

Bylaws

Article I - Name

The name of this religious society shall be The First Parish in Waltham, Universalist -Unitarian, Inc.

Article II - Covenant

Love is the spirit of this church,
And service its law.
This is our great covenant:
To dwell together in peace,
To seek the truth in love,
And to help one another.

Article III - Purpose

The purpose of this society shall be the practice of religion within the Unitarian Universalist tradition through worship, education, service, and community. In recognition of individual freedom of belief, we are an inclusive society from which no one may be excluded because of his/her beliefs.

Article IV - Denominational Affiliation

This society shall be a member of the Unitarian Universalist Association and of the Massachusetts Bay District of Unitarian Universalist Churches.

Article V - Membership

Section 1: Active membership. Any person fifteen years of age or older, or who has completed the "Coming of Age" program to the satisfaction of the Director of Religious Education and the Religious Education Commissioner, may become a member of this society by signing the membership book. A copy of these bylaws shall be appended to the membership book, and signing is deemed both an act of becoming a member and of agreeing to abide by the bylaws of the Corporation.

Section 2: Associate Membership. Persons under eighteen years of age who have signed the membership book shall be designated Associate Members. They shall not have the right to vote and shall not be counted as members in legal matters. After reaching the age of eighteen, Associate Members may, upon their request, become full members of the society.

Section 3: Inactive Membership. The Minister, in agreement with the Commissioner of Membership Integration, shall declare a member to be inactive: (a) if the member requests such a change in status; or (b) if the member has not been active in the church community for one year, as indicated by either having made an identifiable financial contribution or participated in other ways in church activities. The Minister shall notify the member, in writing, at his/her last known address, prior to making the change of status. Inactive members shall not have the right to vote and shall not

be counted as members in legal matters, but will remain on the church mailing list if they so desire. An inactive member shall be reinstated to active status upon request to the Minister.

Section 4: Dismissal. The Board of Managers may authorize the Minister to remove from the membership list the name of any person whose address is unknown.

Article VI - Meetings

Section 1: The Annual Meeting of this incorporated society, the First Parish in Waltham, Universalist-Unitarian (hereafter referred to as "the Corporation") shall be held each year in June, before the fifteenth day of the month at such time and place as shall be fixed by the Board of Managers.

Section 2: Special Meetings of the Corporation may be called by vote of the Board of Managers and shall be called upon the written request of not fewer than five members of the Corporation who shall state the object of the call.

Section 3: All meetings shall be warned by the Clerk of the Corporation or such member of the Corporation as the Board of Managers may name, by causing a true copy of the warrant to be posted in the meetinghouse and mailed to each member of the Corporation at least eight days (including two Sundays) prior to the date of the meeting.

Section 4: Twenty percent of the active voting members shall constitute a quorum at any meeting of the Corporation.

Article VII - Officers

Section 1: The officers of this Corporation, entrusted with the administrative business of this Church, shall be: A President, a Moderator, a Clerk, a Treasurer, an Assistant Treasurer, six Commissioners, and a three member Board of Trustees of Permanent Funds.

Section 2: All officers shall be members of the Corporation. All officers shall continue in office until their successors are elected and have qualified. All shall be elected by the Corporation.

Section 3: The Moderator shall be elected annually.

Section 4: The Board of Managers shall consist of seven voting members elected to two-year terms: a President, Commissioners of Finance, Property, Community Outreach, Religious Education, Music and Worship, and Membership Integration; and three *ex officio* non-voting officers elected to one-year terms: the Clerk, Treasurer, and Assistant Treasurer. Any person serving a two-year term as President or Commissioner may be reelected to that position to serve a maximum of two consecutive full terms. Any person serving a one-year term as Clerk, Treasurer, or Assistant Treasurer may be reelected to that position to serve a maximum of seven consecutive full terms. Persons who have served maximum terms shall not be eligible for reelection to any voting position on the Board of Managers until at least one year has expired. Five members of the Board of Managers shall constitute a quorum. A majority plus one vote shall be required for the adoption of a budget. A vote of at least four Board members shall be required to place articles in the warrant. A member of

the Board who shall be absent from three consecutive meetings without adequate reason acceptable to the Board shall be deemed to have resigned from the Board.

Section 5: Members of the Board of Trustees of Permanent Funds shall be elected for terms of three years, with one term expiring each year.

Section 6: A Nominating Committee shall consist of seven members. One shall be elected each year by the Board of Managers for a one year term, and six shall be elected by the corporation at the Annual Meeting for two year terms; with three being elected each year. No member may serve more than three consecutive terms. Persons who have served the maximum terms shall not be eligible for re-election to the Nominating Committee until at least three years have expired.

Section 7: In the event of the death, resignation, or inability to serve of any of said persons, the Board of Managers shall fill any vacancies which may occur, and the person so appointed shall hold office until the next Annual Meeting of the Corporation and the vacancy is filled by election.

Article VIII - Delegates to Denominational Meetings

Voting delegates to meetings of the Unitarian Universalist Association and the Massachusetts Bay District shall be elected by a meeting of the Corporation. Such delegates shall not be bound to vote in a prescribed way on any issue. Opportunity for members of the Corporation to communicate with delegates shall be provided. In the event that neither elected delegates or alternates are able to attend the meeting for which they are elected, the Board of Managers may appoint a substitute delegate.

Article IX - Duties of Elected Officials

Section 1: The Nominating Committee, at its first meeting following the Annual Meeting of the Corporation, shall elect one of its members as Chairperson. The Nominating Committee shall present a slate of nominees at the appropriate meeting time for election of all positions set forth in Articles VII, VIII, and IX of these Bylaws. Opportunity shall be given for additional nominations from the floor for any of said offices, providing the nominee is willing to serve or has signified, in writing, a willingness to serve. The Nominating Committee shall, upon request by the Board of Managers, make nominations to fill vacancies for any position set forth in Articles VII, VIII, and IX.

Section 2: The President of the Board of Managers shall preside over all meetings of the Board of Managers and shall be the managing director of all activities not otherwise assigned. The President shall be a member *ex officio* of all committees, boards and organizations within the Church.

Section 3: The Moderator shall preside over all annual and special meetings of the Corporation.

Section 4: The Clerk shall serve as Clerk of both the Corporation and the Board of Managers, shall keep a true record of the proceedings at these meetings, and shall give due notice of all meetings in the manner stated in these Bylaws.

Section 5: The Assistant Treasurer shall take charge of the collection at the conclusion of each service and receive all monies from pledges, donations, and other incoming funds, keeping accurate records of said funds for the Board of Managers, the Treasurer, the Finance Commission, and the Auditors.

Section 6: The Treasurer shall pay out all monies as directed by the Board of Managers or as authorized by the budget, unless otherwise directed by the Corporation, keeping accurate records of said funds for the Board of Managers, the Finance Commission, and the Auditors. He/She shall present a written report at the monthly meetings of the Board of Managers and the Annual Meeting of the Corporation. The Treasurer shall have custody of all legal papers or evidences of ownership of all property, real or personal, except such as are held by the Trustees of Permanent Funds.

Section 7: The Board of Trustees of Permanent Funds shall have the custody of all money, real estate, or securities that have been contributed to the Corporation, the use of which has been indicated by the donor or testator, and any money set aside as permanent funds by the Board of Managers or by vote of the Corporation. Each fund shall be separately named and accounted for, but funds may be pooled for investment unless otherwise specified by the terms of a particular fund. Proceeds of pooled funds shall be allocated proportionally to each of the component funds at least annually. The Trustees shall invest and reinvest these funds and shall pay the income to the Treasurer to be used for general Corporation purposes or for the purposes which have been designated by the donor or testator. They shall keep full and accurate records of their transactions and, at the Annual Meeting shall submit, in writing, a detailed account of all funds in their custody together with the income received and paid during the year.

It shall be incumbent upon the Trustees to provide a complete and accurate estimated report, in writing, of all disposable income that will be available for disbursement at the Annual Meeting to the Fund Committee and the Board of Managers at least sixty days prior to the Annual Meeting.

They shall have full power to sell any securities, real estate, or any other asset invested or reinvested by them, and to withdraw from any banks any portion of the Permanent Funds deposited therein, and to reinvest any funds so withdrawn or the proceeds of any securities sold, but no part of the principal of said funds shall be expended except for reinvestment, unless said Trustees shall be authorized by a majority vote of the members of the Corporation present at a meeting, due notice of such proposed action having been set forth in the warrant for such meeting; but this restriction shall in no way interfere with the disposition by the Trustees of such funds or property in accordance with the terms of the contribution under which such property was acquired by the Corporation.

The Board of Trustees of Permanent Funds shall have the custody of a trust of church possessions such as church silver and paintings, as specified by the Board of Managers. Such property may not be sold unless the Trustees have been authorized to do so by a three-fourths majority of the members of the Corporation present at a meeting, due notice of such proposed action having been set forth in the warrant for said meeting.

The certification by the Secretary of the Board of Trustees of Permanent Funds shall be sufficient evidence of authority of the Board of Managers of Permanent Funds to act and shall be binding upon the Corporation in favor of all third parties acting in reliance thereon, and no third party shall be bound by the limitations on the Board of Trustees of Permanent Funds contained herein.

Section 8: The Board of Managers shall provide for an annual audit of the books of the Treasurer, the Assistant Treasurer, and the Trustees.

Section 9: The Board of Managers shall create and keep up-to-date a manual of job descriptions for the six Commissions and the officers and standing committees. At the first meeting of the Board of Managers following the Annual Meeting, this manual shall be reviewed.

Areas of responsibility for the Commissions are: Finance, all financial matters (including ways and means) except those of the Board of Trustees of Permanent Funds; Property, maintenance and repair of buildings, equipment, and grounds, rentals of church facilities; Community Outreach, liaison with all denominational affiliations, external publicity, outreach to human needs in the wider communities; Religious Education, education programs for young people and adults; Music and Worship, all music and worship programs of the church at Sunday and other services; Membership Integration, building community and fellowship programs within the congregation (including new member activity), and internal public relations.

Article X - The Minister

Section 1: A candidate for the ministry to this society must hold ministerial fellowship in the Unitarian Universalist Association and maintain that ministerial fellowship throughout his/her ministry.

Section 2: The Minister shall be called upon recommendation of a Ministerial Search Committee by a 4/5ths vote of the Corporation at a meeting called for that purpose. The Minister may be dismissed by a majority vote of the Corporation at a meeting called for that purpose. Dismissal of or resignation by the Minister shall be given with ninety days notice unless both parties agree to a different interval of time. The Minister shall be responsible to the Corporation.

Section 3: The Minister shall have charge of all matters of a spiritual nature connected with the Church and shall cooperate with the programs of the Unitarian Universalist Association. He/She may become involved in community concerns and shall have the assistance of the Church in the furtherance of these aims, and shall attend to such duties as are customary to the office of Ministry. The Minister shall report, in writing, to the Annual Meeting.

Section 4: The Minister shall keep an accurate list of Church members, accessions and dismissals, of all dedications, marriages, funerals, memorial services, and other such activities during his/her ministry.

Section 5: The Minister shall be a member *ex officio*, without vote, of all boards, committees, commissions, and organization of the Corporation.

Section 6: In accordance with Unitarian Universalist tradition of a free pulpit, there shall be no restrictions upon the teachings of the Minister save the restriction of an honest and scholarly search for truth.

Section 7: There shall be a Committee on Ministry of six members, each appointed to a single three-year term by the Board of Managers, with two being appointed each year.

Article XI - Organizations

Organizations designed to further the interest of the Church and its members may be formed with the consent and aid of the Board of Managers. Such organizations may use the facilities of the Corporation's property and shall be regarded as integral parts of the Corporation. All such organizations shall be under the general supervision of the Board of Managers to which they shall submit annual reports.

Article XII -Fiscal Year

The fiscal year of this Corporation shall end May 30.

Article XIII- Amendments

These Bylaws may be amended at any regular meeting or special meeting of the Corporation, provided that notice of any proposed change shall have been set forth in the warrant for the meeting. Articles I through IX may be amended by a three-fourth vote of those present and voting. Articles X through XVI may be amended by a majority vote of those present and voting.

Article XIV - Rules of Order

The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Corporation.

Article XV

This document is to replace the current Articles of Association and Constitution, and the Bylaws of this Corporation with the attached document entitled "Bylaws".