

## Constitution and Bylaws

### **First Religious Society, Unitarian Universalist, Newburyport, Massachusetts**

Approved by vote of the Congregation 4/1/2012. Amended, FRS Annual Meeting 5/17/2015. Further amended at FRS Annual Meeting 5/15/2016, FRS Annual Meeting 5/20/2017, FRS Annual Meeting 5/30/2020, and again at FRS Annual Meeting 5/23/2021.

#### ARTICLE I

##### Name

The name of this religious corporation shall be the First Religious Society, Unitarian Universalist, in Newburyport, Massachusetts.

#### ARTICLE II

##### Purpose

Section 1. Its purpose is set forth in its Affirmation of Faith in keeping with the original purpose of the Society since the day of its founding: "Love is the doctrine of this church, the quest of truth is its sacrament, and service is its prayer. To dwell together in peace, to seek knowledge in freedom, to serve humankind in fellowship, to the end that all souls shall grow into harmony with the Divine. Thus, do we covenant with each other and with God."

In addition to the Affirmation of Faith, the First Religious Society maintains Vision and Mission Statements which are periodically revisited and revised and guide the congregation and its endeavors.

Section 2. In keeping with the Principles of the Unitarian Universalist Association, this Church affirms and promotes the full participation of all persons in our activities and endeavors, including membership, programming, hiring practices, and the calling of professionals; without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

#### ARTICLE III

##### Membership

Section 1. Any person 15 years or older may become a member of the First Religious Society by filling out a written application and affirming the purposes of the Unitarian Universalist Association and the First Religious Society, Unitarian Universalist, in Newburyport, and resolving to participate in worship and other activities of the Church.

After joining the Society, there is an expectation that a member will support the Society and its mission through personal participation, financial participation, or both.

Section 2. A member's name will be removed from the membership roll upon the member's death or the written request by the member to the Clerk.

Section 3. After a member has not participated in the life of the Church for a period of more than two years and has not responded to outreach by the church office, such person will be removed from the membership roll after a vote of the Parish Board.

#### ARTICLE IV

##### Meetings

Section 1. The Annual Meeting of the Society shall be held in May. The day shall be set each year by the Parish Board with at least sixty (60) days' notice to members.

Section 2. Special meetings of the Society may be called by the Parish Board and must be called by them upon the written request of at least thirty members or 10% of the members, whichever is greater.

Section 3. All meetings shall be warned by the Clerk of the Society, or such member of the Society as the Parish Board may name, by causing a true copy of the warrant to be posted in the church 8 days at least, including 2 Sundays, before the day of holding the meeting. The business to be transacted at any meeting of the Society shall be specified in the warrant for that meeting.

Section 4. Ten percent (10%) of the membership or 30 members, whichever is greater, shall constitute a quorum at most meetings of the Society. Twenty percent (20%) of the membership or 60 members, whichever is greater, shall constitute a quorum for the annual meeting, or for amending the Constitution and By-laws. Twenty percent (20%) of the membership or 60 members, whichever is greater, shall constitute a quorum for any other duly constituted meeting to conduct business regarding contracts with the minister or to approve expenditures of more than \$25,000. The quorum necessary to call a minister or terminate his or her tenure shall be thirty-three (33%) of the membership. The quorum necessary to dissolve the Society shall be thirty three percent (33%) of the membership.

Section 5. All meetings shall be conducted in accordance with Robert's Rules of Order and voting by proxy shall not be permitted at any meeting of the Society.

## ARTICLE V

### The Minister

Section 1. The Minister shall be responsible for the conduct of worship within the church and the membership's spiritual interests and affairs. The Minister shall provide leadership in the role of executive chief of staff. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Minister shall have his or her ministerial credentials with the Unitarian Universalist Association thus insuring his or her commitment to professional ethics as indicated by the Unitarian Universalist Ministers Association Code of Ethical Practices.

Section 2. The Minister shall be a nonvoting, ex-officio member of all boards and committees of the church; except for the Governance Committee of the Parish Board, on which he or she shall not serve.

It shall be the duty of the Minister to bring to the attention of the Parish Board any matters which seem to him or her pertinent to the present welfare of the church, and to make such recommendations as seem to him or her proper. However, the final decision in matters of policy shall remain with the Parish Board or a legal meeting of the Society.

Section 3. When a settled minister vacancy occurs, a Ministerial Search Committee shall be elected by the membership from a slate of candidates presented by the Parish Board after seeking input from the membership.

- a. The Minister shall have indefinite tenure.
- b. The quorum necessary to call a Minister or terminate his or her tenure shall be thirty-three percent of the membership (as per ARTICLE IV, Section 4)
- c. The church may choose a new Minister by a 90% vote of the members present at a special meeting called for that purpose.
- d. The church may terminate the Minister's tenure by a three-fourths vote at a special meeting called for that purpose.

- e. The Minister may resign at any time giving at least three months' notice to the Parish Board, or upon any period of notice mutually agreeable between the Minister and the Parish Board. In the event the Church terminates the Minister's tenure, he or she will be given at least three months' notice.

## ARTICLE VI

### Officers

Section 1. Officers shall be elected by the Society. All officers shall be members of the Society.

Section 2. At each annual meeting there shall be elected a Moderator, a Clerk, a Finance Treasurer and an Endowment Treasurer each of whom shall be bonded, an Auditor, a Chair of the Governance Committee, and a Chair of the Finance Committee. No aforementioned officer who has served six consecutive years in a row shall be elected until after the expiration of one year.

Section 3. There shall also be elected at each annual meeting one Trustee and three members of the Parish Board who shall serve for three years or until their successors have been elected. No member of the Parish Board who has served a full three-year term shall be re-elected until after the expiration of one year.

Section 4. There shall also be elected at a congregational meeting, delegates to the Unitarian Universalist Association's General Assembly. This shall be done in accordance with the By-laws of the Unitarian Universalist Association.

Section 5. Any officer involved with serious conflicts of interest, acts injurious to the Church's property, financial status, or congregational well-being can be removed from office by a majority vote of the members at a duly constituted meeting of the membership.

## ARTICLE VII

### Parish Board

Section 1. The Parish Board is the governing board of the First Religious Society. It is charged with maintaining the well-being of the FRS church community, its buildings and grounds, and its resources. Its purpose is to lead the Church towards fulfillment of the congregation's stated mission.

Section 2. The Board delegates authority and responsibility for all of the church's day-to-day operations to the FRS Executive Team (consisting at the very least of the Minister), except where specifically limited by policies written and approved by the Board.

Section 3. The Parish Board shall be composed of 13 voting members, including the Clerk, the Finance Treasurer, the Chair of the Governance Committee, and the Chair of the Finance Committee. The remaining nine voting members shall be elected by the Society to three-year terms, as set forth in ARTICLE VI. The Minister and Business Administrator shall serve as ex-officio (i.e. required but non-voting) members. A majority shall constitute a quorum.

Section 4. No contract involving any expenditure exceeding \$7,000 shall be made without a vote of the Society.

Section 5. The Parish Board may appoint task forces and standing committee members to support its work. The Parish Board shall fill all vacancies of elected office and, and persons so appointed shall serve until the next Meeting of the Society.

Section 6. At the first meeting of the Parish Board after the Annual Meeting, the Board will elect a Chair to serve for one year and a Chairperson Elect to serve as Vice-Chair for one year. The Chairperson Elect will function as Parish Board Chair the following year.

The Chair shall preside over meetings of the Parish Board and make such decisions as may be required between regular meetings of the Board, all such decisions to be reported for approval to the full Board at the next meeting.

The Chairperson Elect will function as Chair in the absence of the Chair and perform other duties as deemed necessary by the Chair and the Parish Board.

Section 7. The Parish Board has the authority and responsibility to recommend to the Society that it vote at a duly constituted meeting of the membership to remove Board members involved with serious conflicts of interest, acts injurious to the Church's property, financial status, or congregational well-being or violations of the Parish Board's covenant.

## ARTICLE VIII

### Trustees of the Endowment

Section 1. The Trustees of the Endowment are called by the congregation to be the fiduciary manager of all permanent funds now held or hereafter acquired by the Society, and such other funds as may be turned over to them by a vote of the Parish Board or Society. In this role the trustees will act to secure the financial wellbeing of the Society both in the present and the future. They will report directly to the Society; however, they will be available as needed to the Parish Board for strategic guidance in assisting the Board in their charge of the conduct of the Society's business affairs. As fiduciary managers they shall make decisions that are consistent with the requirements of the statutes and case law of the Commonwealth of Massachusetts that govern trusts.

The trustees shall have the duty to manage all funds and securities coming into their hands as such Trustees, with power to invest, re-invest and do all things necessary to the proper management of said funds, including, without limiting the generality of the foregoing, the power to make assignments and transfers without specific vote of the Society.

Section 2. The Trustees shall consist of five members, including the Chairperson of the Parish Board, the Endowment Treasurer, and three members elected by the Society, one to be elected each year for a three-year term. Trustees may be re-elected for a second, consecutive three-year term. No member of the Trustees of the Endowment who has served two three-year terms shall be re-elected until after the expiration of one year. The Chairperson of the Parish Board shall serve as Co-Chairperson of the Trustees of the Endowment and the Endowment Treasurer shall serve as Treasurer of the Trustees of the Endowment.

Section 3. The Endowment Treasurer shall have the authority to sign necessary documents for the Trustees of the Endowment, and in his or her absence, the Chairperson of the Trustees of the Endowment may sign for the Trustees.

Section 4. The Trustees shall pay over to the Finance Treasurer, the income according to the terms of their trust and shall report their activities to the Society at the Annual Meeting and to the Parish Board upon its request. The Trustees shall not pay over to the Finance Treasurer any amounts of principal except as may be voted on by the membership at any duly constituted meeting, provided such payments are not in violation of the terms of the trust or in breach of the fiduciary duties of the Trustees.

## ARTICLE IX

### Standing Committees

### Governance Committee of the Parish Board

Section 1. The Governance Committee shall be responsible for ongoing review and recommendations to enhance excellence in governance and congregational leadership. It shall do this by focusing on ongoing Board development, Board effectiveness, Board leadership, and succession planning for the Board and other FRS officers.

Section 2. The Governance Committee shall assist the Parish Board in periodically evaluating the Board's effectiveness and shall submit nominees for all elective offices at the annual meeting of the Society.

Section 3. The Governance Committee shall be named by the Parish Board each year in June.

Section 4. The Governance Committee shall be composed of at least five members of the Society, at least two of whom serve concurrently on the Parish Board. The term for these members will be for two years, staggered. The Chair of this committee will be an elected officer on the Parish Board and will serve a one-year term.

Section 5. No member other than the Chair shall serve on the Governance Committee for more than four consecutive years.

Section 6. The membership of the Governance Committee will be announced to the Society.

### Finance Committee

Section 7. The Finance Committee shall be responsible for raising all the funds necessary for the maintenance of the Church and the conduct of its affairs; for conducting the annual canvass; for oversight of a planned giving program, and for assisting the staff in the preparation of the annual budget for approval by the Parish Board before its presentation at the annual meeting.

Section 8. The Finance Committee shall be responsible for lay oversight of the budget planning and performance and will advise the Parish Board as it deems advisable.

Section 9. The Finance committee shall be led by the Finance Committee Chair, who will serve as a member of the Parish Board.

## ARTICLE X

### Fiscal Year

The fiscal year shall end June 30th.

## ARTICLE XI

### Use of Buildings

Section 1. The purpose of the Church buildings is to serve the Church, its members, and its community in conformity with the Principles of the Unitarian Universalist Association.

Section 2. Besides worship services, weddings, child dedications and funerals, no meeting or event shall be held in the sanctuary that is not in accord with policies set by the Parish Board.

Section 3. Permission for use of the Parish Hall or Lower Meetinghouse or any other space owned by the Church, other than the sanctuary, shall be managed by staff according to Parish Board policies.

## ARTICLE XII

### Leadership Council

Section 1. The Leadership Council is an advisory body that promotes communication and cooperation among present church leaders and promotes development of future church leaders.

Section 2. The Leadership Council shall consist of all members of the Society who are called to leadership in the church including, but not limited to, officers and leaders of programs and task forces.

Section 3. The Council shall meet as it desires or at the call of the staff leadership to consider the general welfare of the Society. Its members shall make such recommendations to the Parish Board as they deem advisable.

Section 4. The Minister or his or her designee shall serve as Chairperson of the Leadership Council.

#### ARTICLE XIII

##### Amendments

The Constitution and By-laws, so far as allowed by law, may be amended or repealed at any meeting of the Society by a two-thirds vote of those present and voting. A quorum for purposes of amending the Constitution and By-laws shall consist of twenty percent (20%) or 60 members, whichever is greater as set forth in Article IV. Notice of any proposed changes shall be contained in the notice of the meeting.

#### ARTICLE XIV

##### Suspension

Specified parts of the Society's Constitution and By-laws may be suspended for a specified limited period, not to exceed one year, by a two-thirds (2/3) vote of those present at a duly called meeting of the Parish. The quorum necessary for suspension of the Constitution and By-laws shall be twenty percent (20%) of the voting membership or 60 members, whichever is greater.

#### ARTICLE XV

##### Dissolution

Should this Church cease to function and result in a membership vote to disband, any assets of this Church will be transferred to the Unitarian Universalist Association or to another church within the Association, or to an organization whose goals support the stated mission of the First Religious Society, this transfer to be made in full compliance with whatever laws are applicable. Dissolution requires a two-thirds vote of those present and voting. The quorum necessary for dissolution of the Society shall be thirty-three percent (33%) of the membership.