

*Constitution of Highwater Congregational Church, United  
Church of Christ (HCC, UCC)*

1213 Dutch Lane, Newark, OH 43055

**ARTICLE I, NAME:**

The name of this organization shall be Highwater Congregational Church, United Church of Christ (HCC, UCC)

**ARTICLE II, PURPOSE/MISSION:**

Highwater Congregational Church, United Church of Christ, will be an active family of faith in North Central Licking County, dedicated to building awareness of God, Jesus Christ and the Holy Spirit through meaningful worship, diverse service, and genuine fellowship.

**ARTICLE III, PRINCIPLES/POLITY:**

1. Highwater Congregational Church is a local church within its denomination, The United Church of Christ (UCC). We will sustain that relationship according to those portions of the UCC Constitution and By-Laws relating to local churches, current as of [October 2018](#).
2. Highwater Congregational Church shall be a member of the Central Southeast Ohio Association and the Ohio Conference of the United Church of Christ.
3. Highwater Congregational Church shall have a Congregational-based polity with ultimate authority and responsibility vested in its members as led by the Holy Spirit.
4. Highwater Congregational Church recognizes the authority and inspiration of the Holy Bible and celebrates two sacraments: Baptism and The Lords Supper.

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**ARTICLE IV, GOVERNANCE:**

1. The governance of Highwater Congregational Church is vested in its members, who exercise the right of control in all its affairs, which include, but are not limited to, the right to retain or adopt its own methods of organization, worship and education; to retain or secure its own charter and name; to adopt its own constitution and by- laws; to formulate its own covenants of faith; to admit members in its own way and to provide for their discipline or dismissal; to call or dismiss its own Pastor or Pastors by such procedures as it shall determine; to acquire, own, manage and dispose of property and funds; and to control its own benevolence.
2. The Church Council, comprised of the Sr. Pastor and the following elected positions: Ministry Chairs [as defined in the Bylaws](#), Moderator(s), Treasurer; is charged with carrying forward the business and programs of the church as approved at the Congregational Meeting within the budget approved by the Congregation.
3. The Trustees Ministry shall have charge of all properties and other assets belonging to Highwater Congregational Church. All acts and deliberations of the Trustees are subject to the will of the Congregation. The Trustees shall have the care and maintenance of all property. The Chair of the Trustees shall execute all legal papers pertaining to the church.

4. Should the Highwater Congregational Church cease to exist, the Trustees Ministry shall dispose of all assets, donating at least 25% to entities within The United Church of Christ, 25% to Food Pantry Network of Licking County, 25% to Salvation Army of Newark, and the balance to non-profit groups within Licking County.

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5. Such ownership and practices listed in Article IV shall be subject to the laws of the State of Ohio relating to corporations not for profit.

**ARTICLE V, MEMBERSHIP:**

1. Highwater Congregational Church welcomes into its membership any person who professes faith in the Lord Jesus Christ, who proposes to live according to His Law, and who desires to actively participate in the life of this church and its denomination.
2. Members shall be received on Confession, Re-affirmation of Faith, Confirmation or Baptism. Members may be removed by request or for long-term non-participation in the life of the church.
3. Members shall pledge themselves to attend the regular worship of this Congregation and the observance of the Lord's Supper; to live a Christian Life; to share in the life of the church; to contribute to its support and benevolence; and to seek the spiritual welfare of the membership and community.
4. All members have the right of voice and vote in all meetings of the Congregation. They may be elected to any church office and serve as delegates to meetings of the Association, Conference and General Synod.

**ARTICLE VI, MEETINGS:**

1. Worship services and the Sacrament of the Lord's Supper shall be held at regular intervals as determined by the Congregation.
2. An Annual Meeting of the Congregation shall be held in-person or via teleconference if an in-person meeting is not feasible.
3. Congregational Meetings may be called at any time by the Church Council, all such meetings must have 14 days notice by an announcement with an agenda for the meeting, from the pulpit, or the Sunday Bulletin, church bulletin boards and when possible in the newsletter, via e-mail, and the web page.
4. A quorum shall consist of no less than 33% of the average Sunday attendance at all worship services for the past 12 months. Only members of the church participate in voting.
5. When a congregational meeting is required, including the annual meeting, discussion and vote shall take place after each worship service, allowing all members equal opportunity and convenience to participate. Each member of the church shall have the right to voice at separate congregational meetings, but each member may only vote once per item.

**ARTICLE VII, PASTOR**

The Pastor shall be called by the Congregation on recommendation of a Search Committee, appointed by Council. In order to terminate this relationship, a minimum of two months notice shall be given by either side. Duties of the Pastor shall be contained in a written Call Agreement prepared by the Pastoral Relations Committee, and approved by the Church Council and the Congregation.

**ARTICLE VIII, RATIFICATION:**

This Constitution shall become effective upon its ratification at Congregational Meeting called with 20 days notice and a quorum present at which 67% of the members in attendance approve.

**ARTICLE IX, AMENDMENTS:**

This Constitution may be amended at a properly called Congregational Meeting called with 20 days notice and a quorum present at which 67% of the members in attendance approve such an amendment.

**ARTICLE X, BY-LAWS:**

Highwater Congregational Church shall have a set of By-Laws that more fully explain and govern this organization. These By-Laws must be adopted and/or amended during a properly called Congregational Meeting with a quorum present at which more than 50% of those members in attendance so approve.

Constitution Approved at the Annual Congregational Meeting September 13, 2009  
Amended at the November 17th, 2013 [and November 9, 2025](#) Annual Congregational Meeting

By-Laws Accepted as Presented at the November 17th, 2013 Annual Congregational Meeting [and Amended at the November 9, 2025 Annual Congregational Meeting.](#)

Present

[Marshall Goodman](#), Moderator

[Eydie Keim](#), Council Secretary

Deleted: Melanie Shipley

Deleted: Debra A. Smetts

# **BY-LAWS OF HIGHWATER CONGREGATIONAL UNITED CHURCH OF CHRIST**

## **CONGREGATIONAL MEETINGS**

Voting at any Church Meeting shall be by acclamation, by a show of hands or, by written ballot. An Annual Meeting shall be held in November each year to elect Officers and Ministry Chairpersons; to adopt the Budget for the coming year; and to transact such other business as may be necessary and proper. The Moderator shall preside at these meetings.

## **ANNUAL REPORT**

The Secretary shall make an Annual Report available to the congregation. This report shall be distributed by the end of January and shall include Financial Data, as well as, Reports from the elected Ministries, Officers, Moderator, and Pastor on the previous year's events, accomplishments, and highlighted activities.

## **ELECTIONS**

A nominating committee consisting of three church members may be appointed by the Moderator to prepare a slate of candidates for office. Nomination of candidates may also be made from the floor. All candidates must have been previously contacted to insure their willingness to serve. All candidates must be members of the church.

Ministry Chairs, Treasurer, and Moderator shall serve a two (2) year term. The Moderator and Treasurer shall be elected for terms beginning in odd numbered years, with Ministry Chairs for terms beginning on even numbered years. The Trustee Ministry shall consist of five (5) members of the Church, with no more than three (3) being of the same gender. Trustees shall be elected for a term of two years. Two (2) members to be elected together with the Ministry Chairs, three (3) members are elected on the same cycle as the Moderator.

## **OFFICE/MINISTRY VACANCIES**

Vacancies in any office/ministry shall be filled by the Church Council, until current term is complete and their successors are elected. Any officer or Ministry Chair may succeed him/herself subject to the approval of the Congregation.

## **CHURCH FISCAL YEAR**

The calendar year shall be the Church Fiscal Year.

## **ANNUAL FINANCIAL REVIEW & REPORT**

Each year the Moderator shall appoint a committee consisting of three (3) members of the Church to perform an "Internal Financial Review and Report" to be presented to the Council and [available to members of the](#) Congregation. The Report shall be completed by April 1<sup>st</sup> of the following year being [reviewed](#), and state the Committee's written opinion of the condition of the Church's financial records including a statement as to the appropriateness of an in depth audit.

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### POWERS OF DELEGATES

Delegates appointed by the Congregation to represent it in meetings and conferences with other organizations shall have no power to bind the Congregation to financial obligations or to any definite course of action unless such power was expressly granted to them by the Congregation.

### CHURCH COUNCIL MEETINGS

As defined in the Constitution, the Church Council is comprised of the Sr. Pastor and the following elected positions: Ministry Chairs (see list below), Moderator(s), and Treasurer. All council members must be members of the church. The Moderator shall call and preside at all Council Meetings. The Moderator does not vote. However, in the event of a tie vote the Moderator shall cast the deciding vote. The Senior Pastor does not vote. Voting members of Church Council shall be members of Highwater Congregational Church UCC. Each Ministry shall cast one (1) vote. A quorum of at least six (6) voting Council Members shall be required to convene a Council Meeting. Council members may send a proxy if they will be absent, who will exercise the member's voting privileges. Adoption of motions before Council shall require an affirmative vote of more than 50% of the eligible voters present. Church Council shall meet no less than eight (8) times per year. In the absence of the Moderator the Chair of the Trustee Ministry shall preside.

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Council or any Ministries are authorized to meet by telephone conference (teleconference) or through other electronic communications media (e.g., videoconference) so long as all participating members can hear and/or see each other and can interact simultaneously.

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The Council may vote by e-mail without holding a meeting so long as a majority of the Council clearly states in writing (sent by e-mail, fax, mail, etc.) that the Council agrees to vote by e-mail for a particular matter. E-mails should (1) clearly identify the party sending the e-mail; (2) describe the action being taken; and (3) be filed with the minutes of the Council.

E-mail or electronic voting should be used only for matters of great importance to the Council/Church, which must be decided before the next scheduled meeting. All other issues should be addressed at the next regularly scheduled meeting of the Council. The Council must vote within a specified time in the e-mail and action by the Council via e-mail will be the entire Council and the votes needed for passage will be a simple majority of this quorum.

### MEETING RULES OF ORDER

Roberts Rules of Order newly revised, current edition, shall apply on all questions of procedures and parliamentary law not specified in these By-Laws.

**CHURCH COUNCIL AND MINISTRIES**  
**GENERAL STATEMENT OF MINISTRY CHAIR RESPONSIBILITIES**

A Ministry Chair presides at Ministry meetings, directs and guides the Ministry and serves as a member of Church Council. An effective Ministry Chair shall understand the purpose of the Ministry, send meeting reminders to Ministry members, provide an agenda at ministry meetings and encourage member participation.

Ministry Chairs are responsible for seeking others with interest in the mission of the Ministry who will participate and aid in the work of the Ministry. Chairs are encouraged to share their own values and hopes for the ministry with the church, help the ministry set goals, delegate tasks to members, and work with other Ministry Chairs as needed.

Chairs should provide agenda items for Church Council meetings to the Moderator or Council Secretary. Ministry Chairs shall report Ministry activities at council meetings, and communicate to the Office Administrator information needed for church bulletins, and newsletter articles as needed to keep the Congregation and community aware of ongoing Ministry activities. An expense report shall be provided at the annual budget meeting and an annual report of Ministry activities to the Office Administrator for inclusion in the Church Annual Report.

1. Ministry Chairs make up the Church Council and function to carry out the business and mission of the church between Congregational meetings. A representative of Women in Service to Highwater (W.I.S.H.) shall be a member of Church Council with voting rights. The representative of W.I.S.H. shall be elected by the W.I.S.H. members.  
The Council makes decisions, authorizes expenditures, facilitates and evaluates the programs and purposes of the church and votes on personnel matters. The Council represents the church and acts on behalf of its members.
2. The Church Council is comprised of the Senior Pastor and the following ELECTED Officers: Moderator; Treasurer  
Ministry Chairs: Care; Christian Education; Fellowship;  
Membership and Outreach; Missions  
Music and Worship; Stewardship & Finance; Trustees; Representative of WISH.
3. The Senior Pastor has voice but does not vote. He/she will provide spiritual leadership and guidance to the Church Council in the development and implementation of the programs, policies, purposes and mission of the Highwater Church and such other responsibilities incorporated in the Call Agreement.
4. Church Council, while carrying forward the business and programs of the Church as approved at the Annual Congregational Meeting, shall follow the Budget as approved at that Congregational Meeting. Unanticipated expense shall be approved at the discretion of a council member majority.
5. Church members shall have the right to enter into the discussion of issues before Church Council but will not have voting privileges.
6. Church Council shall adopt a Financial Management Policy, developed in collaboration

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with the Treasurer and Stewardship & Finance Ministry Chair. Such Policy shall be reviewed and updated periodically.

### TRUSTEE MINISTRY

A trustee is the steward and caretaker of resources, acting on behalf of the whole Congregation. At Highwater Church, trustees oversee and maintain the church property to assure that it adequately supports the mission of the Church.

Trustees shall elect a Chair from the slate of elected Trustee members.

All Trustees' actions and deliberations are subject to the will of the Congregation and shall be subject to the laws of the State of Ohio relating to corporations not for profit.

As per Article IV-3 of the Constitution the Chair of the Trustee Ministry shall execute all legal papers pertaining to the Church. Such signature shall consist of the individual's name followed by the phrase: "As Chairperson of the Trustees for the Highwater Congregational Church UCC". If the Chair of Trustees is unable to fulfill responsibilities, the Council will appoint one of the members of the Trustee Ministry to temporarily fill the Trustee Chair during this time.

Routine care, operation and maintenance by the trustees will be enumerated and funded by the budget adopted by the Congregation at its annual meeting. Each year the Trustees, with the assistance of the Treasurer and/or the Chair of Stewardship & Finance Ministry, will draft the budget for such works to be presented to the Congregation for discussion and approval.

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Proposals for minor alterations or modifications of the Church structures or facilities will be submitted with funding methodology, through the Church Council, to the Trustees prior to enactment. The Trustees will review the proposal to ensure building structural integrity will not be reduced; equipment capacity not exceeded; nor will the overall aesthetics of the Church be compromised. The Trustees may then approve, reject or suggest changes in the proposal.

For major works, the Trustee Ministry will look to the Congregation for specific guidance regarding the acquisition of property; new construction; remodeling; major improvements; and major maintenance. Financial matters in support of such major works will be part of this guidance.

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Disposition of equipment and fixtures determined, jointly by Trustees Ministry and the Church Council, to no longer be of use to the Church, will be made by the Trustees in a manner most beneficial to the Church. Disposition of real property or parts thereof shall be as directed by the Congregation and in accordance with the terms of the Constitution.

The Chair of the Trustees Ministry shall preside at all Church meetings in the absence of the Moderator.

## MODERATOR

The Moderator shall preside at all business meetings of the Church. She/he shall conduct the business in accordance with Roberts Rules of Order (Revised). She/he shall be a member ex-officio of all boards and ministries and may appoint any special committees needed by the Church but not specifically provided herein. The Chairperson of Trustees shall preside in the absence of the Moderator.

The Moderator, leaning on the advice found in the Highwater Church description of “Ministry Chair Responsibilities”, shall have the responsibility to lead each meeting of the Congregation and the Church Council through a productive, courteous discussion aimed at bringing the business or program under consideration to a successful conclusion. All decisions to move an issue forward to its next or final action shall be by motion and vote.

The Moderator shall chair and preside at meetings of the Pastoral Relations Committee and the Search Committee. The Moderator, at his/her discretion, may preside or appoint a member of the Church, possessing the appropriate expertise, to lead any special committees.

The Moderator will, in consultation with Council and others, develop meeting Agenda(s). In the absence of the Council Secretary the Moderator shall appoint a member of the assembled to record the minutes of the meeting.

Although the Moderator is an ex-officio member of all Ministries, the Chair of each Ministry shall call and preside at their respective Ministry meetings. The Ministry Chair has the responsibility to guide and direct the various functions relating to that Ministry within the overall policies established by the Highwater Congregational Church UCC. Should the need arise as, determined by the Moderator, he/she may call a special meeting of any of the Ministries; at such called meeting the Moderator shall preside.

When the services of a professional staff person, excluding the called Pastoral position, are deemed necessary by the Congregation, a special search committee shall be appointed by the Moderator. The Committee will be responsible for seeking out qualified applicants and recommending a single applicant to the Church Council.

The Moderator shall serve as liaison between the Congregation and Council.

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### CARE MINISTRY

The Care Ministry provides support for church members by coordinating church volunteers to prepare and deliver meals, provide transportation as needed, sending cards, making phone calls/visits in time of need. The Ministry expresses encouragement and / or sympathy.

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### CHRISTIAN EDUCATION MINISTRY

The Christian Education Ministry is open to all members of the church and facilitates and strengthens the Christian faith relationship between individuals and God. The Christian Ed Ministry will meet regularly to determine the best ways to serve individuals of all ages through programs including, but not limited to: Nursery, Christian Education Hour (Sunday School), Children's Church, Middle and Senior High Youth Groups, adult education, Vacation Bible School, Seasonal Events, and Church Camp. The Christian Ed Ministry frequently serves in partnership with other Highwater Ministries.

### FELLOWSHIP MINISTRY

The Fellowship Ministry fosters fellowship among the church family. The Fellowship Ministry plans, organizes, and purchases items needed for pre-determined events that bring the congregation together in informal relationships. The Fellowship Ministry frequently serves in partnership with other Highwater Ministries.

### MEMBERSHIP AND OUTREACH MINISTRY

The Membership and Outreach Ministry serves as the Outreach arm of the church by providing updated church directories as needed, provides the Office Administrator with the necessary information to maintain current member information, and weekly attendance (Attendance required to establish quorum at Congregational meetings.), and visits and encourages inactive and prospective members. Some outreach activities might include, but are not limited to: delivering cookies or gift baskets to prospective members, hosting new member welcoming dinners and providing sponsors to new members and their families. The Membership and Outreach Ministry in conjunction with the Pastor and Council Members will seek to identify visitors and inactive members.

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### MISSION MINISTRY

The Mission Ministry involves our giving for others; locally, nationally, and globally. The Mission Ministry shall identify areas of need to be supported, develop plans for working with others to collectively deliver help where needed and will facilitate the plan's execution. Some suggested mission outreach programs include, but are not limited to local food pantries, Salvation Army, Licking County Coalition of Care, and local nursing care centers.

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### MUSIC AND WORSHIP MINISTRY

The Music and Worship Ministry provides spiritual leadership and enrichment of the worship experience.

The responsibilities of this Ministry can include, but are not limited to: coordinating technology for services, assisting acolytes in their functions, providing greeters/ushers for the worship service and giving them assistance as needed, providing alter flowers, changing banners and paraments according to church calendar and parameters set by the Pastor, general supervision of Communion (making sure the elements are available), providing special music for special services throughout the year, provide maintenance on pianos, and organs, schedule pianists and organists for worship services, and will provide special literature as the budget allows.

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### TREASURER

The Church Treasurer is responsible for keeping the church's financial records and disbursing the money in accordance with the wishes of the Council and the Congregation, as expressed in the budget which the Congregation adopts.

The Treasurer shall receive, from the Stewardship & Finance Ministry, bank deposit records (paper and/or electronic documents) with notations of Fund designations and record same. The Treasurer shall be responsible for the investment of any idle or surplus monies to the benefit of the Church. The Treasurer shall be prepared to assist in the preparation of the annual budget. The Treasurer shall assist and provide input along with the Chair of Stewardship & Finance Ministry, and Church Council in the development, implementation and maintenance of a Financial Management Policy.

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### PASTORAL RELATIONS COMMITTEE

The Pastoral Relations Committee supports and maintains an open relationship between the ordained minister (and sometimes other staff) and members of the Congregation. It helps the pastor and members of the church share ideas, hopes, dreams and interpretations of the mission. It lets the pastor know what people in the church are thinking. It gives framework for dealing with conflict creatively. Meetings shall be scheduled in May and October and as deemed necessary by this committee or the Minister.

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The Pastoral Relations Committee shall consist of the Moderator, serving as the Chair; the Chair of Care Ministry, the Chair of Music and Worship Ministry; the Chair of the Trustees Ministry, and the Chair of the Stewardship and Finance Ministry. In no circumstance shall an employee of the church participate in the Pastoral Relations Committee. In the event that an employee of the church is serving as a Ministry Chair the responsibility to participate in the Pastoral Relations Committee shall be filled by another member of said Ministry.

Pastoral Relations Committee shall represent the Church in negotiating the Pastor's Call Agreement. Said Call Agreement shall be subject to approval by vote of the Council prior to being submitted to the Congregation for vote.

Pastoral Relations Committee recommends to the Church Council any adjustments of enumerations in regards to the Pastor.

In the absence of the Moderator the Chair of the Trustees Ministry shall serve as Chair.

**SECRETARY OF CHURCH COUNCIL**

The Secretary is not a voting member of the Church Council. The Council Secretary is the Office Administrator of the church and abides by the job description set forth for that position.

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**STEWARDSHIP AND FINANCE MINISTRY**

This ministry serves the church by developing and preparing the annual church budget in coordination with the Treasurer, Pastor, and Council Ministry Chairs. The budget is then presented to the Congregation at the Annual Budget meeting. The Chair shall encourage ideas from Council and others for improved giving, assist in maintaining, developing, and implementing a Financial Management Policy, and shall prepare and distribute a report to each person contributing (giving) to the Highwater Church to be used for their personal record and for tax purposes. The Chair is responsible for proper receipt of all church money, recording member "Fund" designations (Gen. Operations, Building, etc.) and delivering bank deposit records (paper and/or electronic documents) and fund designations to the Church Treasurer. The Chair should develop and publish summary of financial income statements and make Council aware of whether the monthly giving is keeping pace with budget projections.

The By-laws have been developed and adopted by the Congregation to further guide the implementation of the Highwater Congregational Constitution. These By-laws, adopted November 17, 2013 shall not in any way supersede or supplant any of the Articles, or part thereof, of the Constitution.

These By-laws were amended and accepted by the Congregation on November 13<sup>th</sup>, 2016 [and on November 9, 2025](#).

Present  
[Marshall Goodman](#), Moderator

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[Eydie Keim](#), Council Secretary

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Amended November 13, 2016 [and November 9, 2025](#)