

THE FIRST PARISH IN MILTON UNITARIAN UNIVERSALIST

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BY-LAWS
2009

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ARTICLE I - GENERAL

Section 1.1 – Name

The name of the Parish, as set forth in the corporation's Articles of Organization, as amended, which are on file with the Secretary of the Commonwealth, is
THE FIRST PARISH IN MILTON (UNITARIAN UNIVERSALIST).

Section 1.2 –Incorporation

The Parish was incorporated as the First Congregational Parish in Milton by the enactment by the Massachusetts General Court of Chapter 132 of the Acts of 1818, approved by the Governor of the Commonwealth on February 19, 1818.

Section 1.3 – Purpose

The purpose of the Parish is to provide a community where liberal religious living is fostered through worship, study, service and fellowship.

Section 1.4 - The Covenant

The Covenant of the Parish is as follows:

"We covenant to affirm and promote:

The inherent worth and dignity of every person;
Justice, equity, and compassion in human relations;
Acceptance of one another and encouragement to spiritual growth;
A free and responsible search for truth and meaning;
The right of conscience and the use of the democratic process within our congregation and in society at large;
The goal of world community with peace, liberty, and justice for all;
Respect for the interdependent web of all existence of which we are a part."

Section 1.5 - Use of the Covenant

The principles of the Covenant shall generally guide the life of the Parish; however, neither the Covenant nor any other statement or affirmation shall constitute a creed or be required as a qualification for membership in the Parish.

Section 1.6 - Inclusion

The Parish affirms and promotes the full participation of persons in all our activities and endeavors, including but not limited to membership, programming, hiring practices and the calling of religious professionals, without regard to race, color, gender, affectional or sexual orientation, physical or mental challenge, age, class or national origin.

Section 1.7 - Location

The Parish shall be located at 535 Canton Avenue, in the Town of Milton, Massachusetts.

Section 1.8 - Fiscal Year

The fiscal year of the Parish shall begin on the first day of July and shall end on the last day of June in each year.

ARTICLE II - MEMBERS

Section 2.1 - Membership

A. Members. The Parish shall consist of (1) those persons who, on the effective date of the adoption of the revised By-Laws on May 17, 2009, are members of the Parish according to the records of the Clerk, and (2) those persons who thereafter are elected to membership.

B. Application and Election. Any person desiring to become a member of the Parish shall submit a written application to the Clerk. A majority of those present and voting at an annual or special meeting of the Parish may elect such an applicant to membership. At any annual or special meeting of the Parish, the meeting may vote to delegate the power of election of Parish members to the Parish Committee, and such delegation of authority may be revoked in like manner, but revocation shall not affect then-existing members.

C. Membership List. The names and addresses of members of the Parish shall be recorded in a Membership Book or card index to be kept by the Clerk as the Official Membership List. Newly elected members shall sign the Book or Index opposite the entry of his or her name, in token of acceptance of the membership, and said Membership List, unless manifest error or omission can be established to the satisfaction of the Parish Committee, shall for all purposes be conclusive in determining who are Parish members. The names of new members shall be listed in the Annual Report of the Parish next following their acceptance.

D. Annual Contribution. Members are expected to make an annual contribution of record in the form of funds or services.

Section 2.2 - Rights of Members

Each member of the Parish may originate and take part in the discussion of any subject that may properly come before any meeting of the Parish and may vote on such subject and may hold any office in the Parish to which he or she may be elected or appointed, provided however that only members who have attained the age of sixteen (16) years or older may vote and only members who have attained the age of eighteen (18) years of age or older may hold office in the Parish.

Section 2.3 - Termination of Membership

Membership shall terminate (A) upon a member's death, (B) upon delivery to the Clerk of a written resignation from membership in the Parish, (C) in the event the member shall not have made any annual contribution as expected under Section 2.1(D) over a period of at least three years, provided that such noncontribution shall continue for at least 90 days after a notice of possible termination shall have been sent by the Parish Committee to the member, or (D) upon a vote of the Parish at a regular or special meeting to terminate a person's membership for cause deemed sufficient by those voting for termination. An affirmative vote of two-thirds of the members present and voting at any such meeting shall be required to terminate a membership by vote. Notice of the proposed termination by vote of any membership shall be given in writing to the affected member in hand or by certified mail posted not less than twenty-one days prior to the date of the meeting at which the termination is to be considered, and such a member shall, if he/she so requests in writing, be given a hearing by the Parish Committee at a time and place to be determined by the Parish Committee. The names of terminated members shall be published in the Annual Report of the Parish next following the termination.

ARTICLE III - MEETINGS OF THE PARISH

Section 3.1 - Annual Meeting

The annual meeting of the Parish shall be held in Milton on a Sunday in May of each year, at the hour and place specified in the notice of the meeting, for purposes of electing the Parish Committee, Officers and Trustees, and transacting such other business as may be properly brought before such meeting. The Moderator of the Parish shall preside. If the annual meeting for any year is not held on said date, a special meeting may be held in lieu thereof.

The order of business shall be as follows:

- (a) Reading of the Covenant of the Church,
- (b) Reading of the call for the meeting,
- (c) Recording the names of those present by the Clerk,
- (d) Reading of the minutes of the last meeting (actual reading may be waived by unanimous consent of those present) and securing approval thereof,
- (e) Reports of Minister, Officers, Committee Chairs and Trustees of the Parish Funds in the order set forth by the Parish Committee,
- (f) Action on reports and on the budget including adoption of the budget in the form settled upon by the meeting,

- (g) Election of Officers, Parish Committee and other Committee members; and
- (h) Other business which may properly come before the meeting.

Section 3.2 - Special Meetings

Special meetings of the Parish may be called by the Parish Committee at their discretion, and shall be called by the Clerk or in the case of the death, absence, inability or refusal of the Clerk, by any other officer, upon written application of five or more members entitled to vote thereat.

Section 3.3 - Notice of Meetings

Notice of all meetings of the Parish shall be given at least seven days before the date of such meeting, by mailing, postage prepaid, addressed to each member of the Parish at the last known address of such member, a written or printed copy of the call for the meeting and stating the place, day, hour and purposes of such meeting. In the case of the annual meeting, the notice shall also include: (a) a copy of the Treasurer's statement required under section 4.3(D)(3), (b) the proposed budget of the Parish for the following fiscal year, and (c) the report of the Nominating Committee required under section 7.11(D). No notice of any adjourned meeting shall be required.

Section 3.4 - Representation and Quorum

At no meeting of the Parish shall a member vote by proxy. At any meeting of the Parish twenty (20) members shall constitute a quorum; provided, however, that any meeting of the Parish, whether or not a quorum be present, may be adjourned from time to time for periods not exceeding thirty (30) days each, and at any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.5 – Rules of Order at Meetings

Wherever they do not conflict with these By-Laws, the currently revised Robert's Rules of Order (2000), as they may be further revised from time to time, shall govern all meetings of the Parish.

ARTICLE IV - ELECTED OFFICERS

Section 4.1 - Officers

The Officers of the Parish shall be a Moderator, a Chair, a Vice Chair, a Treasurer, and a Clerk. They shall have the duties and responsibilities provided by law and established by these By-Laws. Except for the Moderator, they shall all be members ex officio of the Parish Committee with the right to vote. The Chair and Vice Chair of the Parish shall respectively have the powers and duties of the President and Vice President of a corporation and such other duties as established in these By-Laws.

Section 4.2 - Elections and Terms of Office

The Officers shall be elected for terms of one year each, which shall terminate upon the final adjournment of the annual meeting held at the end of each term, but each Officer shall continue in office until a successor is elected and accepts the office. Unless such acceptance is made at the election meeting, it shall be in writing and filed with the Clerk.

Section 4.3 - Duties of Officers

(A) The Moderator shall preside at all regular and special meetings of the Parish. In the absence or inability of the Moderator, a Moderator pro tempore shall be elected by the meeting. The Chair or the Vice Chair shall preside during such election. If, in the course of the election of standing committee members at the annual meeting the Nominating Committee shall have declined to designate a chair for any of the standing committees, it shall be the responsibility of the Moderator at the annual meeting to appoint a member of each such chair-less Committee to convene its members within two weeks of the annual meeting to appoint or elect a Chair of said Committee.

(B) The Chair of the Parish shall be the Chair of the Parish Committee and shall preside at its meetings. In the absence or inability of the Chair, the Vice Chair shall perform the duties of the Chair.

(C) The Clerk shall keep the records of meetings of the Parish. The Clerk shall also keep the records of meetings of the Parish Committee.

(D) The Treasurer shall be subject to the direction and control of the Parish Committee. If required by the Parish Committee he/she shall, at the expense of the Parish, give bond with surety in kind and amount satisfactory to the Parish Committee. It shall be the duty of the Treasurer:

- (1) To collect and hold in custody all property of the Parish except funds for which the Trustees of the Parish Funds are responsible;
- (2) To consult with the Parish Committee and upon their advice to provide insurance of suitable kinds and in appropriate amounts upon the properties of the Parish;
- (3) To pay such bills as may be approved by the Parish Committee or by any other committee having authority, and to render a statement showing in detail the assets and liabilities of the Parish and its income and expenses for each fiscal year, a copy of which shall be sent to each member of the Parish with the copy of the notice for the annual meeting;
- (4) To furnish to the Parish Committee, to the Trustees of the Parish Funds and to the Finance Committee such financial statements or other pertinent information as they may from time to time request to aid them in the proper performance of their duties.

The Treasurer and the Chair (or in the absence of the Chair, the Vice Chair) may borrow money in the name and behalf of the Parish, but only upon authorization of the Parish Committee by vote certified in writing by the Clerk granted specifically with respect to each such transaction.

ARTICLE V - PARISH COMMITTEE

Section 5.1 - Powers

Except as otherwise provided by law or the Articles of Organization, all the affairs of the Parish shall be managed by a Parish Committee which, between meetings of the Parish, may, subject to these By-Laws, exercise any of the powers of the Parish. Specifically, but not by way of limitation,

- (a) It shall have general charge of the conduct of all business affairs of the Parish and the control of its administration, and shall perform all duties not belonging to the Minister or specifically assigned by vote of the Parish to other officers or committees.
- (b) It shall have authority to direct the expenditure of monies from the Reserve Fund, if any, even if such expenditures have not been authorized in the budget approved by vote of the Parish in cases where the Parish Committee shall determine that such an expenditure is required to meet some unusual and unforeseen need.
- (c) It shall obtain from the Finance Committee and from the Minister recommendations for the annual budget and shall prepare the budget and present it annually to the Parish Meeting for its approval. It shall submit an annual report on the affairs and needs of the Parish at the annual meeting.
- (d) It shall fill vacancies until the next annual meeting of the Parish, or may in its discretion leave unfilled until the next annual meeting any offices and committee memberships other than those of Moderator, Chair, Vice Chair, Treasurer and Clerk.
- (e) It may establish additional special committees and appoint the members thereof.
- (f) It may appoint delegates to conferences, conventions or other meetings having to do with religious matters, such delegates in no instance to have the power to bind the Parish financially or otherwise.

Section 5.2 - Number, Election and Term of Office

The Parish Committee shall consist of the Officers of the Parish, other than the Moderator, and not less than five (5) and not more than eleven (11) other voting members of the Parish. Within the limits specified, the number of Parish Committee members shall be determined from time to time by a vote of the annual meeting, or by vote of a special meeting of the Parish called for such purpose by the Parish Committee. Parish Committee members along with the Officers of the Parish shall be elected at an annual meeting of the Parish. All Parish Committee members, except ex officio members, shall hold office in staggered three year terms and until their successors are elected and have accepted office.

Section 5.3 - Resignations

Any member of the Parish Committee may resign by giving written notice to the Chair or Clerk. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon the receipt thereof. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

Section 5.4 – Removal

A member of the Parish Committee may be removed from office by vote of a majority of the Parish Committee members then in office for cause deemed sufficient by those voting for removal. Failure to attend three consecutive meetings of the Parish Committee may be deemed cause for removal. A member may be removed only after reasonable notice and opportunity to be heard by the Parish Committee.

Section 5.5 - Vacancies

In the event of one or more vacancies in the Parish Committee between annual meetings of the Parish, a majority of the remaining members may elect a new member to fill any such vacancy until the next annual meeting and the remaining members may exercise the powers of the Parish Committee until the vacancy or vacancies are filled.

Section 5.6 - Annual Meetings of the Parish Committee

A meeting of the Parish Committee for the transaction of business may be held each year, at the place of and immediately after the final adjournment of the annual Parish meeting, without notice thereof.

Section 5.7 - Regular Meetings

Regular meetings of the Parish Committee may be held, without notice other than the distribution of a schedule, at such times and places as the Parish Committee may determine.

Section 5.8 - Special Meetings

Special meetings of the Parish Committee may be held upon notice at any time upon the call of the Chair. A special meeting of the Parish Committee shall be called by the Chair or the Clerk, or in the case of the death, absence, inability or refusal of the Clerk by any other Officer of the Parish, upon written application, signed by any two Parish Committee members, stating the purpose of the meeting.

Section 5.9 - Notice of Meetings

Wherever notice of any meeting of the Parish Committee is required, such notice shall state the place, date and hour of the meeting and shall be given either (i) in person, (ii) by telephone, (iii) by first class mail, (iv) by e-mail or (v) by other generally available form of communication

approved in advance by vote of the Parish Committee to each member by the Chair, Clerk or other Officer calling the meeting, at least twenty-four hours prior to such meeting. No notice need be given to any member who waives such notice by a writing executed before or after the meeting and which is filed with the records of the meeting. No notice of adjourned meetings of the Parish Committee need be given.

Section 5.10 – Quorum

At all meetings of the Parish Committee, a simple majority of the members then in office shall constitute a quorum. If a quorum is not present, those present may adjourn the meeting from time to time until a quorum is obtained. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 5.11 – Voting

At any meeting of the Parish Committee at which a quorum is present, each member shall have one vote and the vote of a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization or these By-Laws. There shall be no voting by proxy.

Section 5.12 – Agenda

The usual order of business at meetings of the Parish Committee, unless otherwise changed by the Chair shall be:

- (a) Call to Order;
- (b) Establish a Quorum;
- (c) Reading and approval of minutes of previous meeting;
- (d) Reports of officers;
- (e) Report of Minister;
- (f) Reports of Committees;
- (g) Unfinished Business;
- (h) New Business;
- (i) Adjournment.

Section 5.13 - Presiding Officer

The Chair of the Parish or in his/her absence the Vice Chair of the Parish shall preside at all meetings of the Parish Committee.

Section 5.14 - Action Without Meeting; Executive Committee

Any action which may be taken at any meeting of the Parish Committee may be taken without a meeting if all the members consent to the action in writing and the written consents are filed with the records of the meetings of the Parish Committee. Such consents shall be treated for all purposes as a vote at a meeting. In addition, the Parish Committee may, but shall not be required to, appoint an Executive Committee from among the elected and *ex officio* members of the Parish Committee for the purpose of carrying on the daily business of the Parish between meetings of the Parish Committee. The Executive Committee shall be empowered to take any action that might be taken at a meeting of the Parish Committee, except (i) borrowing money, (ii) pledging or disposing of assets of the Parish, or (iii) authorizing unbudgeted expenditures in excess of \$5,000.00.

Section 5.15 – Pronouncements on behalf of the Parish

The Parish Committee shall have the sole authority to make pronouncements on behalf of the Parish. If pronouncements are made by members of the Parish or other committees thereof, which might be attributed to the Parish, those making such a pronouncement shall as part of the pronouncement appropriately disclaim any intent or authority to involve the Parish.

ARTICLE VI - PARISH EMPLOYEES; APPOINTMENT OF EMPLOYEES AND NON-MEMBERS TO COMMITTEES

Section 6.1 - Appointment of Parish Employees; Salaries

After consultation with the Minister, the Parish Committee may appoint employees and fix their salaries. All employees shall hold office at the pleasure of the Parish Committee, unless otherwise provided by a contract specifically authorized and approved by the Parish Committee. The Parish Committee may delegate any such appointment and salary determination to an appropriate committee.

Section 6.2 - Non-Members and Employees on Committees

Unless these By-Laws provide otherwise, regarding the election or appointment of committee members, the Parish Committee may appoint persons who are not voting members of the Parish to membership on any Parish committee other than the Parish Committee. Employees shall not serve on parish committees except in an *ex officio* capacity.

ARTICLE VII - COMMITTEES OF THE PARISH

Section 7.1 - Standing Committees

Committees of the Parish shall be standing or special. The standing committees shall be those listed below, but the Parish may from time to time authorize additional standing committees:

Parish Committee
Audit Committee
Building and Grounds Committee
Caring Circle
Committee on Ministry
~~Committee of Review~~
~~Denominational Affairs~~
Finance Committee
~~Flower Committee~~
Hospitality Committee
Membership Committee
Music Committee
Nominating Committee
Personnel Committee
Religious Education Committee
Social Action Committee
Technology Committee
~~Ushers Committee~~
Worship Committee
Youth Adult Committee

Except as otherwise provided herein, the Parish at its annual meeting shall appoint members of all standing committees for staggered two year terms, with the exception of the Parish Committee, the Committee on Ministry and the Religious Education Committee, whose terms shall be staggered three years. Except as otherwise provided, each committee shall select its own Chair. Each committee shall submit a report to the annual meeting of the Parish and upon request from time to time to the Parish Committee.

Section 7.2 - Parish Committee

This committee and its powers and duties are set forth in Article V.

Section 7.3 - Audit Committee

The Audit Committee shall be appointed by the Parish Committee from among the voting members of the Parish. The committee shall audit the accounts of the Treasurer and of the Trustees of the Parish Funds as the Parish Committee may request, in sufficient time to present a report to the annual meeting of the Parish.

Section 7.4 - Building and Grounds Committee

(A) The Building and Grounds Committee shall be in charge of the physical plant and all exterior and interior Parish property. It shall make at least monthly inspection of the same and shall submit timely report of such inspections to the Parish Committee.

(B) In order to keep the Parish property in repair, the Building and Grounds Committee may make expenditures within limits prescribed in the annual budget and, after consultation with the Parish Committee, in case of an emergency, make expenditures over and beyond amounts included in the budget.

Section 7.5 – Caring Circle

The Caring Circle challenges us all to be aware of our connections with each other. Their intent is to respond with compassion to the expressed needs and concerns of the members of the community. They provide support in times of illness, life transition, and coordinate the volunteer efforts of the congregation for mutual aid.

Section 7.6 – Committee on Ministry

(A) The Committee on Ministry shall be appointed to staggered three year terms. The appointments of new members shall be made annually, after the annual meeting of the Parish, by consensus between the Minister and the Parish Committee. The Minister and the Parish Committee shall each nominate one or two members of the Parish for each vacancy on the Committee, and then shall choose and appoint from this list of nominees the new members to the Committee. No member shall serve more than six (6) consecutive years on the Committee. At the first Committee meeting following the appointment of new members, the members of the Committee shall choose a chairperson. Notwithstanding the foregoing, during an interim ministry or in the first year after a new minister has been called and settled, the nominating and consensus appointment roles shall be carried out by the Minister Search Committee. Interim vacancies shall be filled as provided above, except that the term shall be the remaining term of the outgoing member.

(B) The mission of the Committee on Ministry shall be continually to monitor and assess the ministry of the congregation, and to recommend appropriate adjustments to that ministry. The Committee shall also monitor, assess and recommend adjustments in the role of the Minister.

(C) The Committee on Ministry shall counsel the Minister on issues relating to its mission that are brought to its attention by either the Minister, the Parish Committee or the congregation. The Committee shall seek resolution of such issues either directly or through referral to appropriate individuals or committees of the Parish. The Committee shall serve as a conduit of information between the Minister and the congregation on issues that require the Minister's attention. The Committee shall promptly address all matters referred to it that are within the scope of its

mission, and may consult with others within or outside the Parish whose advice the Committee believes may assist it in fulfilling its responsibilities.

(D) The Committee on Ministry shall make recommendations to other committees of the Parish regarding financial arrangements between the Minister and the Parish and shall periodically assess the performance of the Minister in conjunction with other committees so charged. The Committee shall annually, in a timely fashion prior to the Annual Meeting, furnish to the Parish Committee and the Finance Committee a recommendation as to the Minister's salary and benefits, which recommendation may include among other factors consideration of cost of living adjustments and the appropriateness of merit (step) increases.

Section 7.7 - Finance Committee

(A) There shall be a Finance Committee consisting of the Treasurer who shall be a member *ex officio* with the right to vote and other members of the Parish appointed at the annual meeting of the Parish.

(B) The Finance Committee shall have the following duties:

- (1) It shall be responsible for fund raising.
- (2) It shall study and advise the Parish in all financial matters not specifically the province of the Trustees of the Parish Funds.
- (3) It shall prepare a proposed budget for submission to the Parish Committee at a March meeting of the Parish Committee. In the preparation of such budget, the Finance Committee shall solicit from each committee chair an estimate of the committee's needs (if any) for the forthcoming fiscal year.
- (4) Upon substantial completion of the annual budget drive, the Finance Committee shall if necessary revise the proposed budget submitted by it in March to the Parish Committee.

Section 7.8 - Hospitality Committee

The Hospitality Committee shall oversee the resources and volunteers for Parish social events, including weekly social hours after Sunday worship services, and shall also aid in the planning and implementation of Parish dinners and receptions.

Section 7.9 Membership Committee

Section 7.10 - Music Committee

(A) The Music Committee shall conduct an ongoing review of the music program of the Parish, including musical genre, consistency of music with the Parish mission, and involvement in music by Parish members of various ages and abilities.

(B) The Music Committee shall assist the Music Director with hiring soloists, deciding on and organizing special musical programs, policy-making and planning concerning choirs, and advocating when needed on behalf of music in the Parish community.

(C) In cooperation with the Music Director and within the budget, the Music Committee shall approve expenditures for music programs and related items.

Section 7.11 - Nominating Committee

(A) The Nominating Committee shall be appointed annually by the Parish Committee.

(B) The Nominating Committee shall annually nominate slates of candidates for Officers of the Parish, the Parish Committee, the Trustees of Parish Funds, standing committees and candidates to fill vacancies in any office as may be needed to fill out an unexpired term.

(C) The Nominating Committee shall meet at the call of its chair at least four months prior to the annual meeting in order to prepare such slates of candidates and nominated candidates to fill vacancies.

(D) The final report of the Nominating Committee shall be mailed to all voting members of the Parish at least seven days before each annual meeting.

Section 7.12 – Personnel Committee

Section 7.13 - Religious Education Committee

(A) The Religious Education Committee shall recommend to the Parish Committee the appointment of the Religious Education Director who when appointed shall act as an ex officio member of the committee without the right to vote.

(B) The Religious Education Committee shall secure all teachers and substitutes. With the concurrence of the Minister, it shall determine the yearly curriculum and teacher training program. It shall arrange with the Treasurer for the purchase of all necessary supplies within the limits of appropriations authorized in the budget of the Parish. It may, within Parish budget limitations, sponsor special Church School activities.

(C) The Religious Education Committee in consultation with the Minister shall manage the Children's Church and direct the expenditures of all monies appropriated for the Children's Church, including funds available from the Elizabeth Thurber Fund.

Section 7.14 - Social Action Committee

Section 7.15 - Technology Committee

Section 7.16 - Worship Committee

The Worship Committee shall work with the minister to ensure that consistent and meaningful worship experiences are provided for the congregation. The Worship Committee shall make arrangements for special worship programs such as outside speakers, experimental services, special presentations and the like, to be held on Sunday mornings. The number and dates of special worship programs shall be determined jointly by the Minister and Worship Committee. The Worship Committee shall support weekly Sunday worship by ensuring logistical details of worship are well in hand (ushers, flowers, appropriate supplies).

Section 7.17 - Youth Adult Committee

(A) The Youth Adult Committee shall consist of both youth and adults in appropriate though not necessarily equal proportions. The Youth Director(s) shall be (an) *ex officio* members(s)

(B) The Youth Adult Committee shall coordinate and promote the visibility of the youth programs of the Parish.

Section 7.18 - Annual Meeting of the Committee Chairs

The Annual Meeting of Committee Chairs of all standing committees shall meet once each year in late May or early June at the call of the Parish Committee to project plans and make recommendations for activities and the further growth of the Parish during the next twelve months. A report shall be made to the Parish Committee by June 15 of the same year.

Section 7.19 – Removal

A committee chair or committee member may be removed from office by the Parish Committee for cause deemed by the Parish Committee to be sufficient.

Section 7.20 – Special Committees

Special or “ad hoc” committees may be appointed by the Parish Committee at any time to address specific issues or projects, shall report to the Parish Committee at such times and in such manner as the Parish Committee shall request, and may be disbanded at any time in the discretion of the Parish Committee.

ARTICLE VIII - DELEGATES

Section 8.1 - Delegates

Delegates to the local Unitarian Universalist Conferences, the local Council of Churches, the State Council of Churches, the District, and to meetings of Unitarian Universalist Association shall be appointed by the Parish Committee to the extent it seems appropriate.

ARTICLE IX - THE MINISTER

Section 9.1 - Call of the Minister

When a vacancy occurs in the pulpit, the Parish Committee shall appoint a Minister Search Committee at a meeting called for that purpose.

Section 9.2 - The Minister Search Committee

The Minister Search Committee shall be comprised of not less than five (5) nor more than twelve (12) persons, and that committee shall proceed according to a protocol devised by the Parish Committee, which shall keep in mind the traditions of the Parish in this matter.

Section 9.3 - Term

The Minister may be called for a term designated by the vote of the Parish, or as contracted for by the Parish Committee with the prior approval of the Parish.

Section 9.4 - Termination

If the Minister so agrees when he/she is employed, he/she shall resign upon the recommendation of the Parish Committee after there has been discussion and consideration; or the Minister may be removed if the members of the Parish by a two-thirds majority so vote at a Parish meeting called for such purpose.

Section 9.5 - Committee Member ex officio

The Minister shall be a member ex officio of all standing committees, without the right to vote.

ARTICLE X - INDEMNIFICATION AND INSURANCE

Section 10.1 - Personal Liability

The members of the Parish Committee, Trustees, Officers and other authorized agents of the Parish shall not be personally liable for any debt, liability or obligation of the Parish. All persons, corporations and other entities extending credit to, contracting with, or having any claim against the Parish may look only to the funds and property of the Parish for the payment of any

such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Parish.

Section 10.2 - Right to Indemnification

The Parish shall indemnify and reimburse out of the Parish's funds any person (or the personal representative of any person) who at any time serves or shall have served as a Trustee, Parish Committee member, officer, employee or other authorized agent of the Parish, or who serves or shall have served at its request as a Director, Trustee, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he/she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he/she is made a party by reason of such service to the fullest extent permitted under Section 6 of Chapter 180 of the General Laws of Massachusetts except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Parish. In effecting such indemnity and reimbursement, the members of the Parish may enter into such agreements and direct the officers of the Parish to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 10.3 - Indemnification in Advance of Final Disposition of Action

Indemnification to the persons specified in Section 10.2 may include payment by the Parish of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall be adjudicated to be not entitled to indemnification under this by-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts.

Section 10.4 - Insurance

The Parish shall have power to purchase and maintain insurance on behalf of any person who is or was a Parish Committee member, Trustee, officer, employee or other agent of the Parish, or is or was serving at the request of the Parish as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Parish would have the power to indemnify him/her against such liability.

ARTICLE XI - TRUSTEES OF THE PARISH FUNDS

Section 11.1 - Appointment

A board of not less than five (5) nor more than eight (8) Trustees shall be elected for three year terms on a staggered basis at the annual Parish meeting and until their successors are chosen and qualified.

Section 11.2 - Powers

The Trustees shall hold and manage the endowment funds of the Parish and shall be deemed the body corporate of the Parish for the purpose of taking and holding in succession all gifts, grants, bequests and devises of real or personal property, made either to them or their successors, or to the Parish, or to the needy of the Parish. The Trustees are authorized to sell, assign and transfer any and all stocks, bonds and other securities held by them as such Trustees and to invest and reinvest the proceeds as they deem wise.

Section 11.3 - Duties

(A) The Trustees, at least annually or more often if the Parish Committee so requires, shall render a written report of their management of the assets held by them including receipts and disbursements in a form as determined by the Parish Committee.

(B) The Trustees shall consult with the Minister, Treasurer, Parish Committee, or other persons where they are required so to do by the terms of any restricted gift or bequest before the disbursement, sale or transfer of any portion of such gift or bequest.

(C) The Trustees shall fulfill requests made to them for the advance of Parish funds under their control by the Parish Committee to meet capital or operating expenditures of the Parish.

(D) The Trustees shall submit a written report to the annual meeting of the Parish.

Section 11.4 - Vacancy

In case of vacancy among the Trustees, that vacancy shall be filled for the remainder of the term involved by an appointment by the Parish Committee.

ARTICLE XII - AMENDMENTS

Section 12.1 - General

These By-Laws may be amended, added to or repealed, in whole or in part, at any duly called annual or special meeting of the members of the Parish, provided that the call of the meeting shall contain notice of the purpose to amend and shall specify or identify the By-Law or By-Laws to be amended and state in general terms the scope and purpose of each proposed amendment.