

**ROCK SPRING CONGREGATIONAL UNITED CHURCH OF CHRIST CONSTITUTION
AND BY-LAWS**

(As amended by the Congregation on January 22, 2017)

ARTICLE I --Name

This Church shall be called the Rock Spring Congregational United Church of Christ.

ARTICLE II—Polity

This Church acknowledges Jesus Christ as its Head and finds in the Holy Scriptures, interpreted by the Holy Spirit through reason, faith, and conscience, its guidance in matters of faith and discipline.

This Church shall be a part of the United Church of Christ and shall sustain that relationship to the United Church of Christ described in those portions of the constitution and by-laws of the United Church of Christ adopted July 4, 1961, and subsequent amendments, relating to local Churches.

The governance of this Church is vested in its members who exercise the right of control in all of its affairs subject, however, to the laws of the Commonwealth of Virginia relating to ecclesiastical corporations. Upon dissolution its assets are to be distributed to the Central Atlantic Conference of the United Church of Christ.

The Church values and seeks the fellowship and counsel of other Churches and communities of faith.

ARTICLE III—Faith Statement

Each member shall have the undisturbed right to follow the Word of God as conscience dictates, under the enlightenment of the Holy Spirit. The Bible is the fundamental document of our faith. This Church seeks to live in accordance with the teachings of Jesus Christ. The Statement of Faith of the United Church of Christ and the Covenant of this Church, therefore, are included as embodying the consensus of belief of the membership and as a general expression of what the Church expects from the pulpit. Assent to the Covenant of this Church is expected as a condition of membership in the Church but not to the Statement of Faith of the United Church of Christ.

Articles of Faith:

We believe in you, O God, Eternal Spirit, God of our Savior Jesus Christ and our God, and to your

deeds we testify:

You call the worlds into being, create persons in your own image, and set before each one the ways of life and death.

You seek in holy love to save all people from aimlessness and sin.

You judge people and nations by your righteous will declared through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.

You bestow upon us your Holy Spirit, creating and renewing the Church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.

You call us into your Church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.

You promise to all who trust you forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.

Blessing and honor, glory and power be unto you.

Amen.

The Covenant of this Church shall be as follows:

Covenant of Rock Spring Congregational United Church of Christ

We are united in striving to know the will of God as taught in the Holy Scriptures, and in our purpose to walk in the ways of the Lord, made known or to be made known to us.

We hold it to be the mission of the Church of Christ to proclaim the gospel to all people, exalting the worship of the one true God and laboring for the progress of knowledge, the promotion of justice, the reign of peace, and the realization of our one human family.

Depending, as did our forebears, upon the continued guidance of the Holy Spirit to lead us into all truth, we work and pray for the transformation of the world into the Kingdom of God; and we look with faith for the triumph of righteousness and the life everlasting.

ARTICLE IV --Membership

Any person found eligible by the Board of Deacons may become a member of the Church by publicly assenting to the Covenant at a service of worship. Eligibility may be established by confession of faith and baptism, or by presentation of a satisfactory letter of transfer from another Church, or by reaffirmation of faith, or by affirmation of faith.

The Board of Deacons will determine how best to publicize the names of new members and welcome them into the congregation.

A member of the Church who has not evidenced any continuing interest in the life and activities of the Church for a period of at least two years may be placed on the roll of inactive members. Transfer from the active to the inactive roll shall be made only by vote of the Congregation at the Annual Meeting on the recommendation of the Board of Deacons. The return of a formerly inactive member to the active roll may be directed by the Board of Deacons at any time.

Letters of transfer to other Churches shall be given to all members who may desire them. Any member may terminate his or her membership by appropriate notification to the Church.

Associate membership is open to any person holding membership in a Church outside the Washington metropolitan area. Associate members shall have all the privileges and responsibilities of other members. Any person found eligible by the Board of Deacons may become an associate member by publicly assenting to the Covenant at a service of worship. The associate membership of any person shall be terminated when that person so requests, moves from the area, or has been inactive for a period of two years or more.

ARTICLE V--Services and Sacraments

Services of Worship:

Services of worship shall be organized by the Board of Deacons in consultation with the pastors.

Sacraments:

The Church celebrates the sacraments of communion and baptism. Communion will be celebrated regularly, according to a schedule developed by the Board of Deacons in consultation with the pastors. All are welcome at the communion table. The baptism of adults and children shall be administered at such times as the pastors or the Board of Deacons shall appoint.

ARTICLE VI--Officers

The officers of this Church shall consist of a Senior Pastor, a Clerk, a Treasurer, and a Financial Secretary.

For purposes of executing contracts in the normal course of carrying out the responsibilities of the Board of Property Planning and Management, the chair(s) and vice-chair of that board are designated as officers of the Church.

Appropriate fidelity bond coverage for staff and appropriate lay leaders shall be arranged at the expense of the Church.

Election and term:

All officers, except the Senior Pastor shall be elected for a term of three years by ballot by a majority vote of all members present at an Annual Meeting of the Church. A vacancy in any office may be filled at any business meeting of the Church. No officer may serve more than six consecutive years in that position.

Called pastors shall be chosen, or terminated, by a majority of three-fourths of the members present at a business meeting of the Church held after two weeks' notice announcing the purpose of the meeting. Called pastors shall become members of the Church and shall serve for a period mutually satisfactory to each of them and to the Church.

The Senior Pastor:

The Senior Pastor shall be in charge of the spiritual welfare of the Church with the assistance of the Church's other pastor(s) and the Board of Deacons. The Senior Pastor shall also seek to enlist men, women, and children as followers of Christ, to preach the gospel, administer the sacraments, oversee all services of public worship, supervise the activities of the other pastor(s) and all employees of the Church, and shall cooperate with the various boards, committees and other officers in administering the activities of the Church. In general, the Senior Pastor, working in partnership with the Church Council, shall oversee the administration of the Church. Pastors may serve as advisory members of all Boards and committees.

References to "the pastor" as a designated Trustee under Article VII of the charter of the Rock Spring Congregational Church Endowment Fund are understood to refer to the Senior Pastor.

The Church will use as guidance the requirements and guidelines of the Potomac Association of the Central Atlantic Conference in matters relating to recruitment, calling, contracting and general business dealings with pastor(s) of the Church.

The Clerk:

The Clerk shall keep a faithful record of the proceedings of the Church and of the Church Council as a member ex officio and its secretary. The Clerk shall ensure that the Church maintains accurate records of meetings and official business, Church and Endowment Trustees, membership, baptisms, marriages, and interments in Memorial Terrace. The Clerk give legal notices of all meetings

when such notices are necessary; and perform such other duties as are prescribed by law or as usually pertain to the office of a clerk or secretary of an assembly.

The Clerk is designated as a Trustee under Article VII of the charter of the Rock Spring Congregational Church Endowment Fund.

Treasurer:

The Treasurer shall expend the funds of the Church as authorized by the Board of Finance and as provided in the approved annual budget and shall keep accurate account of all receipts and disbursements and report monthly to the Church on the financial transactions and balances. The Treasurer may, with the approval of the Board of Finance, make temporary investments of cash balances in excess of immediate requirements, in insured savings accounts.

The Treasurer is designated as a Trustee under Article VII of the charter of the Rock Spring Congregational Church Endowment Fund.

Financial Secretary:

The Financial Secretary shall receive all funds paid to the Church and shall deposit all such funds in such accounts as the Board of Finance shall order. Duties also include: acknowledging special gifts where appropriate, taking charge of all offerings and special collections, reporting to the Treasurer all monies received and deposited, keeping an accurate account of all pledges to the Church and of all identifiable other gifts and payments to the Church, and furnishing pledgers with statements of their accounts.

Two Deputy Financial Secretaries may be nominated and elected to assist the Financial Secretary in performing his or her duties. The deputies will have the same access to financial records that is specified for the Financial Secretary.

Confidentiality of Financial Contributions:

The source and amount of individual pledges or contributions to the Church shall not be disclosed by any person designated to receive pledges or contributions on behalf of the Church. This provision shall not apply to communications for the sole purpose and effect of (1) providing statements or other information to the contributor, (2) making or reconciling transfers between funds, (3) identifying pastoral concerns for and to the Senior Pastor, and (4) providing information required for audits conducted pursuant to Article IX, Section 2.

ARTICLE VII--Boards

The following shall constitute the Boards of the Church:

1. Board of Deacons
2. Board of Christian Education
3. Board of Finance
4. Board of Social Action and Mission
5. Board of Property Planning and Management
6. Board of Personnel

All Boards shall cooperate in the enlistment of men, women and young people to the ways of Jesus Christ and active service to others. The goal is to share in the joy, satisfaction and spiritual fulfillment of the work of the Church as broadly as possible, and to help persons identify and use their particular gifts in service to God and the wider community.

Unless otherwise indicated, each Board of the Church should have a minimum of six members. Before the Nominating Committee begins its work, each Board will review its responsibilities, mission and membership for the coming year and advise the committee of the number of members it believes it will need to manage those responsibilities.

Each Board will prepare a statement of its operating policies, subject to review and approval by Church Council, detailing the size of its Board, its planned schedule for conducting business and major policies that impact the Church. Each year each Board will review its existing operating policy and submit any changes to Church Council for review. Each Board will designate a representative to serve on Church Council, and otherwise appoint persons to jobs and organize committees as it sees fit.

It shall be preferred that Board terms be three years. However, in order to assure that all Boards have a full complement of members, terms of two or even one year will be permitted. Members of Boards serving less than a three-year term will generally be encouraged to extend such term for up to a total of three years. After serving for six consecutive years, a member of a Board shall be ineligible for re-election to the same Board for one year.

All Boards shall meet at times of their own choosing, subject to the review of Council. Meetings of all Boards shall be open to all Church members and announced in advance, when practicable. Boards are permitted to move into Executive Session for extraordinary circumstances such as discussion of sensitive personnel or legal matters. Service on the Board of Deacons and the Board of Personnel shall be reserved for members of the Church. Service on other Boards and Committees may be extended to friends of the Church. Non-members shall constitute no more than one-third of the membership of the Boards and Committees on which they are eligible to serve. Non-members shall not serve as the board's representative to Church Council without the express approval of Church Council.

1. Board of Deacons:

It shall be the duty of the Board of Deacons to cooperate with the Senior Pastor and other pastor(s) in ministering to the spiritual interests of the Church and community and in organizing all services of

worship. The Deacons shall assist in the preparation and administration of the sacraments and in caring for the sick, the sorrowing, the indifferent, and the stranger. They shall work to integrate new members of the Church family. They shall be responsible for managing all matters pertaining to membership in the Church. They shall provide for the supply of the pulpit and arrange for performance of other pastoral duties in case of a vacancy and in the absence of the pastor. They are responsible for developing and implementing procedures for the review of the Church's membership roll.

2. Board of Christian Education:

The Board of Christian Education shall have supervision and direction of the educational work of the Church, including the Church School, and related activities.

3. Board of Finance:

The Board of Finance shall include the Treasurer, the Financial Secretary, and at least four other members.

The Board of Finance shall supervise the collection and expenditure of all Church funds as provided in the approved annual budget.

It shall propose a unified budget for presentation first to the Church Council and then to the budget meeting of the Church. At such times as it deems advisable, the Board shall make recommendations to the Church Council for adjustment of the annual budgets. The Church Council may approve such adjustments without confirmation by the Church, subject to the following limitations:

(a) No increase in a line item of more than \$5,000 or 10 percent, whichever is greater, may be made in any annual budget item, nor any increase of a lesser amount that is considered by the Board of Finance not to be a minor matter. For the purposes of this provision, a "line item" refers to the amount budgeted for an individual board or a broad category such as "Personnel."

(b) No reduction may be made in any annual budget item without the approval of the Church Board to which the item pertains.

The Church Council may approve adjustments recommended by the Board of Finance that exceed the limitations in subparagraphs (a) and (b) above, but such approval is subject to confirmation by the Church.

4. Board of Social Action and Mission:

The mission of the Board of Social Action and Mission shall be to assist the Church in recognizing and responding to social issues of Christian concern in our local, state, national and global communities, in realizing the Church's vision as a Just Peace and Open and Affirming congregation, and in promoting and inspiring effective Christian stewardship.

The Board will prepare the wider mission program of the Church for inclusion in the annual budget and manage the implementation of the wider mission program and budget approved by the Congregation. The Congregation may delegate to the Board the final selection of recipients and the amounts of any part of the Church's wider mission budget, provided the Board reports such distribution in writing at least annually to the Congregation.

The Board will review all requests for special and emergency offerings in cash or in kind, related to the Church's social action mission, and make recommendations to Church Council.

5. Board of Property Planning and Management:

It shall be the duty of the Board of Property Planning and Management to provide for the upkeep, care and maintenance of the physical properties of the Church, including the grounds and the parsonage, but excluding the books, periodicals and other collections of the Church library and of the Music Department. As requested by Church Council, the Board shall work with Council and designated Council committees to formulate and prepare plans for the development of the Church property, including the alteration and remodeling of existing Church buildings and the construction of new buildings. The Board shall arrange for appropriate insurance coverage, including liability protection, of Church properties, and shall have necessary inspections made to ensure compliance with the various safety regulations relating to Church property.

Under direction of the Trustees, this board shall have custody of all papers relating to the property of the Church.

6. Board of Personnel:

The mission of the Board of Personnel shall be to provide written policy guidance and implement procedures for the Church to ensure that the human resource practices of the Church are legal, fair, consistent, and reasonable.

The Board of Personnel shall consist of at least four persons, all members of the Congregation, at least one of whom shall be elected annually to serve a three-year term. As the Church's chief of staff, the Senior Pastor also serves as an ex officio member of this Board.

In coordination with the Senior Pastor, the Board shall keep current with human resources law and applicable salary and benefit patterns, particularly those of the United Church of Christ, and make appropriate recommendations during the budget development process. The Board shall also provide input to Council for staffing concerns, salary levels, and for ways and means to assess and reward the job performance of the staff of the Church.

The Board shall take the lead in any research requested by Council pertaining to staff duties, responsibilities, qualifications, remuneration, and benefits.

ARTICLE VIII--Church Council

The Church Council shall consist of the officers of the Church; the chair or a designated member of each of the Boards; and six additional members elected by the Church, two of whom shall be elected annually for a term of three years. No person shall be a member of the Council for more than six consecutive years. Membership on the Council shall be restricted to members of the Church, except with the express approval of Council.

The Council shall organize annually by the selection of its own president and such other officers as it may choose. The Council may appoint committees or task forces to support its work.

It shall be the function of the Church Council to supervise the activities of the Church, to exercise control over all matters not placed under the control of the Senior Pastor under ARTICLE VI, to visualize the entire mission of the Church, to assist the pastors in the general direction of the Church's spiritual activities, and to cooperate in the formulation of a well-rounded program. It also shall be the function of the Council to assign duties to each Board, in addition to those stated in this Constitution, as Council may, in consultation with the affected Board, deem appropriate.

The Council may act for the Church in approving adjustments of the annual budgets, as recommended by the Board of Finance, subject to the limitations specified in ARTICLE VII, Section 3, 3rd paragraph, sub-paragraphs (a) and (b).

The Council will decide, with input from the Boards of Finance and Social Action and Mission, how best to organize the Church's pledge campaign.

Fund raising activities within the Church and appeals for special offerings in the Church shall be undertaken only with approval of the Council.

At the end of the Council year, the Council shall submit to the Congregation at the Annual Meeting a written report of the Council's activities during the year.

The Council, with the advice of the pertinent Board(s) and the Senior Pastor, shall have the authority to engage and terminate the services of the employees of the Church who are not called pastors.

The Council shall review each proposed tangible gift to determine whether it would have a significant effect on worship services, Church policy, operations, or finances. No gift that is determined to have such an effect shall be accepted until the potential gift has been publicized and pertinent Boards and interested parties have been given an opportunity to provide feedback.

The Church Council shall meet ordinarily once a month. It will reaffirm its membership annually and will establish a quorum for the year, based on 50 percent of the total members, plus one. Special meetings may be called by the president.

ARTICLE IX—Committees and Delegates

1. Nominating Committee:

Prior to the Annual Meeting, the Church Council shall appoint a Nominating Committee that shall recruit persons willing to serve as officers, delegates and members of Boards and the Audit and Women's Fellowship committees who are to be elected at the Annual Meeting. Between congregational meetings, Church Council is authorized to fill vacancies on Boards and committees, as necessary.

When appropriate, the Nominating Committee or the Council shall propose for election by the Congregation, a person to serve as Trustee for the Rock Spring Congregational Church Endowment Fund.

2. Auditing Committee:

There shall be an Auditing Committee of three members, one of whom shall be elected each year at the Annual Meeting of the Church, whose duty it shall be to audit on an annual basis the books of the Treasurer, Financial Secretary, and the Trustees of the Rock Spring Congregational Church Endowment Fund, and to make a written report to Church Council and the Congregation. In addition, the Committee shall audit Church funds and report thereon as directed by the Council or the Congregation.

3. Women's Fellowship Committee:

There shall be a Women's Fellowship Committee of three to five members, reporting to Church Council. Members will serve for three-year terms, preferably on a staggered basis. The committee will serve as the point of contact for missions and activities considered to be of special interest to women. It will have responsibility for overseeing the financial arrangements for these activities, and approving disbursements from the dedicated Women's Fellowship Fund of the Rock Spring Endowment Fund.

4. Music Committee:

There shall be a Music Committee of four to six members, reporting to the Church Council. Members will serve for three-year terms, preferably on a staggered basis. The committee will serve as the point of contact for activities supporting the music ministry of the Church. It will have responsibility for overseeing the financial arrangements for these activities, and approving disbursements from the Music Fund of the Rock Spring Endowment Fund.

5. Other Committees:

Other committees may be appointed by the Church or the Church Council as needed. When such committees are established, the duties and responsibilities of each committee and a list of its members should be publicized for the Congregation.

6. Church Delegates:

At the Annual Meeting of the Church, delegates shall be elected to represent the Church, as appropriate, in bodies of the wider United Church of Christ and local interfaith and ecumenical organizations.

ARTICLE X—Trustees

The Trustees shall be three members of the Church, each selected to hold office until a successor is chosen.

It shall be the duty of the Trustees to hold title to the property of the Church, including the real and the tangible personal property, under direction of the Church. The Trustees shall not have the power to buy, sell, mortgage, lease, transfer or in any way encumber the property of the Church, except on a two-thirds vote of the members present at a meeting of the Congregation of which two weeks' notice has been given, such restriction not to extend to the transfer or sale of personal property of the Church transferred in the normal course of the business of the Church.

ARTICLE XI—The Charles W. and Carrie M. Rohrer Memorial Library

The Church Library shall be called the Charles W. and Carrie M. Rohrer Memorial Library.

The Church acknowledges its responsibility to the community for the care and development of its library and to make the collection available for the use of the public.

The Church recognizes the earnest and valuable services performed by the members of the Women's Fellowship in the performance of these duties for many years. To continue that tradition, the library will be managed by volunteers, reporting to the Women's Fellowship Committee.

ARTICLE XII—Business Meetings

1. Annual Meeting:

There shall be an annual meeting of the Church to hear the annual reports of the officers, Boards, committees and organizations, to transact business, and to elect officers. The meeting shall be held on the fourth Sunday in January unless designated otherwise by the Council prior to November 15 of the previous year. The time, date and agenda of the annual meeting will be publicized at least two weeks in advance, and all active members who have provided e-mail addresses to the Church shall be notified by electronic mail. At the Annual Meeting, the Church shall review and approve the final budget for the new fiscal year.

2. Budget Meeting:

A meeting of the Church for the proposal of the budget goals for the ensuing fiscal year shall be

held before the annual stewardship campaign. At this meeting, the Church will receive proposals from the Council for budget goals. Unless directed by the Church Council, the Treasurer is authorized to expend funds in accordance with the rate in the previous year's budget until final approval of the budget.

3. Other Business Meetings:

Business may be transacted at any regular or special meeting of the Church. Special meetings may be called at the discretion of the Senior Pastor or the president of the Council and shall be called at the written request of 20 members. Special meetings must be called at least seven days in advance by announcement at a regular Sunday morning religious service and through electronic means.

Recommended adjustments of the annual budgets that require confirmation by the Church may be acted upon at any business meeting when presented by the Board of Finance after consideration by the Church Council.

4. Quorum:

Thirty members shall constitute a quorum to transact business; a smaller number may meet and adjourn.

5. Notice and Copies of Motions:

It shall not be in order to consider any main motion at any congregational meeting unless a description of the motion has been available in the Church newsletter or the Sunday bulletin, and the text of the motion has been available in the Church office or by electronic means, for at least seven days. This provision shall apply only to main motions that have a significant effect on worship services, Church policy, operations, or finances. This provision may be suspended for a congregational meeting by a two-thirds vote at that meeting.

6. Parliamentary Authority:

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with the Constitution and By-Laws.

7. Moderator:

A moderator and vice moderator for business meetings of the Congregation shall be elected from the lay members for one-year terms, renewable for up to six years. Such persons shall be nominated by the Nominating Committee and presented with the slate of other nominees to the Annual Meeting for election by the Congregation.

ARTICLE XII—Organizations

All organizations connected with the Church and using its facilities are under its general oversight.

ARTICLE XIII—Amendments

The Articles of Faith, the Covenant and the Constitution and By-Laws may be amended by a two-thirds majority vote of all members present at a meeting held after two weeks' notice of the proposed changes and the time of the meeting.