

**BY-LAWS
OF THE
LYALL MEMORIAL FEDERATED CHURCH**

The mission of the church is to know, love, and serve God in our worship, music, teaching, and fellowship and in caring for each other, our community, and the world.

We find our unity in Jesus Christ who is the head of the church. Our enlightenment and guidance come by the Holy Spirit through the Holy Scriptures which is our only rule of faith and practice in the church. We are guided by the standards set forth in the Apostles Creed and the Nicene Creed. We respect and honor our historical roots, the United Methodist Church, the Reformed Church in America, and the Society of Friends (Quakers).

This mission is best achieved when faithful people guided by the Holy Spirit are chosen as officers of the church.

ARTICLE I DEFINITIONS

- a. The congregation consists of Christians meeting regularly for worship and fellowship.
- b. The church is the congregation served by the Minister, its staff, and its elected officers. It is organized and governed by the Boards.
- c. The elected officers and elected committee are:
 - the President of the Congregation, who shall also serve as President of the Church Council and who shall be the administrative leader of both
 - the members of the Board of Spiritual Life
 - the members of the Board of Trustees
 - the members of the Nominating Committee.

Elected officers shall hold only one elective office.

- d. The Minister shall be an ordained clergy person who is supportive of our federated church traditions. The Minister is selected by a majority vote of the Congregation.
- e. The Board of Spiritual Life and the Board of Trustees are the governing bodies of the church. Each Board shall have nine members consisting of seven elected members, under the Religious Corporation Law, the President of the Council, and the Minister. Each Board member is a voting member.
- f. The Council is the highest coordinating, missional*, judicial, and mediating body of the church. The Council consists of the seven elected members of each Board and President of the Congregation, and the Minister, totaling sixteen.
 - * The Missional Life is one that looks outward and seeks those places where we can bring the grace of Christ to a hurting world – through Caring for Creation, Social Justice, Benevolence Care, Discipling Missions, Daily Missions, Servant Evangelism, and Relational Evangelism.
- g. The Nominating Committee consists of six elected members and the Minister.
- h. Conduct of meetings shall be in accordance with the current version of Robert's Rules of Order.

ARTICLE II MEMBERSHIP

Section 1 Eligibility

Membership in the church shall be open to any person who has made a profession of faith in Jesus Christ as his or her Lord and Savior and who wishes to join this church by:

- a. Affirmation of faith through confirmation, or
- b. Reaffirmation of faith through profession, or
- c. Transfer of his membership by letter from any Christian church.

Section 2 Membership List

Each member received in conformity with Section 1 shares in all the rights, privileges, and responsibilities as a member of the congregation.

We shall maintain one membership list. However, any members who wish to be identified with one of the denominations that compose our federated church may have their names so noted. Those denominations are the United Methodist Church, the Reformed Church in America, and the Society of Friends (Quakers).

For purposes of denominational assessments or appointments, one third of our total membership and expenses will be used to determine denominational obligations.

Section 3 Installation of Members

Members shall be enrolled by the Minister at a regular church service. Each member must affirm his faith and state that he will be a responsible member in matters of church attendance, financial support, and use of his talents in service to God.

Section 4 Termination of Membership

Membership in this church may be terminated for any one of the following reasons:

- a. A written request from the member to the Minister or to the Board of Spiritual Life for a transfer to another church.
- b. A written request from the member to the Minister or to the Board of Spiritual Life to drop his or her name from the church membership rolls.
- c. On the initiative and by action of the Church Council for failure to fulfill the affirmation of Article II, Section 3.
- d. The death of the member.

ARTICLE III ELECTIONS

Section 1 Eligibility

All elected leadership positions, including the President of the Congregation and the members of the Board of Spiritual Life, the Board of Trustees, and the Nominating Committee, shall be filled by members of the Lyall Memorial Federated Church who have attained the age of eighteen. Members accepting leadership roles shall regularly attend church services and their various boards and committee meetings.

Section 2 Term of Office

The term of an elected officer or [elected] committee member shall be three years commencing on January 1st following the November election. For any person filling a vacancy, his/her term starts immediately after the election. No person shall serve more than two consecutive terms in an elected capacity. After a lapse of one year, a member may again be nominated and elected to a three-year term or to fill a vacancy. The terms shall be set up to provide for the expiration of the terms of two members of a Board or the Nominating Committee each year except that every third year, when three members shall be elected to the Board of Spiritual Life and the Board of Trustees.

Newly elected officers are encouraged to attend their respective December Board meetings for the purposes of a smooth transition.

Section 3 Filling a Vacancy

A vacancy occurring in an elective office or elective committee of less than two year's duration shall be filled by appointment by the Council. A vacancy of one year or more shall be filled by calling a meeting of the congregation for an election for that purpose. A member elected to fill a vacancy of two years or more of an elective office or an elective committee shall be considered as having served a full term.

Section 4 Election Procedure

Elections shall be held at a Congregational Meeting in November, except as directed in Article III, Section 3 to fill a vacancy. The Nominating Committee shall present a slate of candidates to fill the expiring terms. Members of the Congregation shall have the right to make additional nominations at the meeting should they desire to do so.

ARTICLE IV DUTIES AND RESPONSIBILITIES

Section 1 The Minister

The Minister shall serve as pastor, spiritual counselor, resident theologian, and teacher. As pastor and teacher, he/she preaches the word of God, administers the Sacraments and shares responsibilities with the officers and members of the congregation for their mutual Christian growth. The Minister shall minister to the sick and disabled and officiate at weddings and funerals. The Minister shall visit with the members as time permits.

The Minister and the President of the Congregation will represent the church to the various denominational bodies, unless others are so designated.

Section 2 The Council

The Council is the highest coordinating, missional, judicial, and mediating body of the church. At the first meeting after the annual Congregational Meeting in January the Council shall elect a Vice President and a Secretary. The Vice President, so elected, shall preside at Council meetings in the absence of the President and shall preside at regular and special congregational meetings when the President is absent. The Secretary will keep minutes of Council and congregational meetings. Such minutes shall be made a part of the official church records.

Ordinarily, the Council shall meet at least two times per year. A quorum of the Council shall consist of a majority of its members to include at least a majority of elected members from each Board.

The Council shall endeavor to mediate any complaint or grievance from a member of the Congregation arising from acts of a member, the Minister, the Board of Spiritual Life or the Board of Trustees. The member shall be given an opportunity to appear before the Council and present the grievance or complaint and, if sustained, the Council shall take action in the matter. Should the member not be satisfied with the results obtained from the Council, the member may appeal to the congregation during a Congregational Meeting. (See Article VI)

The Council will mediate any controversy arising out of any decision made by either Board.

Section 3 The Board of Spiritual Life

As the spiritual leader of our church, the Minister shall chair all meetings of the Board of Spiritual Life.

At the first meeting after the annual January Congregational Meeting, the Board shall elect a Vice Chairperson and a Secretary. The Vice Chairperson, so elected, shall make a report of the Board's activities to the Council. The Vice Chairperson shall preside at meetings of the Board of Spiritual Life in the absence of the minister. A copy of the minutes of each meeting shall be given to each member of the Church Council and shall become a part of the official church record. Ordinarily, the Board shall meet monthly. A quorum consists of the majority of its members.

The Board, together with the Minister, shall have charge of all matters relating to the spiritual welfare and good order of the church. They will make certain that what is preached and taught by the Minister and in Sunday School is in accord with the truths set forth in the Holy Scriptures. They shall assist the Minister in the task of visitation and seek to guard that the Sacraments of the church are being offered appropriately in the life of the congregation.

The Minister, at the discretion of the Board, may commission specific members for special ministries to serve until the Board of Spiritual Life or the designees decide to conclude their project.

Section 4 The Board of Trustees

At the first meeting after the Annual Congregational Meeting, the Board of Trustees shall elect a Chairperson, a Vice Chairperson, and a Secretary. The Chairperson, so elected, shall preside at their meetings and shall be its chief executive officer. In the absence of the elected Chairperson, the Vice Chairperson shall preside. The Secretary of the Board of Trustees shall be designated the official Church Secretary for legal purposes. A copy of the minutes of each meeting shall be given to each member of the Church Council and shall become a part of the official church records. Ordinarily, the Board of Trustees shall meet monthly. A quorum consists of the majority of its members.

The Trustees shall have supervision over all money matters to include the investment portfolio, all contributions and legacies. They shall employ a Financial Secretary and/or Treasurer to prepare member statements and make reports to them as often as needed. They shall ensure that an annual audit is completed. The Treasurer shall also make an annual report of all monies received and disbursed.

The Trustees shall employ a Secretary for the church office who will perform clerical work for the Church and the Minister. With the advice of the Music Committee, they will employ an Organist and a Music Director, and they will hire others to fill paid positions as deemed necessary.

The Trustees shall support the Board of Spiritual Life and work with them to implement the vision and program of the church. They shall oversee the collection and disbursement of church funds carefully and invest funds given or bequeathed to the church prudently, paying particular attention to the terms of the gift or bequest. They have jurisdiction over the usage of the facility by outside groups or activities. They shall see to the good care and maintenance of all church property, and they shall see to it that all is kept clean and in good repair.

Section 5 Nominating Committee

The Nominating Committee shall meet as soon as possible after the annual January Congregational Meeting for the purpose of electing a Chairperson for their committee. The President of the Council shall be notified of their selection. The President of the Congregation shall furnish the committee with a list of the incumbents whose terms are expiring.

The Committee shall meet for the purpose of selecting names of church members to be contacted for nomination. It is important to consider the names of all current members of the church for the various positions that are open and strive for representation from as many families as possible. The Committee shall meet as often as it deems necessary to select candidates to fill the expiring terms.

Each prospective nominee shall be contacted by a designated member of the Committee together with the Minister, if desired. Each candidate shall be given a summary of the duties and responsibilities of his/her prospective position.

The Nominating Committee shall publish its slate of candidates for office in the bulletin or announce it at the regular Sunday worship service, at least a week before the November meeting.

Section 6 Non-elected Church leadership

Individuals who accept non-elected leadership positions shall be professing Christians. These positions include, but are not limited to, the following: Youth Group leaders, lay worship leaders, Sunday School teachers, Bible study leaders, Music Directors, and committee chairs.

ARTICLE V COMMITTEES APPOINTED BY THE BOARDS

Section 1 Board of Spiritual Life Committees

The Board of Spiritual Life will form committees to address the areas listed below. When formed, the committees shall be given an outline of their duties. Committee membership should be encouraged to include a majority of non-Board members. Each committee should have a representative from the Board; the chairperson may be any committee member.

Worship

Chancel
Communion Servers
Quaker Meeting
Responsibilities
Ushers & Greeters

Music

Choirs
Bells
Music Director
Organist

Congregational Life

Special Events
Coffee Hour
Prayer Groups

Christian Education

Sunday School
Adult Studies
Library
Acolytes
Nursery
Youth Group

Fellowship

Contact
Newsletter
Membership Records
Baptism

Outreach

Special Programs
Media Relations

Mission

FWSCS

Section 2 Board of Trustees Committees

The Board of Trustees will form committees to address the areas listed below. When formed, the committees shall be given an outline of their duties. Committee membership should be encouraged to include a majority of non-Board members. Each committee should have a representative from the Board; the chairperson may be any committee member.

Building and Grounds	Historical
Organ	Memorial Gifts
Finance, Budget, and Stewardship	Insurance
Fund Raising	Auditing
Personnel	

ARTICLE VI CONGREGATIONAL MEETINGS

Section 1 Regular Meetings

At least two regular congregational meetings will be held each year, one in January and one in November. All Congregational Meetings must be announced from the lectern on the two consecutive Sundays immediately preceding the day of the meeting.

- a. The agenda for the November Congregational Meeting for the election of officers shall include an opening and closing prayer, the presentation of the slate of officers for election, opening the floor to other nominations, and the election of officers.
- b. The agenda for the January Congregational Meeting shall include an opening and closing prayer, the minutes of the previous year's meeting, the Treasurer's report, the review and acceptance of the upcoming year's budget, the acceptance of committee reports as found in the Annual Report packet, and the setting of date and time for next year's January meeting. Materials shall be made available two Sundays prior to the meeting.

Minutes of all Congregational Meetings shall be taken by the Secretary of the Council (or, in case of the Secretary's absence, a Secretary pro tem appointed by the President) and made a part of the official church records.

Section 2 Special Meetings

A special meeting of the congregation may be called by the President or at the request of six members of the Congregation, provided written request is made to the President of the Congregation stating the reason for such request.

Section 3 Quorum

A quorum shall consist of at least twenty-five members.

ARTICLE VII AMENDMENTS

Amendments to these By-Laws may be made at a Congregational Meeting by a two-thirds affirmative vote of qualified voters present at the meeting. The text of the proposed amendment to these By-Laws shall be included in the call and notice of the meeting.

ARTICLE VIII MISCELLANEOUS

Section 1 Prayer

All meetings of the Congregation, Council, Boards, and committees shall begin and end with prayer.

Section 2 Fiscal Year

The fiscal year for the church shall be the calendar year.

Section 3 Minister Vacancy

The filling of a vacancy in the office of Minister shall be open to candidates from all three denominations of the church and whatever other candidates the Search Committee decides to consider. Said Minister shall be selected in accordance with the provisions of the rules of the denomination from which he or she is selected.

Section 4 Minister Replacement

Should there be a vacancy in the office of Minister, the President of the Congregation shall call a meeting of the congregation for the purpose of selecting a committee of at least seven members. The committee should include representatives of the Board of Spiritual Life, the Board of Trustees, Choir, Sunday School, FWSCS, and two members-at-large. The committee shall contact the proper officer of each of the denominations of the Federation to find out who is available. After proper investigation, the committee shall make a recommendation to the President of the Congregation. Soon after, the President will call a special meeting and present the recommendation to the congregation who shall act thereon.

Note: By order of the Court dated July 17, 1926, which order was entered in the record of the Dutchess County Clerk's office, the Millbrook Dutch Reformed Church, the Nine Partners Monthly Meeting of the Society of Friends and the Millbrook Methodist Episcopal Church were consolidated.

BY-LAWS COMMITTEES

The original By-Laws were constructed by the By-Laws Committee of 1985, consisting of Joan Beck, Lois Bowman, William HasBrouck, Edward Holzhauer – chairman, Louise Miller, and William Snedeker. The original By-Laws were adopted at a special congregational meeting held September 15, 1985. They went into effect January 1, 1986.

The second By-Laws Committee of 1989 consisted of Lois Bowman, chair-person, Cory Cole, Rev. James Hicks, Christine Horihan, Gary King and Richard Rogers. This committee revised the By-Laws to make them consistent with the perceived intent of the original By-Laws and to clarify their meaning. The revised By-Laws were adopted at the Annual Congregational Meeting on January 14, 1990, and went into effect immediately.

The third By-Laws Committee of 1992 consisted of Linda Bruzgul, Cory Cole, chairman, Rev. James Hicks, Robert Knapp, Louise Miller and Robert Secor. A few minor revisions were deemed necessary. These were adopted at the Annual Congregational Meeting on January 17, 1993, and went into effect immediately.

The fourth By-Laws Committee, meeting in 2002 and continuing in 2004, was made up of Harold Armstrong, Linda Bruzgul, Douglas Doyle, Elizabeth Esmark, Rev. Karl Esmark, Christine Horihan – 2002 chairperson, and Gary King, Kristen Reid, and Richard Rogers – 2004 chairpersons. Questions had come up about term practices, the November election meeting, changes in committee work, new positions necessary as the Church grew, and other points which we wished to have clarified. Additional questions of service requirements and protocol were addressed. This revision approved at a properly called congregation meeting on Sunday, June 6, 2004. Nine clarifying amendments were made and approved at that meeting (see minutes).

An amendment to Article III Elections, Section 3 Filling a Vacancy was approved at the Annual Congregational Meeting on Sunday, **January 27, 2008**. This changed the definition of “having served a full term” from “one year or more” to “two years or more.”

A number of revisions were suggested by Reverend David Hondorp and the Church Council. These were approved at the Congregational Meeting on **January 25, 2009**.