

CONSTITUTION AND BYLAWS
of
PEACHAM CONGREGATIONAL CHURCH

(Revision of 2020)

Under the provision of an Act of the Vermont General Assembly (approved November 24, 1888) for the incorporation of churches and the election of their officers, the Congregational Church in Peacham, Vermont, incorporated on the Fourteenth day of December, 1892, continues to be organized and to operate as a nonprofit corporation subject to Title 11B of the Vermont Statutes, as may be amended from time to time (the “Act”).

On June 25, 2000, active members of the Church approved Restated and Amended Articles of Incorporation of Peacham Congregational Church, a nonprofit corporation, in accordance with Subsection (a) of Subsection 8.01 and Section 8.04 of the Act. On February 16, 2020, active members of the Church further approved an amendment to the Church’s Restated and Amended Articles of Incorporation concerning the composition of the Council.

CONSTITUTION

Article I. NAME, MEETINGHOUSE & PURPOSE

This Church shall be called “PEACHAM CONGREGATIONAL CHURCH, a nonprofit corporation,” and its meetinghouse is located at 75 Church Street in Peacham, Vermont. The Church shall provide spiritual support to and serve the greater Peacham community and preserve and maintain the Church’s meetinghouse as a place of worship and community center.

Article II. GOVERNMENT

The government of this Church shall be vested in its Members and Associate Members who shall exercise the right of control in all its affairs, as provided in the Church’s Constitution and Bylaws in accordance with the Act, and in the Church’s Council, the members of which are elected or appointed as provided below in the Bylaws, which shall act as the Church’s Board of Directors.

As for ministry, this Church’s Members, being independent of all ecclesiastical bodies, acknowledge the Lord Jesus Christ as their Supreme Head and accept the Scriptures as a sufficient guide in matters of Faith, Order and Discipline.

While this Church’s Members will control its ministry according to its understanding of God’s Word, they recognize the obligations and privileges of the Communion of the Churches and will cordially exchange with other churches holding a common faith that fellowship, advice and assistance that the Law of Christ requires. It

is in this spirit that this Church has joined the Mountain Association of the Vermont Conference, National Association of Congregational Christian Churches.

As for the Church's meetinghouse, this Church's Members, and its Associate Members who do not necessarily ascribe to the Church's Statement of Faith and Covenant, will together regulate the Church for the purpose of preserving the Church meetinghouse as a community facility open to all.

Article III. FAITH AND COVENANT OF THE CHURCH'S MEMBERS

Sec. 1. FAITH. The guiding principles of our Members' common Faith are embodied in the following "Statement of Faith:"

We believe in God
Whose love is the source of all life
And the desire of our lives,
Whose love was given a human face
In Jesus of Nazareth
And whose love, defeating even death by crucifixion,
Is our glorious promise of freedom.
Therefore, though we are sometimes fearful
And full of doubt,
In God we trust;

And, in the name of Jesus the Christ,
We commit ourselves, in the service of others,
To seek justice and to live in peace,
To care for the earth
And to share in the commonwealth
Of God's goodness,
To live in the freedom of forgiveness
And the power of the Spirit of Love,
And in the company of the faithful
So to be the church,
By living our faith through spirit and action.
For the glory of God.

Peacham Congregational Church is an open and
affirming congregation,
welcoming all who earnestly seek faith and
fellowship in Christ to share in the
life, leadership, ministry,
membership, fellowship, worship, sacraments,

responsibilities, blessings and joys of our church.

We invite and welcome into our community persons of every age, race, ability, economic and social status, nationality, faith background, gender, sexual orientation, gender identity and expression, marital standing and family structure.

“We recognize that when all people in our communities are living in their truest identities, with God’s peace and justice upholding them, we are all lifted up, and God is glorified.”

February 2024

Sec. 2. THE COVENANT.

The Church’s Members covenant with each other as follows:

“We covenant to live with God in accordance with God’s Holy Will walking with our fellow Church members and friends in Christian love.”

Article IV. MEMBERSHIP

Sec. 1. QUALIFICATION. Membership shall be open to all.

1.1 The Church shall admit as a Member any person (including a person who is a member of another church) who affirms his or her belief in God and in Jesus Christ as the focus of Christian Faith, affirms Christian Faith and ascribes to the Statement of Faith and Covenant of this Church.

1.2 The Church shall admit as an Associate Member any person who sustains the Church as provided in Section 4 of this Article IV.

Sec. 2. ADMISSION. Candidates for Members and Associate Members shall be admitted under the administration of the Deacons. They may be received into membership at any regular Sunday service or as otherwise determined by the Deacons. The Deacons shall work with the Advancement Committee to inform the community about and encourage community members to become Members or Associate Members of the Church.

Sec. 3. CANDIDATES FROM OTHER CHURCHES. Members of other Christian churches presenting satisfactory letters of transfer and recommendation to the Church may be received into membership by the Deacons.

Sec. 4. ASSOCIATE MEMBERS. Associate Members are those who help to sustain the Church and its meetinghouse through attendance, through contributions of service, and/or by providing financial support to the Church or its meetinghouse. This may include members of another church. Associate Members are entitled to all rights and responsibilities accorded other Members to the full extent expressly provided in the Bylaws set forth below, except for rights and responsibilities of members as provided in the Act or relating to the Church's ministry as provided in this Church Constitution.

Sec. 5. REMOVAL OF MEMBERSHIP BY MEMBERS. Members of this Church wishing to remove their connection from this to another church in fellowship with this Church shall receive letters of transfer and recommendation by request made through the Clerk and assented by the Deacons.

Sec. 6. ACTIVE AND INACTIVE MEMBERSHIP. Annually the Deacons will review the list of Members and Associate Members, which shall be maintained by the Clerk, with the Assistance of the Church Administrator if one has been appointed. If the Deacons believe that a Member or Associate Member is no longer active in the Church, they shall instruct the Church Administrator, or the Clerk if no Church Administrator has been appointed, to communicate with the person believed to be inactive by letter or other means of communication (including electronic communication). If the person receiving such communication replies by any such means of communication affirming his or her wish to remain active, that person's membership in the Church shall remain active; if the person declines to continue active membership in the Church or does not respond within three months of such communication, that person's membership shall

become inactive. An inactive Member or Associate Member may at any time apply to the Deacons for restoration of active membership in the Church.

Article V. PASTOR AND DEACONS

Sec. 1 PASTOR. The Pastor shall be a Member or Associate Member of the Church, be active in the Peacham community, and reside within a reasonable distance of Peacham. In partnership with the Deacons, the Pastor shall have charge of the spiritual welfare of the Church.

1.1 The Pastor shall seek to enlist people as followers of Christ, preach the Gospel, administer the Sacraments, have under his or her care all services of public worship and administer the activities of the Church in cooperation with its Officers, Deacons and various other committees.

1.2 The Pastor shall be an ex-officio member of the Council without vote. The Pastor shall be briefed at all times (verbally, in writing or by copies of minutes) about the activities and decisions being considered and as decided by the church's Deacons, Business Committee and other committees.

1.3 In the event of a disagreement with the Deacons about the Church's spiritual life or ministry, as the result of an adverse vote of the Deacons about a proposal made by the Pastor, the Pastor may appeal to the Council, which will appoint a committee to mediate the disagreement, which mediation shall be completed within thirty days of the appeal. If the Deacons and Pastor are unable to resolve the disagreement, the Council will promptly meet to resolve the Pastor's appeal by a two-thirds' vote of its members.

1.4 The Pastor shall be called for an indefinite time by a two-thirds vote of the Members. When a vacancy occurs in the pastorate, the Council shall appoint a Search Committee for the purpose of selecting a possible candidate for the Church ministry, which committee shall consist of not less than three nor more than seven members and may include up to two Associate Members of the Church if and as recommended to the Council by the Deacons. This committee shall determine and present to the Council criteria for candidates and a compensation and benefits plan that has been approved by the Business Committee; conduct a search, evaluate candidates, interview promising candidates and conduct an appropriate background check; introduce one or more recommended candidates to the Church; and through the Clerk arrange for a special meeting of the Members for the purpose of considering whether to call a candidate as the Church's Pastor.

1.5 While the term of the Pastor shall be indefinite, the Church may at any time, by a two-thirds vote of active Members at a special meeting called for the purpose, remove a called Pastor from his or her pastorate for the Church.

Sec. 2. DEACONS.

2.1 Six Deacons who are Church Members shall serve a three-year term on a staggered basis, with two elected by ballot each year at the Annual Meeting. A Deacon may serve two consecutive three-year terms plus the term of a Deacon who resigns before being elected, provided that no Deacon may serve after her or his second consecutive elected term until one year has passed without service as a Deacon. In case a vacancy occurs, the Council shall appoint a successor to serve the remainder of the term.

2.2 At its first meeting after the Church's Annual Meeting, the Deacons shall elect a Chair and one Deacon who with the Chair so elected shall serve as members of the Council.

2.3 The Deacons shall aid the Pastor in the administration of and may in the Pastor's absence administer the Sacraments and shall assist him or her in the spiritual care of the congregation and in preparing candidates for admission to the Church.

2.4 The Deacons shall work with the Pastor to establish an order of worship that emphasizes lay participation and encourages and provides for lay and interfaith services.

2.5 The Deacons shall appoint a Head Usher and may appoint such other ushers as in the Deacons' judgment will assist the Head Usher in greeting those who attend and preparing the sanctuary for services and other events that occur in the sanctuary.

2.6 The Deacons shall be responsible for Pastor/Parish relations, shall reach out annually to the membership to obtain feedback as to the Pastor's performance and the spiritual welfare of the Church, and shall establish a Pastoral Relations Committee of three members one of whom shall be a Member who is not a Deacon.

2.7 The Deacons shall make all arrangements for pastoral supply and enter into short-term contracts for pastoral services, as needed or appropriate, and search for and appoint an Interim Pastor if a vacancy in the pastorate exists; should such a vacancy exist, the Deacons shall have full responsibility for the spiritual welfare and ministry of the Church until an Interim Pastor is appointed or the Members call a Pastor.

2.8 The Deacons shall appoint a Music Committee of not less than three nor more than five persons one of whom shall be appointed as Chair. The committee shall maintain the quality of the Church's spiritual worship at services, encourage and support musical performances at the meetinghouse and seek to diversify the Church's musical offerings. In consultation with the committee and the Business Committee, the Deacons may retain a Choir Director and an Organist.

2.9 The Deacons may appoint an Education Committee of not less than three nor more than five persons, which may include an Associate Member or a non-member of the church, to oversee the provision of educational programs by the church, programs that may include an adult study program, programs that explore all spiritual/faith-

based beliefs, and/or a Sunday School, and the Deacons shall appoint a Chair for such committee and may appoint a Sunday School Superintendent if a Sunday School program is offered.

2.10 The Deacons may appoint such other committees as in their discretion they conclude are necessary or appropriate to assist the Deacons in fulfilling their responsibilities as provided in this Article.

2.11 The Deacons shall make recommendations to the Council as to the membership and purposes of any Youth Program proposed by the Council and to the Mission Committee as to the missions of the church, which missions shall include at least one community mission that allows direct participation by volunteers.

2.12 The Deacons may administer a Deacons' Fund if one is approved by the membership as part of the Church budget approved at the Annual Meeting.

2.13 A Deacon wishing to be retired from active service for any good and sufficient reason may be made an Emeritus Deacon by vote at Annual Meeting. An Emeritus Deacon shall have the full privilege of performing the office of Deacon whenever he or she may so desire and may participate, ex officio without vote, at meetings of the Deacons.

BYLAWS

ARTICLE I. COUNCIL, OFFICERS AND BUSINESS COMMITTEE

Sec. 1. CHURCH COUNCIL. The corporate powers of the Church shall be exercised by the Council except to the extent authority with respect to the Church's ministry has been expressly given to the Deacons by the Constitution.

1.1 The Council shall supervise and regulate all business and financial affairs of the Church. It shall be the duty of the Church Council to study the needs of the Church, to devise and provide ways and means to further its interests and to carry on its work in the most effective manner as provided in the Church Restated and Amended Articles of Incorporation.

1.2 The Council shall consist of the Clerk, Collector, Moderator and Treasurer; two Deacons and two members of the Business Committee determined or elected as provided respectively in the Constitution for Deacons and this Article I of the Bylaws for the Business Committee; and one member elected at large by the membership at the Church's Annual Meeting.

1.3 At its first meeting following the Annual Meeting, the Council shall elect one of its members as Chair. At that meeting, the Council shall appoint committee members and fill Church positions as provided in this Section 1 of Article I.

1.4 In case a vacancy occurs in an elective office during the Church year, the Council shall appoint a successor to fill such office for the remainder of the term.

1.5 The Council shall appoint a Mission Committee and an Historian and may from time to time appoint a Youth Committee to administer a Youth Program.

1.5.1 The Mission Committee shall elect from its members a Chair and annually shall evaluate the Church's approach to missions, the missions it has supported in the past, the missions it should support financially in the coming year, special needs from time to time and community-focused or based missions in which the membership and community members may participate by volunteering in addition to providing financial support.

1.5.2 The Historian shall collect and document current and old material of historic value and artifacts and work with the Peacham Historical Association and any other historical-preservation organization to save and preserve such material and artifacts.

1.6 If the Council determines that a Youth Program should be established, the Council may also appoint a Youth Advisor to the Council. The Council shall conduct an appropriate background check of any person having responsibility for children in a Youth Program or Sunday School if one is established and for any other church activities involving children for which the Council determines a background check is necessary or appropriate.

1.7 The Council shall adopt and annually review and modify as necessary a Harassment Policy governing the Church and its elected or appointed officers and committee members.

1.8 The Council shall normally meet quarterly; the Council Chair or three or more other members of the Council may call for a special meeting upon ten days' notice. A majority of its members shall constitute a quorum. The Council shall hear reports from the Officers, Deacons and Business Committee and from the committees and positions appointed by the Council and shall act on their recommendations.

1.9 The Council may appoint a Working Group, which shall be chaired by the Council Chair and consist of at least one member from each of the Deacons and the Business Committee and such other persons, including Members and Associate Members and in its discretion not more than two persons who are not part of the Church membership, to monitor and coordinate the work of the Church, including its Officers and committees, between Council meetings and make recommendations as needed or appropriate for action by the Council.

1.10 The Council shall give a report of its work at the Annual Meeting of the Church.

1.11 Decisions of the Council may be modified or revoked by vote of the Members or membership at a meeting duly called for such purpose.

Sec. 2. CLERK. A Clerk shall be elected by ballot at the Annual Meeting to serve as an officer for one year and until his or her successor shall be appointed or elected.

2.1 The Clerk, as Secretary, shall keep faithful records of the proceedings of the Church and of the Church Council.

2.2 With the assistance of the Church Administrator if one is appointed, the Clerk shall keep a register with addresses of the active and inactive Members and Associate Members with dates and modes of their reception and removal; also a record of baptisms and marriages.

2.3 The Clerk, with the assistance of the Church Administrator if one is appointed, shall issue letters of transfer voted by the Church, notifying the churches to which they are addressed; preserve on file all communications and written official reports; give legal notices of all meetings when such notices are necessary; conduct all correspondence so far as this is not otherwise provided for; and perform such other duties as prescribed by law or as usually pertain to the office of a Clerk or Secretary of an assembly.

Sec. 3. TREASURER. A Treasurer shall be elected by ballot at the Annual Meeting to serve as an officer for one year and until his or her successor shall be appointed or elected.

3.1 The Treasurer will serve on the Building Committee, established by the agreement creating the Preservation Fund for the Peacham Congregational Church for the Building and Organ Fund, a component fund of the Vermont Community Foundation (the "Preservation Fund").

3.2 The Treasurer shall pay the bills of the Church on order from or in accordance with authority delegated to the Treasurer by the Business Committee or its properly appointed agent.

3.3 The Treasurer shall keep accurate accounts of the Collector's and all other receipts and disbursements, including Memorial funds, and shall render a written report of the same at each meeting of the Business Committee and at the Annual Meeting.

3.4 The Treasurer may, with the approval of the Business Committee, contract to invest Church Endowment funds and securities, Memorial funds and other assets of the Church through such methods as are approved by recognized financial authority.

Sec. 4. COLLECTOR. A Collector shall be elected by ballot at the Annual Meeting to serve as an officer for one year and until his or her successor shall be appointed or elected.

4.1 The Collector shall receive and deposit in the Church account all monies and donations directed to the Church or to the Preservation Fund and shall give the Treasurer receipts for all deposits.

4.2 The Collector shall take charge of all offerings and special collections, keep an accurate account of all pledges and furnish those who make pledges statements of their accounts when requested by them or the Church Council.

4.3 The Collector shall make a report at each meeting of the Business Committee and at the Annual Meeting.

Sec. 5 MODERATOR. A Moderator shall be elected by ballot at the Annual Meeting to serve as an officer for one year and until his or her successor shall be appointed or elected.

Sec. 6. AUDITORS. There shall be two Auditors, one to be chosen each year by ballot at the Annual Meeting to serve for two years, who shall audit the accounts of the Treasurer and the Collector and shall present their reports at the Annual Meeting.

Sec. 7. BUSINESS COMMITTEE. A Business Committee shall consist of six members, two to be chosen by ballot at each Annual Meeting to serve for three years.

7.1 The committee member longest in service shall be the Chair unless otherwise voted by the Committee itself at its first meeting after the Annual Meeting. At that meeting, the Business Committee shall also elect a member who with the Chair shall serve as members of the Council and may appoint a Church Administrator.

7.2 The Business Committee shall have charge of the regular running expenses of the Church in accordance with the budget approved at the Annual Meeting by the membership using funds available from donations, the Endowment, the Preservation Fund and Memorial funds, grants, and other sources of revenue to the Church,

7.3 The Business Committee shall have responsibility for the care and custody of Church property, including the meetinghouse, and authority for the purchasing of supplies, the making of ordinary repairs, the retention of a Sexton and janitor, the appointment if it determines appropriate of a House Committee to assist the Business Committee in the care and custody of the meetinghouse, and the oversight of their

work. The committee shall have no power to buy, sell, mortgage, lease or transfer real property without specific authority so to do delegated by the Council.

7.4 The Business Committee shall review with the Treasurer and Collector regularly the sufficiency of the Church's revenue to pay its obligations when due and perform the activities and services funded by the approved Church budget and shall authorize such expenditures as it determines are necessary or appropriate, and may delegate authorization to the Treasurer for such determination, from revenue derived from pledge payments and worship-service offerings, restricted and unrestricted donations, the Endowment, the Preservation Fund, Memorial funds, grants and other revenue available to the Church.

7.5 In consultation with the Deacons, the Business Committee may appoint an Advancement Committee that shall work with the committee, the Council and the Deacons to plan for the development of sustainable resources to meet the current and long-term financial needs of the Church and its meetinghouse, communicate to the greater Peacham community the activities of the Church and its need for financial resources and for volunteer support, and with the Deacons promote membership in the Church. The committee may establish with other stakeholders in the Peacham community a Bridge Committee and appoint Church members to serve with other Bridge Committee members to work with the community to preserve, repair, maintain and as appropriate improve the meetinghouse.

7.6. The Business Committee shall appoint an Investment Committee consisting of three members to review performance of the Church's Endowment and make recommendations to the Business Committee as to the performance of any agent appointed to manage the Endowment, retention or appointment of a new agent therefor and the policies that should be followed to manage Endowment funds.

7.7 The Business Committee shall recommend to the Council the appointment, from Church Members or Associate Members, of two persons to serve the two member positions on the Preservation Fund's Building Committee.

7.8 The Business Committee may appoint such other committees in their discretion as they conclude are necessary or appropriate to assist the committee in fulfilling its responsibilities as provided in this Section 7 of Article I of the Bylaws.

7.9 The Business Committee shall present a written report at the Annual Meeting.

ARTICLE II. MEETINGS

Sec. 1. The active Members and Associate Members of the Church are eligible to vote at any Church meeting as provided in this Article III. Fifteen voting Members and Associate Members shall be a quorum. A Member or Associate Member may participate and vote by written, signed proxy which shall be counted in determining whether a

quorum exists and shall apply to voting on resolutions the wording of which has not substantially changed from the wording contained in the proxy.

Sec. 2. A Nominating Committee shall be appointed in December by the Council and make a thorough canvass and present the best possible list of nominees for elections of officers, committee members and other elected positions of the Church. However, every member of the Church has the privilege of making nominations from the floor, and all nominees shall have an equal chance for election. Nominations must be voted separately if there is more than one nomination for a particular office.

Sec. 3. No later than March 31 of the calendar year, the Annual Meeting shall be held on a date determined by the Deacons. The warning for the meeting shall be read from the pulpit the preceding two Sundays. Election of officers shall be by ballot except as otherwise stated or upon a vote of the membership that the Clerk may cast one ballot with respect to any article including any nomination requiring action at the meeting. A majority vote shall be decisive, except as otherwise provided. Questions on procedure shall be decided by a current edition of Robert's Rules of Order. The Order of Business shall be:

1. Call to Order by the Moderator
2. Prayer
3. Reading of the Minutes of the last Annual Meeting if not waived.
4. Acceptance by vote of the Members and Associate Members of written reports by officers (except for the Moderator) as well as written reports required by the Constitution or Bylaws or from any committee established thereunder as contained in the Annual Report and any supplement thereto submitted to the membership before the meeting.
5. Report of the Nominating Committee.
6. Election of two Deacons by vote of the Members.
7. Election of two Business Committee members, Officers and an at-large member of the Council as nominated by the Nominating Committee in its report by vote of the Members and Associate Members.
8. Election by Members of Deacons and Members and Associate Members of any Officer, Business Committee member or other elected position for which a competing nomination (to the Nominating Committee's nominee) is made from the floor.
9. Deferred Business
10. New Business
11. Choice of Moderator for the term of one year.
12. Adjournment

Sec. 4. Special meetings of the Church for any proper purpose (including by Members to modify an action by the Deacons and by the membership of any decision of any other committee or of an Officer) may be called by the Clerk. A meeting must be called upon written application to the Clerk by five or more Members or Associate Members. Notice of such meetings shall be given at least ten days previous to the

meeting, and a copy of the notice shall be read by the Clerk or Pastor on the Sunday preceding the special meeting. The nature of the business to be transacted shall be stated in the call. Fifteen members shall be a quorum. A Member or Associate Member may participate or vote by written, signed proxy which shall be counted in determining whether a quorum exists and shall apply to voting on resolutions the wording of which has not substantially changed from the wording contained in the proxy.

Sec. 5 COMMITTEE MEETINGS & MEMBERSHIP.

5.1 Committees may establish regular meetings for which notice of the agenda is not required; other meetings may be convened on 24 hours' notice. Notice may be in writing or by electronic transmittal, including email, text and other electronic means, and shall contain a brief statement of purpose/agenda; committee members may waive such notice in writing or by such a transmittal. Meetings may be conducted by telephone, and decisions may be made, without holding a meeting, by unanimous consent in a signed writing or by electronic transmittal requesting a decision on a proposed action that is confirmed by each committee member, by replying by writing or by such means of transmittal. The Quorum for meetings is a majority of the committee membership.

5.2 Committee membership other than the Deacons may include persons not Members or Associate Members of the Church.

ARTICLE III. FISCAL YEAR. The fiscal year of the Church shall be the calendar year.

AMENDMENTS

ARTICLE I. CHANGES IN THE CONSTITUTION may be made by two-thirds vote of active Members present at any meeting of the membership provided proper notice of such change shall have been given in the call for the meeting.

ARTICLE II. CHANGES IN THE BYLAWS may be made by a majority vote of the Council provided that within 30 days of such vote, the membership may petition for a special meeting to consider whether to revoke or modify such amendment voted by the Council.