

THE FIRST CHURCH IN BELMONT, UNITARIAN UNIVERSALIST
BYLAWS

(As Amended and Restated at the Special Meeting Held on April 2, 2023)

ARTICLE I – NAME AND AFFILIATION

Section 1.01. The name of this church and corporation shall be “The First Church in Belmont, Unitarian Universalist” (the “Church”).

Section 1.02. The Church shall be a member of the Unitarian Universalist Association.

ARTICLE II – COVENANT, PRINCIPLES, AND INCLUSION

Section 2.01. [Reserved for a new Church covenant to be duly approved by the Members.]

Section 2.02. The Church affirms and promotes the following principles:

The inherent worth and dignity of every person.

Justice, equity, and compassion in human relations.

Acceptance of one another and encouragement to spiritual growth in our congregation.

A free and responsible search for truth and meaning.

The right of conscience and the use of the democratic process within our congregation and 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 2.03. The Church affirms and promotes the full participation of all persons in all the Church’s activities and endeavors, including membership, programming, committee involvement, hiring practices, and the calling of religious professionals, without regard to race, ethnicity, color, sex, age, affectional or sexual orientation, gender identity or gender expression, marital status, veteran or military status, disability, class, economic status, or national origin.

ARTICLE III – MEMBERSHIP

Section 3.01. All persons (a) who are members of the Church upon the adoption of these amended and restated Bylaws, or who become members thereafter, and (b) who maintain a continuing interest in the worship and work of the Church, shall constitute the membership of the Church (“Members”). To become a Member, a person must be at least eighteen years of age, express the desire to join the Church by completing a membership process determined by the Parish Board or its designee, sign the Membership book, and be approved by a vote of the Parish Board. No doctrinal test shall be required.

Section 3.02. Each Member shall be listed on the Membership Roll by the Clerk of the Church or by the Parish Board’s designee. At least annually, and no later than one month before the Annual Meeting, the Membership Roll shall be updated and verified by the Clerk or the Parish Board’s designee. Names of Members who for a period of two years have neither communicated with the Church nor contributed to its support, may, by vote of the Parish Board, be removed from the Membership Roll, provided that, before such a vote, an attempt has been made to ascertain the wishes of Members to be voted upon. Any Member so removed may apply to be reinstated following the process established in Section 3.01.

Section 3.03. A Member may withdraw from membership by making a written request to the Church.

Section 3.04. A person under the age of eighteen but of high school age may become a Youth Member of the Church by completing a process determined by the Parish Board or its designee, signing its Youth Membership book, and being approved by a vote of the Parish Board. Youth Members shall be listed on the Youth Membership Roll. To continue Church membership upon reaching age eighteen, a Youth Member must become a Member, as described in Section 3.01.

Section 3.05. A Member’s name may be removed from the Membership Roll, by a vote of the Parish Board, for actions that threaten the well-being of the congregation, as determined by the Parish Board.

ARTICLE IV – VOTING ELIGIBILITY

The right to vote at Annual and Special Meetings of the Church may be exercised by all Members and Youth Members who were listed on the Membership Roll and Youth Membership Roll as of at least seven days before the Meeting. Youth Members may not vote on matters of property and contract. No proxies shall be recognized.

ARTICLE V – MEETINGS OF THE CHURCH

Section 5.01. The Annual Meeting of the Church shall be held in May or June at a time and place in Belmont to be designated by the Parish Board or, on failure to make such designation, at 12:30 PM on the second Sunday in June in the Church building. The Annual Meeting shall be presided over by the President of the Parish Board for the purpose of the election of the members of the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry; the approval of an annual budget as presented by the Parish Board; and the transaction of such other business as may lawfully come before the Meeting.

Section 5.02. Special Meetings may be called by the Parish Board, and Special Meetings shall be called by the Parish Board upon the written request of twenty-five Members. Special Meetings shall be presided over by the President of the Parish Board, and shall be held only for the purposes specified in the call.

Section 5.03. Fifteen percent of the Members listed on the Membership Roll shall constitute a quorum at an Annual or Special Meeting. Except where provided otherwise in these Bylaws, the Members at an Annual or Special Meeting shall act by majority vote of the Members present and voting at such Meeting, provided a quorum exists at the time of the vote.

Section 5.04. At least two weeks before the Annual Meeting or any Special Meeting, notice of, and the purposes for, such meeting shall be sent to the Members by first-class mail or electronic communication, shall be announced during Sunday services, and shall be posted prominently in the Church Building.

Section 5.05. At least one month before the Annual Meeting, the Nominating Committee shall nominate a slate of candidates as required to fill those positions on the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry that are to be elected at such Annual Meeting. The Nominating Committee shall send the slate of names to the Clerk, who shall give notice to the Members at least three weeks before the Annual Meeting. Other nominations may be made in writing, signed by ten Members of the Church, and delivered at least ten days before the date of the Annual Meeting to the Clerk or the President of the Parish Board, who shall give notice to the Members at least five days before the Annual Meeting. All candidates for election to, and all members of, the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry shall be Members of the Church, and no ballot for any person other than those nominated as described above shall be received or counted at the election.

ARTICLE VI – PARISH BOARD

Section 6.01. The officers of the Church shall consist of a President of the Parish Board, a Vice President, a Clerk, and a Treasurer. The immediate Past President shall serve on the Parish Board ex officio in a non-voting capacity, and there shall be seven at-large trustees. The four officers, the seven at-large trustees, and the Past

President together shall constitute the Parish Board. Management of the Church and its operations shall be vested in the Parish Board.

Section 6.02. Except where specified otherwise in these Bylaws, the Parish Board shall act by majority vote of its voting members present and voting at meetings of the Parish Board where a quorum exists at the time of the vote. A quorum of the Parish Board shall exist if more than half of the voting members of the Parish Board are present in person, by telephone, or via the internet or other electronic communication technology, and provided that the meeting setup allows for everyone to hear one another and to speak.

Section 6.03. The President, Vice President, Clerk, and Treasurer shall be elected at the Annual Meeting and shall serve one year and until a successor is elected. Officers may be elected to additional one-year terms, subject to the limits in this Section 6.03 and in Section 6.05. Should the President or Vice President serve three consecutive years in such capacity, they may not be again elected to the same post until the expiration of at least one intervening year.

Section 6.04. At each Annual Meeting, at-large trustees shall be elected to fill open at-large seats for one, two, or three years to achieve a reasonable balance of staggered terms, as proposed by the Nominating Committee or others in accordance with Section 5.05. Should an at-large trustee serve three consecutive years in such capacity, they may not be again elected as an at-large trustee until the expiration of at least one intervening year.

Section 6.05. No individual shall serve on the Parish Board for more than five consecutive years, except the Treasurer, who may serve additional years with the express approval of the Members at a Special or Annual Meeting.

Section 6.06. The Parish Board shall possess all the powers of the Church except as otherwise limited by these Bylaws and as may be otherwise voted by a Special or Annual Meeting of the Church, but it shall not, without the specific authorization of the Members, have power (a) to convey or mortgage real estate, or (b) to choose or to set the term of employment of the Senior Minister. The Parish Board may appoint individuals (such as an assistant to the Treasurer, or consultants) and standing and special committees of an advisory nature to assist in its work. The Parish Board, after consulting with the Nominating Committee, shall have power to fill (but only until the next Annual Meeting or a Special Meeting called for that purpose) all vacancies in its membership that occur between Annual Meetings, including the offices of President, Vice President, Clerk, Treasurer, and at-large trustees.

ARTICLE VII – DUTIES OF PARISH BOARD OFFICERS

Section 7.01. The President of the Parish Board shall, in addition to any other duties prescribed in these Bylaws, preside at all Annual and Special Meetings of the Church and all Parish Board meetings, shall be a voting member ex officio of all committees of the Church except the Nominating Committee, and shall work jointly with the chair of

the Committee on Ministry to conduct the annual performance review of the Senior Minister.

Section 7.02. The Vice President shall, in addition to any other duties prescribed by the Parish Board, substitute for the President of the Parish Board in the President's absence.

Section 7.03. The Clerk shall, in addition to any other duties prescribed in these Bylaws, keep the minutes of Annual and Special Meetings of the Church and meetings of the Parish Board.

Section 7.04. The Treasurer shall have custody of all operating funds of the Church. The Treasurer shall disburse operating funds under the direction and to the satisfaction of the Parish Board; shall keep a complete account of the finances of the Church on books (including electronic books maintained in standard financial software), which shall remain the property of the Church, and which shall be open for inspection at any time by any member of the Parish Board; shall render a financial statement at the Annual Meeting of the Church; and shall perform such other treasury functions as assigned by the Parish Board. The Treasurer shall be a voting member ex officio of the Finance Committee.

ARTICLE VIII – COMMITTEES

Section 8.01. The Church shall have various standing committees to oversee the programmatic and administrative functions of the Church. The Church's standing committees shall include a Nominating Committee, a Finance Committee, and a Committee on Ministry, as well as such other committees as may be established from time to time by the Parish Board. Except as otherwise provided for in these Bylaws, the number, duties, size, and membership of the Church's standing committees shall be determined by the Parish Board. The members of the Nominating Committee, Finance Committee, and Committee on Ministry shall be elected at the Annual Meeting. The Parish Board, after consulting with the Nominating Committee, shall have power to fill (but only until the next Annual Meeting) all vacancies on the Nominating Committee, Finance Committee, and Committee on Ministry.

Section 8.02. Except where specified otherwise in these Bylaws, the Nominating Committee, the Finance Committee, and the Committee on Ministry shall each act by majority vote of the Committee's voting members present and voting at the Committee's meetings where a quorum exists at the time of the vote. A quorum shall exist if more than half of the Committee's members (not counting ex officio members) are present in person, by telephone, or via the internet or other electronic communication technology, and provided that the meeting setup allows for everyone to hear one another and to speak.

Section 8.03. Nominating Committee. The Nominating Committee shall consist of six members who shall each serve for staggered terms of up to three years. No member who has served for three consecutive years shall again be elected to the Nominating

Committee until the expiration of at least one intervening year, and no member may be a candidate for any other elected office before the expiration of the member's term on the Nominating Committee.

In addition to such other duties as may be assigned to it by the Parish Board, the Nominating Committee shall be responsible for nominating, and submitting for election at the Annual Meeting, a slate of candidates for the open positions on the Parish Board, Finance Committee, Nominating Committee, and Committee on Ministry, as described in Section 5.05.

Section 8.04. Finance Committee. The Finance Committee shall consist of a minimum of four, and a maximum of eight, elected members, with the exact number of members established from time to time by the Parish Board. Members of the Finance Committee shall serve staggered terms of up to three years, with the specific terms for individual members determined by the Nominating Committee in order to achieve a reasonable balance of staggered terms. No member who has served for six consecutive years shall again be elected to the Finance Committee until the expiration of at least one intervening year. The President and Treasurer shall serve as voting ex officio members on the Finance Committee, but they shall not count toward a quorum.

In addition to such duties as may be assigned to it by the Parish Board, the Finance Committee shall (a) assess the financial well-being of the Church, (b) advise the Parish Board on matters relating to the generation of revenue, the expenditure of monies, and the investment of funds, and (c) appoint members of the Investment Fund Management Committee and oversee the Investment Guidelines as provided in Article X. The Finance Committee shall report to the Members at the Annual Meeting and at such other times as the Committee deems necessary.

Section 8.05. Committee on Ministry. The Committee on Ministry shall consist of six to nine members who shall each serve for staggered terms of up to three years, with the exact number of members established from time to time by the Parish Board. No member who has served for three consecutive years shall again be elected to the Committee on Ministry until the expiration of at least one intervening year.

In addition to such other duties as may be assigned to it by the Parish Board, the Committee on Ministry shall engage with the congregation, both in groups and individually, to solicit feedback about the Church's ministries and congregational experience. The Committee on Ministry shall report its findings at least annually to the Parish Board and the Senior Minister, and shall provide a report at the Annual Meeting.

The chair of the Committee on Ministry shall work jointly with the Parish Board President to conduct the annual performance review of the Senior Minister.

Section 8.06. Ad hoc committees may be authorized by the Parish Board. The makeup of each ad hoc committee, its purpose, and its longevity shall be determined by the Parish Board.

ARTICLE IX – SENIOR MINISTER AND STAFF

Section 9.01. The staff of the Church shall be composed of the Senior Minister and such other ministers and employees as may be authorized by the Parish Board.

Section 9.02. The Senior Minister shall be in fellowship with the Unitarian Universalist Association and shall be called by ballot of the Members of the Church present in a Special Meeting called for that purpose. A vote of a two-thirds majority of the Members present and voting shall constitute approval. The Senior Minister shall have freedom of the pulpit, but the Senior Minister's compensation and conditions of employment (other than its duration) shall be determined by the Parish Board.

Section 9.03. Subject to any provision to the contrary in the authorized contract between the Senior Minister and the Church, the employment of the Senior Minister by the Church may be terminated by either party's giving not less than three months' written notice, the Church acting in such regard through the Parish Board upon the mandate of a majority vote of the Members present and voting at a Special Meeting of the Church. The Parish Board may call such a Special Meeting only upon a vote of at least two-thirds of the entire voting membership of the Parish Board. Notwithstanding the foregoing provisions of this Section 9.03, if so requested by the Senior Minister, the Parish Board shall have the authority to negotiate a resignation of the Senior Minister.

Section 9.04. In the event of a vacancy in the position of the Senior Minister, a Search Committee shall be established as an ad hoc committee, in accordance with these Bylaws, for the purpose of identifying, screening, and bringing to the Church for consideration a candidate for the position of Senior Minister.

Section 9.05. The Parish Board shall set the compensation and conditions of employment of other employees of the Church.

ARTICLE X – INVESTMENT FUND

Section 10.01. The Church shall have a separate investment fund (the "Fund") consisting of bequests, memorial gifts, and gifts specifically designated for the Fund. The purpose of the Fund shall be to assure the long-range financial health of the Church, to help the Church manage and survive financial emergencies, and to fund capital needs and special projects that further the mission of the Church. The Fund shall be governed by the Investment Fund Management Committee, appointed by the Finance Committee, which shall be responsible for the investment of, and distributions from, the Fund, in accordance with Investment Guidelines established by the Finance Committee. The Investment Guidelines shall, among other provisions, require the Investment Fund Management Committee to make periodic reports about the Fund to the Finance Committee as well as make a report at the Annual Meeting.

Section 10.02. The Investment Fund Management Committee is authorized and empowered, acting through its Chair, to hold, sell, exchange, rent, lease, transfer,

convert, invest, reinvest, and in all other respects manage and control the assets of the Fund pursuant to the Investment Guidelines and subject to any restrictions placed on gifts and bequests when they are given to the Church (the "Restrictions"). The Investment Fund Management Committee shall act in its sole judgment and discretion as it deems wise and prudent, and without further approvals, for any proposed investment or distribution that is consistent with the Investment Guidelines and the Restrictions.

Section 10.03. Any proposed investment or distribution that is not consistent with the Investment Guidelines shall be transacted only upon approval of either (a) a two-thirds majority vote of the members present and voting at a meeting of the Finance Committee, and a two-thirds majority vote of the members present and voting at a meeting of the Parish Board, or (b) a majority vote of the Members present and voting at the Annual Meeting or at a Special Meeting called for that purpose. Any investment or distribution to be made under the preceding sentence must still comply with the Restrictions. The Finance Committee shall make such changes as necessary to the Investment Guidelines to accurately reflect any votes taken under this Section 10.03.

Section 10.04. In addition to any changes to the Investment Guidelines made under Section 10.03, the Finance Committee may periodically adjust the Investment Guidelines upon a majority vote. Following such approval, the Finance Committee shall promptly notify the Parish Board President of the proposed changes to the Investment Guidelines, and such new Investment Guidelines shall automatically take effect within 60 days of said notice to the Parish Board President unless such changes are explicitly rejected by a majority vote of the Parish Board.

ARTICLE XI – INDEMNIFICATION

The Church shall indemnify any person who is or was a Trustee or Officer of the Parish Board, or others as determined by the Parish Board, against any liability asserted against such person and incurred in the scope of that person's duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, is willfully or wantonly negligent, or is done with conscious indifference to or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such persons may be entitled under any agreement, insurance policy, vote of Members, or otherwise.

ARTICLE XII – RULES

The rules contained in the most recent edition of Robert's Rules of Order Revised shall govern the Church in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order of the Church.

ARTICLE XIII – DISSOLUTION

Section 13.01. At a Special Meeting called for the purpose, and by a two-thirds majority vote of all the Members listed on the Membership Roll (counting those absent as well as those present), the Church may vote its dissolution.

Section 13.02. If the Members vote to dissolve the Church pursuant to Section 13.01, there shall be a second vote to direct that the property of the Church be assigned to one or more religious or charitable organizations that have under the Internal Revenue Code the exemption status then enjoyed by the Church as a religious or charitable organization; provided, however, that nothing in this sentence shall be deemed to impair a contrary limitation of title validly imposed by a donor to the Church. This second vote shall be by a majority vote of the Members present and voting at either (a) the same meeting as the vote to dissolve the Church, or (b) a subsequent Special Meeting called for the purpose.

ARTICLE XIV – AMENDMENT

Amendments to these Bylaws may be made by a two-thirds majority of the Members present and voting at the Annual Meeting or any Special Meeting of the Church, provided that the proposed amendment shall have been fully set forth in the call for and in the notice of such Meeting.