

THE FIRST PARISH IN MILTON  
UNITARIAN UNIVERSALIST

535 Canton Avenue  
Milton, Massachusetts 02186  
Telephone: 617.698.6329

2009 BY-LAWS

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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:

"In devotion to truth, searching along many spiritual paths,  
We honor the living legacy of our faith in the human potential for goodness and in the God of limitless love, in whom we are one.

We unite in faith,

To celebrate the sacred as it reveals itself within and among us; To promote spiritual growth and to care for those in need;

To honor and protect the natural world, which inspires wonder and sustains life; To walk together in peace, committed to justice and compassion in our world."

### ***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 these revised By-Laws are members of the Parish according to the records of the Clerk, and (2) those persons who thereafter have signed the Membership Book.
- B. Membership Application. A person who is at least sixteen (16) years of age, who (1) desires to become a member, (2) is in general sympathy with the purposes, goals, and programs of the Parish, (3) who makes a pledge or financial contribution to the Parish in any amount, and (4) who commits to participate in some measure in the life of the Church, shall submit a written application to the Clerk to become a member of the Parish. Upon receipt of the application, the Clerk shall extend to the applicant an invitation to sign the Membership Book. The applicant shall sign the Book opposite the entry of his or her name, in token of acceptance of the membership. Upon signing the Membership Book, such person shall be considered a member of the Parish.
- C. Membership List. The names and addresses of members of the Parish shall be recorded in the Membership Book and in a list kept by the Clerk as the Official Membership List. 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 signing the Membership Book.
- D. Annual Contribution. To remain active, members are expected to participate in some measure in the affairs of the church, to contribute services to or on behalf of the Parish, and to make an annual financial contribution of record to the Parish in any amount.

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, or by a request to the Clerk signed by at least ten (10) members entitled to vote thereat. Notice of such special meeting shall be given by the Clerk, or in the case of the death, absence, inability or refusal of the Clerk to act, by any other officer.

### 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 (1) 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 or (2) by electronic notification (e-mail or similar alternative) to those who have provided an e-notification address to the Clerk. 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). Hard copies must be made available to members who have not provided an e-notification address to the Clerk. 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. A person cannot hold the same office and/or serve on the Parish Committee for more than 6 consecutive years.

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 up to \$5000 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. Membership on the Parish Committee is limited to no more than 6 consecutive years.

Notwithstanding the 6-year term limit, the immediate past Chair of the Parish Committee shall serve an additional one-year term at the conclusion of his/her term.

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. Meetings are open and may be attended by other members of the congregation. Such visiting members shall not have a vote in Parish Committee business. If the Parish Committee votes to go into Executive Session, attendance is limited to the Parish Committee and others whom the Parish Committee deems necessary to attend.

### 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 electronic notification 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, or to delegate that authority by vote to a spokesperson. 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
- Building and Grounds Committee
- Caring Committee
- Committee on Ministry
- Finance Committee
- Hospitality Committee
- Membership Committee
- Music Committee
- Nominating Committee
- Personnel Committee
- Religious Exploration Committee
- Social Action Committee
- Stewardship Committee
- Worship Committee
- Youth Adult Committee

Except as otherwise provided herein, the Parish at its annual meeting shall elect 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 – Building and Grounds Committee

*Purpose:* To support the preservation of our historic campus including the interior, exterior and campus grounds. The committee aims to care for the facilities so they remain safe, accessible, functional and beautiful for generations to come.

*Responsibilities:* The Building and Grounds Committee makes routine inspection of the physical plant and all exterior and interior Parish property. The committee will maintain a list of present and future work that needs to be completed and recommend the priority thereof.

The committee, in consultation with First Parish staff and/or the Parish Committee, will engage contractors to perform work as necessary. 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. The committee will report to the Parish Committee as needed and/or requested, but no less frequently than annually.

*Membership:* Recommended minimum of 4 members; range of 4-8 members.

### Section 7.4 – Caring Committee

*Purpose:* To respond with compassion to the expressed needs and concerns of the members of our community, and reinforce our awareness of our connections with each other.

*Responsibilities:* The Caring Committee will facilitate caregiving within the First Parish community, providing such services as meal delivery, rides to appointments or to church, emergency child care, and hospital visits. The committee will develop and maintain a database of congregants willing to fulfill needs and will coordinate this care giving when the need arises. The Caring Committee will meet monthly to review congregant needs, and respond to needs between meetings as they become known.

*Membership:* Recommended minimum of 6 members, with a range of 6-8.

### Section 7.5 – Committee on Ministry

*Purpose:* 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.

*Responsibilities:* The Committee on Ministry shall counsel the Minister on issues relating to its purpose 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 purpose, and may consult with others within or outside the Parish whose advice the Committee believes may assist it in fulfilling its responsibilities.

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.

*Membership:* The Committee on Ministry will be appointed to staggered three year terms. The appointments of new members will 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 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 and in the first year after a new minister has been called and settled, the nominating and consensus appointment roles of the Minister shall be carried out by the Minister Search Committee. Interim vacancies will be filled as provided above, except that the term shall be the remaining term of the outgoing member. Recommended membership size: minimum 4, range 4-6.

### Section 7.6 – Finance Committee

*Purpose:* The Finance Committee shall study and advise the Parish Committee and the Parish on all financial matters not specifically the province of the Trustees of the Parish Funds.

*Responsibilities:* The Finance Committee shall prepare a proposed annual operating budget for submission to the Parish Committee. In the preparation of the budget, the Finance Committee shall solicit from each committee of the Parish an estimate of the committee's needs, if any, for the following fiscal year, and shall solicit from all appropriate sources, including but not limited to the Stewardship Committee and the Trustees of the Parish Funds, an estimate of the revenues to be available during the following fiscal year. The proposed budget shall be presented to the

Parish Committee sufficiently prior to the Annual Meeting to allow for its careful consideration by the Parish Committee.

*Membership:* The Finance Committee shall consist of the Treasurer, who shall be a member *ex officio* with the right to vote, and other members of the Parish elected at the Annual Meeting. Recommended membership size: minimum 4, range 4-7. The Treasurer may but shall not be required to serve as the chair of the Finance Committee.

#### Section 7.7 – Hospitality Committee

*Purpose:* To oversee the resources and volunteers for First Parish social events.

*Responsibilities:* Plan and oversee weekly social hours after Sunday worship services, and aid in the planning and implementation of Parish dinners and receptions, including such events as the annual meeting luncheon and Harvest Supper. The committee also oversees the operation and maintenance of the kitchen, making sure it is clean, safe, well-organized, and stocked with supplies for social events.

*Membership:* Recommended minimum of 8; range 8-12.

#### Section 7.8 – Membership Committee

*Purpose:* To foster church membership, and grow and sustain membership qualitatively as well as quantitatively. To develop, support, and strengthen members' sense of belonging in the church, and welcome and encourage interested newcomers.

*Responsibilities:* Ensure newcomers feel welcomed; have a presence at Sunday worship services; draw congregational recognition to new members; seek out potential new members; be comfortable working across people's differences.

*Membership:* Recommended minimum of 5 members; range of 5-10.

#### Section 7.9 – Music Committee

*Purpose:* To coordinate and enhance musical activities at First Parish.

*Responsibilities:* 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. 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. In cooperation with the Music Director and within the budget, the Music Committee shall approve expenditures for music programs and related items.

*Membership:* Recommended minimum 4; range 4-7. The Music Director serves as an *ex officio* member with the right to vote.

#### Section 7.10 – Nominating Committee

*Purpose:* To provide nominations for membership in the offices and standing committees of First Parish.

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

The Nominating Committee shall meet regularly throughout the year and, in any event, in sufficient time prior to the annual meeting, in order to prepare such slates of candidates and nominate candidates to fill vacancies. The Nominating Committee shall contact the chair of each standing committee and Parish staff to ask for recommendations for nominations. A report from the Nominating Committee shall be mailed to all voting members of the Parish at least seven days before each annual meeting.

*Membership:* The Nominating Committee shall be appointed annually by the Parish Committee. Recommended minimum of 3 members; range of 3-5.

#### Section 7.11 – Personnel Committee

*Purpose:* To provide support and recommendations to the minister and parish committee in activities related to hiring, evaluating, and off-boarding paid staff of the church including advising on compensation and benefits.

*Responsibilities:* To execute the Personnel Policies of First Parish Milton; To work with the minister to develop and revise job descriptions for hired staff as needed; to oversee recruitment and interviews for new staff; to make recommendations to the minister and Parish Committee on new hires; to assist minister with annual performance reviews for staff; to work with the [budget committee] to develop compensation and benefits for staff, based on the UUA compensation guidelines; to make recommendations on annual salary increases for paid staff; to assist the minister in facilitating personnel issues between church members and staff; to review and make recommendations for updates to the Personnel Policies of FP Milton at least every three years.

*Membership:* Recommended minimum of 4 members; range of 4-6.

### Section 7.12 – Religious Exploration Committee

*Purpose:* To oversee and coordinate religious education activities for both the youth and the adults of the congregation.

*Responsibilities:* The Religious Exploration Committee shall recommend to the Parish Committee the appointment of a Director of Religious Education who, when appointed, shall be a member *ex officio* of the committee without the right to vote. With the concurrence of the Minister and the Director of Religious Education, the Religious Exploration Committee shall determine the yearly curriculum and teacher training program, and secure teachers to implement the program. It will 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 activities. The Religious Exploration Committee may convene a subcommittee to oversee Adult RE separately or may determine adult events and activities itself and/or in collaboration with the Minister and the Director of Religious Education. The Religious Exploration 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 endowed funds managed by the Trustees of the Parish funds, including but not limited to the Elizabeth Thurber Fund.

*Membership:* The elected members of the Religious Exploration Committee shall serve staggered three (3) year terms. Recommended minimum of 5 members; range of 5-8. All paid religious education staff shall serve as members *ex officio* of the Religious Exploration Committee, without the right to vote.

### Section 7.13 – Social Action Committee

*Purpose:* To engage and support the Parish in living out its covenant in the broader community; to build, through activities sponsored by the Committee, social and economic justice, and a sense of community.

*Responsibilities:* The Social Action Committee shall be responsible for facilitating the involvement of First Parish in Milton in opportunities for service, social justice, public advocacy and witness, to which First Parish can make a constructive and meaningful contribution. Activities may include a broad array of volunteer opportunities, service projects, and/or collaborations with area nonprofit organizations and coalitions, suitable for adult, youth, and/or multi-generational participation.

*Membership:* Recommended minimum of 5; range of 5-8.

#### Section 7.14 – Stewardship Committee

*Purpose:* To encourage, nurture, develop and implement an ongoing, year-round conversation, building of consensus, sharing of information and understanding, and informed decision-making within our faith community regarding stewardship of our assets, financial contributions, maintaining an appropriate balance between funding our operating budget and oversight and management of our endowment, and always working to provide opportunities for active engagement with each of these issues among all constituencies of the Parish.

*Responsibilities:* The Stewardship Committee shall be responsible for organizing and implementing the annual pledge drive, and for coordinating the collective responsibilities of all Parish committees with respect to stewardship at First Parish.

*Membership:* Recommended membership size: minimum 5, range 5-8.

#### Section 7.15 – Worship Committee

*Purpose:* The Worship Committee works with the minister to ensure that consistent and meaningful worship experiences are provided for the congregation.

*Responsibilities:* The Worship Committee shall support weekly Sunday worship by ensuring logistical details of worship are taken care of (ushers, flowers, appropriate supplies). In consultation with the minister, the Worship Committee may assist with arrangements for special worship programs such as guest or outside speakers, experimental services, special presentations, etc., to be held on Sunday mornings and during the summer. The number and dates of special worship programs shall be determined jointly by the Minister and Worship Committee.

*Membership:* Recommended minimum of 5 members; range of 5-8.

#### Section 7.16 – Youth Adult Committee

*Purpose:* To coordinate and promote youth programs of the Parish.

*Responsibilities:* To organize and coordinate activities for youth including regular group meetings and special activities.

*Membership:* The Youth Adult Committee shall consist of both youth and adults in appropriate though not necessarily equal proportions. Any paid Youth staff shall be members *ex officio* of the Youth Adult Committee without the right to vote. Recommended minimum of 5 members; range of 5-8.

### Section 7.17 – 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 7.18 – 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 deems it 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

The Minister may be removed by a two-thirds majority vote of members of the Parish present and eligible to vote at a Parish meeting duly called for such purpose at which a quorum is present, or as otherwise provided by the Letter of Call and Ministry Agreement between the Minister and the Parish.

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 – Election

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. The Treasurer of the Parish shall be a Trustee *ex officio*, without the right to vote.

Section 11.2 – Powers

The Trustees shall hold and manage the endowed 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, 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.