

**First Parish Church Unitarian Universalist  
of Stow and Acton, Massachusetts**

**Bylaws**

**Approved by the congregation 2-7-2021**

**ARTICLE 1: NAME**

The name of this religious organization shall be the First Parish Church (Unitarian Universalist) of Stow and Acton, Massachusetts hereinafter referred to as the “Church”.

**ARTICLE 2: DENOMINATIONAL AFFILIATION**

The church shall be a member of the Unitarian Universalist Association with the intention of making annual financial contributions to the Association and our Region.

**ARTICLE 3: PURPOSE**

Our purpose is to join together in a cooperative quest for religious and ethical values and to apply these values to the fulfillment of our objectives, which are: development of character, enrichment of the spirit, promotion of universal friendship and service to all humanity and the earth. Our convictions are that the democratic process must govern all human relations and each individual has inherent dignity and the right to freedom of belief unfettered by any prescribed creed.

**ARTICLE 4: MEMBERSHIP**

*Section 1.* Any person in sympathy with the purpose and methods of the church as expressed in the statement of purpose, and has completed the eighth grade or reached the age of 18, may become a member of this church by signing the church membership book and by being received into the fellowship by the Minister, or by the President, in the presence of witnesses who are members of the church. Members so received agree to observe and abide by the Bylaws of this church, together with amendments that may have been made thereto. No subscription to creed or participation in ceremony shall be required of a member.

*Section 2.* It is our intention that this church shall be a welcoming congregation that affirms and promotes the full participation of persons in all our activities and endeavors without regard to race, color, sex, gender, gender identity, physical characteristics, mental disabilities, sexual orientation, age, class, or national origin.

*Section 3.* The right to vote at meetings of the church shall be limited to members who have been members for more than 60 days.

*Section 4.* The Board of Trustees may establish types of non-voting membership through policy.

*Section 5.* Removal from membership may be made in the following ways:

- a. The member may submit a written request for withdrawal.
- b. Any member who has not participated in church activities nor made a financial contribution within 12 consecutive months may be contacted by the Board of Trustees, or its delegate, for an expression of their desire to continue their membership. The Board of Trustees will decide what, if any, actions to take regarding the member’s membership status. The Board of Trustees may grant exclusions to the criteria of participation and financial contribution.
- c. The Board of Trustees, by a 2/3 vote, may terminate the membership of any person who is deemed by the

Board to be disruptive or not in sympathy with the purpose and methods of the church.

## **ARTICLE 5: CONGREGATIONAL MEETINGS**

**Section 1.** An Annual Meeting shall be held each fiscal year at such time and place as shall be fixed by the Board of Trustees. The business of the Annual Meeting shall include, but not be limited to the following: report of the Treasurer, action on the Annual Budget, and the election of the Board of Trustees, the Nominating Committee, the Investment Committee, and the Moderator.

The list of nominees for elected positions prepared by the Nominating Committee shall be included with the notice for the Annual Meeting. Additional nominations may be made by the congregation at the Annual Meeting with the consent of the nominee.

**Section 2.** Special Meetings may be called by the Board of Trustees, or upon submission to the Clerk of a written petition signed by 10% of the number of the members of the congregation eligible to vote as of the date of the most recent Annual Meeting.

**Section 3.** Notice of meetings of the congregation shall be given by the Clerk by posting a notice on the exterior of the building and by sending, either through postal service or electronic transmission, a notice to every member of the church at least eight calendar days before the day of the meeting. The notice of the meeting shall include the time and place and the business to be transacted.

**Section 4.** A quorum shall be 15% of the number of members eligible to vote as of the date of the most recent Annual Meeting. The majority vote decides any question unless otherwise required by the Bylaws.

**Section 5.** A Moderator shall be elected at the Annual Meeting for a one-year term to preside at all Special Meetings during the following year and at the next Annual Meeting. The Moderator serves no more than six consecutive terms. In the absence of the Moderator at any meeting of the congregation, the Clerk shall preside over the election of a Moderator from those members in attendance. That Moderator so elected shall preside at that meeting only.

**Section 6.** The congregational meetings, by default, shall follow "Robert's Rules of Order". However, changes to the rules, format, or procedures may be made for individual meetings. Any changes will be published with the meeting notice, and the first agenda item for that meeting will be to vote whether to adopt them.

## **ARTICLE 6: OFFICERS**

**Section 1.** The officers of the church are the President, Vice President, Clerk, and Treasurer. They are elected by the congregation at the Annual Meeting for one-year terms. The President and Vice President may serve no more than three consecutive terms. The Clerk and Treasurer may serve no more than six consecutive terms. Only members of the church may be elected to these offices.

**Section 2.** The President shall preside at meetings of the Board of Trustees and represent the church in all appropriate occasions and legal matters.

**Section 3.** The Vice President shall act as President when the President is not available.

**Section 4.** The Clerk shall be responsible to keep the minutes of the Board of Trustees meetings and meetings of the church, handle official correspondence of the church, maintain a roster of the members of the church, and perform such other duties as may be prescribed.

The Clerk shall be responsible to maintain custody of all other books, papers etc. belonging to the church, unless otherwise specified. All records of the Clerk shall remain the property of the church.

**Section 5.** The Treasurer shall be responsible for the receipt and provide for the safekeeping of all money and other property of the church entrusted to the Treasurer's care, disbursement of payments under the direction of the Board of Trustees as appropriate, and keeping complete records of the finances of the church. The records are the property of the church.

The Treasurer shall present a financial report at each regular meeting of the Board of Trustees.

## **ARTICLE 7: BOARD OF TRUSTEES**

**Section 1.** There shall be a Board of Trustees composed of the President, Vice President, Clerk, Treasurer and five At-Large Trustees. The Minister and the Immediate Past President shall be ex-officio, non-voting members of the Board of Trustees.

**Section 2.** At-Large Trustees shall be elected at the Annual Meeting for a three-year term with a maximum of two consecutive terms. Only members of the church shall be eligible for election to the Board of Trustees. The open trustee positions shall be elected each year so that over a three-year period, two trustees shall be elected in each of two years and one in the third.

**Section 3.** Five voting members constitute a quorum.

**Section 4.** The Board of Trustees is responsible for the wellbeing of the congregation and the functioning of the church. The Board of Trustees is authorized, in the event of an emergency, to do what they deem necessary and in the best interest of the congregation.

**Section 5.** The Board of Trustees is responsible to resolve any disputes arising within the church.

**Section 6.** Members of the Board of Trustees and all other elected persons may be removed from office for nonperformance of duties by six affirmative votes of the Board.

**Section 7.** The Board of Trustees appoints members to fill vacant elective positions. Such appointments shall remain in effect until the next Annual Meeting at which time offices with more than one-year term shall be filled by election for the remainder of that term.

**Section 8.** Committees, not already specified in these by-laws, may be created or dissolved only by the Board of Trustees. These committees shall have their chairs elected by the congregation. Subsequently, the chairs may choose to appoint additional members, as necessary.

**Section 9.** The Board of Trustees shall appoint all church employees except the Minister and shall set compensation for all employees.

**Section 10.** The Board of Trustees shall present a fiscal year budget to the congregation at the Annual Meeting. The Board of Trustees shall prepare any special or supplemental budgets for consideration of Special Meetings of the congregation.

**Section 11.** The Board of Trustees may reallocate budgeted amounts within the Annual Budget and may authorize expenditures in excess of the Annual Budget, provided that in each case, the cumulative amounts do not exceed 5% of the Annual Budget.

Expenditures exceeding 5% of the Annual Budget, and not specifically itemized in the Annual Budget, require authorization at a congregational meeting, except that when there is imminent danger to any person or property, the Board of Trustees may authorize the expenditure of up to 20% of the Annual Budget.

**Section 12.** The members of the congregation must authorize the borrowing of funds, except as specified in

Section 4 of this article. In the event that the church membership authorizes the borrowing of funds, the signatures of at least two of the church Officers shall be required on any loan documents.

**Section 13.** The Board of Trustees, on behalf of the church, shall have ultimate responsibility for the property of the church. Any sale of church property of historical value or valued in excess of 2% of the Annual Budget, shall be approved at the Annual Meeting or at a Special Meeting of the church called for that purpose. The signatures of at least two of the church officers shall be required on any sale documents.

## **ARTICLE 8: STANDING COMMITTEES**

### **Section 1. Standing Committee Members**

All members of any standing committee shall be members of the congregation.

The members of each standing committee will elect from amongst themselves the chair.

The Board shall appoint a successor to complete the term of any elected position which is vacated before the end of the term.

The Board will be responsible to fulfill the duties of any committee that is not properly constituted.

### **Section 2. Committee on Ministry**

The Committee on Ministry shall consist of a minimum of three members and up to five members who serve in three-year-term increments and are appointed by the Board of Trustees. The Board of Trustees will appoint individuals from a list of people recommended by the Minister.

The Committee shall aid the Minister in carrying on an effective ministry by being available for counsel to the Minister and shall keep the Minister advised concerning conditions within the congregation as they affect relations between the Minister and the members.

The Committee shall interpret to the congregation the nature and scope of the work of the Minister, including clarification of role expectations and realistic priorities for Minister and members.

The Committee shall work with the Minister on their continuing education program, sabbatical planning, or other professional development and advocate such plans to the Board of Trustees and congregation.

The Committee shall make recommendations regarding salary, housing, and professional expenses to the Board of Trustees.

### **Section 3. Personnel Committee**

The Personnel Committee shall be appointed by the Board of Trustees for three-year terms.

The Personnel Committee serves as a resource for the Minister(s) and the employees of FPC. It provides advocacy to each employee, acting as a sounding board between the employees and the Board of Trustees. The Committee sets policy and maintains legal compliance for the employees. Its role is to offer support and guidance as needed to enable employees to work in the most supportive environment possible as they serve the FPC community.

### **Section 4. Nominating Committee**

The Nominating Committee consists of a minimum of three members and up to five members elected by the congregation to serve two-year staggered terms, with a maximum of three consecutive terms.

The committee shall make recommendations to fill positions that are appointed by the Board, except for the Committee on Ministry.

The committee shall make nominations for board positions and committee positions that are elected by the congregation. The list of nominations shall be included with the notice for the Annual Meeting.

**Section 5. Endowment Committee.**

The Endowment Committee shall be composed of three members, each elected by the congregation for three-year staggered terms with a maximum of two consecutive terms.

The Endowment Committee shall be responsible to the congregation for all long term investments held by the church, collectively called the Endowment. It shall have the power to make changes in the Endowment portfolio. All changes shall adhere to guidelines for the portfolio investment categories and percentages as approved by the Board of Trustees. The guidelines may be changed on recommendation from the Board of Trustees or the Endowment Committee and approved by the Board of Trustees.

A report of the status of the investment funds shall be made at the Annual Meeting and to the Treasurer or Board of Trustees upon request. The annual report for the fiscal year may be audited and certified by persons designated by the Board of Trustees. The report shall follow generally accepted accounting principles.

All money or property left to the church, by will or otherwise, shall be held in trust and invested by the Endowment Committee unless unless a specific purpose or restriction is made known to the church..

**ARTICLE 9: ENDOWMENT**

**Section 1. Annual Contribution.**

Provided that the three-year average Endowment value is greater than the proposed annual budget, the Board of Trustees may authorize a contribution from the Endowment to the following year's annual operating budget.

The approach shall be as follows: The Endowment's contribution can be up to 5% of the Church's Operating Budget but not to exceed 4% of the Endowment's average balance for the past the 36 months.

Additionally, the contribution limit shall be reduced by the amount of any outstanding short-term loans from the Endowment. No contribution shall be made if a long-term loan is delinquent. The church membership shall approve the contribution as part of the annual budget.

**Section 2. Short-Term Loan.**

Provided that the three-year average endowment value is greater than the approved annual budget, the Board of Trustees may borrow from the endowment, without interest, an amount not to exceed the current year's maximum contribution limit in order to cover a budget deficit. If the three-year average endowment value is not greater than the approved annual budget, the Board of Trustees may borrow from the endowment without interest an amount not to exceed 2% of the annual budget or 2% of the current endowment value, whichever is less, in order to cover a budget deficit. A short-term loan is to be repaid in full within 6 months.

The maximum endowment contribution limit for the following year(s) shall be reduced by the amount of any outstanding short-term loan. Church membership approval is not required for a short-term loan from the endowment.

**Section 3. Long-Term Loan.**

Provided that the amount to be borrowed would not cause the three-year average endowment value to become less than the approved annual budget, the Board of Trustees may borrow from the endowment for long-term purposes. The total amount of all loans from the endowment shall not exceed 25% of the three-year average endowment value. Long-term loans shall bear a fixed interest rate equal to the prime at the time of the loan and have a maximum term of five years. The loan shall be repaid in equal annual payments. There shall be no penalty for early repayment. A majority vote of the church membership is required to approve a long-term loan

from the endowment. The loan shall be considered delinquent if the annual payment is not made during the budget year in which it is due.

**Section 4. Liquidations.** Investments and trust funds may be liquidated and expended for the purposes of the church only by two-thirds of the voting members of the church present at any meeting where that matter may be legally acted upon subject to limitations imposed on the use of the funds by the donor.

#### **ARTICLE 10: INDEMNIFICATION**

**Section 1.** For purposes of this Article, the term “Elected or Appointed Members” shall include: Officers of the church, Trustees, and any other elected or appointed committee members or employees of the congregation.

**Section 2. Negligence:** The congregation shall defend and indemnify elected or appointed members for any and all claims, suits, or proceedings, whether civil, administrative or investigative, which allege negligence on the part of the elected or appointed members while carrying out their respective duties and responsibilities on behalf of First Parish Church of Stow and Acton.

**Section 3. Actions by the Congregation:** The congregation shall not defend and indemnify elected or appointed members if the congregation brings an action against the elected or appointed members.

**Section 4. Gross Negligence, Intentional and/or Criminal Acts:** The congregation shall not defend and indemnify Elected or Appointed Members for any and all claims, suits or proceedings, whether civil, administrative, criminal or investigative, which allege that the elected or appointed members were grossly negligent and/or reckless and/or engaged in any willful, wanton or intentional conduct, or criminal acts while carrying out their respective duties and responsibilities on behalf of First Parish Church of Stow and Acton.

#### **ARTICLE 11: POLICIES AND PROCEDURES**

**Section 1.** Definitions:

- a) **Policies** are rules established by the Board of Trustees which supplement or clarify the bylaws.
- b) **Procedures** define how things are done in a group or the entire congregation.

**Section 2.** Policies may be drafted by any person or group within the congregation. However, the Board of Trustees is responsible for the final text. Only the Board of Trustees can approve a policy. A policy may not contradict or modify the bylaws. Unless specified within the policy, a policy takes effect upon approval by the Board of Trustees. Unless a duration is specified within the policy, it shall remain in effect until rescinded or changed by the Board of Trustees. The Clerk, or a designee, is responsible for maintaining and updating the policies.

**Section 3.** Each group is responsible for establishing their procedures, unless otherwise directed by the Board of Trustees. The leader of the group is responsible to maintain and update the group’s procedures, except in the case of the Board of Trustees, where responsibility falls with the Clerk, or their designee.

**Section 4.** Policies and procedures must be documented and stored in such a way as to make them available for anyone to review upon request.

#### **ARTICLE 12: MINISTRY**

**Section 1.** A new Minister shall be recommended by a Ministerial Search Committee, which is appointed by the Board of Trustees. Election of the Minister shall be by a two-thirds vote of the voting members of the church present and voting at any meeting called for that purpose. The Minister shall serve for an indefinite term but may be dismissed by a two-thirds vote at a meeting called for that purpose. In the event of dismissal, the Minister's salary shall be continued for three months after the vote for dismissal or in accordance with the Letter of Call. The Minister may resign by giving three months written notice to the Board of Trustees.

**Section 2.** The Minister is an ex-officio member with voting privileges of the church, and an ex-officio member without voting privileges of the Board of Trustees. The Minister shall act as an advisor to all other committees and organizations and shall give a report of activities at each Annual Meeting.

**Section 3.** The Minister shall be in Fellowship with the Unitarian Universalist Association. Race, color, physical characteristics, mental disabilities, sex, gender, gender identity, affectional or sexual orientation, marital status, age or national origin shall have no bearing on the choice or retention of a Minister.

**Section 4.** The Minister shall be the Head of Staff and all church employees shall report to the Minister. They shall supervise the work of all employees and oversee the day to day operations of the church.

**ARTICLE 13: FISCAL YEAR**

The fiscal year shall be from July 1 to June 30.

**ARTICLE 14: DISSOLUTION**

Should this church cease to function, and the congregation vote to disband, any assets of the church shall be transferred to the Unitarian Universalist Association for its general purposes. This transfer is to be made in full compliance with whatever laws are applicable.

**ARTICLE 15: AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of those members of the church present and voting at any Annual or Special Meeting called for that purpose. The substance of the proposed change shall be included in the notice of the meeting.