

# **Parish Bylaws of Andover Community Church**

Revised - 2023

## **Preamble**

We have associated as a church for maintaining the public worship of Almighty God and of His Son, the Lord Jesus Christ, in the fellowship of the Holy Spirit, under the ultimate authority of the Word of God as found in the Holy Scriptures of the historic, orthodox Christian faith. This church shall be in communion with the beliefs and traditions of worldwide Anglicanism as expressed in the *Fundamental Declarations of the Province of the Anglican Church of North America* (ACNA).

## **Article I - Name**

The name of this church shall be Andover Community Church, an ACNA Congregation in the Anglican Diocese in New England. (We are continuing the ministry of Andover Congregational Church in an Anglican expression.)

## **Article II - Business Location**

The address of the principal office of this church shall be 1 Chase Hill Road, Andover, NH, mailing address PO Box 211, East Andover, NH 03231.

## **Article III - Property Ownership**

All church assets and property of every nature and description whatsoever belong solely and exclusively to the Andover Community Church and to no other entity.

## **Article IV – Purposes**

The purposes of this church, as stated in the Preamble to these Bylaws and hereinafter, are:

- A. To maintain the public worship of Almighty God and His son, the Lord Jesus Christ, in the fellowship of the Holy Spirit.
- B. To preserve and secure the principles of the historic, orthodox Christian faith.
- C. To worship and serve God, gratefully and joyfully, and to fulfill the Great Commission of Jesus Christ, as set forth in Matthew 28:19-20.
- D. To minister to the needs of the members and others as the church is enabled by the Holy Spirit.
- E. To do, in the power of the Holy Spirit, any and all things related to and in connection with the carrying out of the object and purposes set forth above.

#### **Article V - Statement of Beliefs**

The Andover Church believes as follows:

- A. We believe the Holy Bible is the inspired Word of God, without error, the all-sufficient authority in matters of faith, doctrine and Christian living.
- B. We affirm the Fundamental declarations of the ACNA as stated in the Constitution and Canons of the ACNA.

#### **Article VI - Government and Authority**

The government of this church shall be under the authority of and in Godly submission to:

- A. The Province - The Andover Church acknowledges and accedes to the provisions of the Constitution and Canons of the ACNA.
- B. The Bishop - The Andover Church acknowledges and accedes to the authority of the Bishop of the Anglican Diocese of New England (ADNE).
- C. State Government - The Andover Church recognizes and will abide by the statutes of the State of New Hampshire insofar as they do not contradict, subvert, or oppose the principles and doctrines of the historic, orthodox Christian faith and the beliefs and

traditions of worldwide Anglicanism, as stated in the historic Creeds and in the above-referenced Article V.

### **Article VII - Not-for-Profit Status and Liquidation**

This church is not organized for profit. In the event of liquidation or dissolution of the Andover Church and at the direction of the Vestry, all its assets and property of every nature and description whatsoever shall be transferred to such other 501 (c) (3) mission or organization as a majority of the Vestry shall designate, provided such designation is consistent with the purposes of the Andover Church as stated in Article IV

### **Article VIII - Amendment of Bylaws**

These Bylaws may be amended in the following manner:

- A. A proposed change shall be submitted to the Vestry by any member of the Church. If the Vestry approves of the proposed change, then,
- B. The proposed change shall be submitted to the members of the Church at a scheduled or special Church meeting for final approval as stated in Article XII. A vote of 2/3 shall constitute a majority for making amendments.

### **Article IX - Membership**

- A. Membership of the church shall consist of people who:
  - 1. Made a profession of faith in the Lord Jesus Christ, having been baptized according to the Word of God, which is by water “in the name of the Father, of the Son and of the Holy Spirit.”
  - 2. Agree with the Articles of Faith of the Church, as stated heretofore in Article V of these Bylaws.

3. Have attained the age of 16 years or more.
  4. Have been duly recorded in the Church Register.
  5. Are regular attendees in corporate worship, unless for good cause prevented, and/or are givers of record within the past twelve (12) months.
- B. Those designated as Church members according to the above stated provisions are entitled to vote in Church meetings.
- C. In the event of a dispute as to whether a person is a member, the determination of the Vestry shall be binding on all persons.
- D. Termination of Membership shall be by act of the Rector only in consultation with the Wardens and the Vestry, and must notified in writing, when a member:
1. Requests a letter of transfer to another church of the historic, orthodox Christian faith
  2. Is dropped from the roll of membership when he or she joins a church not of the historic, orthodox Christian faith (in which case a letter of transfer shall not be issued or is not necessary)
  3. Is dismissed by action of the Rector and by vote of the Vestry due to reasons and circumstances provided in Scripturally based church discipline. The Rector and Vestry will do all they can to counsel the member for restoration prior to action of dismissal or a request of the member to be dismissed from church membership.
  4. Fails to be a regular attendee at corporate worship or to be a giver of record for a period of 12 months or more, unless for good cause prevented.
  5. Dies
- E. Church discipline among members involves the following:
1. With gentleness and discernment, following the rules set by our Lord in Matthew 18:15-17, confronting an individual in private, with the hopes of restoration.
  2. Taking the issue before the Vestry if it remains unresolved or the member in question remains unresponsive.
  3. Terminating membership upon a unanimous vote of the Vestry if all previous forms of discipline fail.

4. Restoring a terminated membership by a majority vote of the Vestry upon evidence of repentance and reformation; or of any account of continued absence, upon satisfactory explanation.
  5. Making the process for church discipline clearly accessible to all members.
- F. The Vestry may establish further categories of parish membership that shall be non-voting and ineligible for holding office, such as that of associate member or inactive member.

### **Article X - Officers and Elections**

- A. The governing body of the Church will be the Vestry and shall consist of the Pastor, officers, and not more than 6 members at large. It will be made up of men, women and youth duly elected. All clergy and lay leaders of the parish may attend the Vestry meetings and have voice but no vote. All officers and Vestry members shall be members of the Andover Church in good standing, who have signified in writing assent to the Fundamental Declarations of the Province set forth in Article 1 of the Constitution of the ACNA and have sworn to uphold the Constitution and Canons of the Province and the Diocese.
- B. The officers shall be the Senior Warden, the Junior Warden, the Secretary, and Treasurer at the discretion of the Rector.
- C. The officers and Vestry members shall be elected at the 2018 Annual Meeting of the Church. Thereafter, two Vestry members shall be elected at the Annual Meeting. Each Vestry member so elected shall serve until the third Annual Meeting following his or her election [*3-year terms*]. Each officer so elected shall serve until the next Annual Meeting following his or her election [*1-year terms*].
- D. Notwithstanding the foregoing, each officer and Vestry member shall continue to hold office until his or her successor is elected and qualified.
- E. No officer shall serve for more than three (3) years consecutively and no Vestry member shall be eligible for re-election until one (1) year after the completion of his or her prior term of office.

- F. The Vestry may appoint someone to a vacancy until the next annual meeting, at which point that appointee must stand for a new election. The person so elected to fill the vacancy shall serve until the next Annual Meeting.
- G. If disciplinary action may be necessary for the removal of a member of Vestry, the officers of the Church, in consultation with the Bishop, can recommend action to the Vestry for such removal.
- H. The Vestry may go into executive sessions in which only those with a vote can attend and vote.
- I. After the 2018 Annual Meeting, the election of the Vestry will be staggered in such a way that every year there is an election of all 4 officers and 2 new members at large.
- J. To hold an elective office on the Vestry, one must be a member, having been a member for at least one year.

#### **Article XI - Meeting of the Church**

- A. The annual meeting of the Church shall be held on or before the last Sunday of January.
- B. A special meeting may be called at any time by the Vestry. The Vestry may call a special meeting of the Church if so requested by either five (5) parish members, three (3) Vestry members, the Wardens , or the Rector .
- C. No special meeting shall take place without a warrant, as described in article 12 below.
- D. Only members (per Article IXA) may vote at the Annual Meeting of the Church or at any other general meetings of the Church unless otherwise provided for or allowed by 2/3 vote of the meeting. Each member has only one (1) vote. Votes may be by voice, show of hands, or written ballot, at the discretion of the Presiding Officer. No voting by postal mail, e-mail, proxy, telephone survey or facsimile will be allowed. Results of voting shall be announced by the Chair or Presiding Officer and Recorded by the secretary in the minutes.

## **Article XII - Warrant, Quorum and presiding Officer**

- A. At least fourteen (14) calendar days before each church meeting, a Warrant setting forth the date, time and place of such meeting and the action(s) to be taken during the meeting shall be [COMMUNICATED] ~~mailed~~ to each member [THROUGH MAIL, EMAIL, OR HAND CARRIED]. In addition, the Vestry shall provide for reasonable and general notice of said Church Meeting. The method and reasonableness of such notice shall be determined by the Vestry in its sole discretion. The Warrant shall be signed by the Senior Warden and the Secretary.
- B. After these notices, 51% of members shall constitute a quorum. A vote by the majority of those members present shall determine any matter presented pursuant to the Warrant for that specific Meeting.
- C. The Senior Warden or the Rector or their appointee shall preside at the church meeting.

## **Article XIII - The Rector Assisting Clergy, and Staff**

- A. A Rector will be called according to Canon 18 in the Canons of the Anglican Diocese in New England.
- B. It shall be the duty of the Rector to provide for the preaching and teaching of the Word of God, to be a prayerful and faithful witness and example, to be the spiritual leader of the Church, and to live and serve in accord with 1 Timothy 3.
- C. The Rector shall have jurisdiction over the affairs of the Church. To the extent not inconsistent hereunder, the Rector shall have the duties and authorities of President of the Church as provided in applicable law. In addition, the Rector shall have sole authority and control over all spiritual concerns, music, and liturgical and ceremonial rites of the Church and be guardian of the Truths of the Word of God.
- D. In the event of an allegation or dispute with the Rector the Vestry shall proceed in a godly fashion as set forth in Matthew 18:15-17. In the event a dispute cannot be rectified in such manner, the Vestry and church membership shall proceed in accordance with the Diocesan Canons relating to the ordering of pastoral relations between clergy and

parishes. The Diocesan Canons shall supersede any provision in the employment contract, if any, by and between the Vestry and Rector .

E. The retirement age for the Rector shall be a maximum of seventy-two (72) years.

F. Hiring and Firing:

1. The Vestry shall have final authority in questions of the hiring and firing of the Rector, or other Clergy, subject to the provisions of Canon 18 of the ADNE Canons.

2. The vestry shall have the sole authority to authorize the creation of new positions and the filling of vacated assistant clergy and staff positions. Consistent with Canon XIX of the ADNE Canons, all assistant clergy shall serve under the direction, and at the pleasure of, the Rector .

3. The Rector shall have full control and direction of hiring and firing congregational staff, provided, however, that no assistant clergy or lay employees shall be terminated without consultation with the Bishop.

4. The Vestry or its designees shall advertise for the posts and be provided sufficient opportunity for the voicing of any advice and/or concerns before an offer of employment is extended by the Rector . Likewise, the Vestry shall be given an opportunity to consult with the Rector before any employment is terminated.

G. The provisions contained in this Article shall also apply to the Interim Pastor, unless otherwise determined, or provided for by the Vestry or the Diocese.

H. In the event of a Rector vacancy, the Vestry shall:

1. Consult with the Bishop to provide for an interim Rector or a leader to fulfill the duties of the Rector until the vacancy is filled.

2. Establish, in consultation with the Bishop, a Pastoral search committee to look for a suitable candidate to fill the position. Such a committee shall be constituted as stipulated in Article XIX.A of these Bylaws.

## **Article XIV - The Vestry**

- A. The Vestry shall constitute the governing board of the Church and shall, to the extent not inconsistent herein, exercise all powers thereof in accordance and in compliance with the statutes of the State of New Hampshire, as stated and qualified in Article VI, (“Government and Authority”) in these Bylaws. It shall be the duty of the Vestry to:
1. Manage the prudential affairs and to care for the property of the Church; to provide for the furniture, books, vestments, and all things necessary for the due celebration of Divine Service.
  2. Provide liability coverage (or their substantial equivalents) for all Church property employees, clergy, governing boards and counselors in sufficient amounts; and in accordance with Diocesan Canon XIV, Section 9, to see that all buildings and personal property belonging to the Church adequately insured.
  3. Uphold its fiduciary responsibilities under the law by supervising the investments of the funds of the Church.
  4. Authorize and direct such purchases and sales as the Vestry may, from time to time, deem wise and any and all transfers, assignments, deeds or other instruments, which may be necessary or proper in that connection.
  5. Supervise and direct the officers in the discharge of their duties.
  6. Cause to be made an annual review and/or audit of the accounts of the Treasurer and other custodians of funds of the Church.
  7. Prepare and deliver, jointly with the Rector to the members of the Church, an annual report of the state of the Church.
  8. Handling of all or any of the investments, including purchasing, custody, selling and transferring, as delegated by the Vestry to the Wardens or a committee established by the Vestry. The Vestry may appoint or authorize the appointment of such a committee as it deems desirable.
  9. Establish, implement, review, and modify as necessary the salary and terms of service for the Rector , clergy, and other employees of the church, subject to Article XIII.F above and Canon XIX of the ADNE Canons.

10. Assess and determine the need for an assistant Rector and/or lay leaders as deemed necessary.
- B. Meetings of the Vestry shall be called by the Rector, or either warden, or any two (2) members of the Vestry. The Vestry may appoint stated meetings and determine the manner of notifying its members. The Rector when present, shall preside, unless he delegates such responsibility to one of the wardens. The Vestry may establish and modify the standing orders to guide the meetings.
  - C. The records of the Vestry shall be open to the members of the Church at Vestry meetings.
  - D. For voting, two-thirds of Vestry members shall constitute a quorum and a three-fourths vote of those present shall determine any matter presented. In addition:
  - E. Voting may be by voice, a show of hands, written or printed ballots. Each Vestry member has only one (1) vote. Mail-in ballots or e-mail votes may not be used for election of officers, filling of vacancies on the Vestry, revisions of Bylaws, or approval of the annual budget.
  - F. No Vestry member can vote on a question in which they have a direct personal or financial interest. The Vestry may, at its discretion, allow cases of extenuating or mitigating circumstances.
  - G. The final vote on any question shall be announced by the Chair and recorded in the minutes by the Secretary.
  - H. Any action of the Vestry may be taken without meeting if a written consent thereto is signed by all members of the Vestry and filed with the Secretary. Such consent shall be treated for all purposes as a vote of Vestry.
  - I. A Vestry member who is absent for three (3) consecutive meetings without apologies shall be deemed to have absconded and as such may be replaced.

### **Article XV - Wardens**

- A. It shall be the duty of the Senior Warden, when the Church has no Rector or the Rector is absent and unable to fulfill his or her responsibilities, to identify and provide a person for the temporary performance of his duties.
- B. In case of the absence or disability of either warden or of a vacancy in his/her office, the powers and duties of the Elders shall pass to the remaining Elder. A vacancy in the office of either Elder may be filled by the Pastor in consultation with the remaining Elder and Vestry.
- C. In the case of the absence or disability of both Wardens, or of a vacancy in both offices, the vacant offices may be filled by the Rector in consultation with Vestry members.
- D. Wardens shall serve as the chief lay officers and chief business officers of the Church and shall, together and in agreement with the Rector :
  - 1. Support and provide appropriate supervision of the ministries and activities of the Church.
  - 2. Support the ministry of the Rector.
  - 3. Be responsible for the maintenance and protection of the real and personal property of the Church.
  - 4. Have the authority to convey, pledge, mortgage or otherwise deal with real or personal property upon the authorization of the Vestry.
- E. The Wardens shall carry out such additional duties as are assigned by the Vestry.

### **Article XVI - The Treasurer**

- A. It shall be the duty of the Treasurer to:
  - 1. Receive and disburse all monies collected under the authority of the Vestry.
  - 2. Keep a true record of receipts and disbursements and present a full statement thereof and of the financial condition of the Church at each Annual Meeting and whenever required by the Vestry.

3. Carry out other such duties as are assigned by the Vestry.
- B. The treasurer shall maintain records of all trusts and permanent funds belonging to the Andover Church, listing the source and dates of such trusts and funds, the terms governing the use of the principal and income, to whom and how often accounts are to be made and how the trusts and funds are invested.
  - C. The Vestry shall provide for audit or review of Treasurer's accounts at least once each year and at such additional times, if any, as the Vestry determines in its discretion.
  - D. To the extent not inconsistent herewith, the Treasurer shall have the duties and authorities of Treasurer of the Church pursuant to applicable law.

#### **Article XVII - The Secretary**

- A. It shall be the duty of the Secretary to:
  1. Keep the records of the church and the Vestry including but not limited to meeting minutes of the Church and the Vestry.
  2. Keep an up to date and accurate church register.
  3. Provide for such notices as are required by these Bylaws.
  4. Provide such other duties as assigned by the Vestry.
- B. To the extent not inconsistent herewith, the Secretary shall have the duties and authorities of the Clerk of the Church pursuant to applicable law. ?

#### **Article XVIII - Organizations**

- A. All formal organizations connected with the church shall be responsible to the Rector or his/her designee.
- B. Each organization shall present at or for the annual meeting a report containing a summary of its activities and finances and a list of its officers. The Vestry shall determine whether such report is to be delivered early at the annual meeting or in writing

for and prior to the annual meeting. In addition, the Vestry may require a report at any time at the Vestry's discretion.

- C. The funds of any organization shall be maintained in accordance with the procedures as are established from time to time by the treasurer with the consent of the Vestry.
- D. The funds of any inactive organization may be utilized or disposed of by the Vestry, as the Vestry determines in its sole discretion. The designation of any organization as "inactive" shall be determined by the Vestry.

### **Article XIX - Church Committees**

- A. In an event of Rector vacancy, the Vestry, in consultation with the bishop, shall establish a search committee under the following parameters:
  - 1. It shall be comprised of five (5) members, three from the Vestry and two from among the members of the church. The current or interim Rector cannot be members of this committee.
  - 2. Members of the committee must agree to be committed and objective in the performance of the search. They cannot be an interested party in the position.
  - 3. The committee, in consultation with the Bishop, shall advertise for the position, review applications, interview prospective candidates, short list and recommend the final candidate to the Vestry for approval.
  - 4. The committee shall have the authority to expend funds in the pursuit of their responsibilities consistent with the church budget.
  - 5. The committee shall draft the terms of service for the approved candidate and present it to the Vestry and the Bishop for approval.
  - 6. The committee shall make the necessary arrangements to facilitate the ordination process of the new Rector .
  - 7. The committee shall carry out such additional duties as may be assigned by the Vestry.
  - 8. The committee shall cease to exist when the new Rector takes office.

B. The Vestry may establish any other committee(s) as may deem necessary. The Vestry shall provide the operational guidelines for such a committee.

### **Article XX - Finances**

- A. **Offerings.** The church shall seek pledges of support and contributions. The designation of monies for current expenses, benevolence and specific projects shall be according to the budget and any other plans approved by vote of the Vestry. Fund drives for special projects shall be authorized by the Vestry
- B. **Permanent Funds.** The permanent funds shall be placed in trust by the Treasurer with a designated fiduciary agent. These funds shall include the following: proceeds from the sale of property, any special endowment contribution, conditional gifts, and endowment gifts for special purposes. Specially designated permanent funds may be used only for their intended purpose. The income from the investment of the permanent funds may be used for the following: the acquisition of property, special projects designated by the Vestry, or the annual operation of the church. Permanent funds may not be used for any purpose, other than invested as noted above, unless expressly ordered by a meeting of the church. Withdrawal of the principal of permanent funds must be approved by vote of members at a church meeting called with this stated purpose.
- C. **Gifts & Memorials.** The church shall maintain a way in which memorial gifts may be given. The memorial fund shall be used to provide lasting articles or improvements to the church property which promote the life and mission of the church as determined by the Vestry.
1. No Object intended as a permanent addition to the church or church property, or to be used during Divine Services, shall be accepted as a gift without the approval of the Rector and the Vestry. All objects so accepted may be removed when deemed necessary by the Vestry.
  2. The names and owners of such gifts and memorials, the terms and conditions thereof and the dates of acceptance shall be recorded in the permanent records of the church.

D. **Perpetual Fund for Repair and Maintenance of Buildings and Property.** The church shall maintain a fund for the maintenance of buildings and property. The Treasurer shall acknowledge and maintain a permanent record of all gifts to the perpetual fund. The fund shall receive gifts and donations for upkeep, maintenance, and improvements to the buildings and property owned by the church, as determined by the Vestry.

### **Article XXI-Insurance**

The Treasurer Wardens, Vestry, and other custodians of funds shall, at the church's expense, be covered by a Directors and officers insurance policy. If such blanket policy coverage is not available, adequate coverage shall be procured by the church.

A. The Andover Church shall, to the extent legally permissible:

1. Indemnify each person who may serve or who has served at any time as a Vestry member and/or Officer of the Church, or who, at the request of the Church, may serve at any time as a fiduciary or trustee of an employee benefit plan of the Church (collectively, “Indemnified Officers” or individually, “Indemnified Officer”) against all expenses and liabilities including, without limitation:
  - a. Counsel fees
  - b. Judgments
  - c. Fines
  - d. Excise taxes
  - e. Penalties and settlement payments
2. Indemnify each person so identified above for such expenses and liabilities (as listed above in Items “a” through “e” of subsection 1) as are reasonably incurred by or imposed upon such person in connection with:
  - a. Any threatened, pending or completed action
  - b. Any suit or proceeding, whether civil, criminal, administrative, investigative (a “proceeding”) in which an Indemnified Offer may become involved by reason of

serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a vote of the Vestry authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith and in a manner that such Indemnified Officer reasonably believed to be in the best interests of the Church or, to the extent that such matter relates to service with respect to any employee benefit plan, the best interests of the participants or beneficiaries of such employee benefit plan.

c. Any compromise or settlement payment, which shall be approved by the Vestry in the same manner as provided below for the authorization of indemnification.

B. Such indemnification may, to the extent authorized by the Vestry, include payment by the Church of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or receipt of an undertaking by the indemnification under this Article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

C. The payment of any indemnification or advance shall be conclusively deemed authorized by the Church under this Article, and each director and officer of the Church approving such payment shall be wholly protected if:

1. The payment has been approved or ratified by a majority vote of those members of the Vestry who are not, at that time, parties to the proceeding.
2. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Church) appointed for the purpose by vote of the Vestry in the manner specified in subparagraph 1 or, if that manner is not possible, appointed by a majority of the Vestry then in office.
3. The Vestry has otherwise acted in accordance with the standard of conduct applied to directors under RSA 293-A, as amended.

4. A court having jurisdiction shall have approved the payment.
- D. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.
- E. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Church employees, agents, Vestry members, officers and other persons that may be entitled by contract or otherwise under the law.
- F. No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

**Signature Block**

Enacted by vote at a duly noticed special congregational meeting this 14<sup>th</sup> day of October in the year of our Lord 2018.

Revision approved at the January 31, 2021 Annual Meeting

Revision approved at the January 29, 2023 Annual Meeting

ATTEST: \_\_\_\_\_

Jeri Silver-Bacote, Clerk, Andover Community Church