

**BYLAWS of the
UNITARIAN CHURCH OF MARLBOROUGH AND HUDSON**

Enacted 1997. Amended May 2003. Text corrections and revisions September 2005.

ARTICLE 1 – NAME

The name of this religious society shall be “Unitarian Church of Marlborough and Hudson,” hereafter referred to as the “Church.”

ARTICLE 2 – AFFILIATION

The Church shall be a member of the Unitarian Universalist Association of Congregations, and the Clara Barton District of Unitarian Universalist Churches, or their successors.

ARTICLE 3 – PURPOSE

The purpose of this Church is to organize as a religious community, which has at its heart these beliefs:

- A commitment to accept one another and encourage each other’s spiritual growth.
- A recognition of the inherent worth and dignity of all living things.
- A belief in the need for justice, truth, and meaning.
- Acceptance of the right of conscience and the use of the democratic process within our congregation.
- A desire to further the goal of the world community with peace, liberty, and justice for all,
and
- A deep and abiding respect for the interdependent web of all existence of which we are a part.

ARTICLE 4 – MEMBERSHIP

Section 4.1 – Method of Joining

Membership is open to any person 16 years or older who is in sympathy with the purpose and program of this Church. To join, a person shall sign the membership book.

Section 4.2 – Voting Members

Individuals may become voting members thirty (30) days after having signed the membership book and having contributed to the Church during the year preceding the annual meeting. Voting members will be included in the certified membership count of the Church.

Section 4.3 – Associate Members

Persons who show interest in the Church, but do not contribute, shall be considered Associate Members, and are not included in the certified membership count of the Church and may not vote in the business meetings of the Church.

Section 4.4 – Inactive Members

A member who for two (2) years is voluntarily absent from all participation in the life of the Church may be ruled inactive. The Executive Board may adopt rules with respect to removal or suspension of such member(s). At its discretion, it may strike names from the list of inactive members.

Section 4.5 – Termination of Membership

Membership once created shall continue until terminated by death; resignation filed with the Clerk, or dismissal by vote of 90 percent of those voting at a Church meeting, for grave and sufficient cause, after reasonable notice thereof has been given to the affected member.

ARTICLE 5 – PARISH MEETINGS and PARISH BUSINESS

Section 5.1 – Business Year

The Church shall conduct its business on an annual basis, starting the first day of July and ending the following last day of June.

Section 5.2 – Annual Budget Hearing

There shall be a meeting of the Church each March, prior to the 15th day, at the time the Executive Board designates in the warrant calling the meeting. At this meeting, the Finance Committee shall, after consultation with Officers, Committees, and Staff, submit (a) a draft budget for the income and expenses for the coming year and (b) plans for raising the needed income.

Section 5.3 – Annual Meeting

The annual meeting shall be held each May, prior to the 15th day, at the time the Executive Board designates in the warrant calling the meeting. At this meeting, the Church shall vote on the annual budget. The Nominating Committee shall submit a list of nominees, to be voted on at the meeting, for all offices whose Officers' terms expire at the end of the current year. Nominations shall be accepted from the floor. Also, the Church will take up any other business that is listed in the warrant.

Section 5.4 – Special Meetings

Special meetings may be called by the Executive Board, if and when it sees a need. Also, a special meeting shall be called by the Board, within thirty (30) days, on the written request of ten (10) voting members.

Section 5.5 – Meeting Warrants and Articles

The warrant for each Church meeting shall be prepared by the Executive Board. Any additional article submitted to the Board thirty (30) days prior to a meeting, bearing the signatures of six (6) or more voting members, shall be included in the warrant for the meeting. Nothing shall be acted upon at any meeting for the transaction of business unless the subject matter shall have been substantially set forth in the warrant.

Section 5.6 – Notice of Meeting

The time, place, and business to be transacted at each business meeting shall be given by warrant, signed by a majority of the Executive Board, and directed to the Clerk, who shall post attested copies in the vestibules of the Church, at least eight (8) days, including two (2) Sundays, before the meeting.

Also, the Clerk shall send copies to all voting members at least one (1) week before the meeting.

Section 5.7 – Voting Quorum

At any meeting, a quorum shall consist of twelve (12) voting members. If a quorum is not present, a smaller number of members may adjourn a meeting to a later time or different place other than that specified in the warrant.

Section 5.8 – Annual Report

All Officers and Committees of the Church shall prepare reports of their activities during that Church year. These reports shall be available to all members of the Church at the annual meeting.

ARTICLE 6 – EXECUTIVE BOARD

Section 6.1 – Composition of the Executive Board

The Executive Board of this Church shall be comprised of seven (7) members, including the four (4) Officers of the Church (see Section 7-1 below), each of whom shall be elected each year, and three (3) additional Voting Members, each of whom shall be elected to serve a two (2) year term, except that only at the first election following the adoption of these Bylaws, two (2) of the three (3) non-Officers' positions shall be elected to initial one (1) year terms, the intent being to ensure some overlapping of the Board members' terms for the purpose of governance continuity. At least one (1) Board member should be a member of the Religious Education Committee.

Section 6.2 – Duties

The Executive Board shall:

- Have general supervision of the affairs of the Church through consultation with all Officers and Committees.
- See to the makeup of all Parish Meeting warrants and shall at each annual meeting submit a report with plans and counsel for the coming year.
- Have the power to fill all vacancies in Offices (see Section 6.4 below) and in Committees (see Section 8.6 below), until the next annual meeting.
- Have the authority to make emergency expenditures for the conservation of the Church, with the advice of the Finance Committee.
- Create committees from time to time, as needed; define their duties, appoint, reappoint, or replace their members, and abolish those committees when they are no longer needed.
- Oversee all committees of the Church. The Board may call upon them or their chairpersons together in a general council.
- Have the authority to adopt policies and procedures necessary and helpful to guide the affairs of the Church.

Section 6.3 – Limits to the Term of Office

Elected officers may serve no more than two (2) consecutive terms in a given position. Elected Board members may serve in the same position no more than four (4) years. In any six (6) year period, no member of the Executive Board may serve for more than four (4) consecutive years.

Section 6.4 – Vacancies

Any vacancy occurring in the Executive Board shall be filled by a majority vote of the Board, after consultation with the Nominating Committee. Any member so elected shall serve until the next occurring annual election, at which time any such position(s) shall be filled by a vote of the Parish.

Section 6.5 – Minutes

Complete and accurate typed minutes shall be kept of any and all regular and special meetings of the Executive Board. A record of the final approved minutes shall be kept in bound and indexed form at a place determined by the Board, to be safe from loss or damage. A second set of such minutes shall be kept in a place and under conditions which shall make them readily available to all members of the Church. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the Board, and shall be signed by the Clerk, certifying that such minutes are as approved by the Board.

ARTICLE 7 – OFFICERS of the CHURCH

Section 7-1 – Officers of the Church

The Officers of the Church shall be President, Vice President, Treasurer, and Clerk.

The Officers are elected annually and shall be voting members of the Church. They shall be sworn to the faithful performance of their respective duties, which the law of custom imposes on officers administering the affairs of a religious society.

Section 7.2 – The President

The President shall:

- Be the executive officer of the Church.
- Serve as a member of the Executive Board.
- Be responsible for organizing the agenda for Regular and Special Meetings of the Board.
- Have the authority to sign on behalf of the congregation any contracts or other legal instruments which the Board has authorized to be executed. Except: Those instances where the signing and other execution of such instruments shall have been expressly delegated by the Board or by these Bylaws or by statute to another Officer or agent of the Church.

Section 7.2 – The Vice President

The Vice President shall serve as a member of the Executive Board, and assume the duties of the President in the absence of the President.

Section 7.4 – The Treasurer

The Treasurer shall:

- Serve as a member of the Executive Board.
- Have custody of all monies, funds, and vouchers of the Church, other than trust funds.
- Receive and give a receipt for all gifts made to the Church, other than pledge contributions and plate collections.
- Make payments after review with Finance Committee. No payments over \$300. shall be made without two authorized signatures. Persons so authorized are the President, Treasurer, and any person(s) designated by the Board.

Section 7.5 – The Clerk

The Clerk shall:

- Serve as a member of the Executive Board.
- Keep minutes of all Board meetings and Parish meetings of the Church.
- Issue all notices as described in Section 5.6,
- Conduct the correspondence of the Board.

ARTICLE 8 – COMMITTEES and OTHER AGENTS

Section 8.1 – Establishment of Committees

All Committees of the Church – except the Executive Board – shall be created as either Standing Committees or Special Committees. Standing Committees shall be established under these Bylaws.

Special Committees shall be created from time to time by the Board. Such Committees shall cease to exist once the purpose for which they are formed has been accomplished, unless specifically extended by the Board. Also, any three (3) or more members wishing to compose a new committee may submit a petition to the Board.

Section 8.2 – Committee Membership

Each committee shall determine its method of organization and method of communicating with the Executive Board. Membership of all committees – excepting the Board of Trustees, the Finance Committee, the Committee on the Ministry, and Search Committees – shall be open to all interested Church members.

Section 8.3 – Standing Committees

The following are established Committees:

Religious Education; Board of Trustees; Finance; Worship; Property; Committee on the Ministry; Music; Membership; Canvass, and Nominating.

Section 8.4 – The Moderator

The Moderator shall:

- Be elected annually.
- Preside at all Parish Meetings of the Church.
- Be a voting member of the Church, but may not be a member of the Executive Board.

In the absence of the Moderator, a Church Officer may open the meeting, after which the Parish shall vote to select an Acting Moderator.

Section 8.5 – The Collector

The Collector shall:

- Receive the weekly pledge contributions and plate collections.
- Maintain a record of such revenues.
- Report monthly to the Executive Board, and
- Be elected annually and be a voting member.

Section 8.6 – Vacancies on Committees

Any vacancy occurring on a committee shall be filled by a majority vote of the Executive Board.

Section 8.7 – The Religious Education Committee

The Committee shall:

- Oversee the organization of the religious education program of the Church.
- Oversee and evaluate the work of the Director of Religious Education.

Working with the Director, the Committee shall have overall responsibility for:

- The focus and direction of the program.
- Recruitment and training of teachers.
- The care and custody of necessary curricula, materials, and supplies, and
- Preparation of its annual budget request.

Section 8.8 – **The Board of Trustees**

The Trustees shall be responsible for the management, care, and control of such property belonging to the Church as the members may determine by vote, together with such other property as the Trustees may receive. They shall be sworn to the faithful performance of their duties.

The Trustees shall be voting members. Each Trustee shall be elected to a three-year term, with no one serving more than three (3) consecutive terms.

Section 8.9 – **The Finance Committee**

The Committee shall be responsible for preparation of the proposed annual budget of expenses and income of the Church, after consultation with the Officers, Committees, and staff. The Committee shall present such proposed budget at the annual Budget Meeting for discussion, and **present a final budget** at the Annual Meeting for adoption by vote of the Church members.

Section 8.10 – **The Worship Committee**

In consultation with the Minister, the Committee shall from time to time plan and conduct Sunday worship, summer worship, and other special times of worship. The Committee shall plan to fill the pulpit at times when the Minister may be ill or absent due to sabbatical or other professional duties.

Section 8.11 – **The Property Committee**

The Committee shall:

- Be responsible for the care and supervision of the building(s) and other physical property of the Church.
- Be responsible for hiring, supervising, and discharging the Sexton.
- Have the authority to expend budgeted monies, and
- Notify the Executive Board of any requirement **or need** for additional funds.

Section 8.12 – **The Committee of the Ministry**

The Committee shall:

- Serve as a support group for the Minister.
- Serve as a communication channel between the Minister and the congregation.
- Review annually the Minister's compensation and recommend any changes to the Finance Committee.
- Consist of three (3) voting members serving staggered terms of three (3) years each. To fill a vacancy, the Minister shall submit a list of three (3) members, from which the Executive Board shall choose one (1) person.

Section 8.13 – **The Music Committee**

The Committee shall have the responsibilities of hiring, supervising, and discharging the Music Director and/or Organist. The Committee shall work in consultation with the Director to provide a music program for the Church; to maintain the tuning or all musical instruments in the Church, and to help maintain the Church's music library.

Section 8.14 – **The Membership Committee**

The Committee is responsible for encouraging growth of the Church, and encouraging fellowship **among members, friends, and visitors.**

Section 8.15 – The Canvass Committee

The Committee, in consultation with the Finance Committee and the Executive Board, shall:

- Establish the goal for the annual solicitation of funds.
- Organize and carry out the canvass.
- Keep such records as needed, and
- Report on the outcome of the canvass to the Collector and the Executive Board. The information gathered shall be shared with only the Collector and otherwise shall be confidential.

Section 8.16 – The Nominating Committee

The Committee shall consist of three (3) voting members, elected at each annual meeting, who will prepare a slate of Officers and Committee members for consideration at each annual meeting.

Section 8.17 – The Search Committee

When a vacancy in the position of Minister occurs, such Committee shall be established to bring to the Church a candidate for the position. The Committee shall be named at a Parish meeting called for that purpose.

ARTICLE 9 – THE MINISTER

Section 9.1 – The Call

The Minister of the Church shall be called by ninety percent (90%) of those voting at a Parish meeting called for such purpose. Fifty percent (50%) of the voting members shall constitute a quorum at such a meeting.

Section 9.2 – Affiliation of the Minister

The Minister shall be in fellowship with the Unitarian Universalist Association of Congregations.

Section 9.3 – Tenure of the Minister

Tenure shall be indefinite.

Section 9.4 – Duties of the Minister

The Minister shall provide overall religious leadership and guidance, in accordance with the established purposes of this Church. The Minister shall be guaranteed freedom of the pulpit.

The Minister is not a member of the Executive Board, nor the Committee on the Ministry, nor the Search Committee. But, the Minister is a non-voting member of all other committees of the Church.

The Minister and the Church shall enter into a written agreement which clearly stipulates the duties, rights, compensation, and terms of the minister's settlement.

Section 9.5 – The Church Record Book

The Minister shall oversee the keeping of the Book and other such related records that are important to the Church. At each annual meeting, the Minister shall make a written report of her/his work and related Church activities, and make suggestions for the future.

Section 9.6 – Termination of Agreement

The Minister shall give, or shall receive, notice of not less than ninety (90) days of the termination of the agreement between the Minister and the Church. Such provision shall be incorporated in the agreement.

ARTICLE 10 – GIBBON FUND COMMISSIONERS

The Board of Trustees shall have control of the Gibbon Fund and have all related duties.

ARTICLE 11 – DISSOLUTION and DISTRIBUTION OF ASSETS

Section 11.1 – Dissolution

Any action to dissolve the Church must be approved by a two-thirds (2/3) vote of eligible voting members present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all members eligible to vote, in accordance with Section 5.6 of these Bylaws.

Section 11.2 – Distribution

If the Church, at its own option, shall cease to exist, all real and personal property shall be transferred to the Clara Barton District of the Unitarian Universalist Association of Churches or its successors.

ARTICLE 12 – AMENDMENT of BYLAWS

All former Constitutions and Bylaws conflicting with these subject Bylaws are now repealed. Amendment of these Bylaws, not in conflict with Massachusetts laws, may be adopted at any legally called meeting of the Church, by a two-thirds (2/3) vote of the voting members present and voting thereon. Provided, written notice embodying the changes or suggestions are stated in the warrant calling the meeting(s) at which they are to be acted upon.