

BY-LAWS
OF THE
LYALL MEMORIAL FEDERATED CHURCH

The purpose of the church is to glorify God through ministry to the world and the local congregation by the preaching, teaching and promulgation of the gospel of Jesus Christ, and by all Christian good works. That purpose is achieved most effectively when good order and proper discipline are maintained by means of certain offices, officers, and committees. The Holy Scripture shall be the only rule of faith and practice in the church. The doctrinal standards shall be as set forth in the Apostles Creed and Nicene Creed.

ARTICLE I DEFINITIONS

- a. The congregation consists of Christians meeting regularly for worship and fellowship.
- b. The church is the congregation properly served by the minister and organized and governed by the elected officers and committees.
- c. The elected officers shall include a President of the Congregation who shall also serve as President of the Church Council and shall be the administrative leader of both. The person so elected shall hold no other elective office. Other elected officers are the members of the Board of Trustees and the members of the Board of Spiritual Life and the Nominating Committee.
- d. The minister shall be an ordained clergy person who has been selected by majority vote of the congregation.
- e. The Board of Trustees and the Board of Spiritual Life 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, judicial and mediating body of the church. The Council consists of the seven elected members of each Board and President of the Congregation, totaling fifteen.
- 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 **Denominational Choice**

Members added to the church rolls in conformity with Section I shall be enrolled as members of the United Methodist Church, the Reformed Church in America or the Society of Friends. A person desiring to become a member, who does conform to Section I but who does not choose one of the above denominations, may be enrolled as an associate member with the same rights, privileges and responsibilities of any member of the congregation.

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

Section 2 Term of Office

The term of an elected officer or committee member shall be three years commencing on January 1st following the November election. No person shall be elected to more

than two consecutive terms on any Board or combination of the two Boards. 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 Committee each year except that for the Board of Trustees and the Board of Spiritual Life every third year three members shall be elected. Newly elected members 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 one 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 one year 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**

He or she shall serve as pastor 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 pastor shall minister to the sick and disabled and officiate at weddings and funerals. The pastor shall visit with the members as time permits.

Section 2 **The Council**

The Council is the highest coordinating, 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 bi-annually. At the first meeting, the By-Laws and meeting protocol shall be reviewed. At the last meeting of the Council, the Board of Spiritual Life shall designate a mission project for the next year following the recommendation of the Mission Committee.

The Council shall endeavor to mediate any complaint or grievance from a member of the congregation arising from acts of the Minister, the Board of Trustees or Board of Spiritual

Life. 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.

A special meeting of the Council may be called by the President or at the request of three members of the Council. A quorum of the Council shall consist of at least four elected members of each Board and the presiding officer, for a total of nine.

Section 3 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 the Board of Spiritual Life and shall become a part of the official church records.

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 Sub-committee, they will employ an Organist and a Choir Director, and hire others to fill paid positions as deemed necessary.

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 usage and maintenance of all church property and shall see to it that all is kept clean and in good repair. Ordinarily, the Board of Trustees shall meet monthly.

Section 4 The Board of Spiritual Life

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

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.

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. Ordinarily, the Board shall meet monthly. A copy of the minutes of each meeting shall be made available to the Board of Trustees and shall become a part of the official church record.

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 the Sacraments of the church from being profaned.

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.

Never does the Nominating Committee select from its own committee membership a candidate for nomination to elective office with the exception of a second term on the Nominating Committee. The contact of prospective nominees should be made in an official manner 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 their prospective position.

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

Section 6

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 the executive board of the FWSCS.

ARTICLE V COMMITTEES APPOINTED BY THE BOARDS

Section 1 Board of Trustees Committees

The Board of Trustees will form, when necessary, 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.

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

Section 2 Board of Spiritual Life Committees

The Board of Spiritual Life will form, when necessary, 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.

| | |
|-------------------------|-------------------|
| Christian Education | Outreach |
| Library | Special Programs |
| Acolytes | |
| Sunday School & Nursery | Worship |
| Contact | Music |
| Newsletter | Chancel |
| | Prayer Group |
| Special Events | Coffee Hour |
| | Communion Servers |
| Mission | Ushers & Greeters |
| FWSCS | |

ARTICLE VI CONGREGATIONAL MEETINGS

Section 1 Regular Meetings

The congregational meeting for the purpose of filling all elected positions will be held each year during the month of November. The annual congregational meeting shall be held during the month of January. The actual date of both meetings will be set by the congregation at the previous year's meeting. All congregational meetings must be announced from the pulpit on the two consecutive Sundays immediately preceding the day of the meeting.

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.

Section 4 Agenda

- a. The agenda for the November election meeting shall consist, in part, of an opening and closing prayer, the presentation of the slate of officers for election by the Nominating Committee, opening the floor to other nominations, election of officers, setting of date and time for next year's meeting.
- b. The agenda for the annual January meeting shall consist, in part, of an opening and closing prayer, the minutes of the previous year's meeting, the treasurer's report, acceptance of committee reports to be found in the Annual Report, setting of date and time for next year's 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.

ARTICLE VII AMENDMENTS

Amendments to these By-Laws may be made at a congregational meeting by 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 **Quorum**

A quorum of each Board and committee shall be a majority of its members.

Section 4 **Minister Vacancy**

The filling of a vacancy in the office of Minister shall be open to candidates from all three denominations of this church and whatever other candidates the 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 5 **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 seven members. The committee should include representatives of the Board of Trustees, the Board of Spiritual Life, 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.

The original By-Laws were adopted at a special meeting of the congregation held September 15, 1985 and went into effect January 1, 1986.

The Revised By-Laws were adopted at the Annual Congregational Meeting on January 14, 1990 and went into effect immediately.

This second revision of the By-Laws was adopted at the Annual Congregational Meeting on January 17, 1993 and went into effect immediately.

BY-LAWS COMMITTEES Information from the 1993 revision:

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, chairperson, 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 is made up of: Harold Armstrong, Linda Bruzgul, Douglas Doyle, Elizabeth Esmark, Rev. Dr. Karl Esmark, Christine Horihan, 2002 chairperson, Gary King and Kristen Reid, Richard Rogers, 2004 chairpersons. Questions have come up about term practices, the November election meeting, changes in committee work, new positions necessary as the church grows and other points which we wish to clarify. 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).