christian community.

We seek to be faithful in a world torn by suffering, injustice, oppression and war.

We are inspired by God, Christ's ministry, and the examples of other faithful people.

We join together in worship and song, fellowship, study, and mission, to embrace the risks and challenges of continuing Christ's ministry.

We struggle to live out our faith in the world by furthering justice and peace, witnessing to the truth, and proclaiming God's love and mercy for all people.

We also affirm herein the Open and Affirming Covenant originally adopted by the Church by vote of the congregation on February 13, 2000, and revised by the Church by vote of the congregation on November 17, 2019, stating:

We believe that all people are created in the image of God, who loves each of us as we are. Following the example of Jesus, we welcome and affirm all people, including those of every age, gender, sexual orientation, gender identity and expression; every racial, ethnic and cultural identity, and country of origin; every faith background, family configuration and economic situation; every mental and physical ability and health status; every life experience and circumstance. We strive to be an example of God's extravagant welcome and to live these beliefs in our worship, language, actions and relationships. We invite all people who desire to join us in this journey of faith to share in the full life and ministry of this church.

ARTICLE III—AFFILIATIONS

The Congregational Church of Needham, UCC, holds to the autonomy and authority of the local congregation and affirms its affiliation with the United Church of Christ, the Southern New England Conference, and their successor entities.

ARTICLE IV—MEMBERSHIP

Section 1: Membership Defined

This Church shall welcome into its membership any person who wishes to follow the ministry of Jesus Christ and who accepts the Faith and Covenant set forth in Article II. Its membership shall

consist of all persons (collectively, “Members,” and each individually, a “Member”) who are Members of the Congregation at the time these bylaws become effective and all persons admitted as Members thereafter in accordance with Section 2 of this Article.

Section 2: Duties of Members

Each Member is expected to be an *active* Member, who supports the Church by his/her attendance, by active participation in the work of the Church, and by supporting the Church financially.

Section 3: Reception of Members

New Members shall be publicly received into the Church by the Congregation at any regular service of worship. Any person who desires to and is eligible to be received into membership and who is unable to attend in public may, with the approval of the Deacons instead be received into membership privately by the Senior Minister or an Associate Minister. Upon a new Member’s reception into membership, the Clerk shall forthwith add his or her name to the membership list.

Section 4: Removal from Membership

A Member of the Church who has been absent from Church two years or more, has not during that time contributed financially to its support, and has not, after fifteen days’ notice, indicated a desire to be continued as a Member, shall be removed from the membership list. A Member shall also be removed from the membership list upon request.

Section 5: Membership Records

The Clerk shall cause to be kept a membership list, containing the names of all current Members. The Clerk, in consultation with the Ministers, shall review the membership list annually, and report in writing to the Board of Deacons such changes as the Clerk recommends. Upon approval of such recommendations by the Deacons, the Clerk shall cause the membership list to be revised accordingly, provided, however, that no Member shall be removed from the list unless the conditions set forth in Section 4, above, shall first have been met.

Section 6: Rights of Members

Only Members shall have the right to vote on matters brought before the Church. Only Members may serve as an Officer, or as a member of the Directors, the Deacons, or Committees of the Church. For all purposes of these bylaws, and notwithstanding any other provision hereof, any person whose name appears on the membership list at a given time shall be conclusively presumed to be a Member at that time, and any other person shall be conclusively presumed not to be a Member at that time.

ARTICLE V—MINISTERS

Section 1: Establishment of Positions

The Church shall employ a Senior Minister and such Associate Minister or Ministers as the Members of the Congregation may approve.

Section 2: Senior Minister

- a. *General responsibilities.* The Senior Minister shall care for the spiritual and pastoral welfare of the Church and of its Members. The Senior Minister shall have responsibility for all worship services. In carrying out these responsibilities, the Senior Minister shall consult

with the Deacons. The Senior Minister may also consult with such other Boards, Committees, Teams, and individuals as the Senior Minister deems helpful.

The Senior Minister shall have general responsibility for the administration of the Church. In carrying out this responsibility, the Senior Minister shall consult with the Directors. The Senior Minister may also consult with such other Boards, Committees, Teams, and individuals as the Senior Minister deems helpful.

- b. *Supervision of Associate Ministers and staff.* The Senior Minister shall have general supervisory responsibility over the Associate Minister(s) and all staff, provided that no pastoral relationship with any Minister shall be terminated without a vote of the Church, as provided in Section 7 below. The direct supervision of particular staff members may be delegated to an Associate Minister. The Senior Minister shall participate in the performance evaluation of all staff.

Section 3: Associate Minister(s)

An Associate Minister shall work with the Senior Minister, the Deacons, the Directors, the Committees, and Teams in carrying out the work of the Church. In the absence of the Senior Minister, an Associate Minister shall perform the duties of the Senior Minister. In the event there is more than one Associate Minister, the Directors shall determine which Associate Minister shall perform the duties of the Senior Minister.

Section 4: Vacancies

Upon notice that there will be a vacancy in any ministerial position, the Directors shall appoint and submit for approval to the Church, at any Annual Meeting, or at a special meeting called for such purpose, a Pastoral Search Committee, which shall consist of not less than nine and not more than fifteen Members of the Congregation. This committee, after due consideration of candidates, shall present its candidate to the Church at a regular Sunday worship service. A minister shall be called to ministry in the Church upon a vote of the congregation at any Annual Meeting or at a special meeting called for such purpose, after the candidate has been so presented. A vote to call any Minister to the Ministry of the Church shall be determined by a two-thirds majority of the Members of the Congregation present and voting.

Section 5: Relationship with the Directors, Deacons, and Committees

The Senior Minister and Associate Minister(s) shall advise and assist the Directors, the Deacons, and the Committees of the Church in carrying out their work.

Section 6: Church Membership

Each Minister, upon acceptance of a call to this Church, shall become a Member of the Church. The Chairperson of the Board of Deacons, or an officer of the Church, shall formally accept a Minister into membership at a public service of worship following his/her acceptance of the call.

Section 7: Dissolution of Pastoral Relationship

Either a Minister (Senior or Associate), or the Church (by vote of a simple majority of the Members of the Congregation present and voting at a duly called meeting), may dissolve the pastoral relationship by giving at least two months' written notice to the other. Notice to a Minister shall be effective when delivered to the Minister and notice to the Church shall be effective when delivered to the Moderator or acting Moderator at a duly called meeting of the

Directors. Notwithstanding the foregoing, upon receipt of notice of dissolution from a Minister, or in lieu of the Church's giving notice of dissolution to a Minister, the Directors at its option may dissolve the pastoral relationship immediately by payment of two months' full salary and benefits to the Minister.

ARTICLE VI—ELIGIBILITY, TERMS, TERM LIMITS, AND VACANCIES FOR THE OFFICERS, DIRECTORS, DEACONS, AND COMMITTEE MEMBERS

The following provisions apply to the Officers of the Church, members of the Board of Directors, the Board of Deacons, and the Committees of the Church.

Section 1: Eligibility

Only Members of the Congregation shall be eligible to serve as Officers, Directors, Deacons, or on any Committee of the Church.

Section 2: Terms and Limits

Except as provided for under "Vacancies," members of the Board of Directors (excluding the Moderator), the Board of Deacons, and Committees of the Church shall be elected for a term of three years at the Annual Meeting. The terms shall be staggered so that approximately one-third of the members of each Board and Committee shall be elected to a three-year term at each Annual Meeting.

Except as provided for under "Vacancies," Officers of the Church shall be elected for a term of one year.

No one shall serve in any one Office of the Church, as a member of the Board of Directors, the Board of Deacons, or any one Committee for more than six years out of any 10-year period.

No one shall serve in more than one role as an Officer, Director, Deacon, or Committee Member at the same time.

Members of the same family (parents, spouses/partners, siblings, and children) may not serve at the same time as members of any single Committee or Board, or as officers.

Section 3: Vacancies

If for any reason an Officer, Director, Deacon, or Committee Member shall cease to serve before the end of his or her term, then a successor shall be appointed by the Directors. The successor shall serve until the next Annual Meeting. If at the time of the next Annual Meeting any time remains on the ex-Officer/Director/Deacon/Committee Member's term, then a successor shall be elected by the Members of the Congregation to serve for the remainder of the term.

ARTICLE VII – NOMINATING

Section 1: Establishment of a Nominating Team

A Nominating Team shall be established annually by the Directors. The Team shall consist of two Directors, one Deacon, and one member from each of the Committees of the Church. The Nominating Team members shall be elected annually by each of the respective Boards and Committees. Each of these above Nominating Team members shall be voting members. In addition, the Senior Minister and Associate Minister(s) shall serve on the Nominating Team as non-voting members.

Section 2: Voting on the Nominated Officers, Directors, Deacons, and Committee Members

The Nominating Team shall submit to Members of the Congregation for vote at a duly called Annual Meeting nominees for Church Officers, Directors, Deacons, and Committees of the Church.

Section 3: Nominees from the Members of the Congregation

At the time of the Annual Meeting, nominees from the Members of the Congregation to any elected Office, Board, or Committee except the Pastoral Relations Committee shall be accepted.

ARTICLE VIII — OFFICERS OF THE CHURCH

Section 1: Establishment of Officers of the Church

The officers of the Church shall be a Moderator, a Clerk, a Treasurer, and a Collector.

Section 2: Moderator

The Moderator shall serve as a voting Member and Chair of the Directors and shall preside over meetings of the Directors and at all duly called meetings of the Congregation. If the Moderator is unable to preside at any meeting, the Directors shall, prior to the start of the meeting, appoint a member of the Directors or a former Moderator to serve as temporary Moderator.

Section 3: Clerk

The Clerk shall give notice, as hereinafter provided, of Meetings of the Congregation, and shall keep minutes or records of all such meetings. The Clerk shall also keep minutes or records of meetings of the Directors. With the assistance of Church staff, the Clerk shall cause to be kept annual reports from the Officers, the Directors, the Deacons, and the Committees of the Church. With the assistance of Church staff, and in consultation with the Ministers, the Clerk shall cause to be kept records of Church membership as provided in Article IV above. All such records shall be kept on file in the Church office, available to inspection by any Member of the Congregation upon reasonable notice.

When a vote of the Directors, or a vote of the Members of the Congregation authorizes an individual, a Board, a Committee of the Church, or other group to act on behalf of the Church in a particular matter, the Clerk may issue a certificate setting forth the substance of that authority and identifying the person(s) granted the authority. Any third party dealing with the Church may conclusively rely on such a certificate without further inquiry.

Section 4: Treasurer

- a. *Responsibilities.* The Treasurer shall have custody of all funds of the Church and of all documents relating to the finances of the Church. The Treasurer shall be responsible for overseeing the receipt and deposit of all money received by the Church in electronic form. The Treasurer shall keep accurate and complete books of account with respect to all funds, and shall keep on file sufficient evidence of disbursements therefrom. All such documentation shall be subject to the inspection and control of the Directors. The Treasurer shall report to the Directors as they may require, and to the Members of the Congregation in detail at the Annual Meeting.
- b. *Assistant Treasurer(s).* The Treasurer may be assisted by such Assistant Treasurer(s) as the Treasurer, with the consent of the Directors, may appoint from time to time. The Assistant

Treasurer(s) shall have such duties as may be specified by the Treasurer. The Treasurer shall maintain a list of current Assistant Treasurers, and shall provide copies of this list to the Clerk and Directors whenever the list changes and annually in January.

Section 5: Collector

- a. *Responsibilities.* The Collector shall be responsible for receiving all money received by the Church in the forms of cash and check. The collector shall take physical custody of all cash and checks received, and deposit them into Church account(s) as directed by the Treasurer. The Collector shall keep accurate records of all funds received in the forms of cash and check.
- b. *Assistant Collectors.* The Collector may be assisted by such Assistant Collector(s) as the Collector, with the consent of the Directors, may appoint from time to time. The Assistant Collectors(s) shall have such duties as may be specified by the Collector. The Collector shall maintain a list of current Assistant Collectors, and shall provide copies of this list to the Clerk and Directors whenever the list changes and annually in January

ARTICLE IX — BOARD OF DIRECTORS

Section 1: Membership of the Board of Directors (“Directors”)

The Directors shall consist of a Chairperson, who shall be the duly elected Moderator of the Church, and ten additional members.

Section 2: General Responsibilities of the Directors

The Directors shall be responsible for all financial, business, real estate, personnel, and legal matters of the Church. The Directors shall:

- a. Coordinate and oversee activities of Committees of the Church;
- b. Be responsible for entering into all contracts between the Church and any employee, Minister, person, vendor, or other entity;
- c. Develop, approve, amend, and enforce personnel policies;
- d. Work with church staff (supervisors and employees), Deacons, Committees of the Church, and Teams to develop and maintain job descriptions;
- e. Prepare a budget for approval by the Members of the Congregation at each Annual Meeting. The budget shall include all reasonably foreseeable expenses including operating, major maintenance, and capital expenses.
- f. If it is reasonably anticipated that there will be a material variance in the operating deficit or surplus in the approved budget, the Directors shall prepare a revised budget and call a Special Meeting of the Congregation for approval.
- g. The Directors shall not undertake the following without approval of the Members of the Congregation at an Annual or Special Meeting:
 - i. Borrowing money from commercial sources, except for emergency repairs or maintenance. The Directors may refinance or restructure an existing loan if the principal owed is not increased;
 - ii. Buying or selling real estate.

Section 3: Meetings of the Directors

- a. *Regular meetings.* The Directors shall hold such regular meetings throughout the year as it deems necessary to carry out its duties in an effective and timely manner.
- b. *Special meetings.* A special meeting of the Directors may be called by the Senior Minister, by the Moderator, or by any three Directors by giving at least five days' notice to the Directors. The majority of the Directors may waive this notification period.
- c. *Quorum.* A majority of members of Directors shall constitute a quorum for the transaction of business.
- d. *Who presides.* The Moderator shall serve as Chairperson of the Directors and shall preside over meetings of the Directors. In the event the Moderator is unable to preside as chair because of a temporary absence, the Directors shall appoint, from its membership, a temporary Moderator by majority vote.
- e. *Records.* The Directors shall keep an accurate record of those present, and of the business transacted, at each meeting. Such records shall may be made by the Clerk, or such alternate as the Directors may designate in the Clerk's absence, and such records shall be kept with the permanent records of the Directors, with a copy to be kept at all times in the Church office. Such records to be kept in the Church office shall not include reference to personnel matters, or other matters deemed confidential by the Directors, but shall include a statement that the Directors discussed matters not contained in the records and a statement of the general reason they were deemed confidential.
- f. *Open meetings.* All meetings of the Directors shall be open to Members of the Congregation. The Directors may determine that all or part of a meeting will be held in Executive Session, to include voting members of the Directors and others as the Directors deem appropriate.

ARTICLE X—BOARD OF DEACONS

Section 1: Membership of the Board of Deacons (“Deacons”)

There shall be 9 to 15 elected members of the Board of Deacons.

Section 2: General Responsibilities of the Deacons

The Deacons shall be the spiritual lay leaders of the Church. The Deacons shall work with the Ministers to oversee the spiritual life of the Church in regard to worship, pastoral care, and membership. The Deacons shall make the necessary preparations for, and shall assist the Minister(s) in, celebrating Communion. In the absence of the Senior Minister and Associate Ministers, they shall provide for the temporary supply of the pulpit. They shall also appoint and oversee a head usher, who shall be responsible for recruiting, scheduling, and supervising such ushers as may be required by the Ministers and Deacons for the regular and special worship services of the Church.

Section 3: Open Meetings

All meetings of the Deacons shall be open to Members of the Congregation. The Deacons may determine that all or part of a meeting will be held in Executive Session, to include voting members of the Board of Deacons and others as the Deacons deem appropriate.

Section 4: Inactive Deacons

Upon completing his or her active service, each Deacon shall become an Inactive Deacon and shall remain such for as long as he or she remains a Member of the Congregation. Any Inactive Deacon may be called upon by the Board of Deacons to perform any of the duties of the Deacons.

ARTICLE XI—MINISTERIAL REVIEW TEAM

The Directors and Deacons shall jointly sponsor a Ministerial Review Team. The Team shall consist of equal numbers of Directors and Deacons, and such other members as the Directors and Deacons may jointly determine. All members of the team shall be Members of the Congregation.

The Team shall perform an annual review of each Senior and Associate Minister, which shall address all aspects of the Ministers' responsibilities.

ARTICLE XII — COMMITTEES OF THE CHURCH

Section 1: Establishment of the Committees of the Church (“Committees”)

There shall be the following three Committees of the Church whose members shall be elected by members of the Congregation at the Annual Meeting in accordance with Article VI:

Christian Education

Outreach

Pastoral Relations Committee (PRC)

Section 2: General Responsibilities of the Committees of the Church

Committees shall work collaboratively with the Directors and church staff to develop objectives, strategies, and plans for their areas of responsibility within the overall vision and budget established by the Directors as approved by the Members of the Congregation. Each Committee shall make an annual report to the Congregation.

All meetings of each Committee except the PRC shall be open to Members of the Congregation. A Committee may determine that all or part of a meeting will be held in Executive Session, to include voting members of the Committee and others as the Committee deems appropriate.

Section 3: Christian Education Committee

- a. *Makeup.* There shall be six elected members of the Christian Education Committee.
- b. *Duties.* The Committee shall, in consultation with the Minister(s) and the Deacons, provide for and administer a diversified Christian education program for the Church, including all age groups. The Committee shall also administer its budget.

Section 4: Outreach Committee

- a. *Makeup.* There shall be nine elected members of the Outreach Committee.
- b. *Duties.* The Committee shall:
 - i. Coordinate and oversee all outreach work of the Church;

- ii. Provide information to the Church on funding and volunteer opportunities;
- iii. In consultation with the Directors, raise outreach funds;
- iv. Evaluate funding needs, decide on the allocation of budgeted outreach funds, and report to the Directors;
- v. Conduct relevant educational and informational programs;
- vi. Encourage and facilitate outreach involvement by individuals and Church organizations.

Section 5: Pastoral Relations Committee (PRC)

- a. *Makeup.* There shall be three elected members of the PRC. For the first election of PRC members, one shall be elected for a three-year term, one for a two-year term, and one for a one-year term. Thereafter, members shall be elected in accordance with Article VI.
- b. *Duties.* The PRC shall serve as an independent group that supports and maintains an open and healthy relationship between the Minister(s) and Members of the Congregation. The PRC does not take the place of communications between the Members and the Minister(s), but rather helps those who need advice and assistance with such communications. In the event of any conflicts among the Members and/or Minister(s) of the Church, the PRC builds the framework upon which conflicts can be addressed.

No member of the PRC shall be a member of the Ministerial Review Team. If requested, the PRC may share summary information with the Ministerial Review Team, provided the PRC maintains its obligations of confidentiality.

The PRC shall have at least two meetings per year.

Due to the highly confidential nature of the PRC's work, the committee's members shall determine the content of its annual report to the congregation.

ARTICLE XIII—TEAMS

A "Team" is a group of individuals devoted to helping fulfill part of the Church's mission. Members of a Team are not elected by the Congregation.

The elected Boards and Committees of the Church may form Teams to help carry out their assigned duties. The Board/Committee/Minister is the Team's "Sponsor." A Minister (Senior or Associate) or individual Members of the Congregation may propose that a Team be created for a specified purpose. An elected Board or Committee must agree sponsor the Team and supervise its activities.

The Board of Directors may determine that a Church-related group is not a "Team" as intended by this Article. Such groups shall be exempt from the provisions of this Article. The Directors shall review and reaffirm such exemptions at least annually.

A Team's Sponsor shall determine:

- i. The Team's purpose;
- ii. Its size, and the terms and term limits of its members, if any;
- iii. How its members are selected;

iv. Whether or not Team members must also be Members of the Congregation (unless another provision of these Bylaws specifies otherwise.) A Team's leader must be a Member of the Congregation.

v. The Sponsor may choose the Team leader or allow the Team to choose its leader.

Each team must have a written statement of purpose and an identified Team leader. This information shall be supplied to the Clerk when the team is formed and shall be included in the Church's annual report thereafter.

Each Team must make an annual report to the Congregation, either its own or as part of the report of its Sponsor, to be included in the Church's annual report. The report shall include the team's statement of purpose, its leader, and a summary of its activities for the year past and objectives for the year coming. If a Team fails to make this report, it shall be considered dissolved.

ARTICLE XIV—MEETINGS OF THE CONGREGATION

Section 1: Annual Meeting

The Annual Meeting of the Congregation shall be held within the first six weeks of each fiscal year. The Directors shall schedule the Meeting no later than one month before the close of the immediately preceding fiscal year. At the Annual Meeting, the minutes of the last Annual Meeting shall be read (unless such reading shall be waived by a majority of Members of the Congregation present and voting); the annual reports of officers, Committees, and organizations shall be given; the officers and Committees shall be elected; a budget shall be adopted for the ensuing fiscal year; and such other business shall be transacted as may properly come before the Meeting.

Section 2: Notice of Annual Meetings

- a. *Content.* The notice of the Annual Meeting shall include the date, time, and location of the meeting.
- b. *Posting and printing.* The Clerk, at least two weeks in advance of the Annual Meeting, shall post notice of the meeting in the Church and shall have notice of the meeting printed in the Church bulletin for the Sunday preceding the meeting.

Section 3: Special Meetings

Upon written request signed by 30 Members of the Congregation, or by a vote of the Directors, a special meeting shall be called as follows:

- a. By the reading of the notice from the pulpit by a Minister, the Clerk, or another officer or Member of the Congregation at a regular service of worship at least 12 days before the date set for such special meeting; and
- b. By mailing the notice, at least 12 days before the date set for such special meeting, to those on the Church's membership list. The mailing may be by electronic mail to those members for whom the Church has an email address. The mailing shall be by postal mailing of a paper copy to all other members

The Clerk shall prepare the notice to be given as aforesaid. The notice shall state the date, time, and location of the meeting, and the business to be transacted at the meeting. No other business shall be transacted.

Section 4: Voting

Except as provided for otherwise in these Bylaws, votes taken at any Meeting of the Congregation shall be determined by a majority of the Members of the Congregation present and voting.

All votes shall be voice votes. If a vote is challenged or if, in the judgment of the Moderator, the voice vote is too close to call, then at the discretion of the Moderator, a standing count or a written ballot may be taken. Notwithstanding the foregoing, one-third of the Members of the Congregation present and voting may specify that a particular vote is to be taken by written ballot.

Section 5: Quorum

Twenty percent of the Members of the Congregation shall be a necessary quorum for the transaction of any business at any Meeting of the Congregation where the calling of a minister or the dissolution of a pastoral relationship is on the agenda. Twelve percent of the Members of the Congregation shall be a necessary quorum at any other Meeting of the Congregation. An exception in all cases is that a majority of the Members of the Congregation present and voting may vote to adjourn the meeting to another specified time. The Clerk shall determine the actual size of the quorum annually, as part of the membership review required by Article IV.

ARTICLE XV—FISCAL AND LEGAL MATTERS

Section 1: Fiscal Year

The Church's fiscal year shall be the calendar year. Unless otherwise expressly specified, all references herein to "year" shall mean the fiscal year.

Section 2: Audit or Review

Every three years, the Directors shall cause to be conducted an audit or review of the Church's operating account and such other accounts as the Directors deem necessary. Such audit or review may be performed by a qualified independent auditor or reviewer as approved by the Directors.

The Directors shall include the estimated cost of such audits or reviews in the Church budget for the year of such audits or reviews.

Section 3: Legal Review

Prior to executing any contract, lease, description of terms of employment, or other written document that binds or could bind the Church to any legal or financial obligation, the Directors may have such document reviewed by legal counsel.

Section 4: Execution of Contracts

The Directors may authorize the Moderator, or another individual as appropriate, to sign any contract, lease, description of terms of employment, or other written document that binds or could bind the Church to any legal or financial obligation. The Directors may grant prior authorization to the Moderator, or other individual as appropriate, to enter into contracts that meet a set of criteria specified by the Directors. No such prior authorization shall be in effect for more than one year, but may be renewed by the Directors.

ARTICLE XVI—MISCELLANEOUS

Section 1: Amendment or Repeal

These bylaws may be amended or repealed by a two-thirds vote of the Members of the Congregation present and voting at any Annual Meeting of the Congregation, or at a Special Meeting called for such purpose, provided that no amendment or repeal shall be made unless the substance is set out in the notice of such meeting (whether Annual or Special).

Section 2: Enacting Clause

This Constitution and Bylaws shall be effective as of their passage and shall remain in effect unless amended or repealed.

APPROVAL

These Bylaws were amended and approved by the Congregation at the January 29, 2023, Annual Meeting.