

**BYLAWS OF
WILLISTON-IMMANUEL UNITED CHURCH
Portland, Maine (Amended April 10, 2016)**

ARTICLE I – NAME

Established by the merger of Immanuel Baptist Church of Portland, Maine and Williston-West Church, this church is duly incorporated under the laws of the State of Maine under the corporate name of Williston-Immanuel United Church of Portland, Maine on September 9, 2012.

ARTICLE II – PURPOSE

The members of Williston-Immanuel United Church, professing Jesus to be Lord and Savior, and seeking to respond to God's call for discipleship, declare the following as the purposes of the church:

- to worship God;
- to encourage the study, interpretation, and sharing of the inspiration, guidelines and teachings of the Bible
- to make known the Gospel of Jesus Christ to the world;
- to provide opportunities for persons to grow and to be strengthened in the presence of the Holy Spirit;
- to celebrate Baptism and the Lord's Supper;
- to be a caring, accepting, and supportive fellowship of all persons, of every age, race, gender, cultural background, socio-economic status, mental or physical ability, marital status, sexual identity or orientation, or any other distinctions of society;
- to strive for righteousness, justice, and peace;
- to serve God through serving others; and
- to be a supporting church in the wider expressions of the church universal.

ARTICLE III - POLITY

Section 1. Governance

This church is autonomous and maintains the right to govern its own affairs. The final governmental authority rests with the active members of the church. The Church Council, subject to the authority of the membership, is the governing body of this church. Governmental procedures are delineated in the Bylaws.

Section 2. Relationships

Williston-Immanuel United Church is in covenant with the American Baptist Churches, USA through the Cumberland United Baptist Association of the American Baptist Churches of Maine, and with the United Church of Christ through the Cumberland Association of the Maine Conference UCC.

Any change in affiliation with the above-mentioned organizations may be presented at an Annual Meeting of the membership for final action at the following Annual Meeting. There must be present and voting at least a quorum, defined as one half plus one of the members who are qualified to vote and at least three-fourths of those voting must approve the recommendation.

Section 3. Officers and Committees

The officers of this church shall be the Moderator, Vice Moderator, Clerk, Treasurer, and Assistant Treasurer/Financial Secretary. Committees shall be the Church Council, the Diaconate, the Trustees, and the committees of the church, as defined in the bylaws.

Section 4. Annual Meeting

The Annual Meeting of the church shall be held not later than the fourth Sunday of January.

ARTICLE IV - MEMBERSHIP

Persons seeking a relationship with Jesus Christ as Lord and Savior and expressing their desire to lead a Christian life shall be received into the membership of the church.

Section 1. Admission

Persons may be received into membership upon recommendation of the Diaconate and by vote of the Church Council, and affirmation by the church membership. They may be received by any of the following methods:

- a. By baptism or confirmation.** A person professing faith in Jesus Christ as Lord and Savior, and who is in substantial accord with the faith and practice of this church may be received into membership of the church upon his or her baptism.
- b. By transfer of membership.** A person who is in substantial accord with the faith and practice of this church may be received into membership by letter of transfer from another Christian church.
- c. By Christian experience.** A person who is in substantial accord with the faith and practice of this church and has been baptized, but for whom this church is unable to obtain a certificate of baptism or letter of transfer from another Christian church, may be received into membership of this church upon the statement of his or her faith and Christian experience.

Section 2. Transfer

Persons may be transferred from the membership of the church by any of the following methods:

- a. By transfer of membership.** Any member may receive a letter of transfer to any other church upon acknowledgment of the Diaconate and the Church Council. All letters of transfer shall be sent by the Clerk to the Pastor of the church to which membership is being transferred.
- b. By request.** If a member wishes to withdraw from the church, his or her name shall be removed from the membership list of the church.

Section 3. Active Covenant Members

Expectations:

- a.** An active member in this church is any person who has been baptized, presented to the Church by the Board of Deacons, and made public confession of faith in Jesus Christ.

b. Active members shall attend the worship of the church regularly, as they are able, strive to live the Christian life, share in the life and work of the church, contribute consistently to its support and benevolences, and seek diligently the spiritual welfare of the membership and the community.

Section 4. Inactive Members

When a member has been inactive for a period of three years without manifesting any interest therein, by attending services, communicating with the church, or contributing to its support, the Diaconate may transfer his or her name to an inactive list. This procedure shall have no application if the absence or arrearage is excused by the Pastor and the Diaconate on account of sickness, lack of income, or other reasonable cause. Persons whose names are on the inactive membership list shall not be counted or reported as active members, may not vote at church business meetings, and may not hold office.

ARTICLE V – OFFICERS

Section 1. Membership

The officers of this church shall be the Moderator, Vice Moderator, Clerk, Treasurer, and Assistant Treasurer/Financial Secretary. All officers shall be active members of the church.

Section 2. Duties and Responsibilities

a. Moderator

1. Shall act as the chairperson of the Church Council.
2. Shall preside at all business meetings of the church.
3. Shall be responsible for calling special church meetings as directed by the Pastor and Council.
4. Shall be elected at the annual meeting to a one-year term and is eligible for re-election for an additional term. Additional terms are at the discretion of the Church Council.

b. Vice Moderator

1. Shall assume all duties of the Moderator in the absence of that officer.
2. Shall be elected at the annual meeting to a one-year term and is eligible for re-election for an additional term. Additional terms are at the discretion of the Church Council.

c. Clerk

1. Shall keep an accurate record of the proceedings of all meetings of the church and of the Church Council.
2. Shall oversee the maintenance of accurate membership rolls by the Office Administrator.
3. Shall keep a complete listing of all letters of dismissal.
4. Shall provide notice to all members of the church of all meetings called, either by the Sunday bulletin or by direct mail, stating the time, the place, and the business of the meeting.

5. Shall be elected at the annual meeting to a two-year term and is eligible for re-election with a maximum of three terms. Additional terms are at the discretion of the Church Council.

d. Treasurer

1. Shall keep an accurate record of all receipts to and disbursement from the various funds of the church.

2. Shall make disbursements as authorized by the annual budget or upon authorization of the Trustees or Church Council.

3. Shall be an *ex-officio* member of the Trustees.

4. Shall advise the Trustees and Council regarding the management and administration of trust funds, investments, and other resources in the church's possession, making timely reports of the status of all funds.

5. In cooperation with the Trustees and Council, shall present to the church at its annual meeting a budget for the following fiscal year.

6. Shall be elected at the annual meeting to a two-year term and is eligible for re-election with a maximum of three terms. Additional terms are at the discretion of the Church Council.

e. Assistant Treasurer/Financial Secretary

1. In collaboration with the Trustees, shall receive, record, and deposit to the credit of the church pledges and all monies from all sources. The records of these transactions shall be made available to the treasurer.

2. Shall make reports when requested by the Trustees or Council.

3. Shall be elected at the annual meeting to a two-year term and is eligible for re-election with a maximum of three terms. Additional terms are at the discretion of the Church Council.

ARTICLE VI – GOVERNANCE COMMITTEES

Section 1. Church Council

The Church Council shall be the governing body of the church when the full membership is not in session. As such, the Council shall receive reports and recommendations from the several committees of the church, reserving to itself the responsibility for all activities of the church, subject to the authority of the membership.

a. Membership and Terms of Office

The Church Council:

1. Shall consist of the officers, one representative each from the Diaconate, the Trustees and each committee of the church plus two (2) At-Large members.

2. One half plus two of its members shall constitute a quorum.

b. Duties and Responsibilities

The Church Council:

1. Shall oversee and be responsible for the church's program of ministry, the enlistment of leadership for, and financial support of, this program.
2. Shall be responsible for presenting to the membership at the church's annual meeting, based upon the recommendations of the Trustees and Treasurer, budgets for various funds of the church.
3. Shall annually review and evaluate the Pastor and other staff members as defined in the Personnel Policy.
4. Shall receive reports and recommendations of the Trustees regarding the administration, maintenance, buying and selling of all property of the church, reserving authority to itself.
5. May fill any vacancy in any office, committee or on the Council except for the representatives to the Council from the committees which shall appoint their own representatives.
6. May create special committees, as needed. Special committees will exist for one year, unless extended by Council or church meeting endorsement. Special committees report to the Council but shall not have voting privileges.
7. Shall annually appoint a Nominating Committee which shall consist of no more than four (4) members. The committee will appoint its own chair in the fall of the year in preparation for the annual meeting. The Nominating Committee shall prepare and submit nominations for all church officers, delegates, members and chairs of boards and committees to the membership of the church at the annual meeting.

c. Meetings

The Church Council shall meet monthly for ten months of the year. Special meetings of the Council may be called by the Moderator, Vice Moderator, Pastor, or at the request of at least one-third of the Council membership with the purpose of the meeting announced in its call.

Section 2. Diaconate

The Diaconate shall be responsible for the spiritual life of the church

a. Membership and Terms of Service

The Diaconate:

1. Shall consist of a minimum of twelve (12) members elected by the membership of the church at its Annual Meeting.
2. Shall be elected to staggered three-year terms with one-third being elected each year and each being limited to two consecutive three-year terms.
3. If a deacon becomes unable to serve (due to illness, moving, etc.) during the elected term, the Diaconate shall choose a replacement. The person (or persons) thus chosen shall be confirmed by the Church Council.

b. Duties and Responsibilities

The Diaconate:

1. Shall assist and support the Pastor in the spiritual interests of the church and community.
2. Shall prepare the elements and assist in the administration of the Lord’s Supper and of Baptism and in the reception of members and all visitors.
3. With the Pastor, shall interview individuals seeking church membership and make recommendations to the Church Council regarding requests for admission to and dismissal from church membership.
4. In cooperation with the Clerk, shall oversee the maintenance of the church membership roll by the Office Administrator.
5. Shall supervise the Family Fund, a fund established to assist members of our congregation or community in need of help, with distribution at the discretion of the pastor.
6. Shall be responsible for appointing ushers and greeters.
7. Shall encourage lay leadership in worship.

c. Meetings

The Diaconate shall meet monthly.

Section 3. Board of Trustees

The Board of Trustees shall be responsible for the physical and financial assets and resources of the church.

a. Membership and Terms of Service

The Board of Trustees:

1. Shall consist of a minimum of (9) members elected by the membership of the church at its Annual Meeting, including one (1) representative from the Landscape and Grounds Committee.
2. Shall be elected to staggered three-year terms with one-third being elected each year and each being limited to three consecutive three-year terms.
3. The Treasurer shall be an *ex officio* member of the Trustees.
4. The Chair of the Trustees shall be elected at the Annual Meeting for a one-year term and is limited to three consecutive terms.

b. Responsibilities

1. Shall administer the physical and financial assets and resources of the church, subject to the authority of the Church Council and the membership.
 - a) Shall be responsible for the church facility, its protection, upkeep, repair, improvement, and management.
 - b) Shall be responsible for the contents and physical assets within the church facility.
 - c) Shall recommend to the Council and congregation the purchase, sale, mortgaging, leasing or transferring of church property as necessary or convenient for the work of the Church.
2. Shall oversee all financial affairs of the church, subject to the direction and approval of the Church Council
 - a) Shall accept all gifts, bequests, and trusts in the name of the church and administer all such in accordance with the provisions of the donors.
 - b) Shall develop and present to the Council, and subsequently to the membership at the Annual Meeting, a budget for the ensuing church fiscal year.
 - c) With the Treasurer, they shall regularly monitor income and expenses to ensure compliance with the voted budget.
 - d) The Trustees may, if circumstances require, be authorized to make appropriate changes in this budget subject to approval by the Council.

c. Meetings

The Board of Trustees shall meet monthly for ten months of the year.

ARTICLE VII – COMMITTEES OF THE CHURCH

The committees of the church carry out the ministry and programs of the church.

Section 1. Committees

The committees of the church shall include the Staff and Congregation Relations Committee; the Christian Education Committee; the Worship, Music and the Arts Committee; the Fellowship Committee; the Outreach Committee; the Communications Committee; the Landscape and Grounds Committee; and the Stewardship Committee.

Section 2. Membership and Terms of Service

- a. Committee members shall be elected at the annual meeting of the church for terms of three years, with one-third of each committee elected each year.
- b. No member may serve more than two consecutive full terms or major part thereof on any one committee.

- c. The Church Council shall have the power to fill all vacancies occurring on the committees between annual meetings.
- d. Non-church members may serve on committees without voting privilege.

Section 3. Meetings

All committees shall meet regularly or as needed.

Section 4. Committee Responsibilities

a. Staff and Congregation Relations Committee

The Staff and Congregation Relations Committee:

1. Shall consist of a minimum of six (6) members.
2. Shall facilitate effective working relationships among the staff members of Williston-Immanuel and between the church staff and the congregation.
3. Shall receive the annual evaluative report of church staff from the Senior Pastor.
4. When conflicts arise, shall seek to mediate these disagreements according to procedures described in the Personnel Policy of the Williston-Immanuel.

b. Christian Education Committee

The Board of Christian Education:

1. Shall consist of a minimum six (6) members.
2. Shall have direction over all Christian Education for children, youth, and adults.
3. Shall promote the development of Christian Nurture among the congregation.
4. Shall determine Christian Education policies, build the curricula, set the goals and supervise the instruction.
5. Shall recruit and provide resources for leaders and teachers.

c. Worship, Music and the Arts Committee

The Worship, Music and the Arts Committee:

1. Shall consist of a minimum of six (6) members and at least one-third (1/3) of the members shall be non-choir members.
2. Shall assist the Pastor and the Director of Music in the planning and administration of the worship services of the church. It shall be responsible for the decoration of the sanctuary throughout the church year and make sure that adequate worship materials, such as hymnals and pew Bibles, are available to all

worshippers. The committee shall evaluate the effectiveness of the services and make recommendations from time to time about improving the worship experience of the congregation.

3. Shall oversee the music program of the church, including participating in the auditioning and recommendation of candidates for any music staff position. The committee will encourage church members to participate in the choir and other aspects of the music program. The committee will be responsible for the maintenance and upkeep of the church's musical instruments, music and choir robes.

4. Shall generate programs which encourage the use of all forms of art (visual, theater, dance, etc.) as they express the greatness of God and inclusiveness of the Christian message.

d. Fellowship Committee

The Fellowship Committee:

1. Shall consist of a minimum of six (6) members.
2. Shall oversee coffee fellowship following church services.
3. Shall maintain the church kitchens.

e. Outreach Committee

The Outreach Committee:

1. Shall consist of a minimum of six (6) members.
2. In cooperation with the Pastor, shall provide information, encouragement and channels by which Christ may be acknowledged in relation to social issues in the family, community, nation, and world.
3. Shall seek out areas of social concern in which the church may take beneficial action or otherwise lend its support.
4. Shall oversee the missions budget, allocating funds and supporting groups that serve the poor and disadvantaged and that address peace and justice issues. The Outreach Committee shall take steps to ensure that the groups supported are effective in striving for these goals.
5. Shall promote interest in and support of denominational ministries, such as the American Baptist and United Church of Christ associations. It shall educate members about these ministries and their related organizations. The committee will encourage generous giving to special offerings.

f. Communications Committee

The Communications Committee:

1. Shall consist of a minimum of four (4) members.
2. Shall create, maintain, and oversee a communication plan for the congregation and to the public.
3. Shall be available, collectively and individually, to the staff and other committees for advice and

counsel on the preparation and effectiveness of their communication efforts. The committee shall report its activity to the Church Council and work directly and in a timely fashion with the various committees.

g. Landscape and Grounds Committee

The Landscape and Grounds Committee:

1. Shall consist of a minimum of four (4) members.
2. Shall oversee the upkeep, repair, improvement and management of the church grounds.

h. Stewardship Committee

The Stewardship Committee:

1. Shall consist of a minimum of four (4) members.
2. Shall provide continuing emphasis on how we as individuals and a congregation can be more responsible stewards at home, at church, in our community and in our world, through education, special events, and identification of the potential for every-member contribution of time, talent and resources.
3. Shall organize and supervise the raising of pledges and gifts for the annual budget, and shall develop and implement a strategy for obtaining commitments from members and friends in support of the ministry and mission of Williston-Immanuel United Church.
4. Shall educate and encourage the membership regarding memorial gifts and planned giving opportunities.

ARTICLE VIII – THE PASTORATE AND CHURCH STAFF

Section 1. The Senior Pastor

a. Responsibilities

The Senior Pastor:

1. Shall guide the spiritual life of the congregation and watch over the interests and activities of the church.
2. Shall conduct worship services, preach the Word, administer baptism and the Lord's Supper, comfort the ill and bereaved, nurture growth in discipleship, and lead the congregation in ministries of outreach and service.
3. Shall supervise the work of the church staff and shall make an annual evaluative report to the Staff and Congregation Relations Committee.
4. Shall be a non-voting member of all committees and auxiliary organizations of the church and shall be a voting member of the Church Council, except on matters of compensation.

5. Shall be supervised by the Church Council and accountable to the congregation, with the Staff and Congregation Relations Committee providing a communications link among the Senior Pastor, staff, and congregation.

b. Qualifications

In addition to American Baptist Churches USA and United Church of Christ candidates, Williston-Immanuel United Church may consider applications for the position of Senior Pastor from any denominationally recognized ordained minister who is willing to have his/her credentials presented to the ABCUSA and the UCC for their recognition and approval. Approval of credentials by either the ABCUSA or the UCC is not a condition of employment at Williston-Immanuel United Church. The Senior Pastor of Williston-Immanuel United Church contracts to take no action that might lead to withdrawing Williston-Immanuel United Church from either the American Baptist Churches USA or the United Church of Christ.

c. Selection

When the Senior Pastorate is vacant, the Church Council shall appoint a representative search committee which shall secure names for consideration for the position of Senior Pastor. When a suitable person is found for the Senior Pastorate, the committee shall recommend that person to the church for consideration. The call of the Senior Pastor shall be considered at a duly called meeting of the church; at least three-fourths of those voting at this special meeting must approve the recommendation. There must be present and voting at least a quorum, defined as one half plus one of the members who are qualified to vote, in order to extend a call. Only one candidate shall be presented to the church at a time.

d. Termination of Senior Pastoral Relationship

The term of office of the Senior Pastor may be ended by sixty (60) days written notice on the part of the Senior Pastor or ninety days written notice on the part of the church.

Termination of the relationship on the part of the church shall be voted upon at a duly called business meeting upon recommendation of the Church Council. A vote of a majority of the members present and qualified to vote, provided there shall be present and voting at least a quorum, shall make the termination valid.

Section 2. Other staff members

The church may engage the services of additional persons to perform such functions as may be desired by the church. The Church Council in consultation with the Senior Pastor and, as appropriate, with the committees of the church, shall determine qualification and responsibilities of such staff members. The Church Council shall approve the process by which staff positions are filled. All staff members shall be supervised by and accountable to the Pastor, with the Staff and Congregation Relations Committee providing a communications link among the Pastor, staff, and congregation.

ARTICLE IX - MEETINGS OF THE CHURCH

Section 1. Worship Services

Worship services shall be held each Sunday and at such other times as the Pastor and Worship, Music, and the Arts Committee may decide. The Lord's Supper shall be observed on the first Sunday of each month and/or at such other times as the Pastor and Diaconate may determine.

Section 2. Business Meetings

a. Annual Meeting

The Annual Meeting of the church shall be held not later than the fourth Sunday of January. All business meetings shall be conducted in accordance with *Robert's Rules of Order*.

Business at the Annual Meeting shall include:

1. Receipt of the annual reports of the Pastor, Director of Music, Moderator, Clerk, and Treasurer, the Diaconate, and the Trustees. Annual reports from other church committees are expected.
2. Election of officers, members of the Diaconate, the Church Council, the Trustees, and committee chairs.
3. Adoption of programs and budgets for the following year.
4. Discussion of issues vital to the life and witness of the church.
5. Transaction of any other business which may properly come before the meeting.

b. Other business meetings

Other business meetings may be called by the Church Council or upon written request of at least twenty-five members of the church. Notice of such meetings and the objects for which they are called shall be given from the pulpit at least one week in advance of the date of the meeting. However, at any of the regular meetings of worship, the church may act upon the admission and dismissal of members.

c. Quorum

A quorum for the transaction of business at business meetings shall consist of one-third (1/3) of active members.

d. Voters

All active members of the church over the age of twelve (12) may vote on matters presented to the church.

ARTICLE X – FINANCES

Section 1. Nonprofit Status

This church is not organized for profit.

Section 2. Policy

The financial policy of this church, and of all auxiliary organizations, is predicated upon personal, voluntary giving as an act of worship and Christian stewardship. Annual pledges toward the budgets of the church shall be solicited on this basis. Additional offerings may be taken by permission of the Church Council.

Section 3. Budget

At the church's annual meeting, the members, after receiving the proposal of the Church Council, shall adopt budgets for the various funds of the church for the ensuing fiscal year.

Section 4. Fiscal Year

The fiscal year of the church shall be January 1 through December 31.

ARTICLE XI - DISSOLUTION

Williston-Immanuel United Church may be dissolved by a vote of 75% of the members present at a meeting called for such purpose, provided that at least 50% of the membership is present. Upon dissolution the assets and property of Williston-Immanuel United Church shall be distributed as the membership in such vote shall determine, provided that all property and assets shall be distributed to non-profit entities that qualify as tax exempt under the provisions of §503 of the Internal Revenue Code and successor provisions. In default of specification of a distributee or default in effectuation of such distribution, such assets and property shall be distributed equally to the Maine Conference of the United Church of Christ and the American Baptist Churches USA or their successors and assigns.

ARTICLE XII – AMENDMENTS

These bylaws may be amended at a duly called business meeting of the church provided that due notice is given that such action is to be introduced at such meeting. For the purpose of this article, due notice shall consist either of a written notice mailed to the membership at least fourteen days prior to the date of such a meeting, or of public announcement from the pulpit at each regular worship service on not less than four successive Sundays immediately preceding the date of such meeting. A two-thirds vote of those present and voting, provided that a quorum is present and voting, is required.

Article XIII may be amended by a two-thirds vote of the active membership of the church. The Church Council may determine the method by which votes may be recorded.