ARLINGTON STREET CHURCH
Unitarian Universalist

The Bylaws of Arlington Street Church

Revised May 20, 2025

Arlington Street Church, Unitarian Universalist
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Bylaws of Arlington Street Church

Adopted under Chapter 19 of the Acts of 1805 of the
Commonwealth of Massachusetts, as amended by
Chapter 11 of the Acts of 1862; by Chapter 228 of the
Acts of 1953, and by the Second Society of Universalists
in the Town of Boston under Chapter 96 of the Acts of
1816, as amended by Chapter 168 of the Acts of 1918;
under the provisions of Chapter 258 of the Acts of 1966.
Also, amended at Arlington Street Church on
May 31st, 1967; June 18th, 1971; January 21st, 1973;
January 20th; 1974; May 16th, 1977; October 15th, 1989;
May 21st, 2000; June 15th, 2003; June 15th, 2008; June 2nd, 2013;
March 9th, 2014; May 21st, 2024, May 20th, 2025

ARTICLE I
NAME, PURPOSE, AND AFFILIATIONS
A. Name
The name of the Corporation is Arlington Street Church, Unitarian Universalist, located in Boston, Massachusetts.

B. Purpose
The Corporation exists for religious, educational, and charitable purposes, is gathered for worship and service and dedicated to the principles of religious freedom, democratic process, human dignity and equality, and a free pulpit.

C. Affiliations
The Church shall be affiliated with the Unitarian Universalist Association, the New England Region organization, the Benevolent Fraternity of Unitarian Churches (now known as the Unitarian Universalist Urban Ministry) and the Bethany Union for Women.

ARTICLE II
THE CORPORATION
A. Powers of the Corporation
The Corporation shall be empowered to exercise its corporate powers for and shall devote its resources to religious, educational, and charitable purposes. The Corporation shall solicit and receive funds to support its work. The Corporation may receive, hold, manage, invest, and reinvest any real or personal property for any of its purposes.

B. Powers and Duties of Members of the Corporation
The Members of the Corporation (Members) shall:
1. Have such powers as are vested in them by law and specified in these by-laws,

2. Choose, call, and dismiss Ministers of the Church, but only at a special meeting duly called for that purpose according to the standard procedures of

the Unitarian Universalist Association and the Unitarian Universalist Ministers' Association,

3. Elect officers and such other delegates and representatives of the corporation, members of the Prudential Committee, and,

4. Determine sales of meeting houses upon recommendation of the Prudential Committee, provided that no vote shall be passed authorizing the sale of a meeting house belonging to the Church except by a two-thirds majority vote of a meeting duly called for the purpose at which a majority of the Members are present.
Members may attend and be heard at any and all meetings of Church committees, except for executive sessions of the Prudential Committee and of other church committees called as specified in Article III, section (D)(3) of these Bylaws.

C. Membership
1. Membership in the Church, and therefore the Corporation, shall be open to all persons 14 years or over, who are in agreement with the Church purpose. Prospective Members shall join the church by signing the Membership Book, making an annual pledge, and pledge payment toward the operating expenses of the Church, and being welcomed into the Church by a vote of the current active members. Prospective Members shall have both signed the Membership Book and made an annual pledge plus an initial pledge payment at least five (5) days before the Corporation votes to welcome them into the Church.

2. A Member may be suspended from Membership at any annual or special meeting, upon recommendation by the Prudential Committee, if the Member has been mailed due notice of the intention to suspend, and:
   a. Has not made an annual pledge and pledge payments, or
   b. Has not kept the Church informed of the Member's address, or
   c. Has submitted notification of resignation.

3. A former Member may be reinstated by complying with the requirements of paragraph 1, above.

4. Associate Member (adopted 6/15/2003)--If after the covenant renewal process a Member has not pledged prior to the date of the annual meeting, the Corporation will vote to move that Member's status from Member to Associate for the next fiscal year. While in Associate status, one cannot vote; thus Arlington Street Church does not pay UUA dues for Associates, only for full voting Members. When someone's status has moved from Member to Associate, Arlington Street Church will notify that person by mailed letter, offering the Associate another opportunity to renew as Member.

   a. During the next year, the Covenant Committee and Arlington Street Church lay leadership will make at least one more outreach attempt to all those in Associate status, asking them to renew as full Members. An

Associate can be reinstated to Members by requesting reinstatement, making a pledge for the current fiscal year (plus an initial payment on it), and being voted in by the Corporation.

b. Those Associates who have been in Associate status for a full year as of the following year's annual meeting, and still have made no pledge, will then be removed from membership. Again, when someone's status has moved from Associate to Non-Member, Arlington Street Church will notify that person by mailed letter, asking them once again to renew as Member.

c. After removal, a former Member can rejoin Arlington Street Church as an active voting Member at any time by requesting reinstatement, making a pledge for the remainder of the current fiscal year plus an initial payment on it, and being voted in by the Corporation.

D. Officers

1. The officers of the Corporation shall be two Co-Moderators, a Clerk, and a Treasurer, who shall be elected at the Annual Meeting. The officers shall assume office on the first day of July following their election and shall serve until the next 30th day of June or until replaced by a duly elected successor. Vacancies shall be filled by a special election to the remainder of the unexpired term. Officers shall have the responsibilities set out below.

2. A Co-Moderator shall preside at all Annual and Special Meetings of the Corporation.

3. The Clerk shall be a resident of Massachusetts and shall:

a. Record all votes and all the proceedings of the Members and the Prudential Committee, in separate books, kept for that purpose,
b. Keep a roster of current active Members, and
c. Give notice of Corporation Meetings.

4. The Treasurer shall:

a. Receive and safely keep all money and other property of the Corporation entrusted to the Treasurer,
b. Disburse the funds of the Church under the direction of the Prudential Committee,
c. Keep a complete account of the Corporation's finances in books which shall be open for inspection at any time by members of the Prudential Committee or its duly appointed representatives,
d. Render a current financial statement at each regular meeting of the Prudential Committee and at each Annual Meeting of the Corporation, and,
e. Prepare a written annual statement for each fiscal year, which statement shall be audited and certified by persons designated by the Prudential Committee.

E. Meetings and Voting
1. The Annual Meeting of the Corporation shall be held prior to the close of the Church fiscal year in May or June. Annual reports shall be heard and elections held, and such other matters as may require the attention of the Membership shall be considered.

2. Special Meetings of the Corporation may be called by the Prudential Committee or by petition of a quorum of Members.

3. Due notice of all meetings of the Corporation shall be published at least 10 days before the date of the Annual or any Special Meeting. Only such matters as have been included in the notice of the meeting shall be voted on.

4. At any Annual or Special Meeting of the Corporation 25 Members shall constitute a quorum, provided, however, that no vote shall be passed authorizing the sale of any meeting house belonging to the Corporation, except by a two-thirds vote of a meeting of the Corporation duly called for the purpose, at which a majority of the Members are present.

5. All voting must be by Members present and casting their own votes. Votes by proxy or by attorney shall not be accepted.

6. All votes cast for nominees in a contested election shall be by secret ballot.

F. Nominating Committee
1. A Nominating Committee of at least 5 Members, one of whom shall have served on the Nominating Committee of the preceding year, shall be elected at the Annual Meeting to serve until the close of the next Annual Meeting. Only persons who served on the Nominating Committee in the preceding year shall be eligible for election to one of the five positions; any Member, including previous members of the Nominating Committee shall be eligible for election to the other four positions.

2. The Nominating Committee shall present to the Annual Meeting a nomination or nominations for each of the following offices:

a. For one-year terms: Co-Moderators, a Clerk, a Treasurer, and representatives to the Unitarian Universalist Urban Ministry
b. For 3-year terms: Members for election to replace Prudential Committee members whose terms are expiring,
c. For vacant unexpired Prudential Committee positions having at least 4 months remaining in the term: nomination of as many members as may be necessary.

3. The Nominating Committee shall present to a Special Meeting called for this purpose nominations for a slate of delegates to the UUA General Assembly, for vacant Prudential Committee positions if a vacancy occurs more than 4 months before the expiration of a term and for vacant officer positions.

4. The Nominating Committee shall publish the names of persons it is nominating at least 2 weeks before the election at which the nominees will be voted on.

5, Additional Nominations may be made on the floor of the meeting if permission of the nominee has been obtained. Every Member shall have the right to present his or her name or that of any other Member to the Nominating Committee as a candidate for any elective office.

ARTICLE III
PRUDENTIAL COMMITTEE
A. Powers
There shall be a Prudential Committee of 9 Members, who shall be the only voting members of the Prudential Committee. They shall have full power to direct the Corporation including hiring and firing of staff, except those matters required by these Bylaws to be decided by the Members. The Prudential Committee shall appoint, charge, and annually review the activities of all committees of the church. The Prudential Committee may by a majority vote of a quorum, for good cause shown and after notice to the affected member or representative, remove a Prudential Committee member.

B. Executive Committee
The Prudential Committee may establish an Executive Committee consisting of no fewer than 4 members of the Prudential Committee and may delegate to the Executive Committee such powers as it deems appropriate.

C. Officers
1. The Prudential Committee shall annually elect a chairperson from among themselves. The Chairperson shall preside at all meetings of the Prudential Committee and shall make a written report at each Annual Meeting.

2. The Prudential Committee may elect a Vice Chairperson from among themselves. The Vice Chairperson shall exercise all powers and duties of the Chairperson in the absence of the Chairperson.

D. Meetings, Quorum, and Executive Sessions
1. The Prudential Committee shall meet monthly except in August. Special meetings of the Prudential Committee may be called by the Chairperson or any 4 members by notice given not less than two days in advance, or by agreement of a majority of members for less notice.

2. Five members shall constitute a quorum.

3. The Prudential Committee may, if approved by a majority vote of a quorum, meet in executive session, but only to consider such matters as affect the personal affairs and well-being of individuals or litigation in which the Church is or may be involved. All votes taken in executive session shall be recorded roll call votes and shall be included in the Minutes of the meeting.

E. Action and Voting Outside of Meetings
1. Action, including voting, may take place between meetings via any medium, electronic or otherwise, available to all Prudential Committee members.

2. A policy shall be established and approved by the Prudential Committee during a regular meeting. Amendments to the policy shall likewise be approved only during a regular meeting.

3. Any vote taken between meetings will be recorded in the minutes.

F. Terms of and Vacancies in Office
1. Prudential Committee members shall serve for a single 3-year term and shall not be eligible for re-election for 2 years following the end of their term of office. Persons elected to fill unexpired terms of less than 2 years shall be eligible for re-election to a single 3-year term.

2. The terms of Prudential Committee members shall commence on the first day of July next following their election. The Prudential Committee members serving on the date of the adoption of these Bylaws shall designate three positions on the Prudential Committee to expire in 1990, three to expire in 1991, and three to expire in 1992. Prudential Committee members elected in 1990 and thereafter shall be elected to 3-year terms.

3. Absence from 3 consecutive meetings of the Prudential Committee without reasonable cause and/or due notification shall constitute justification for dismissal from said committee.

ARTICLE IV
FINANCES
A. Budget

1. A budget, prepared under the auspices of the Prudential Committee and approved by it, shall be presented to the Corporation at the Annual Meeting and approved or returned to the Prudential Committee for further consideration. If the budget is returned to the Prudential Committee, the Annual Meeting shall be adjourned to a date certain at which time the Prudential Committee shall again present a budget.

2. The Prudential Committee shall have authority between Annual Meetings to make such changes to the budget as circumstances may require, and to authorize the receipt and expenditure of unanticipated donations received for a specific purpose, but shall not increase the total amount of the budget without the approval of a majority of the Members present and voting at a duly called meeting of the Corporation.

B. Fiscal Year
The Fiscal Year shall be July 1st through June 30th.

C. Funds of the Endowment
The Arlington Street Church has an endowment comprised of both restricted and nonrestricted funds created from the sale of the Channing House in 1986 as well as private donations. The endowment funds may be used to support the mission and operations of the church based on prudent financial management under the guidance of professional investment advisors.

The endowment consists of the following separate accounts:

1) Arlington Street Church (52005413) - This fund contains the bulk of the investment accounts and can be used for operating expenses as well as building maintenance as voted on by the congregation.

2) The Hunnewell Fund (42591569) - This fund is exclusively for the use of maintaining the chapel.

3) Swift/Sturgis/Miner and Poor Fund- The named congregants set this up as a benevolence fund to help members of the community suffering hardship.

4) Sarah Preston Fund UUA Investment Account- This fund is for education (such as paying for guest ministers since they are learning, practicing, and being mentored at ASC).

ARTICLE V
INDEMNIFICATION OF OFFICERS AND PRUDENTIAL COMMITTEE MEMBERS

A. Authority to Indemnify
The Church may, to the extent legally permissible and only to the extent that the status of the Church as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each person who may serve or who has served at any time as an Officer of the Church or member of the Prudential Committee of the Church (referred to as “officer”) against all expenses and liabilities (including amounts paid in settlement and counsel fees, judgments, and awards) reasonably incurred by or imposed upon such person in connection with any Claim (as hereinafter defined) in which the person may become involved, as a party or otherwise by reason of the person’s service or having served as an officer or by reason of any alleged act or omission in that capacity. No indemnification shall be provided as a result of a proceeding voluntarily initiated by such person unless the person is successful on the merits, the proceeding was authorized by a majority vote of the Members or of the Prudential Committee, or the proceeding seeks declaratory judgments regarding the person’s own conduct. Further, no indemnification

shall be provided for any such person with respect to any matter as to which the person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the person's action was in the best interest of the Church. Furthermore, no indemnification shall be provided to any person with respect to any claim by or in the right of the Church if such person is adjudicated to be liable to the Church or makes a settlement payment to the Church, unless a court otherwise determines.

B. Authority to Make Advance Payments
Such indemnification may, to the extent authorized by the Church, include payment by the Church 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 the person shall be adjudicated not to be entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

C. Authorization to Pay Indemnification
All advance and other payments of any indemnification claimed under this article shall be authorized by the Church, if (but only if):

1. The Church shall find, by a majority vote of a quorum of the Members or of the Prudential Committee without counting the vote of any Member of the Church or of the Prudential Committee who is either the person claiming such indemnification or a party to the Claim in question (and without counting any such interested person in determining the presence of a quorum), that the person claiming such indemnification is eligible to receive the same, that it is in the best interest of the Church to pay such indemnity and, in the case of a settlement, that the amount paid in settlement, or the portion thereof as to which indemnification is to be given, is reasonable in the light of all the circumstances; or

2. A court having jurisdiction shall have entered a final order ordering payment of such indemnification.

D. Definition of a Claim
"Claim" means any threatened or actual administrative, civil, or criminal claim, action, suit, investigation, or proceeding, whether brought by or in the right of the Church, by another organization in which it has an interest, by a third party or otherwise, including a proceeding in which a person is successful in seeking indemnification under this article.

E. Scope of Indemnification
This indemnification shall inure to the benefit of the heirs, executors, and administrators of an officer of the Church. The provision for indemnification under this article shall not limit any right of indemnification existing independently of this article.

F. Insurance
The Church shall have the power to purchase and maintain insurance at its expense to insure the Church against any liability for indemnification hereunder and/or to insure any officer against any expense or liability incurred by him or her as an officer, or arising out of that status, whether or not the Church would have the power to indemnify such person against such expense or liability.

G. Amendment
The provisions of this article may be amended or repealed as provided in these Bylaws; provided, however, that no such amendment or repeal which adversely affects the rights of an officer under this article with respect to his or her acts or omissions at any time before such amendment or repeal shall apply to that person without such person's consent.

ARTICLE VI
PERSONAL LIABILITY

The Members and members of the Prudential Committee shall not be personally liable for any debt, liability, or obligation of the Church. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Church may look only to the funds and property of the Church for payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Church. Provided, however, that the Church shall have the right to recover from any Member or other person any amounts of debt, liability, or obligation incurred without authority by the Member or other person in the name of the Church and such additional sums to which the Church may be lawfully entitled.

ARTICLE VII
CONFLICTS OF INTEREST

The Church may enter into contracts or transact business with one or more of its Members or members of its Prudential Committee or with any corporation, partnership, or other concern in which any one or more of such persons are stockholders, partners, directors, officers, or are otherwise interested, and may enter into other contracts or transactions in which any one or more of its Members or members of its Prudential Committee is in any way interested; and, in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such persons have or may have interests which are or might be adverse to the interests of the Church, even though the vote or action of such persons having such adverse interests may have been necessary to obligate the Church upon such contract or transaction. At any meeting of the Members or its Prudential Committee at which any such contract or transaction shall be authorized or ratified any such interested person may vote or act there with life force and effect as if he or she had no such interest, provided in such case the nature of such interest shall be disclosed or shall have been known to, respectively, the Members or its Prudential Committee, or a majority thereof. A general notice that a Member or a member of its Prudential Committee is interested in any Corporation or other concern of any kind referred to above shall be sufficient disclosure as to the nature of such interest with respect to all contracts and transactions with such corporation or other concern. No member of the Prudential Committee shall be disqualified from holding his or her respective office by reason of any such adverse interests, unless the Prudential Committee shall determine that such adverse interest is detrimental to the interests of the Church.

ARTICLE VIII
AMENDMENTS

Amendments to these Bylaws may be proposed by the Prudential Committee or by petition of 25 Members. The Bylaws may be amended or repealed by a vote of two-thirds of the Members present at a Corporation Meeting, notice of which shall specify the subject matter of the proposed change.