

# **CONSTITUTION and BYLAWS**

**FIRST UNITARIAN CHURCH IN NEW BEDFORD  
71 EIGHTH STREET  
NEW BEDFORD, MASSACHUSETTS  
REVISED AND UPDATED THROUGH MAY 19, 2013  
REVISED MAY 17, 2026**

## **HISTORICAL NOTE**

This congregation is a direct descendant of the congregation gathered in 1708 at Parting Ways at the head of the Acushnet River in present-day Acushnet.

Our present organization has evolved from a special act of the Massachusetts General Court in 1808 incorporating a religious society as Bedford Precinct, separate from, but with legal ties to the Meeting House and Burial Ground at Parting Ways. In 1824 the General Court authorized the name to be changed to the First Congregational Society in New Bedford.

The present name, First Unitarian Church in New Bedford, and a constitution, were adopted in 1956. At that time, new bylaws were also adopted, changing the form of organization from a three-member Board of Assessors to a nine-member Board of Trustees.

# FIRST UNITARIAN CHURCH IN NEW BEDFORD CONSTITUTION AND BYLAWS

## CONSTITUTION

**This Constitution has been ordained and established by members of a congregation gathered and incorporated as a religious society.**

**1. NAME:** The Corporate name of the Church is The First Unitarian Church in New Bedford.

**1.1** The Operating name of the Church is the Unitarian Universalist Church in New Bedford.

**2. PURPOSE:** The purpose of this Church is to encourage persons to strive toward high ethical and moral standards in their personal life and in the community. All members shall be free to formulate their religious beliefs according to their individual needs, conscience, and degree of maturity.

**3. MEMBERSHIP:** As a Welcoming Congregation, any person 16 years of age and older of any gender, race, color, national origin, ethnic background, socioeconomic status, marital status, ability, sexual orientation or gender identity who is in sympathy with the purpose and program shall be eligible for membership.

**4. DENOMINATIONAL AFFILIATION:** This Church may be affiliated with national, regional, and district Unitarian Universalist organizations, but shall not be controlled by any denominational authority, nor committed to any system of theological belief.

**4.1 CONGREGATIONAL POLITY:** The Church shall remain autonomous in its government, and its bylaws shall employ the principles of congregational polity.

**5. AMENDMENTS:** This Constitution or any part thereof may be amended or repealed at a Congregational meeting duly called for that purpose if two-thirds of those present and entitled to vote, do vote in favor of such alteration, amendment

or repeal, but in no case unless a quorum of twenty percent of voting members is present at the meeting.

# BYLAWS

## 1. MEMBERSHIP

**1.1 ELIGIBILITY** As a Welcoming Congregation, any person 16 years of age and over of any gender, race, color, national origin, ethnic background, socioeconomic status, marital status, ability, sexual orientation or gender identity who is in sympathy with the purpose and program shall be eligible for membership.

**1.2 MEMBERSHIP COMMITTEE** The Membership Committee shall consist of the Minister, the President of the Board of Trustees, and the Clerk. The Membership Committee shall act upon all applications for membership.

**1.3 ACTION ON NEW MEMBERS** Upon favorable action by the Committee, new members shall sign the Membership Register, and the date of such signing shall constitute the date of membership. No subscription to creed, or participation in any ceremony, shall be required of any member.

**1.4 VOTING** The right to vote at a Congregational meeting shall be exercised by only those persons who have attained the age of eighteen years, who have been members for thirty days, and whose name appears on the active membership list of the Church. The right to address such a meeting of the Church shall not be denied any Member.

**1.5 MEMBERSHIP LIST:** The Clerk, in communication with the minister and office administrator, shall verify and correct the active membership list annually, and shall present to the Trustees the names of members whose addresses have become unknown or who, for a period of one year, have not communicated with the Church or contributed to its support. Proposed changes to the active membership list shall be presented by the Clerk to the Trustees at the March board meeting. These members may, by vote of the Trustees, be transferred to the inactive membership list. Persons on the inactive membership list will not

receive communications emailed or mailed from the Church, unless requested, may not vote at Congregational meetings, and may not serve as voting members of elected or appointed Committees. Prior to such a transfer, an attempt shall be made to ascertain the wishes of members to be so voted upon. Only active members shall be counted for denominational purposes. An inactive member shall be restored to active membership upon resuming participation in activities of the Church and upon a petition of, and favorable vote by the Trustees.

**1.6 WITHDRAWAL FROM MEMBERSHIP:** Withdrawal from membership may be made by written request to the Clerk or by requesting a letter of transfer of membership.

**1.7 REMOVAL FROM MEMBERSHIP:** The Trustees, by a majority vote, may remove an individual from membership because of that person's harassing or disruptive behavior after the Board determines that all efforts to ameliorate that behavior have failed.

**1.8 FRIENDS OF THE CONGREGATION:** There are individuals who, for various reasons, do not wish to become official members of the congregation but do want to participate and support its mission. These individuals may serve and vote on any committee whose members are not voted on by the congregation. They may not serve as the chair of a committee, serve on elected committees nor may they vote at the Annual Meeting.

## **2. ELECTED OFFICERS**

Persons who have been on the active list of Church members for at least one year may be chosen to be officers of the Church, except that neither the Minister nor the Minister's spouse nor the Minister's children may be officers.

**2.1 CLERK** The Clerk shall be elected at the Annual Meeting to serve a one year term. A candidate for clerk cannot serve more than three consecutive years. The Clerk shall keep a record of the action at each duly called Congregational meeting. All records shall be maintained in the church office, the custody of which is not assigned to some other person. The Clerk shall verify the active Church membership list as maintained by the Clerk (or whomever the Clerk delegates), and shall perform such other duties as may be prescribed. All records of the

Clerk shall remain the property of the Church. The Clerk shall be responsible for posting notices and notifying the membership by mail *or email*, as per the members' preferences, of all meetings and of all business to be voted upon. At each Annual Meeting the Clerk shall read the names of those members who have joined the Church, those members who have resigned, those members who have been transferred to inactive status, and those members who have died. The Clerk shall serve on the Membership Committee.

**2.2 TREASURER** The Treasurer shall be elected at the Annual Meeting to serve a one year term. The Treasurer shall be the collector and custodian of the funds of the Church. The Treasurer shall collect all monies and keep accounts of all receipts and expenditures. All checks shall be signed by the Treasurer unless signed by two of the Trustees. The Treasurer shall be required to furnish an annual statement of Church finances which shall be reviewed by a person, designated by the Trustees, who is not a Church member. The Congregational accounts may be audited at any time at the discretion of the Trustees. The securities of the Church shall be in joint control of the Treasurer and Trustees.

**2.3 MODERATOR** A Moderator shall be nominated and elected at each Annual Meeting to serve for a term of one year. When the full Congregation has been called for a vote, the Moderator shall preside over these Congregational meetings and perform all duties designated to that office by Roberts Rules of Order. In the absence of the Moderator at any full Congregational meeting, a Moderator *pro tem* shall be elected as that meeting's first order of business.

**2.4 TRUSTEES** There shall be a Board of Trustees composed of seven members, elected for staggered three-year terms, at least two being elected at each Annual Meeting. Trustees may be elected for a second term, but then may not be elected to another term until three years have passed. The incoming Board of Trustees shall elect at its first meeting after the Annual Meeting from its own membership a President, a Vice-president, and a Secretary. The President shall preside at all meetings of the Board. The President shall be an *ex-officio* member of all Committees except the Nominating Committee and shall represent the Church on all appropriate occasions. The Vice-president shall act in the place of the President during the President's absence and shall perform such other duties as may be delegated. The President shall serve on the Membership Committee.

**2.4.1 SUPERVISION OF COMMITTEES AND FUNDS** The Trustees shall have general control and supervision of the appointed

Committees and of the property and finances of the Church, including trust property unless the terms of such trust settlements or grants provide for other management. They shall have full power to authorize the Treasurer to invest any funds of the Church, and to invest or re-invest the proceeds. It shall be their duty to consult with the Endowment and Investment Committee on all questions of investment, but no sale or purchase shall be invalid because of failure to consult or to follow the advice of this Committee. The Trustees may employ in their discretion attorneys, agents, and investment counsel.

**2.4.2 FINANCIAL CAMPAIGNS AND BUDGET** The Trustees shall, in consultation with the Endowment and Investment Committee, have responsibility for the direction of all financial campaigns and for the preparation of the Annual Budget to be submitted to the Annual Meeting.

**2.4.3 EMPLOYEES** The Trustees shall appoint all employees of the Church, except the Minister, and shall fix their compensation.

**2.4.4 CONFLICT OF INTEREST** Any Trustee who may have a financial or family interest in the employment of a person or a contract for services by the Church shall disclose that interest and refrain from any participation in or vote or influence on such a vote or other decision on such employment or contract. Such an interest shall not be a per se bar to employment or contract, where the decision is made on the merits and after open solicitation of applicants or proposals.

**2.4.5 NEW ORGANIZATIONS** The Trustees shall act upon applications for new organizations within the Church..

**2.4.6 BUILDING USE** The Trustees shall have final approval of all requests for use of the building and other Church-owned facilities.

**2.4.7 COMMITTEE APPOINTMENTS** The Trustees may appoint members to Committees, except as specified elsewhere in these bylaws.

**2.4.8 BOARD ATTENDANCE** Any Trustee who fails to attend three Board meetings within a fiscal year without adequate excuse shall be removed from the Board and shall be so notified.

**2.5 VACANCIES** All officers of the Congregation shall be elected at the Annual Meeting by ballot, unless waived. If any vacancy occurs in any of these offices, or on the Nominating Committee, the Trustees may fill such vacancy by appointment until the next Annual Meeting.

**2.6 MINISTRY COMMITTEE** The Committee shall consist of up to six members of the congregation who shall serve for three-year staggered terms. Each of the following: a) the Trustees b) the Minister, and c) the Ministry Committee shall appoint at least one member and no more than two. The Ministry Committee shall oversee the shared ministry of the Church which includes: 1) collaborating with the Minister to promote congregational vitality; 2) ensuring yearly evaluations of the Minister for the Board of Trustees; 3) providing congregational feedback to the Minister; and 4) facilitating conflict resolution as it may arise within the congregation, with the Minister, with the staff, or with any community member.

### **3. ELECTED COMMITTEES**

There shall be the following Committees elected by the active members:

**3.1 NOMINATING COMMITTEE** This Committee shall consist of at least three active members of the Church, one of whom shall be elected each year for a term of three years. No member of the Nominating Committee shall be an elected officer of the Church and none shall be eligible to serve for more than one sequential term. No later than thirty days prior to the Annual Meeting, the Nominating Committee shall present to the Clerk and board of trustees a list of candidates for elective offices as stipulated elsewhere in these bylaws.

**3.2 MINISTERIAL SEARCH COMMITTEE** This committee shall be elected by the Congregation as described in section 7.2 of these bylaws.

## **4. DESIGNATED COMMITTEES**

**4.1** The Trustees shall designate such Committees as they deem necessary to carry out the work of the Church and to provide opportunities for input from the membership. Each Committee shall recruit members needed to accomplish its designated task. Every Committee shall submit a written report of its activity at the Annual Meeting. (A Committee may carry another designation: task force, working group, partnership, etc.)

**4.2 ENDOWMENT AND INVESTMENT COMMITTEE** This Committee shall consist of the Treasurer and at least two other members appointed by the Trustees. The Committee's responsibilities shall include studying and advising the Trustees on matters related to the investment of the endowment and other funds, reporting to the Trustees and to the Congregation on the condition of the endowment prior to the preparation of the Annual Budget, recommending to the Trustees the appointment of managers and consultants to invest the endowment, annual review of their performance, and developing Church members' awareness of long and short-term Planned Giving opportunities.

**4.3 HOUSE AND GROUNDS COMMITTEE** This Committee shall consist of at least four members, at least one of whom shall be appointed each year for a term of three years. This committee shall be responsible for care of Church property and for the general supervision of all grounds, buildings, and equipment.

**4.4 PERSONNEL COMMITTEE** The Board of Trustees shall act as the Personnel Committee unless it delegates this responsibility.

## 5. MEETINGS OF MEMBERS

*The Annual meeting and Special meetings are legal meetings requiring a quorum of members.*

**5.1 ANNUAL MEETING** An Annual Meeting shall be held each year before the 30th of May, called by the Trustees. Notices of the meeting shall be sent by mail or email, according to their preferences, to each active member. Notices shall be sent at least twenty-one days before the date set for the meeting. At the Annual Meeting, the general order of business, so far as appropriate, and unless otherwise voted, shall be as follows:

5.1.1 Election of a Moderator or Moderator *pro tem* if necessary.

5.1.2 Comments from the Minister on the state of the Church.

5.1.3 Reading of the Clerk's report, and action thereon.

5.1.4 Reading of the Treasurer's report, and action thereon.

5.1.5 Reading of the Endowment and Investment Committee report, and action thereon.

5.1.6 Action on the reports of all other Committees.

5.1.7 Reading of the Trustees' report, and action thereon.

5.1.8 Approval of the Annual Budget and appropriation of funds therefore.

5.1.9 Election by ballot, unless waived, of the appropriate number of Trustees, a Clerk, and a Treasurer, a Moderator, and one or more members of the Nominating Committee.

5.1.10 Discussion of any other business which may properly come before the meeting at the Moderator's discretion.

#### 5.1.11 Adjournment.

**5.2 SPECIAL Congregational MEETINGS** Special meetings may be called by the Clerk or the Trustees at any time, and must be called by them upon written request of twenty percent of members qualified to vote. Notices of special meetings shall be given in the same manner in which notices are given for the Annual Meeting.

**5.3 QUORUM** Twenty percent of members qualified to vote shall constitute a quorum for any legal (annual or special) meeting, except as provided elsewhere in these bylaws.

**5.4 PROXY** Members may vote by proxy at any meeting of the Church if they are unable to attend in person due to distance, handicap, illness or any emergencies. Members shall be offered the option of attending meetings online by virtual means, such as through a virtual meeting application or by telephone, in order to have a virtual presence at meetings when unable to attend in person.

## 6. ELECTIONS

**6.1 NOMINATIONS** A list of nominations for the various elective offices shall be filed by the Nominating Committee with the Clerk 30 days before the Annual Meeting.

**6.2 NOTICE OF ELECTIONS** At least twenty-one days before the Annual Meeting, the Clerk shall post a list of the nominations and the Call to Meeting in the entry of the Meeting House and to mail or email a copy to each active member of the Church, according to their preferences. The Call shall include the provisions of these bylaws as stated in section 1.4. At the meeting nominations may be made from the floor, including those members attending by virtual means. The election of proposed slate shall be by ballot supplied by the Clerk unless the use of ballots is waived.

# 7. MINISTER

## 7.1 MINISTER'S DUTIES The Minister shall:

- 7.1.1 Be spiritual leader of the Congregation and serve its needs.
- 7.1.2 Conduct services and other religious ceremonies.
- 7.1.3 Counsel members, which includes visiting members in the hospital, at home, and elsewhere when needed.
- 7.1.4 Be the executive agent of the Trustees in the day to-day operation of the Church.
- 7.1.5 Be an *ex-officio* non-voting member of all Committees except the Nominating Committee and the Ministerial Search Committee, and be a voting member of the Membership Committee.
- 7.1.6 Present a written report on the state of the Church to the Annual Meeting.
- 7.1.7 Not undertake any outside employment for compensation without approval of the Trustees after a finding by them that the employment will not be in conflict with the above-mentioned ministerial duties.

**7.2 MINISTERIAL SEARCH COMMITTEE:** Upon knowledge of an impending vacancy in the ministry, the Trustees shall call a Special Meeting of the congregation for the purpose of selecting a Ministerial Search Committee of seven members and such alternate members as the Congregation may decide. The Trustees shall instruct the Nominating Committee to present a slate. Additional nominations from the floor will be accepted. Members of the Ministerial Search Committee must have been voting members of the Church for one year prior to their election. This Committee shall serve until its report is received by the Congregation.

**7.3 CALL AND DISMISSAL:** A Minister shall be called to serve the Church by a vote of at least two thirds of the voting members present at a Special Meeting of the Congregation called for that purpose. A simple majority of votes cast at a Special Meeting called for that purpose shall be required to dismiss the Minister.

**7.4 CONDITIONS OF EMPLOYMENT:** A Minister shall be elected under terms of a written agreement concerning employment to be negotiated between the candidate and the Ministerial Search Committee, subject to the approval of the Board of Trustees. A copy of this agreement shall be available to the Congregation before the meeting at which the vote is taken to call the Minister. This agreement shall contain the provision that the relationship shall continue until three months after either of the contracting parties has given notice in writing of the desire to discontinue the relationship, unless both parties shall agree otherwise.

**7.5 FREEDOM OF EXPRESSION:** The Minister shall have complete freedom of expression from the pulpit and at other times and through other media, but shall not state or imply that she or he is representing the Church or its members in the absence of specific authority to do so.

## **8. INDEBTEDNESS**

No member, employee, or Committee shall have the power to bind the Church for indebtedness in excess of the Annual Budget unless such additional expenditure is approved by a Special Meeting of the Congregation called for that purpose. This provision shall not prevent the Trustees, by two-thirds vote, from making expenditures for emergencies.

**8.1 REALLOCATING FUNDS** The Board of Trustees, by a 2/3 vote, may reallocate funds within the annual budgeted amount approved by the Congregation, as long as the reallocation does not exceed 10% of the pledged income for the fiscal year; not to exceed \$5000.

## 9. FISCAL YEAR

The fiscal year of this Church shall run from July first to June thirtieth.

## 10. OTHER PROVISIONS

**10.1 AMENDMENTS** These bylaws or any part of them may be amended or repealed at a Congregational meeting duly called for that purpose if two-thirds of those present and entitled to vote, do vote in favor of such alteration, amendment or repeal, but in no case unless a quorum of at least twenty percent of members entitled to vote is in attendance at the meeting.

**10.2 ROBERT'S RULES OF ORDER** At all Church meetings, Robert's Rules of Order shall be followed unless the bylaws provide otherwise, or unless three-fourths of the members present vote otherwise.

**10.3 INSURANCE** The properties and contents thereof owned by the Church shall be adequately insured, and the Trustees shall provide liability and other forms of insurance in amounts and with such carriers as they may determine. Such coverage shall be considered an essential expenditure for inclusion in the Annual Budget.

**10.4 INDEMNIFICATION** Any Trustee, employee, member, volunteer, or agent of the Church shall be indemnified against any liability asserted against such person while acting within the scope of his or her Church duties, and with the reasonable belief that his or her actions were in the best interests of the Church; provided, that person acted in good faith and did not engage in any intentional, willfully wanton or negligent act, or acted with conscious indifference or reckless disregard for the safety of others.

**10.5 DISCONTINUING USE OF PROPERTY** In the event that the members decide, by a two-thirds vote of the active members at a Congregational meeting called for that purpose, to discontinue the use of the buildings or land of the Church, the members may decide to make the land and buildings available on terms, subject to their discretion, to another

religious or eleemosynary organization. They may also appropriate funds for the preservation of the buildings and garden, from those endowment funds held in trust for those purposes.

**10.6 SALE OF CHURCH PROPERTY** The sale of any Church-owned building or facility, including but not limited to the buildings, land, organ, or works of art may be authorized by a vote of two thirds of members eligible to vote at a Congregational Meeting duly called for that purpose. If such a sale occurs before dissolution, any proceeds of the sale may be added to those funds held in trust for the preservation of the buildings, garden, organ, or works of art.

**10.7 DISSOLUTION** Should a quorum of two-thirds of members qualified to vote, at a Congregational Meeting duly called for that purpose, vote that, since the purposes of the Church can no longer be carried out, the corporate structure should be dissolved, then a petition shall be filed in the Supreme Judicial Court, pursuant to General Laws Chapter 180, section 11A. The petition shall contain a proposed disposition of the remaining funds and property of the Church by establishing a trust to be administered by a Trustee or Trustees. The income of the trust may be used to support a New Bedford area Unitarian Universalist society which conforms most closely in its history, constitution, bylaws, and religious principles, to those of this Church.

If such a disposition becomes impractical, the income of the trust may be awarded to aid any eleemosynary social, humanitarian, or religious organization or organizations as are compatible with Unitarian Universalist principles.

Approved September 30, 1984

Amended May 7, 1989

October 21, 1990

May 16, 1993

December 5, 1999

May 7, 2000

May 6, 2001

May 4, 2003 (Section 10.3 Dissolution repealed.)

February 8, 2004

May 2, 2004 (Various editorial changes to provide consistent use of terms and eliminate redundancies. Changes of substance include: establishing a quorum as a percentage of members rather than a fixed number;

establishing the office of Moderator, to be elected annually. Additions include: sections on insurance; conflict of interest; indemnification; discontinuing use, or sale, of church property; and dissolution.)

May 7, 2006: added "in 1708" to historical note; two years in second sentence of SECTION 1.5 changed to one year; SECTION 2.6 replaced with new section, titled "Ministry committee".

May 15, 2011: Titles of Chair and Vice-Chair of the Board of Trustees were changed to President and Vice President, as appropriate, in sections 1.2 and 2.4.

May 19, 2013: New section 8.1 added to authorize the Trustees to reallocate budgeted funds during the fiscal year.

May 17, 2026: A new section was added creating an Operating Name for the church; sections on Membership eligibility and minimum age of membership were updated; section on Voting was updated to reflect the new minimum age of membership; roles and duties of the Clerk and Moderator and Board of Trustees were updated and clarified; a new subsection under Membership created the category of Friends of the Congregation for individuals who decline formal membership but want to contribute to our mission; duties of the Ministry Committee were clarified; differences between Annual/Special meetings and regular congregational meetings were clarified; section 5.4 was updated to allow Proxy voting by virtual means for members who are physically unable to attend meetings; across all sections that require notices be sent to members, email is now an option for members who prefer digital communication.

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