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## **Melrose Unitarian Universalist Church Bylaws**

### **ARTICLE I – Name**

Section 1 This organization shall be known as the Melrose Unitarian Universalist Church (hereafter, “the Church”).

### **ARTICLE II – Purpose**

Section 1 Affirming a faith in every human personality, we unite in the spirit of Jesus for the worship of God and the service of humanity. We pledge ourselves to participate in the work of the Church, to strengthen one another in a free and disciplined search for the truth, and to implement our vision – a world of brother and sisterhood, justice and peace.

### **ARTICLE III – Membership**

Section 1 Any person who is in sympathy with the Church’s Mission Statement may become a Member of the Church (hereafter, “Member”) by signing the parish register in the presence of the Minister or an Officer of the Church.

Furthermore, Members will be granted voting privileges (hereafter, “Voting Member”) in accordance with Article III, Section 2.

This congregation is a UUA Welcoming Congregation and affirms and promotes the full participation in all our activities and endeavors by any person, without regard to race, color, gender identify and expression, physical or mental challenge, sexual orientation, age, class or national origin. (With regard to “age,” the limitation in Section 2 following, applies.)

Section 2 A Voting Member of the Church is a Member who is entitled to vote at an Annual or Special Meeting of the Church (both hereafter collectively, “Special Meeting”). A Member is a Voting Member if they have made a recorded financial contribution within a period of twenty-four months preceding the Special Meeting and prior to that Special Meeting by at least four months.

“Recorded Financial Contribution” is a financial contribution in support of the general programs of the Church that is recorded by the Collector as having been made by the Member. Recorded Financial Contribution shall take the form of an identifiable monetary contribution. Unidentified cash contributions to the collection plate are not considered Recorded Financial Contributions.

For an individual to qualify as a Voting Member as set forth in this Section, that individual need not have been a Member of the Congregation at the time that the recorded financial contribution was made, so long as the said contribution was

made consistent with the requirements set forth in this Section.

The Church is a Charitable Corporation operating under the regulations of the Commonwealth of Massachusetts. By such regulations, a Voting Member under the age of eighteen years cannot vote on financial matters.

Section 3 Withdrawal from membership may be made upon written request (physical or electronic) to the Registrar or the Clerk of the Board, or by other means in accordance with the current Safe Congregation Policy.

Section 4 The list of Members (both with and without voting privileges) shall be verified and updated at least annually.

Names of Members who for a period of two (2) years have not communicated with the Church and who during that period have not contributed to its support may, by the vote of the Board of Directors, be transferred to inactive status. A Member on inactive status is not a Voting Member.

Names of Members in an inactive status who for a period of two (2) years have not communicated with the Church and who during that period have not contributed to its support may, by the vote of the Board of Directors, be dropped from the membership roll.

Prior to any such change, a reasonable attempt shall be made to ascertain the wishes of the Member to be voted upon.

#### **ARTICLE IV – Governance of the Church**

Section 1 The Officers of the Church (hereafter, “the Officers”) shall consist of a President, a Vice-President, a Clerk, and a Treasurer. Each Officer is to be elected at a Special Meeting, held annually, of the Church for a term of two (2) years. A person who has served a term as President shall not be eligible for re-election or for election to any other office on the Board until after the expiration of one year.

Section 2 The governance of the Church shall be vested in a governing board (hereafter, “the Board”) comprised of the Officers of the Church and three (3) Directors-at-Large (hereafter “Directors-at-Large”), to be elected at a Special Meeting, held annually, for a term of two (2) years. Collectively, the foregoing may be referred to as “Board Members.” No individual while serving on the Board may also serve as Chair of a Church Committee or as a member of the Board of Trustees of the Endowment. The Minister shall be an ex officio Director without a right to vote.

Section 3 No Board Member who has served two (2) consecutive terms in any one (1)

position on the Board shall be eligible to serve another term in that position until after the expiration of one (1) year.

- Section 4 Only Voting Members may serve as Officers or Directors-at-Large.
- Section 5 Vacancies in any Officer or Director-at-Large position shall be filled as soon as practicable by appointment by a majority vote of the Board until the next Special Meeting, held annually, when a vote of the Church shall fill the vacancy. At the request of the Board, the Nominating Committee, set forth in Section 6, *below*, of this Article, shall locate potential candidates to fill vacancies and shall report the names of such candidates within two months.
- Section 6 At a Special Meeting, held annually, the Church shall elect a Nominating Committee of at least three members, who have been recommended by the Board. The Board shall designate one (1) of the members as chairperson. The Nominating Committee members shall serve for a term of two (2) years. No member of the Nominating Committee shall be an elected official of the Church while serving on the Nominating Committee. No member of the Nominating Committee shall be eligible to serve for more than two (2) consecutive terms. The Nominating Committee shall file a slate of Officers, Directors-at-Large, Committee Chairs, and Trustees of the Endowment with the Clerk of the Church so that the slate can be posted and publicized with the call to the Special Meeting, held annually, as required in ARTICLE VII Section 6. No member of the Nominating Committee shall be eligible for election upon any slate put forth by the Nominating Committee on which he or she is serving.
- Section 7 Stewardship of the Endowment of the Church shall be vested in a Board of Trustees (hereafter “Board of Trustees”) as outlined in ARTICLE XI, *below*.
- Section 8 The term of office for Officers and Directors-at-Large shall be July 1 through June 30.

#### **ARTICLE V – Administration**

- Section 1 The Board shall administer the affairs of the Church and shall have care of all its properties, except the Endowment of the Church. Board Members, along with the Minister, shall be responsible for carrying out the work of the Church. The Board may appoint such ad hoc Task Groups with short term goals defined by the Board as are deemed necessary.

Committee chairs will be appointed by the Board in order to fill vacancies in the interim until the next Special Meeting, held annually. The Board may consult with the Nominating Committee with regards to appointing committee chairs.

In an emergency requiring immediate action for the maintenance and operation of the Church, the Board may authorize necessary expenditures not covered by

the Church budget, and shall call a Special Meeting of the Church as soon as possible thereafter to review the action taken and to take any additional actions considered desirable.

Section 2 All Board Meetings, except those held under Section 2.1 below, shall be open to all interested parties. Regular Board Meetings shall be held each month except July. Additional Board Meetings may be called by the President or by any three Board Members upon two (2) days' verbal [or electronic/email] notice to each Board Member and the Minister; upon two (2) days' written [or electronic/email] notice posted in a conspicuous location within the Church and upon two (2) days' notice by any other means which the Board deems expedient, such as, but not limited to, electronic notice. Notice of such additional Board Meetings shall state the business to be transacted.

The Board may appoint a parliamentarian to serve at Board meetings.

Section 2.1 Executive Session of the Board: The Board shall have the authority to determine that it is in the best interests of the Church that a particular item, of a confidential nature, be considered in executive session (hereafter "Executive Session"). No Executive Session shall be held until the Board has convened in an open Board Meeting at which a quorum is present, a majority of the Board Members present have voted to go into Executive Session and such vote is recorded in the minutes. All persons other than elected Board Members will be excluded from Executive Session unless specifically invited to attend by a majority vote of Board Members present at the Board Meeting.

Section 3 A majority of Board Members shall constitute a quorum.

Section 4 It shall be the duty of the President to preside over all Special Meetings of the Church, to supervise the affairs of the Church, and to act as chairperson of the Board and preside over its Board Meetings

Section 5 It shall be the duty of the Vice-President to assist the President and perform all of the duties of the President in the latter's absence. The Vice President shall also oversee the Committee Council and chair its Council Meetings.

Section 6 It shall be the duty of the Clerk to give notice of all Special Meetings, to make a record of all Special Meetings and Board Meetings, and to keep said records and all other important papers of the Church It shall also be the duty of the Clerk to have a list of Voting Members available at all Special Meetings of the Church.

Section 7 It shall be the duty of the Treasurer to have custody of all funds of the Church except those which have been placed in custody of the Trustees. The Treasurer

shall disburse funds under the direction and to the satisfaction of the Board, shall keep a complete account of the finances of the Church on books which shall remain the property of the Church and which shall be open for inspection at any time by any Voting Member; and shall render a financial statement at each regular Board Meeting and Special Meeting, held annually.

Section 8 The Treasurer and President shall have the authority to sign checks on behalf of the Church. The President and Clerk shall have the authority to execute all Special Meeting and Board Meeting minutes and legal documents of the Church.

Section 9 Prior to the Special Meeting, held annually, the Board shall appoint a Voting Member as a Collector for a term of two (2) years to begin at the close of the Special Meeting. The Collector shall receive all monies for the Church, including all pledges, shall keep an accurate account of them and shall turn them over to the Treasurer regularly.

Section 10 Prior to each Special Meeting, held annually, the Board shall appoint a Voting Member as a Registrar for a term of two (2) years to begin at the close of the Special Meeting. The Registrar shall keep an accurate record of all Inactive Members and Voting Members with the dates of admission to membership, withdrawal or death.

Section 11 Prior to each Special Meeting, held annually, the Board shall appoint two (2) or more Voting Members of the Church as an Auditing Committee to audit the books and accounts of the Church, including those of the Treasurer, Collector, and Trustees. The Auditing Committee shall make a written report of its audit at the forthcoming Special Meeting, held annually.

#### **ARTICLE VI - Policies and Procedures of the Church.**

Section 1 The Board may, at its discretion, draft and implement any policy or procedure it deems appropriate and necessary for the efficient administration of the Church. No policy or procedure shall supersede the Statutes of the Commonwealth of Massachusetts or the provisions of these Bylaws or otherwise be inconsistent with the Mission Statement of the Church.

#### **ARTICLE VII – Special Meetings of the Church**

Section 1 All Special Meetings shall be conducted in accordance with Robert's Rules of Order except as may be otherwise provided by these Bylaws.

Section 1.1 The Board President shall preside over any Special Meetings. However, the Board may appoint a parliamentarian and such other persons as may be necessary to serve and assist at each Special Meeting. Any Voting Member of the Church, including Board Members, may serve as parliamentarian.

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- Section 2 The quorum for conducting business at a Special Meeting shall be fifteen percent (15%) of the Voting Members, including at least one (1) Non-Presiding Officer.
- Section 3 The fiscal year of the Church shall be July 1 to June 30.
- Section 4 A Special Meeting of the Church shall be held annually, prior to the end of the Church year/fiscal year at a time and place set by the Board to receive reports from the Officers and Committees, to elect Officers, Directors-at-Large, Chairpersons of Committees, Trustees, and a Nominating Committee, to adopt a budget and to transact such other business as may legally and properly come before it.
- Section 5 Special Meetings, to act only upon items specified in the notice thereof, shall be called by the Clerk at the direction of the Board or upon written request of at least twenty percent (20%) of the Voting Members of the Church.
- Section 6 Notice of a Special Meeting shall be posted by the Clerk in a conspicuous place in the Church at least seven (7) days prior to the Special Meeting. The notice shall also be published in the Church newsletter and/or the notice will be sent via email to the Congregational email address before the meeting and shall be read from the pulpit on the Sunday prior to the Special Meeting, provided that a service is held on that day.
- Section 7 Inactive Members and Friends of the Church (i.e., those in sympathy with the Mission Statement of the Church but who are not Voting Members) shall be welcome at any Special Meeting and may be given the courtesy of the floor, but may not vote.

#### **ARTICLE VIII – Committees**

- Section 1 The Board is empowered to establish and dissolve program committees consistent with the procedures adopted by the Board for such purpose and shall define and clarify the duties of the committees when necessary and review the work of the committees in order to assist and encourage them.
- Section 2 The Nominating Committee shall be responsible for identifying candidates to fill vacant (or new) committee chair positions which will be placed on the slate and voted upon at the next Special Meeting, held annually as charged in Article IV Section 6. The Nominating Committee shall file a slate of chairpersons with the Clerk of the Church so that the slate can be posted and publicized with the call to the Special Meeting, held annually, as required in ARTICLE VII Section 6.

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### **ARTICLE IX – Committee Council**

Section 1 Assisting in the work of the Board shall be a Committee Council (hereafter, “the Council”). The Council will consist of the chairperson (or his/her designated representative) of every Committee, the Vice President, the Director of Religious Education, and the Minister. The Director of Religious Education and the Minister shall be non-voting members of the Council. The Council shall meet at least every two (2) months for the purposes of program coordination and planning, synchronizing activities, evaluating programs, and identifying matters to be brought to the Board’s attention by the Vice-President.

### **ARTICLE X - Church Property**

Section 1 The Church shall own such land, building or other property, real or personal, as may be necessary or convenient for the conduct of its affairs.

Section 2 The Board may acquire or dispose of Church property except that, if the property has a value of five thousand dollars (\$5,000) or more, a prior vote of the Church at a Special Meeting is required. In all cases of acquisition or disposal of real property, the Board shall report on the matter to the Church in an appropriate and timely manner. It shall be the responsibility of the Board to make a determination as to the suitable use of gifts, bequests or devises to the Church.

Any expenditure or sale of property over five thousand (\$5,000) dollars requires the approval of the Board.

Section 3 Should this Church cease to function and the Voting Members vote to disband, any accrued assets of the Church shall be assigned to the Unitarian Universalist Association, to be used for the extension of liberal religion in this vicinity.

### **ARTICLE XI – Trustees of Trust/Endowment Fund**

Section 1 There shall be a board of three (3) Voting Members of the Church that shall be entitled “Board Trustees of Endowment Fund” (hereafter “Trustees”). The Trustees may, at their discretion, hire a professional manager to manage the Trust/Endowment Fund (hereafter “Fund”).

Annually, new Trustees shall be elected as needed, for terms of three years each, to ensure that not all Trustees shall conclude their terms at the same time.

Section 2 It shall be the duty and entire responsibility of the Trustees to hold and manage all property left to the Church in Trust. The Trustees may also receive and hold property of any kind or nature as may be turned over to them by a vote of the Board and shall administer it prudently and as if it were held in a fiduciary capacity.

- Section 3 The Trustees shall be governed generally by the rules applicable to Massachusetts Trustees in the administration of Trust property. The Trustees may, however, in their absolute discretion, retain any property in the form in which it is acquired. They may make any changes in investment deemed prudent and shall have full power to assign, transfer or convey any property held by them. The Trustees may incur any reasonable expenses in connection with the custody or management of funds held by them.
- Section 4 It is anticipated that limited withdrawals from the Fund may be made on a scheduled basis, in accordance with a Scheduled Plan (hereafter, “the Plan”) approved by the Church at a Special Meeting. The Trustees shall pay over to the Treasurer income received in accordance with the Plan. Such payments of income shall be made at least semi-annually. It is the responsibility of the Trustees to ensure that the Plan is not inconsistent with the terms of any instrument or bequest or devise. It is the further responsibility of the Trustees to ensure that the provisions of the Plan are carried out.
- Section 5 The Trustees may not make any loans to the Church directly or indirectly. The assets of the Fund may not be used as collateral for loans or other credit arrangement unless such is first approved by a four-fifths (4/5<sup>th</sup>) vote at a Special Meeting of the Church called for the purpose of approving said transaction.
- Section 6 Modifications of the Plan may be made only by a vote of the Church at a Special Meeting.
- Section 7 The Trustees shall annually prepare a report to the Church summarizing the assets in the Fund with current market values, and an accounting of the income received and its disbursement.
- Section 8 In the event of the dissolution of the Church, the Fund shall be distributed in accordance with ARTICLE X, Section 3.

## ARTICLE XII – The Minister

- Section 1 Search Committee. The task of selecting a candidate for the position of settled minister shall be carried out by a Search Committee (hereafter “Search Committee”). The Search Committee shall consist of not more than seven and not fewer than five Voting Members. The Board shall propose a slate of Voting Members to comprise the Search Committee, which slate shall be voted on by the Church at a Special Meeting.
- Section 2 Calling a Minister. A Minister may be called to this Church by a vote of at least four-fifths (4/5<sup>th</sup>) of the Voting Members at a Special Meeting called for that purpose. The vote will be by secret (written) ballot and may include absentee

ballots. (An absentee ballot will be made available to those requesting one in writing from the Registrar. At the time of the vote, the Registrar will cast those absentee ballots that have been returned to him/her by the beginning of the Special Meeting.)

The ballots cast will be counted by a Task Group appointed by the President. The count will be announced to the Special Meeting and repeated to the candidate. If the count is not sufficient or the candidate refuses the call, the Search Committee will be disbanded and a new one constituted consistent with the procedure set forth in Section 1, *above*.

The Minister shall be elected without term under the conditions of a written agreement signed in advance of the Special Meeting by the candidate and the President.

No person shall be called as Minister who is not in fellowship with the Unitarian Universalist Association.

Section 3 Dismissal and Resignation of a Minister. The written agreement with the Minister shall contain the provision that the relationship shall continue indefinitely or until at least ninety (90) days after either of the contracting parties has given notice in writing of a desire to discontinue the relationship, unless both parties shall agree otherwise. Notice of a desire on the Church's part to discontinue the relationship shall be issued to the Minister in the form of a letter from the Board, upon an affirmative simple majority vote of the Voting Members present at a Special Meeting called for that purpose. Notice of a desire on the part of the Minister to discontinue the relationship shall be issued in written form to the Board in accordance with the Ministerial Agreement.

Section 4 Role of the Minister. The Minister, with the cooperation of the Board and the Congregation, shall conduct such religious services, ceremonies and observances as may be deemed appropriate, as detailed in the Minister's letter of call.

All staff members shall look to the Minister and the Board or its designee for guidance in their work for the Church.

### **ARTICLE XIII – Affiliations**

Section 1 The Church shall be a member of the Unitarian Universalist Association and of the subordinate organizations of the area in which it is located.

Section 2 Insofar as it is entitled, the Church shall be represented at all General Meetings of the Unitarian Universalist Association and other organizations of which it may be a part by such delegates as may be appointed by the Board. Only Voting Members and the Minister are eligible to serve as delegates.

#### **ARTICLE XIV – Amendments**

Section 1 These Bylaws, with the exception of this ARTICLE, ARTICLE X Section 3, and ARTICLE XIII, may be amended by a two-thirds (2/3rd) vote at any Special Meeting, provided that the proposed amendment has been presented in writing at a previous Special Meeting and has been included in the notice calling both Special Meetings.

This ARTICLE, ARTICLE X Section 3, and ARTICLE XIII may be amended only by a four-fifths (4/5<sup>th</sup>) vote.

#### **ARTICLE XV – Records and Acts**

Section 1 The Records and Acts of the First Universalist Church of Melrose and those of the Melrose Unitarian Church constitute a part of the Records and Acts of this organization.

#### **ARTICLE XVI – Indemnification**

Section 1 The Church shall indemnify any person who is or was an employee, agent, representative, member of the Trustees, or Board, volunteer of the Church (including but not limited to Chairpersons and members of Church Committees) against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any by-law, agreement, insurance policy, vote of members or otherwise. Bond shall be provided to the Treasurer, Collector, Trustees and such others who are charged with the custody and care of monies of the Church at the expense of the Church.

[end of Bylaws]\*\*\*\*\*

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## **COMMENTS**

### **12/04/2011:**

These By-Laws replace in total the By-Laws of the Church existing as of 05/17/2011. These By-Laws differ from the predecessor By-Laws as follows:

1. Article 3, Section 1: revised to more clearly describe Membership and to include UUA wording regarding Welcoming Congregation.
2. Article 3, Section 2: revised to more clearly describe voting privileges and recorded financial contribution.
3. Article 3, Section 3: revised to allow withdrawal from membership by other methods.
4. Article 3, Section 4: revised to allow Members who have been inactive for a long period of time to be dropped from membership, by a vote by the Board, and only after attempting to contact the member.
5. Article 14: updated to correctly refer to Article 10 Section 3 and Article 8, to fix a “typo” that had been introduced to Article 14 some time prior to 2005.

### **05/17/2011:**

These By-Laws replace in total the By-Laws of the Church existing as of 06/09/2005. These By-Laws differ from the predecessor By-Laws as follows:

In addition to minor typographical errors and re-wording for the sake of consistency (that is, consistently using terms such as “Board Meeting” instead of “Meeting of the Board”, “Board Meeting” and “Meeting of Board members”), the significant changes are:

1. Article 4, Section 6: Nominating Committee members serve 2 years, not 1
2. Article 4, Section 9: section deleted. Had stated: “All Officers and Directors-At-Large shall hold office until their successors are duly elected and installed”. This presumes that Board Members would be required to stay on the board if no successors had been identified.
3. Article 5, Section 1: Added 2<sup>nd</sup> paragraph to allow Board to appoint committee chairs to fill interim roles
4. Article 5, Section 2: Added the provision to notify Board Members by email
5. Article 5, Section 2.1: condensed the wording, increased the clarity, yet retained the concept of Executive Session. Deleted references to Article 5, Section 2.1.1.
6. Article 5, Section 2.1.1: deleted this section which contained detailed information about “Executive Sessions” and condensed into clearer format in Article 5, Section 2.1.
7. Article 5, Section 9 person appointed collector will be a voting member
8. Article 5, Section 10 person appointed registrar will be a voting member, and serve two years (not one)
9. Article 6, Section 2: deleted; the Board establishes policy, this paragraph which tells the Board to put the policies in a book is not necessary.
10. Article 7, Section 7: instead of friends and non-voting members “shall” be given courtesy of the floor, the wording now is that they “may” be given courtesy of the floor.

11. Article 8, Section 1: details about the numbers of members that must be on a committee, and the number of times a committee must meet, have been deleted, allowing committees to monitor themselves.
12. Article 8, Section 2: related to #5, clearly identifies that Nominating Committee is responsible for identifying candidates for the annual slate to be voted upon by the congregation. Deleted last sentence; same sentence in Article 4, Section 6.
13. Article 9, Section 1: deleted the requirement that the “Church Administrator” serves on Committee Council.
14. Article 11, Section 5: deleted “The Church may not anticipate payment under the provisions of the Plan by more than three (3) months” in order to accommodate the way budgeting and planning is actually performed.

(comments prior to 05/17/2011 deleted)