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**BYLAWS
of the
UNITARIAN UNIVERSALIST CHURCH
OF WORCESTER (MA)
AS PROPOSED MARCH 18, 2024**

**ARTICLE I
NAME**

The name of this religious organization is the Unitarian Universalist Church of Worcester. The word “Church” **when** used in these Bylaws **means** the Unitarian Universalist Church of Worcester **including its Members.**

**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.

Section 2. **“Active Member” is a Member who agrees** to support the church by making an annual financial contribution of record, **if** they are able. Participation in the annual pledge drive qualifies a Member as an Active Member regardless of the amount of their contribution.

Section 3. An “Inactive Member” is a Member who is not supporting the church as stated in Section 2.

Section 4. A Member 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 is an Inactive Member, provided that **prior notice has been given to the Member’s last known postal address and e-mail address at least one month prior to the vote.**
- c. By a vote of the Board if they determine that the Member is disruptive and significantly interferes with the ability of the church to function.

ARTICLE IV Meetings of the Church

Section 1. The phrase, “vote of the Church” shall mean a vote of the Active Members of the Church **who are not less than 18 years of age. There shall be no voting by proxy. Only persons who have been Active Members for at least 6 months may vote on a motion to dissolve the corporation (Church).**

Section 2. The Annual Meeting of the Church shall be held **in June on a date, time and place set by the Board**. In the event that a quorum cannot be obtained, the meeting shall be held one week later. The agenda of the Annual Meeting shall include, but not be limited to, the review and approval of the budget for the next **fiscal** year and the election of Officers and Board Members at Large.

Section 3. A special meeting of the Church may be called upon application to the Clerk **of five members of the Board** or 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 shall be sent to each Member at least ten (10) days before the date of the meeting **using the mode of communication in effect on the date notice is sent.**

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

Section 6. The rules contained in the then current Robert’s Rules of Order, Revised shall govern all meetings of the Church.

ARTICLE V **NOMINATIONS AND ELECTIONS**

Section 1. It shall be the duty of the Board to select and publish a slate of nominees for Church Offices and Members at Large at least 10 days prior to the Annual Meeting. Nominations may **also** be made from the floor by any **Active** Member, provided that the consent of the nominee has been previously secured.

Section 2. The election shall by **a vote of the congregation**. A majority of those qualified and voting shall constitute election. **An abstention shall not be counted as a vote.**

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 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. Two Members-at-Large shall be elected by the Church each year for terms of three years. 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. This limitation shall not prevent the departing member-at-large from being nominated as President, Clerk or Treasurer.

Section 4. 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. Any person who is appointed to serve in the event of a vacancy shall serve for the balance of such unfinished term subject to election at the next annual meeting.

Section 5. Only Active Members may hold elective office.

ARTICLE VI OFFICERS

Section 1. The officers of this Church shall be the President, the Clerk and the Treasurer.

Section 2. The President is the chief lay officer of the Church. The President shall preside at all meetings of the Church and the Board and maintain liaison with the Minister.

Section 3. The Clerk of the Church shall be the Clerk of the Board. The Clerk shall keep the minutes and records of the Church and the Board meetings in a manner satisfactory to the Board and shall perform such other duties as may be directed by the Board as usually pertain to this office. If the office of the President is vacant, the Clerk shall call and preside over the necessary meeting or meetings of the Board or of the Church.

Section 4. The Treasurer's duties shall be those customarily performed by such an officer and those assigned by the Board, including:

a. **Responsibility for** all Church funds for the Church and Board. Church 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.

b. **Responsibility for** 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.

c. The Treasurer shall present to the Board periodic reports of Church income and disbursements.

d. The Treasurer shall serve as an ex-officio member of the Investment Committee.

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 Clerk, the Treasurer, and **six** Members-at-Large. **All Board Members** 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 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. Notice of any Board Meeting must be sent to all members of the Meeting before the meeting.

Section 4. Five 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 5. Duties of the Board are as follows:

a. The Board shall have the powers between meetings of the Church, that the Church has, unless specifically reserved to the Church active members by the Constitution and Bylaws of this Church or by the Commonwealth of Massachusetts.

b. The Board shall have oversight and be responsible for policy, planning, personnel, and finances.

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 **\$4000**; (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. In case of emergency as determined by the Minister and the President, the Board shall be authorized to repair damage to Church property, including real estate, at a cost to be determined by the Board.

- d. The Board shall ensure that these Bylaws are adhered to.
- e. 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.
- f. 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 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 Board.

Section 7. The Board shall appoint a Human Resources Committee. 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.

ARTICLE VIII FISCAL YEAR AND FINANCE POLICY

Section 1. **The fiscal year shall be from July 1 to the next June 30.**

Section 2. The Board shall develop and maintain policies and procedures covering the collection, investment and disbursement of the Church's funds. The Board shall appoint a Finance Committee, an Investment Committee, a Collector, and a Pledge Secretary.

a. The Investment 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, adhering to the policies and procedures established by the Board.

b. The Finance Committee shall develop financial policies, supervise periodic audits of church financial records, and assist in the annual budget process.

c. **The Pledge Secretary** shall keep a record of all pledges and subscriptions to the Church.

d. The Collector is responsible for depositing church income and reporting these deposits to the Treasurer.

Section 3. No person shall have the power to incur expenses beyond the budget and/or limitations set by the Board, except as directed by a vote of the **Church**. The Board shall report annually to the Church on the state of the Church's investments.

Section 4. 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 5. The Board and the Minister shall present a budget to the Annual Meeting, copies of which shall be **distributed to the Active** Members at least 10 days before the Annual Meeting.

ARTICLE IX COMMITTEE ON RIGHT RELATIONS

Section 1. The purpose of the Committee on Right Relations is to assist the Church and its leadership in upholding its Covenant of Right Relations.

Section 2. **Members of the Board may not serve on the Committee on Right Relations.**

ARTICLE X 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 for counsel and leadership in the business of the Church. The Minister shall be a member of the 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. Eligibility for the Ministry of the Church shall not be restricted **because** of age, national origin, race or color, gender sexual or affectional orientation, or disability.

Section 5. The Minister shall render such reports as the Board may require of the Minister.

Section 6. 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 7. The Minister is Chief Program Officer. The Minister shall establish groups necessary to facilitate the programs of the Church.

ARTICLE XI

MINISTERIAL SEARCH COMMITTEE

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

ARTICLE XII

DIRECTOR OF RELIGIOUS EDUCATION SEARCH COMMITTEE

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

ARTICLE XIII

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 XIV

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 **Active** 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.