

First Parish in Brookline

By-Laws

As Amended at the Congregational Meeting held on February 12, 2017

ARTICLE 1.00 DEFINITION

The name of this Society shall be First Parish in Brookline, Unitarian Universalist. First Parish in Brookline shall be a member of the Unitarian Universalist Association., and of the New England Region of the UUA.

ARTICLE 2.00 PURPOSE

The purpose of this Society is to provide a community where religious living is encouraged through ministry, worship, study, service and fellowship.

ARTICLE 3.00 MEMBERSHIP IN THE SOCIETY

3.01 Any person, 13 years of age or older who subscribes to our statement of purpose, has an understanding of Unitarian Universalism, and has made a financial contribution of record during the preceding twelve months, may become an active member of the Society. Such person shall sign the Membership Book and then be formally accepted into the society by majority vote at a Membership Meeting. Thereafter to remain an active member in "good standing" a person must: make a financial contribution of record during each fiscal year.

3.02 Persons thirteen to fifteen years of age inclusive may become members as stated in sub article 3.01, but may not vote at Membership Meetings on matters pertaining to finance, the disposition of property, or dismissal or calling of the Minister nor may they be eligible for election to the Parish Board or as an Officer of the Society. All the requirements outlined in section 3.01 for attaining initial membership and for maintaining active membership in "good standing" also apply. Persons under the age of thirteen years may not become members.

3.03 Any member may terminate membership by sending a letter of resignation to the Clerk. Membership is automatically terminated by the death of a member

3.04 Active Members who have not made a recorded financial contribution during the current fiscal year will no longer be considered in "good standing" and will be contacted in writing by March 1 prior to the Annual Meeting to ask if they wish to remain voting members. If no contribution is forthcoming by April 1 their names will be placed on an Inactive List with non-voting status. Any inactive member may become a voting member again after the Annual Meeting by fulfilling the requirements of active membership. Reactivation does not require a majority vote at a membership meeting.

3.05 The Society affirms and declares its special responsibility to promote the full participation of all people in its activities without discrimination based on affectional or sexual orientation, age, color, financial circumstances, gender identity and gender expression, national origins, physical and mental abilities, race, and without adherence to any particular interpretation of religion or to any particular religious belief or creed.

3.06 All chairpersons of standing committees at First Parish in Brookline shall be current members in good standing of First Parish in Brookline.

ARTICLE 4.00 OFFICERS

4.01 The officers shall be: Chair of the Parish Board, a Clerk, a Treasurer, and a Moderator, and an Alternate Moderator.

4.02 The Chair of the Parish Board shall preside at the meetings of the Parish Board; shall, with the approval of the Parish Board, sign contracts and agreements on behalf of the Society; shall, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The Chair shall present an annual report to the Annual Meeting.

4.03 The Clerk, or designate with Clerk oversight, shall keep a true and fair record of all the proceedings of the Society, and notify the membership of all its meetings according to the law. The Clerk shall be sworn to the faithful execution of their duties. The Clerk, or designate with Clerk oversight, shall also prepare as accurate a list as possible of all members of the Society, and shall, revise, correct, and add to the same as circumstances may require, so that there may always be an accurate list of the members of the Society ready for reference. The Clerk shall give notice to every person chosen into office, or upon any committee or subcommittee, who shall have been absent at the time of the choice, and furnish the chair of every committee with a list of their associates and a true copy of the vote which defines the Committee's duty. The Clerk shall be a voting member, of the Parish Board.

4.04 It shall be the duty of the Treasurer, or designate with Treasurer oversight, to oversee the collection and secure all moneys due to the Society, the payment of authorized salaries and bills approved by the Parish Board; to execute deeds in an official capacity under authority from the Society of the Parish Board; to render an account of receipts and disbursements at the Annual Meeting, and as requested to the Parish Board. The Treasurer, or designate with Treasurer oversight shall keep an accurate list of all pledges and pledge collections; and shall give such bonds for the faithful performance of their duties, as the Parish Board shall deem suitable. The Parish Board may authorize the Treasurer to appoint others as necessary with power to perform such duties, as the Treasurer may deem proper. The Treasurer may be a member of the Parish Board.

4.05 The Moderator or Alternate Moderator shall preside at all Membership Meetings.

4.06 All Officers, except the Parish Board Chairperson, shall be elected at the Annual Meeting, and their terms of office shall commence July 1 of the year in which elected, and end June 30 of the next calendar year. The Parish Board Chairperson shall be a member of the Parish Board and be elected by the Parish Board at the first Parish Board meeting of the new fiscal year.

4.07 All communications, records, accounts and other accouterments of office entrusted to Officers and Chairs of Committees during their terms of office shall be delivered to their successors as soon as the successors' terms shall commence.

ARTICLE 5.00 MINISTER

5.01 The minister, with the cooperation of the Society, shall perform professional duties and shall conduct such religious services, ceremonies and observances as may be deemed appropriate.

5.02 In the event of resignation or termination of a minister called by the Society, the Policy for Election of a Search Committee shall be consulted and followed. A special Membership Meeting shall be called to elect members of the Ministerial Search Committee.

5.03 The Ministerial Search Committee shall, at its first meeting, elect a chairperson. The Committee shall consult with the appropriate department of the Unitarian Universalist Association and adopt methods and procedures for the search for a Minister. Upon deciding on a Candidate the Committee shall report to the Parish Board. In the event that the Candidate is not elected by the Membership the above process shall be repeated.

5.04 After receiving the report of the Ministerial Search Committee, the Parish Board shall invite the Candidate to attend a special meeting of the Parish Board to develop a Proposal covering the conditions of the proposed engagement for presentation to the Society. The agreement shall contain a provision that it shall continue until at least three months after either party has given written notice to the other of the desire to terminate the engagement.

5.05 After developing the Proposal, the Parish Board shall then call a special Membership Meeting to receive the report of the Ministerial Search Committee and to vote on 1) calling the Candidate to serve as Minister and 2) the Proposal. The quorum for this meeting shall consist of 33% of members in good standing for at least one year. The Ministerial Candidate shall be called with no less than a 90% yes vote. The Proposal shall be approved upon a majority vote at this special meeting. If the Candidate is not called, the search process outlined above shall be repeated.

5.06 Following approval of the call of the Minister and the Proposal, the Parish Board shall prepare a Contract following the conditions of the Proposal. The Contract shall be signed by the Minister and by the Chair of the Parish Board. The Contract shall be reconsidered and renewed annually by the Parish Board and the Minister.

5.07 The Minister may be dismissed by a majority vote of the members, in good standing for at least one year, present at a Membership Meeting legally called for the purpose. A quorum of 33% of the Membership shall be required at this meeting. In the event of the Minister's dismissal, their salary and allowances shall be continued for three months after date of dismissal. Should the Minister resign, there shall be three months from the date the resignation is received by the Clerk until the resignation is effective. This interval, in the case of resignation, may be shortened or extended at the mutual consent of the Parish Board and the Minister.

ARTICLE 6.00 ADMINISTRATION

6.01 MEMBERSHIP MEETINGS

Notice of all Membership Meetings shall be mailed to all members at least ten (10) days prior to such meeting. Information on all business items on the ballot for that meeting will be made available in this mailing. All Society members in good standing shall be eligible to vote at meetings, except as otherwise noted in these bylaws.

Ballots shall be made available at the office of First Parish in Brookline in accordance with a procedure to be published to the membership. Members in good standing who are not able to be present at any Membership Meeting may come in person to the office, identify themselves, and complete a ballot that will be held in a secure manner until a vote is taken at the Meeting. Written ballots submitted in advance of the Meeting will be counted with all voting conducted at the Membership Meeting. If a motion on the ballot is amended during the Meeting, early voting ballots on that original motion

shall be disregarded. Members in good standing who attend the Meeting but need to depart before a vote is taken may submit completed written ballots before departure. Proxy votes shall not be accepted at Meetings. All decisions at any meeting shall be by majority vote, except as otherwise provided herein. A quorum shall be required to conduct any meeting. A quorum shall consist of fifteen (15%) percent of the voting membership. Early votes shall be counted and included in the total vote, but shall not count towards the quorum. In the case of meetings called for purposes of dismissal of the Minister, sale of property, or expenditure of Endowment Funds, a quorum shall consist of thirty-three (33%) percent of the voting membership.

An Annual Meeting shall be called for the following purposes:

1. To receive committee reports, financial reports and the report of the Minister and officers;
2. To elect new Society members.
3. To elect officers and committee members;
4. To adopt an Annual Budget for the next Society fiscal year;
5. To approve the selection of Auditor if there is a need for an Auditor.
6. To conduct such other business as may come before the membership.

The Annual Meeting shall be held before the end of the fiscal year, at a time and place determined by the Parish Board.

6.02 PARLIAMENTARY AUTHORITY

The membership shall be governed in all its meetings by parliamentary procedure as set forth in Robert's Rules of Order, latest edition. Questions regarding parliamentary rules and procedure raised during any meeting shall be ruled upon by the moderator of such meeting.

6.03 VACANCIES

If a Parish Board member or officer of the society cannot fulfill their full term a replacement can be selected by the Nominating Committee to fill their place. The replacement is entitled to finish the term and is eligible to be nominated for a term of their own afterward. The Annual Meeting can extend a term of any Parish Board Member.

6.04 DISSOLUTION

Should this congregation cease to function and the voting membership, by a four-fifths (4/5) vote, agree to disband, any assets of the Church shall be transferred to the Unitarian Universalist Association, for use as that Association may decide. Any transfer of assets in accordance with this paragraph shall be in compliance with local law.

6.05 AMENDMENTS

These bylaws may be amended at any Membership Meeting by a two-thirds (2/3) vote, provided, however, that: notice of the proposed amendment or amendments has been mailed to each voting member at least thirty but not more than forty-five days prior to such meeting and, that a quorum be present and voting at such meeting. If no quorum is recorded at this Membership meeting the proposed amendment(s) shall automatically fail. Amendments may be proposed by the Parish Board or by a petition of ten percent (10%) of the voting members of the Society.

6.06 NOMINATIONS AND ELECTIONS

The Nominating Committee shall, at least ten (10) days prior to the Annual Meeting, submit to the membership a list of nominees to serve as Officers and as members of the Parish Board and the Nominating Committee (see Sub-Article 7.02 for numbers of nominees in odd and even years). The Nominating Committee, at its own discretion, may solicit interest in being nominated for elected positions from members in good standing of First Parish in Brookline.

Elections shall be held during the Annual Meeting, and all votes submitted in accordance with the provision for early voting noted in sub-Article 6.01 shall be counted with those cast during the Meeting. Additional nominations from the floor may be made at such time, with the prior consent of the nominee. Elections shall be by simple majority voice vote or show of hands, unless a motion from the floor is made and approved for a paper ballot, or the moderator determines a paper ballot is indicated.

6.07 USE OF CHURCH STRUCTURES

The Parish Board has discretion over the use of church structures.

ARTICLE 7.00 STANDING COMMITTEES

7.01 PARISH BOARD

There shall be a Parish Board of nine members, who are members in good standing of First Parish in Brookline, including the Chair, the Clerk, and the Treasurer. Three members shall be elected each year by the annual Meeting for a term of three years each. Five members shall constitute a quorum for Parish Board meetings. The duties of the Parish Board shall be to:

- 1) issue warrants for calling all membership Meetings of the Society;
- 2) to supervise the senior called minister;
- 3) to appoint other committees as seem necessary;
- 4) to prepare and submit an Annual Budget to the Annual Meeting;
- 5) to ensure responsive communication with the membership and in general to manage all the concerns of the Society except such as may be assigned to special standing or contingent committees.

7.02 NOMINATING COMMITTEE

There shall be a Nominating Committee, consisting of the immediate past Chair of the Parish Board, one (1) current Parish Board member, to be appointed by the Parish Board, and three (3) members at large, who have not served on the Parish Board during the 4 years preceding their election. The Parish Board members of this committee shall serve a two-year term. To assure continuity on the Nominating Committee, the elected members shall each serve two-year terms, with two (2) members elected in odd numbered years and one (1) elected in even years. The senior minister shall be a non-voting ex-officio member of the Nominating Committee.

The Nominating Committee will submit to the Annual Meeting a list of nominees for the Parish Board and officers (as designated in sub-article 4.01), as well as the nominees for the open position(s) on the Nominating Committee.

7.03 BYLAWS COMMITTEE

There shall be a Bylaws Committee whose membership shall be chosen by the Parish Board. The Bylaws Committee will solicit from the membership suggestions for changes to the bylaws, will consider further changes on its own, will consider input from the Parish Board, and will make its recommendations to the Parish Board for amendments and/or additions to the bylaws in time for the Parish Board to prepare recommendations before the Annual Meeting or any special membership meeting.

7.04 FINANCE COMMITTEE

There shall be a Finance Committee, its membership consisting of the current Treasurer, who will be the chair, the immediate past Treasurer, a current Canvass Team member, the current church administrator, and up to two (2) other members in good standing of First Parish in Brookline, to be chosen by the Parish Board. The administrator and the senior minister shall be non-voting, ex officio members. The purpose of this committee will be to advise and counsel the Parish Board in financial matters.

7.03 OTHER STANDING COMMITTEES

Standing Committees other than those explicitly described in these Bylaws may be established by the Parish Board. The structure and functions of each such Standing Committee shall be determined by the Parish Board and described in the Standing Committee's charter. Charters should be accessible to all members of the congregation. The charter may be modified by the Parish Board at any time. Once established, a Standing Committee shall report on its activities to the Annual Meeting, shall have its budget included in the annual operating budget of the Society, and shall continue in operation until its charter is revoked by the Parish Board. The Parish Board shall ensure a list of active Standing Committees is kept.

7.04 COMMITTEE MEETINGS

All meetings of all Society committees shall be open to all members of the Society except that any Committee may vote to go into executive session if discussion is to be undertaken regarding: proposed salaries of employees; purchase or sale of property or securities; anything which might adversely affect the reputation of anyone whether a member or not of this Society.

ARTICLE 8.00 FINANCES

8.01 ENDOWMENT FUNDS

The Parish Board may from time to time place money in endowment funds. Memorial gifts and other gifts that become effective as a result of a death must be placed in the endowment fund unless otherwise specified by the donor. Endowment funds are a capital asset that must at all time be separated from operating funds.

No part of the principal of any endowment fund except the Invested Income Reserve may be used except by a 2/3 vote at two membership meetings at least two weeks apart (c.f. 6.01 for quorum requirements). The notices of these meetings must specify the purpose and maximum amount of the proposed expenditure.

Endowment funds fall into three categories: unrestricted endowment, restricted endowments, and Invested Income Reserve. These are distinguished in part by the terms under which principal and income may be used.

- A. **Unrestricted Endowment** - The Unrestricted Endowment is managed as a separate fund. Its income may be used for Operating Funds.
- B. **Restricted Endowment** - The restricted endowment contains all memorial and other endowments whose income accrues to the uses as stipulated. For management purposes the restricted and unrestricted endowments may be merged as delineated in these bylaws.
- C. **Invested Income Reserve** - The Investment Income Reserve shall be managed as a separate fund and shall not be merged with other endowments. Principal and income may be used for capital expenditures and for repairs, restorations, and renovations to Society structures and grounds as approved by majority vote at any Membership Meeting.

8.02 OPERATING FUNDS

The Operating Funds consist of pledge income, fund-raising proceeds, Unrestricted Endowment income, and other receipts not specified for other funds or allocations. The Operating Funds are to be used as stated in the Annual Budget. Unexpended Operating Funds may be carried over to the next Annual Budget or placed in one of the Endowment Funds at the discretion of the Parish Board.

8.03 ANNUAL BUDGET

An Annual Budget shall be voted by the Annual Meeting. The annual budget may be amended by majority vote at a duly called Membership Meeting.

8.04 INCOME

Disposition of all income shall be as follows:

Annual Pledges - to Operating Fund

Bequests and Gifts - to Unrestricted Endowment unless stipulated by the donor.

Sale of Property – to Unrestricted Endowment

Miscellaneous Income - (from plate collections, building use, fund-raising activities, interest bearing temporary accounts) - to Operating Fund

Invested Income (*Unrestricted Endowment*) - to Operating Fund or to invested income reserve

Invested Income (*Restricted Endowment*) - as stipulated

Investment Income Reserve - as stipulated.

Grants - as stipulated by the Grant Agency.

8.05 FISCAL YEAR

The fiscal year shall be from July 1 through June 30

8.06 ENACTMENT

These bylaws shall become effective at the close of the meeting at which they are adopted by the society.