

**BYLAWS
of the
UNITARIAN UNIVERSALIST CHURCH
OF WORCESTER (MA)
AS AMENDED FEBRUARY 6, 2011**

**ARTICLE I
NAME**

As set forth in Article I of the Constitution of this Church, the name of this religious organization is the Unitarian Universalist Church of Worcester. Wherever the word “Church” is used in these Bylaws as amended from time to time, it shall refer to the Unitarian Universalist Church of Worcester.

**ARTICLE II
PURPOSE**

The purpose of these Bylaws is to set forth the organizational structure necessary to carry out the requirements of the Constitution of the Church and facilitate the business of the Church.

**ARTICLE III
MEMBERSHIP**

Section 1. A “Member” is a person who has signed the Church membership book in accordance with the provisions of Article IV of the Constitution of the Church.

Section 2. Active members: Active members shall agree to support the church by making an annual financial contribution of record, as they are able. Only Active Members are entitled to vote and hold elective office.

Section 3. An Inactive Member is a member who is not supporting the church as stated in Section 2 above. Annually, the Membership Chair and the Treasurer, in consultation with the Minister, shall prepare a list of those members who might be classified as Inactive Members. A written notice shall be mailed to each such Member’s last known address. The written notice shall request that such Member inform the Church of his or her intention regarding Active Membership. A final list of those to be classified as Inactive Members shall be presented to the Board of Management no later than thirty (30) days prior to the date the Church membership census must be submitted to the Unitarian Universalist Association (hereinafter referred to in these Bylaws as the “U.U.A.”). Inactive Members shall not be eligible to vote at any meetings of the church nor will they be included in the annual membership report to the U.U.A. Inactive Members may be reclassified as Active Members and regain their voting rights thirty (30) days after giving written notice to the Membership Committee.

Section 4. A member, either Active or Inactive, may be removed from the Membership roll:

- a. Upon written request from the member or upon the death of the member.
- b. By a vote of the Board if the member has joined another church or has moved away from the Worcester area, provided that such notice has been given by mail to the Member's last known address in advance.

ARTICLE IV MEETINGS OF THE CHURCH

Section 1. . As provided in the Constitution of the Church:

- a. The phrase, "vote of the Church" shall mean a vote of the Active Members of the Church; and
- b. Voting members shall be Active Members eighteen years of age or over. Active Members may vote at all meetings of the Church except on the question of dissolution of the corporation in which case only those who have been voting members of the Church for six months may vote.
- c. There shall be no voting by proxy.

Section 2. The Annual Meeting of the Church shall be held on the last Sunday in April, at a time and place to be designated by the Board except in 2011 when the annual meeting shall be held May 1, 2011. In the event that a quorum cannot be obtained, the meeting will be held one week later. The agenda of the Annual Meeting shall include, but not necessarily be limited to, the reading of the minutes of the previous Annual Meeting, the report of the President, the report of the Minister, the report of the Treasurer, the review and approval of the budget for the next year, the report of the Nominating Committee, and the election of Officers, Board Members at Large, and the new Nominating Committee.

Section 3. A special meeting of the of the Church may be called at any time by a majority vote of the Board, or upon application to the Clerk of not less than fifteen percent (15%) of the voting members, provided that the purpose of the meeting is specified in the notice of the meeting.

Section 4. Due notice of the business of any meetings shall be posted in a conspicuous place within the Church building and by written notice mailed to the last known address of each Member; in each case, at least ten (10) days before the date of the meeting.

Section 5. Twenty-five percent (25%) of the voting members of this Church shall constitute a quorum to transact the business of the Church.

Section 6. Except as otherwise provided in these Bylaws, the rules contained in the then

current Robert's Rules of Order, Revised shall govern all meetings of the Church.

ARTICLE V NOMINATING COMMITTEE AND ELECTIONS

Section 1. There shall be a Nominating Committee of five members, each elected for one-year terms at the Annual Meeting. Members may be elected to no more than two consecutive terms.

Section 2. The outgoing President, if available and willing, or at least one past-Moderator or past-President will be nominated as a member of the Nominating Committee. No more than two members of the Nominating Committee shall be from the Board. The Nominating Committee shall be representative of the diversity of the church.

Section 3. It shall be the duty of the Nominating Committee to present nominees, all of whom must be Active Members, for the following positions at the Annual Meeting:

- a. Any Church/Board Offices and Board member-at-large positions due to be filled at that meeting.

- b. The Nominating Committee for the next year and the person designated to be the Committee Chair. Said Chair must have served on the previous Nominating Committee.

Section 4. The report of the Nominating Committee shall be sent to the last known address of all members of the Church at least ten days prior to the date of the Church meeting to which the report will be made.

Section 5. Following the presentation of the Committee's report at the meeting, nominations may be made from the floor by any voting member, provided that the consent of the nominee has been previously secured.

Section 6. The election shall be by ballot. A majority of those qualified and voting shall constitute election.

Section 7. In the event of a vacancy occurring in any office during the Church year, the Nominating Committee shall recommend a replacement to the Board.

Section 8. In accordance with Article XIII, Section 2, the Nominating Committee shall at the time of the resignation or dismissal of the Minister, prepare a slate of seven nominees for the Ministerial Search Committee.

Section 9. At the time of resignation or dismissal of the Director of Religious Education, the Nominating Committee shall collaborate with the Religious Education Committee to

nominate five candidates for a Director of Religious Education Search Committee and present the list of nominees to the Board for approval in accordance with Article XIV.

ARTICLE VI OFFICERS

Section 1. The officers of this Church shall be a President, a Vice-President, a Clerk and a Treasurer. These four officers also shall be the officers of the Board of Management of the Church.

Section 2. All officers shall be elected by a majority vote of the Active Members at an annual meeting unless otherwise provided in these Bylaws. Officers must be Active Members of the Church. The terms of the officers elected at the 2011 annual meeting shall begin July 1, 2011 and the term of the Officers who were elected or assumed office prior to July 1, 2011 whose terms would ordinarily end prior to June 30, 2011 shall continue in office to June 30, 2011.

Section 3. The Church shall elect the President for a term of one year. No President shall be elected to more than three consecutive terms. The President is the chief lay officer of the Church. The President also shall be the presiding officer of the Board.

Section 4. The President shall be responsible for:

- a. Organizing the Finance and Board Standing Committees;
- b. Presiding at all meetings of the Board;
- c. Coordinating and overseeing activities of the Board including preparation of agendas for meetings.
- d. Reviewing, with the Vice-President, the work of the committees;
- e. Maintaining liaison with the Minister
- f. Ensuring that the accounts of the Treasurer and Collector are audited on an annual basis by someone who does not handle Church funds and a report is published to the Church membership.
- g. Calling special Board meetings to handle urgent Church matters.
- h. Serving as ex-officio member of Board and Finance Standing Committees and task forces of the Church.

Section 5. The Vice-President shall be elected by the Church for a term of one year. No Vice-President shall be elected to more than three (3) consecutive terms. The Vice-President, shall work with the President to learn the President's job and duties and shall assume the duties of the President when so requested by the President, or when the President is unable or unwilling to serve. The Vice-President shall be responsible for coordinating and be an ex-officio member of the Program Standing Committees and related committees and task forces.

Section 6. The Church shall elect the Clerk and Treasurer in alternate years for terms of two years each. No Clerk or Treasurer shall be elected to more than four consecutive terms. The Clerk shall be elected in odd-numbered years and the Treasurer in even-numbered years.

Section 7. The Clerk of the Church shall be the Clerk of the Board. The Clerk shall keep a record of the transactions of the Church and the Board in a manner satisfactory to the Board and in accordance with Massachusetts General Laws and shall perform such other duties as may be directed by the Board as usually pertain to this office. If both the offices of the President and Vice-President are vacant, the Clerk shall call the necessary meeting or meetings of the Board to fill one or both offices.

Section 8. The Treasurer's duties shall be those customarily performed by such an officer and those assigned by the Board including:

a. Custody of all Church funds, including the Church's investment funds. These funds shall be deposited in a bank or banks, money market funds, or other appropriate depository designated by the Board in the name of the Church. The removal of funds from a brokerage account shall require two signatures. One of those signatures shall be the Treasurer's and the second shall be the Chair of the Investment Committee or that person's designee.

b. Custody of all deeds, evidence of title, securities, and documents relating to the property of the Church, which shall be kept in the Church's safe deposit box. The Treasurer and one other member of the Board, selected by the President, shall have individual access to the Church's safe deposit box.

ARTICLE VII BOARD OF MANAGEMENT

Section 1. Whenever the word "Board" is used in these Bylaws, it shall signify the Board of Management, and the phrase "a vote of the Board" shall mean a vote of the members of the Board of Management at any meeting of the Board.

Section 2. The Board membership shall consist of the President, the Vice-President, the Clerk, the Treasurer, and nine members at large, all of whom may vote on all questions at all meetings of the Board at which they are present. There shall be no voting by proxy. The Minister and the Director of Religious Education shall be ex-officio, non-voting members of the Board.

Section 3. The nine (9) members at large shall be elected by the Church for terms of three years each with three members being elected annually. A person who has served a full term as a member at large on the Board shall not be eligible for reelection as a member at large to the Board until after the expiration of one year.

Section 4. The officers of the Board shall be the four officers of the Church - President, the Vice-President, Clerk, and the Treasurer.

Section 5. After election, the President and the Vice-President shall present to the Board a list of the chairs of Standing Committees and other additional committees and Task Force(s) which they deem necessary for the operation of the Church during the year in accordance with Article IX, section 2.

Section 6. The Board shall hold at least ten monthly meetings a year at such reasonable times and places as it may decide. Special Board meetings may be called by the President or by the Clerk on written application of five members of the Board.

Section 7. . Seven members shall constitute a quorum of the Board. Unless otherwise specified herein, all questions shall be decided by majority vote of the Board members present.

Section 8. Duties of the Board are as follows:

- a. The Board shall have the powers between meetings of the Church that the Church has itself, except such as are specifically reserved by the Constitution and Bylaws of this Church or by the Commonwealth of Massachusetts.
- b. The Board shall have general charge of the properties and other assets of the Church and be responsible for policy, planning, personnel, and finances. In case of emergency, the Board shall be authorized to repair damage to Church property, including real estate, at a cost to be determined by the Board which, to the extent the cost exceeds the available operating funds of the Church, shall be funded by a loan against the invested funds of the Church.
- c. The Board shall have no power, except as and when instructed by a meeting of the members of the Church: (1) to buy and sell real estate; (2) to buy and sell personal property for a consideration of more than \$2000; (3) to grant right in, lease, encumber, pledge, or otherwise deal with any real estate of the Church, or (4) to call or dismiss a Minister.
- d. The Board, through a process established by the Human Resources Committee, shall have the power to hire or discharge employees except the Minister. Hiring shall be upon the recommendation of a search committee when required by the Bylaws.
- e. The Board shall appoint an Investment Committee. This Committee shall hold, manage, invest, and reinvest at its discretion the funds of the Church entrusted to its care, with authority to sell the same and to purchase other securities at its discretion. The Board shall be informed at its following meeting of any changes made by the Investment Committee. The Board shall have the right to override any decisions made by the Investment Committee, and the Investment Committee

is required to follow the wishes of the Board within three business days of oral or written notification of the wishes of the Board.

f. The Board shall be responsible for the development of policy and operating procedures including procedures covering the disbursement of the Church's funds.

g. In the event of a vacancy occurring in any Church office during a Church year, such vacancy shall be filled through appointment by the Board from the recommendation(s) of the Nominating Committee. Any person who is appointed by the Board to serve in the event of a vacancy shall serve until the elections at the next annual meeting. ___

h. The Board shall ensure that these Bylaws are adhered to.

i. The Board shall establish policies and procedures for the use of Church facilities including, but not limited to, use by auxiliary organizations and community groups.

j. The Board shall have the authority to accept or reject gifts or bequests to the Church that are restricted or subject to conditions for acceptance.

Section 10. Except as otherwise provided in these Bylaws, the rules contained in the then current Robert's Rules of Order, Revised, shall govern all meetings of the Board.

ARTICLE VIII FINANCE AND BUDGET CONTROL

Section 1. The Board shall present a budget or budgets to the Annual Meeting, copies of which shall be available to the members at least ten days before the meeting.

Section 2. The Board shall ensure the establishment of a schedule for the annual budgeting process and the annual canvass. Said schedule shall ensure the budget and annual canvass shall be completed ten days prior to the Annual Meeting of the Church. The Board shall also establish policies and procedures for other fundraising.

Section 3. It is the goal of this Congregation to meet its fair share contribution to the UUA.

Section 4. The Board shall develop and maintain policies and procedures covering the disbursement of the Church's funds. No person shall have the power to incur expenses outside that person's own committee and no committee shall have the power to incur expenses for the Church beyond the budget and/or limitations set by the Board, except as directed by a vote of the Board.

Section 5. No mortgage may be placed on the Church except by a two-thirds vote of the Church, nor may the Church building be sold except by a two-thirds vote of the Church members.

Section 6. The Board shall appoint a Collector who shall keep a record of all pledges and subscriptions to the Church. The Board shall establish adequate policies and procedures for the Collector to assure security of deposits and accuracy of the records of the Church.

Section 7. The fiscal year shall be from May 1 to the next April 30. Beginning with the annual meeting in 2012, the fiscal year shall begin on May 1, 2012 and end on June 30, 2013 consisting of 14 months for the transition year. Thereafter, the fiscal year shall have 12 months beginning on July 1 and ending on June 30.

Section 8. The Committee on Finance shall supervise the auditing of Church accounts of the Treasurer and Collector and verify the adequacy of Church records.

Section 9. The Chair of the Investment Committee shall report to the Board on the state of the Church's investments on an annual basis.

ARTICLE IX STANDING COMMITTEES, COMMITTEES AND TASK FORCES

Section 1. Standing Committees are committees that exist from year to year and throughout each year and support significant Church programs and activities necessary for the normal functioning and operation of the Church. Addition to or deletion from this list may be made by the Board on the recommendation of the President or Vice President, subject to the subsequent submission to the Bylaw amending process. Any changes shall be reflected in the Bylaws.

- a. The Program Standing Committees are: Accessibility, Adult Continuing Education, Denominational Affairs, Fellowship, Membership, Parish Services, Religious Education, Social Action, Technology, Welcoming Congregation and Worship Arts.
- b. The Finance Standing Committees are: Canvass, Endowment, Finance, Fund Raising and Investment.
- c. The Board Standing Committees are: Building and Grounds, Bylaws & Governance, Committee on Ministry, and Human Resources.
- d. Elected Standing Committee: Nominating

Section 2. The President shall present to the Board for approval the names of the Chairs for the Finance and Board Standing Committees. The Vice-President shall select and present to the Board for approval the names of the Chairs for the Program Standing Committees. The President and Vice-President shall consult with existing committees in the selection process. The selection of chairs of the Standing Committees by the President and Vice-President shall be given a high priority following the annual election of the Church officers.

Section 3. The Board, acting upon the recommendations of the President or Vice-President, shall decide which task forces or other committees in addition to the Standing Committees are to be active during any given year.

ARTICLE X PROGRAM COUNCIL

Section 1. Purposes of the Program Council are as follows:

Provide coordination of the Church calendar.
Facilitate communication between and among Program components of the church.
Work with the Program committees to ensure committee budgets are prepared as required.
a. ____ Recommend policy changes to the Board.

Section 2. The Vice-President shall Chair Program Council meetings.

Section 3. The Program Council membership shall consist of a representative of each Program Standing Committee and other Program committees and task forces.

ARTICLE XI COMMITTEE ON MINISTRY

Section 1. The Church shall maintain a Committee on Ministry. The mission of the Committee on Ministry is to strengthen the quality of the ministry within the congregation. It shall advise the board as to the health of the Ministry.

Section 2. The Committee on Ministry shall consist of six members proposed by the Nominating Committee in consultation with the Minister and approved by the Board. Members shall serve three-year terms with two members rotating on each year. In the event of a mid-term vacancy the Nominating Committee will recommend a replacement to the Board to fulfill the vacant term. In the first year of a new Minister, the Nominating Committee shall select the two new members for that year from the Ministerial Search Committee. Members of the Committee on Ministry may not be current members of the Board.

ARTICLE XII MINISTER

Section 1. The Minister shall be responsible to the Church and to the Board for effective performance of ministerial tasks. The Minister shall be ex-officio member of the Church, the Board, and all committees except the Nominating Committee, for counsel and leadership in the business of the Church. The Minister shall be a member of a Director of Religious Education Search Committee.

Section 2. The Minister shall be chosen by a vote of the Church and a vote of the Church shall be necessary for the termination of the Minister's contract. A three-fourths vote of the Church shall be sufficient to dismiss the Minister.

Section 3. When the Minister is engaged for an indefinite period of time, the relationship shall continue at least ninety days after either of the contracting parties has given notice in writing of the desire to discontinue the relationship, unless both parties agree otherwise.

Section 4. . The Minister shall render such reports as the Board may require of the Minister. The Minister shall keep in a register, provided and owned by the Church, a record of all marriages, dedications and receptions of new members performed as Minister of the Church. Unless otherwise provided the Minister shall keep in the same register a list of Church members with dates of record of reception, dismissal, transfer and/or death.

Section 5. The Minister, with the approval of the Board, shall establish and maintain such religious services, as the Church deems appropriate. This section shall not limit the freedom of the pulpit for creative worship.

Section 6. Eligibility for the Ministry of the Church shall not be restricted on the behalf of age, national origin, race or color, gender, sexual or affectional orientation, or physical challenge.

ARTICLE XIII MINISTERIAL SEARCH COMMITTEE

Section 1. This Church shall follow the procedures designated by the Unitarian Universalist Association in its search for and selection of a candidate for the ministry of this Church.

Section 2. In the case of the resignation or dismissal of the Minister, a Ministerial Search Committee of seven Active Members shall be elected by the voting membership of the Church at a duly noticed meeting of the Church from a slate prepared by the Nominating Committee.

Section 3. . The recommendation of the Ministerial Search Committee shall be submitted to the membership at a duly called meeting of the Church.

ARTICLE XIV DIRECTOR OF RELIGIOUS EDUCATION SEARCH COMMITTEE

Section 1. At the time of the resignation or dismissal of the Director of Religious Education (DRE), the Nominating Committee and Religious Education Committee shall collaborate to nominate five candidates for a Director of Religious Education Committee and present the list of nominees to the Board for approval.

Section 2. The DRE Search Committee shall include the Minister, a member of the Board, and a member of the Religious Education Committee. At least two (2) of the five (5) members of the DRE Search Committee shall be persons with children enrolled in the Religious Education program.

Section 3. The DRE Search Committee shall follow the procedures designated by the proper offices of the Unitarian Universalist Association in its search for and selection of a candidate for the DRE position.

Section 4. The recommendation of the DRE Search Committee shall be submitted to the Board for approval.

ARTICLE XV LIMITS OF LIABILITY

Members of the Board, officers, employees, members, and volunteers in the service of the Church shall not be personally liable for any debt, liability, or obligation of the Church. All persons, corporations, or any entities extending credit to, contracting with, or having claim against the Church, may look only to the funds and property of the Church 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 Church but only to the extent permitted by law. The Church shall be bonded in such amounts as the Board deems appropriate to insure against loss caused by individuals who handle the Church's funds (e.g. the Treasurer, Collector and any other person authorized by the Board to handle money).

ARTICLE XVI BYLAW REVIEW AND AMENDMENTS

Section 1. These Bylaws may be amended at any duly called meeting of the Church by a vote of two-thirds (2/3) of the Voting Members present, provided that the purpose to amend the Bylaws and the notice of the proposed amendment(s) are included in the notice of said meeting.

Section 2. These Bylaws shall be reviewed biennially by the Board, in even-numbered years.