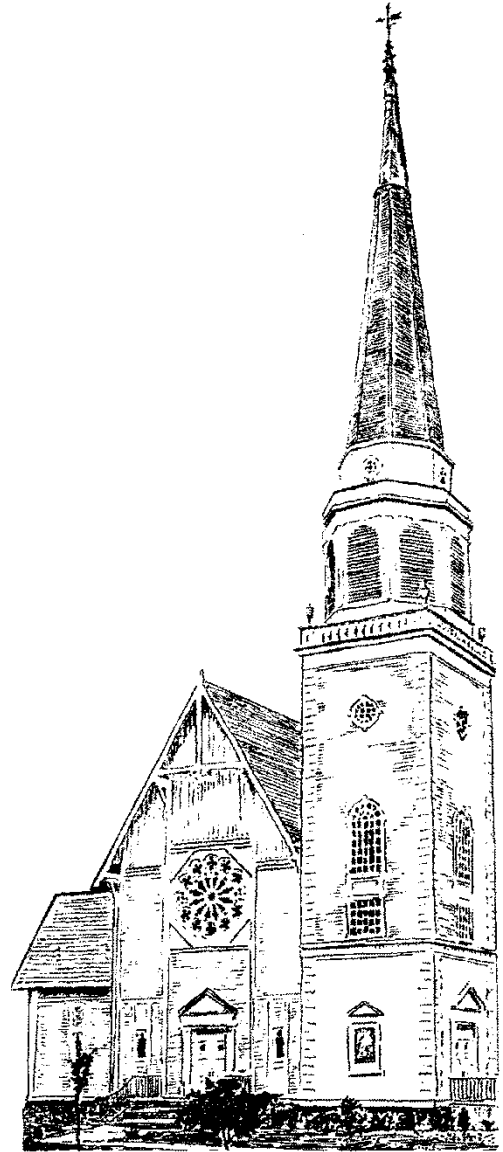


Constitution

01/29/2017 Revision

First Congregational Church of Stratford, Inc. *A member of the United Church of Christ*

Our Vision Statement:
*Praising God and meeting the
needs of people through
worship, study, outreach and
fellowship in the name of Jesus
Christ.*



2301 Main Street
Stratford, CT 06615
Phone: 203-378-2644 • Fax: 203-377-6749
Web site: www.firstchurchstratford.org

Articles

1.0 NAME

The name of this church shall be **First Congregational Church of Stratford, Inc.** It is a member of the United Church of Christ (U.C.C.) and is located in Stratford, Connecticut.

2.0 MISSION

The object of this church is to bring together followers of Jesus Christ for the purpose of sharing in the worship of God and in making God's will dominant in the lives of people, individually and collectively, especially as that will is set forth in the life, teachings, death, and living presence of Jesus Christ.

3.0 ADMINISTRATIVE ORGANIZATION

- 3.1 This church acknowledges Jesus Christ as its sole Head and finds in the Holy Scriptures its guidance in matters of faith.
- 3.2 This church will be administered by its members and is subject in legal matters to the Articles of Incorporation granted to it by the State of Connecticut.
- 3.3 This church believes in the freedom and responsibility of the individual soul and its independence of all ecclesiastical control while acknowledging our responsibility to be in fellowship with the wider church, both local and global.

4.0 DOCTRINE

- 4.1 This church recognizes the Holy Bible as the sufficient rule of faith and practice, and holds that living in accordance with the

teachings of Jesus Christ is the true test of fellowship. Each member has the right to follow the Word of God according to the dictates of his/her conscience under the enlightenment of the Holy Spirit. The following statement of faith is therefore not a test but an expression of the spirit in which the church interprets the Word of God.

4.2 **FAITH:** We believe in God, infinite in wisdom, goodness, and love; and in Jesus Christ, our Lord and Savior, who, for us and our salvation, lived and died and rose again and lives forever; and in the Holy Spirit, who partakes of the things of Christ and reveals them to us, renewing, comforting, and inspiring the souls of people.

4.3 **VISION:** Praising God and meeting the needs of people through worship, study, outreach, and fellowship in the name of Jesus Christ.

4.4 **COVENANT:** We do now in the presence of God give ourselves to the Lord, engaging ourselves by God's assisting grace, to live our lives in the religious observance of God's revealed will, as far as it is or shall be made known to us. We do also, in the presence of God, promise to walk together in church society, jointly attending the holy ordinances of God, walking in love and Christian watchfulness for our mutual edification and to further the way to salvation. May God's mercy make us faithful in covenant with God and our sisters and brothers in Christ, who is our only mediator, in whom alone we expect acceptance, justification and salvation. To God be the glory, now and forever.

5.0 SACRAMENTS

The sacraments of this church are Baptism and the Lord's Supper. Baptism will be administered to adults who have not been baptized in infancy, upon their confession of faith in Christ, and to children at such time and place as may be most convenient

6.0 MEMBERSHIP

6.1 The members of this church shall be those persons on the present

membership roll.

6.2 Other persons may become members of this church by:

- 6.2.1 Presentation of satisfactory letters of transfer from other churches
- 6.2.2 Reaffirmation of faith
- 6.2.3 Confession of faith, and Baptism when necessary
- 6.2.4 Baptism and Confirmation

6.3 This church will provide a Confirmation program for teenagers and young people seeking membership.

6.4 Approval for membership is by all of the following:

- 6.4.1 Ministerial review of the candidate
- 6.4.2 Approval by a majority vote of the Deacons
- 6.4.3 Reception of new members at a regular church service

6.5 Termination of membership is by any of the following:

- 6.5.1 Letter of Transfer to another church reported to the Deacons
- 6.5.2 After two (2) years of inactivity, efforts to contact them having failed, or if their address is unknown to this church, removal from the roll by the Deacons
- 6.5.3 Request received from the member to be removed from the rolls
- 6.5.4 Death of the member

6.6 Reinstatement of membership is by:

- 6.6.1 Majority vote by the Deacons for any former member who makes a request for reinstatement
- 6.6.2 Associate Membership:
- 6.6.3 Provides (upon approval of the Deacons) all rights and privileges of membership for persons who are members of Christian churches elsewhere, and who do not wish to sever that relationship

7.0 SERVICES AND MEETINGS

7.1 WORSHIP

- 7.1.1 Services of worship shall be held at a stated hour each Sunday; services with other churches may also be held
- 7.1.2 The Sacrament of the Lord's Supper will be celebrated at such time as the Pastor and the Deacons may determine
- 7.1.3 The Baptism of adults and the Baptism or consecration of children

- shall be administered at such time as the Pastor may designate
- 7.1.4 Other services for worship, inspiration, prayer and study may be held as determined by the Pastor and the Deacons

7.2 CONGREGATIONAL MEETINGS

- 7.2.1 The annual meeting for the election of officers, boards, and committees, and for hearing the annual reports of church officers, will be held on the last Sunday in January of each year
- 7.2.2 Special meetings may be called by the Pastor, the Deacons, the Board of Trustees, the Church Council, or by written request of ten (10) members of this church; such meeting will be called by the Clerk, with the purpose of the meeting being stated in the call
- 7.2.3 Notice of annual or special meetings will be given at least fourteen (14) days in advance by publication in the church bulletin and sent through the mail to members
- 7.2.4 Forty-five (45) members will constitute a quorum for the transaction of business
- 7.2.5 The Moderator will preside (if absent, a Moderator Pro Tem will be chosen by a majority vote of the members present)
- 7.2.6 All officers, boards, committees, and appointees will report at the annual meeting and at such other times as may be requested by the Pastor or the Church Council
- 7.2.7 Any member of this church will be entitled to vote

8.0 STAFF, OFFICERS, AND APPOINTEES

Job descriptions for staff members are available upon request.

8.1 PASTOR

- 8.1.1 When a vacancy occurs, the Church Council or a special committee appointed by it in cooperation with the U.C.C., will review available ministers, select one to call introduce him/her to members, and propose his/her election
- 8.1.2 Called for an indefinite time by a three-quarters (3/4) vote by written ballot of the members of this church present at a congregational meeting called for that purpose
- 8.1.3 When elected and has accepted the call a service of installation will be scheduled in conjunction with the Fairfield East Association of Churches of the U.C.C.
- 8.1.4 This church may at any time, by a three quarters (3/4) vote of the members present at a congregational meeting called for that purpose, request the resignation of the pastor; the Pastor may submit his/her resignation at any time to this church (either action requiring a ninety

(90) day notice)

- 8.1.5 Pastoral misconduct (as defined by The Manual on Ministry of the U.C.C. and Connecticut Conference, U.C.C., Guidelines), will be reported by the Moderator of this church to the Fairfield East Association of the U.C.C., Committee on Ministry; the Deacons, in consultation with the Church Council, will determine what action will be taken by this church; if termination is the action decided upon, then the Deacons, working with the Fairfield East Association, will call a congregational meeting; a three-quarters (3/4) vote by written ballot of the members at the meeting will be needed in order to terminate employment
- 8.1.6 Will preach the Gospel
- 8.1.7 Working with all the boards and committees of this church to the best of his/her ability, ministers with the people so they trust and respond to Jesus Christ, in order to accomplish the Lord's purposes for God's people in the world
- 8.1.8 Administers the Sacraments with the assistance of the Deacons
- 8.1.9 With the guidance of the Pastor and the Director of Christian Education, plans the program and budget, recruits and trains the advisory staff of the youth program
- 8.1.10 Ex-officio member of the Board of Christian Education

8.2 FINANCIAL SECRETARY

- 8.2.1 A member of this church, appointed for a term of one (1) year by the Board of Trustees at its first regular meeting in February
- 8.2.2 Receives all funds, including pledged amounts, plate offerings, special offerings, and other contributions and gifts to this church
- 8.2.3 Makes deposits of funds received into the appropriate church accounts
- 8.2.4 On a timely basis, reports to the Treasurer, Board of Trustees, and other boards and committees as appropriate, amounts received and deposits made
- 8.2.5 Provides written statements to all who pledge to this church's ministries
- 8.2.6 Reports at the annual meeting the number of pledges and amounts received toward current and prior year's pledges

8.3 ASSISTANT FINANCIAL SECRETARY

- 8.3.1 Under the same guidelines as the Financial Secretary
- 8.3.2 Acts for the Financial Secretary in his/her absence or disability

8.4 TREASURER

- 8.4.1 A member of this church, elected at the annual meeting for a term of one (1) year and eligible for reelection manages, with the Board of Trustees, all invested and trust funds of this church

- 8.4.2 Approves all bills for payment and arranges to make payments authorized by the Board of Trustees
- 8.4.3 Reports the financial condition of this church at the annual meeting

8.5 ASSISTANT TREASURER

- 8.5.1 Under the same guidelines as the Treasurer
- 8.5.2 Acts for the Treasurer in his/her absence or disability

8.6 AUDITORS

- 8.6.1 Two (2) members of this church, elected at the annual meeting for a term of two (2) years; having served three (3) consecutive terms will be ineligible for reelection for one (1) year
- 8.6.2 They examine the accounts of the Treasurer and the Financial Secretary and report to the annual meeting and at other times as required

8.7 MODERATOR

- 8.7.1 A member of this church, elected at the annual meeting for a term of one (1) year and eligible for reelection
- 8.7.2 Presides at all congregational meetings

8.8 CLERK

- 8.8.1 A member of this church, elected at the annual meeting for a term of one (1) year and eligible for reelection
- 8.8.2 Ex-officio member of the Church Council and its secretary
- 8.8.3 Gives notice of all congregational meetings
- 8.8.4 Records and publishes minutes of all congregational meetings
- 8.8.5 Reports current church membership and changes in the membership roll at the annual meeting

8.9 HISTORIAN

- 8.9.1 A member of this church, elected at the annual meeting for a term of one (1) year and eligible for reelection
- 8.9.2 Charged with the safekeeping of valuable historical data of this church

8.10 SCHOLARSHIP OFFICER

- 8.10.1 A member of this church, elected at the annual meeting for a term of one (1) year and eligible for reelection

- 8.10.2 Ex-officio member of the Board of Trustees
- 8.10.3 Organizes, with the approval of the Board of Trustees, a committee of members of this church to solicit applications, evaluate, and present recommendations to the Trustees of applicants worthy of scholarships according to the provisions of the various wills and memorials entrusted to this church

9.0 BOARDS

All elected board members shall be members of this church. Unless otherwise stated, each board will organize by electing its own chair and officers.

9.1 CHURCH COUNCIL

- 9.1.1 Consists of the Pastor, Associate Pastor, Historian, Treasurer, Moderator, Clerk of the Church (who will be secretary of the Council), a representative of each board and committee, and nine (9) elected member, three (3) of whom shall be elected at the annual meeting for a term of three (3) years; and having served two (2) full terms will be ineligible for reelection for one (1) year; eleven (11) members constitute a quorum.
- 9.1.2 Considers the entire task of this church
- 9.1.3 Advises the Pastor on the general direction of this church's ministry, and helps her/him implement program ideas
- 9.1.4 Appoints members to the Nominating Committee at its meeting prior to the annual meeting
- 9.1.5 May act on behalf of this church in matters not normally within the jurisdiction of the several boards, committees, and officers of this church
- 9.1.6 Holds regular monthly meetings, beginning in September and running through June
- 9.1.7 Special meetings may be called by the Pastor, the chair, or any three (3) members
- 9.1.8 May appoint other committees as needed
- 9.1.9 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget

9.2 BOARD OF DEACONS

- 9.2.1 Consists of the Pastor, Associate Pastor, and twenty-one (21) members, at least ten (10) of whom shall be men and at least ten (10) of whom shall be women; seven (7) members shall be elected at the annual meeting each year for a term of three (3) years, the number of men and women elected being such that at least ten (10) men and ten

- (10) women are maintained on the Board; having served two (2) full terms members will be ineligible for reelection for one (1) year; eleven (11) members constitute a quorum
- 9.2.2 Assists the Pastor in ministering to the spiritual interests of this church and the community
- 9.2.3 Prepares the sacraments and assists the Pastor in their administration
- 9.2.4 Assists the Pastor in visiting the sick and needy, calling upon new members, and introducing new families into the life of the church
- 9.2.5 Administers church membership as described in Article 6
- 9.2.6 Supervises the Ushers Committee at regular and special church services; and fills vacancies
- 9.2.7 Organizes a Hospitality Committee to assist in the preparation and hosting of receptions for funerals and memorial services
- 9.2.8 Meets monthly except for July and August
- 9.2.9 Special meetings may be called by the Pastor, the chair, or any three (3) members
- 9.2.10 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget

9.3 BOARD OF TRUSTEES

- 9.3.1 Consists of the Pastor, Associate Pastor, Treasurer, Assistant Treasurer, Financial Secretary, Assistant Financial Secretary, chair of the Stewardship Committee, Scholarship Officer, and twelve (12) elected members; three of whom will be elected at the annual meeting for a period of four (4) years; having served two (2) complete terms will be ineligible for reelection for one (1) year; ten (10) members constitutes a quorum.
- 9.3.2 Has charge of all the property of this church
- 9.3.3 Approves the investments of all trust funds
- 9.3.4 Has power to adjust and settle all claims against this church (but will have no power to buy, sell, mortgage, or transfer any real estate without a specific vote of the congregation authorizing such action)
- 9.3.5 Administers all gifts and memorials and maintains the Book of Remembrance
- 9.3.6 Provides for the payment of all current expenses, repairs and improvements
- 9.3.7 Prepares annual church budgets and presents them at the annual meeting for approval
- 9.3.8 Presents a detailed written report at the annual meeting
- 9.3.9 Provides for the raising of funds, excluding the annual pledge drive
- 9.3.10 Has general charge of the finances of this church and authorizes and directs the Treasurer as to payments of bills and care of the money under its control
- 9.3.11 Responsible for the employment of all personnel not herein otherwise provided
- 9.3.12 Meets monthly

9.3.13 Special meetings may be called by the Pastor, the chair, the Treasurer or any three (3) members

9.4 BOARD OF BENEVOLENCE AND SOCIAL CONCERNS

9.4.1 Consists of the Pastor, Associate Pastor, and nine (9) members; three (3) of whom shall be elected at the annual meeting each year for a term of three (3) years; having served two (2) full terms will be ineligible for reelection for one (1) year; five (5) members constitutes a quorum.

9.4.2 The Treasurer is an ex-officio member and distributes funds as directed by a vote of this Board

9.4.3 Meets four (4) times per year to consider and supervise all benevolence activities and communicate these to the congregation

9.4.4 Maintains a discretionary fund and the Boothe-Judson Memorial Fund

9.4.5 Special meetings may be called by the Pastor, the chair, or any three (3) members

9.4.6 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget

9.5 BOARD OF CHRISTIAN EDUCATION

9.5.1 Consists of the Pastor, Associate Pastor, Director of Christian Education, Director of Youth, Superintendent(s), and twelve (12) elected members, four (4) of whom will be elected at the annual meeting each year for a term of three (3) years; having served two full terms will be ineligible for reelection for one (1) year; seven (7) members constitute a quorum

9.5.2 Defines the goal of Christian Education

9.5.3 Oversees administration of the Church School, youth groups, and adult education programs

9.5.4 Plans and supervises recreational programs

9.5.5 recruits teaching and advisor staff for the Church School and youth programs

9.5.6 When a vacancy occurs for the position of Director of Christian Education and/or Director of Youth, acts as a search committee in cooperation with the Pastor and selects a candidate for approval by the Church Council

9.5.7 Special meetings may be called by the Pastor, Director of Christian Education, Director of Youth, the chair, or any three (3) members

9.5.8 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget

10.0 COMMITTEES

*All elected committee members shall be members of this church.
Unless otherwise stated, each committee will organize by electing its own chair and officers.*

10.1 NOMINATING COMMITTEE

- 10.1.1 Consists of nine (9) elected members; three (3) of whom will be appointed annually for a period of three(3) years; having served two (2) complete terms will be ineligible for reelection for one (1) year; five (5) members constitutes a quorum.
- 10.1.2 Prepares nominations for all offices, boards and committees not otherwise provided for
- 10.1.3 Prepares a slate nominating one person for each office to be filled at the annual meeting; such nominations will be printed and published in the church calendar not later than two Sundays prior to the annual meeting
- 10.1.4 Nominations from the floor at the annual meeting will be recognized
- 10.1.5 In case any nominee, after election, declines to serve, or in case of a vacancy in any office, board or committee, unless otherwise provided for, the Nominating Committee will appoint a substitute
- 10.1.6 Any member appointed by the Nominating Committee to fill an unexpired term on any board or committee will be eligible for reelection
- 10.1.7 A member of any board or committee who fails to attend three (3) consecutive regular meetings, and who is reported by the chair not to be planning to participate, may be replaced by a member appointed by the Nominating Committee
- 10.1.8 Special meetings may be called by the Pastor, the chair, or any three (3) members
- 10.1.9 In the event that the Constitution is amended or revised to change the number of members for any board or committee, the Nominating Committee shall use its discretion regarding the number of members during the first year of change implementation

10.2 MUSIC COMMITTEE

- 10.2.1 Consists of nine (9) members, at least four (4) being members of a choir; three (3) members will be elected at the annual meeting for a period of three (3) years; having completed two (2) terms will be ineligible for reelection for one (1) year; five (5) members constitutes a quorum.
- 10.2.2 The Director of Music is an ex-officio member
- 10.2.3 Shares, with the Pastor and Director of Music, the responsibility for the music connected with all services of this church
- 10.2.4 When a vacancy occurs for the position of Director of Music, acts as a search committee in cooperation with the Pastor and selects a candidate for approval by the Church Council

- 10.2.5 Responsible for creating and sustaining an interest in the various choirs of this church
- 10.2.6 Makes recommendations on the selection of paid personnel e.g., soloists
- 10.2.7 Working with the Director of Music and the Treasurer, administers the Special Music Fund
- 10.2.8 In conjunction with the Director of Music, selects and maintains this church's musical instruments
- 10.2.9 Special meetings may be called by the Pastor, Director of Music, the chair, or any three (3) members
- 10.2.10 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget

10.3 USHERS COMMITTEE

- 10.3.1 Consists of at least eighteen (18) members elected at the annual meeting to serve for one (1) year or until their successors are elected
- 10.3.2 Ushers at all services of this church, supervised by the Deacons
- 10.3.3 In cooperation with the Deacons, strives in all ways to create and further a feeling of cordiality, good will, and service toward all visitors, and among the members of this church
- 10.3.4 Vacancies are filled by the Deacons

10.4 CHANCEL COMMITTEE

- 10.4.1 Consists of at least five (5) members elected at the annual meeting to serve for a period of one (1) year and are eligible for reelection
- 10.4.2 Serves as consultants on any committee concerned with any changes in the chancel
- 10.4.3 Prepares the chancel for all regularly scheduled services and special services when notified in advance
- 10.4.4 Accepts and delivers memorial flowers
- 10.4.5 Arranges proper care and storage for all chancel appointments
- 10.4.6 Purchases necessary supplies
- 10.4.7 Shall have input regarding the selection and purchase of suitable chancel appointments
- 10.4.8 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget
- 10.4.9 Special meetings may be called by the Pastor, the chair, or any two (2) members

10.5 STEWARDSHIP COMMITTEE

- 10.5.1 Consists of nine(9) elected members; three of whom will be elected at the annual meeting for a period of three(3) years; having served two (2) complete terms will be ineligible for reelection for one (1) year; a simple majority of the sitting members constitutes a quorum.
- 10.5.2 Conducts the annual pledge drive of this church
- 10.5.3 Working with the Financial Secretary, compiles a list of members to be contacted
- 10.5.4 Ensures that pledge materials are ordered and mailed at the appropriate time
- 10.5.5 Working with the Trustees, investigates ways of increasing the number of households that contribute financially to this church
- 10.5.6 Shall present an annual budget of its needs to the Board of Trustees in ample time for inclusion in the annual church budget
- 10.5.7 Special *meetings may be called by the Pastor or any two (2) members*

10.6 PASTORAL RELATIONS COMMITTEES

- 10.6.1 One for each pastor will consist of five (5) members; the chair of the committee will be selected from among the five (5) committee members annually; three (3) members constitute a quorum
- 10.6.2 Provides a supportive and congenial environment for the Pastor(s) for discussing his/her issues
- 10.6.3 Provides a healthy and constructive atmosphere for open discussion and the exchange of ideas with the Pastor(s)
- 10.6.4 Actively solicits input from the congregation both in areas of praise and areas of concern related to the ministry of the Church
- 10.6.5 Provides a conduit to appropriate Boards and Committees concerning issues in their domain
- 10.6.6 Provides for a feedback mechanism which allows information to freely flow back to the congregation with discretion and tact
- 10.6.7 Meets in October, December, February, and May
- 10.6.8 Special meetings may be called by the Pastor, the chair, or any three(3)members Initial formation:
- 10.6.9 When a Pastor is called, five (5) members from the settled Pastoral Search Committee will serve as the Pastoral Relations Committee After one (1) year: two (2) members of the Pastoral Relations Committee will be replaced; one (1) member will be selected and appointed by the Pastor and one (1) member will be selected by the Nominating Committee and elected at the annual meeting
- 10.6.10 Each of these members will serve for two (2) years; having served one (1) complete term, a member will be ineligible for reelection for one (1) year After two (2) years:
- 10.6.11 The three (3) remaining original members of the Pastoral Relations Committee will be replaced; one (1) member will be selected and

- appointed by the Pastor and two (2) members will be selected by the Nominating Committee and elected at the annual meeting
- 10.6.12 Each of these members will serve for two (2) years; having served one (1) complete term, a member will be ineligible for reelection for one (1) year Thereafter:
- 10.6.13 Rotation will continue so that, at all times, two (2) members will have been appointed by the Pastor and three (3) members will have been elected at the annual meeting

11.0 BONDS

- 11.1 The Treasurer, Assistant Treasurer, Financial Secretary, and Assistant Financial Secretary will be bonded by a surety company approved by the Board of Trustees for the faithful performance of their duties in such amounts as the Board of Trustees may determine; the premium on the bonds to be paid by this church.

12.0 DELEGATES

- 12.1 At the annual meeting this church's quota of delegates shall be elected to the state conference and the local association of the U.C.C.

13.0 AUXILIARY ORGANIZATIONS

- 13.1 All organizations connected with this church and using its equipment are regarded as integral parts of this church and under its general jurisdiction. They shall make an annual report to this church.

14.0 AMENDMENTS

- 14.1 This constitution may be amended by a two-thirds (2/3) vote of members of this church present at a congregational meeting called for that purpose, notice of which (as defined in Article 7) will include a copy of the amendments proposed. Notice of any amendment shall be submitted to the Church Council at least four (4) weeks prior to such meeting.

**LOG OF RECENT
CONSTITUTIONAL AMENDMENTS AND REVISIONS**

(Changes in the current revision from the previous revision indicated by bars in left margin)

Revision Date	Amendment Date	Descriptions of Changes
June 17, 2001	-	Completely revised
-	March 16, 2003	Changed the notice period for voluntary resignation or involuntary dismissal from 30 to 60 days for an Interim Pastor
-	January 25, 2004	Established the Pastoral Relations Committee as a permanent committee of the church
-	January 30, 2005	Changed the number of Stewardship Committee members from 6 to 9 and changed the quorum requirement from 3 members to a simple majority of the sitting members
October 15, 2006	-	<ul style="list-style-type: none"> • Changed the number of Deacons from 24 to 21 (at least 10 men and at least 10 women) and the Deacon's quorum from 13 to 11 • Changed the number of Board of Benevolence and Social Concern members from 15 to 9 and the Benevolence quorum from 8 to 5 • Changed the number of Board of Christian Education members from 15 to 12 and the Christian Education quorum from 8 to 7 • Added a statement under the Nominating Committee regarding discretionary power in implementing Constitutional changes in Board and Committee membership numbers • Removed references to the Memorial and Finance Committees, as they are not defined • Incorporated the three amendments to the previous revision of the Constitution • Made minor editorial changes
January 29, 2017	-	<ul style="list-style-type: none"> • Reformatted with paragraph numbering. • Added Plural to 10.6 Pastoral Relations Committees one for each pastor. • Added Two Full Terms to Church Council, Board of Trustees, Board of Benevolence and Social Concerns, Music Committee and Stewardship Committee. • Approved at Annual Meeting