

UNITARIAN UNIVERSALIST MEETING HOUSE
CHATHAM, MA.

BY-LAWS

Article I. Name

The Unitarian Universalist Meeting House, a religious body, hereinafter referred to as the UUMH.

Article II. Purpose and Vision

Purpose The purpose of the UUMH is to join together in a cooperative quest for religious and ethical values and to apply these values to the fulfillment of our objectives: the development of character, the enrichment of the spirit and service to all.

2. UUA Principles. The UUMH subscribes to the principles of the UUA :
A commitment to accept one another and encourage each other's spiritual growth.
A recognition of the inherent worth and dignity of every person.
A belief in the need for justice, equity and compassion in human relations.
A commitment to a free and responsible search for 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 world community with peace, liberty, and justice for all.
A deep and abiding respect for the interdependent web of all existence of which we are a part.

3. The Vision Statement approved by the Congregation on June 18, 2000.

“We the members and friends of the Unitarian Universalist Meeting House strive:

To apply Unitarian Universalist principles in our daily living, social actions and community service;
To nurture a safe community that encourages intellectual, spiritual and religious freedom and celebrates all the passages of life;
To welcome diversity and pluralism as essential for our connection with all humanity;
To provide fellowship, friendship, fun and to support a creative artistic and musical environment;
To sustain and promote a vital religious, spiritual and life-span education program”

4. Mission statement approved by the Congregation on June 20, 2021.

Nurturing inclusive community
Seeking justice and equity
Encouraging free minds and spirits

5. Inclusivity. The Congregation affirms and promotes the full participation of persons in all our activities and endeavors including: membership, programs, hiring practices, and the calling of religious professionals without regard to race, color, national origin, gender, sexual orientation, gender identification, or physical limitation.

Article III. Denominational Affiliation

The UUMH shall be a member of the Unitarian Universalist Association (UUA) and the appropriate District or Region.

Article IV. Membership

Members. Any person may become a member who is 16 years of age or older.

Is in sympathy with the "Purpose and Vision" statement.

Recognizes his or her responsibility to contribute to the life of the UUMH through participation in church activities and/or financial support.

Has signed the Membership Book in the presence of the minister, a Board of Trustees member or the Membership Chair; or has sent a written request to be added to the membership book.

Members may vote thirty days after having signed the Membership Book. Only Members will be counted in the population of the church for reporting to regional and national UUA organizations. Only ~~Voting~~ Members are eligible to vote, serve in elected positions and as Committee Chairpersons.

2. Friends: Individuals who have a continued interest in the UUMH, its philosophy, goals, and activities, but who do not wish to sign the membership book or members who are no longer local may be designated as Friends. They will be encouraged to participate in the life of the UUMH, but will not be eligible to vote.

3. Resignation and removal: Any person may resign from the UUMH upon notice to the President of the Board of Trustees. Any member who has not participated or contributed services or funds during the current and previous years may be removed from the membership rolls upon recommendation of the Membership Committee.

4. Verification for voting. The Membership Committee shall verify prior to the Annual Meeting, a current list of all members eligible to vote. In the case of Special Meetings, the Committee shall bring the list up to date prior to the meeting. Any person omitted from a membership list may appeal to the Board whose decision will be final.

5. Removal for Cause : A Member's name shall be removed from the membership list by a two-thirds voter of the Board of Trustees for actions the Board deems a threat to the safety or wellbeing of a member of the congregation or the congregation as the whole, provided that the offending member has the right to appear before the Board.

Article V. Meetings of the UUMH

1. All meetings. All notice of congregational meetings of the UUMH shall be issued by the President at least 14 days prior to the meeting through insertion in the monthly newsletter and the weekly e-blast and shall be announced during the church services on the two Sundays immediately preceding the date of the meeting.
2. Annual Meeting. The Annual Meeting shall be held within the 30-day period prior to the close of the fiscal year on a date determined by the Board of Trustees. The notice of the meeting shall specify the agenda, including the list of the nominees proposed for election, the proposed next-year budget and other matters as determined by the Board. The Board shall designate a person to take minutes of the annual meeting, have them recorded and published within 30 days of the meeting.
3. Rules. All UUMH meetings will be conducted in accordance with these bylaws and the current edition of "Robert's Rules of Order, Newly Revised". The Moderator shall call the meeting to order read the notice of the meeting including the agenda and conduct the meeting.
4. Special Meetings. The Board of Trustees shall call special Meetings of the UUMH within 45 days upon written request of ten (10) or more ~~Voting~~ Members. Notice shall be given as outlined in Article V Section 1. Such meetings will be limited to the business for which they are called.
5. Voting. Any measures presented for consideration at UUMH meetings, including nominations for office, must be passed by a majority vote with a legal quorum present, except that the sale or purchase of real property or adoption of Amendments (see Article XII) shall require an affirmative vote of two thirds of those constituting such a legal meeting. Twenty-five (25) percent of the Members (attending in person, by Zoom, or similar platform) shall constitute a quorum for any legal meeting of the UUMH. There will be no proxy or absentee votes.

Article VI. Elected Leadership of the UUMH

Section 1. Enumeration and Terms of Office. The Leadership of the UUMH shall be elected by the Members at the Annual Meeting and shall consist of:

A Board of Trustees of seven (7) Members of the UUMH. The Board of Trustees shall consist of a President, Vice President, Secretary, Treasurer, and three (3) members at large, plus the Immediate Past President as a non-voting member. The Trustees shall be comprised of two (2) classes with the classes being elected for two years on a staggered

basis, one in the even and one in the odd numbered years. Each Trustee may serve four successive years on the Board, and may be eligible for re-election after having been off the Board for at least one (1) year. If the number of seats on the Board change, the seats added or subtracted shall be allocated between the two classes so as to maintain, as nearly as possible, equal distribution of seats among the classes. The elected term of office for the Secretary, and Treasurer will be two (2) years. The elected term of the President and Vice President will be one year. The President will then move to the office of Immediate Past President. The Vice President will move to the President. A new Vice President will be elected each year. If the President does not complete his/her term of office, the Vice President will act in the place of the President. The new President will assume office on the first day of the next fiscal year. If the Vice President, Secretary or Treasurer does not complete his/her term of office, a replacement will be appointed by the Board of Trustees from their membership within 45 days. In the event of a vacancy occurring on the Board of Trustees, the remaining members of the Board shall, within 45 days of notice of such vacancy, appoint a successor who shall serve until the first day of the next fiscal year.

b. A Council representing those committees not specifically designated as Committees of the Board. This can include Ad Hoc committees and interest groups.

Representatives to the Council are chosen by the group they represent and may vary from meeting to meeting, though continuity serves the Council and the UUMH community best. However, any group may send a representative to a specific meeting or set of meetings, even if they choose not to participate regularly in Council business. Representatives are expected to keep their constituencies informed of Council discussion and action.

The Council Chair is elected by the congregation at the Annual Meeting for a term of two (2) years and may be re-elected for an additional two-year term. The Chair must be off the Council for at least one (1) year before again being eligible to serve in that capacity. If the Chair does not complete his/her term of office, the Board of Trustees shall appoint a replacement within 45 days to serve until the first day of the next fiscal year.

c. A Moderator who shall be a Voting Member. The Moderator shall serve a one year term with no term limits. In the event of a vacancy, the Board will appoint a successor who shall serve until the first day of the next fiscal year. In the event the Moderator cannot attend the annual meeting, the President shall appoint a Moderator pro tem.

2. No more than one member of a household may serve on the same leadership body at any given time.

3. The term of office of elected positions begin on the first day of the fiscal year and end on the last day of the following fiscal year.

4. Any member is entitled by reason of their membership to attend any meeting of the Board or Council. The Board and Council reserve the right to enter into executive session. Minutes of all meeting shall be compiled promptly and made available to the membership. All regularly scheduled or special meetings of the Board or Council will be held at UUMH facilities, or via an electronic means open to all.

Article VII. Duties of Elected Officers.

President: The President shall serve as chair of the Board of Trustees, shall preside at all meetings of the Board and represent the UUMH on all appropriate occasions. The President shall perform such other duties as usually pertain to the office. The President shall be a non-voting ex-officio member of all Board Committees, except the Nominating Committee, the Committee on Ministry and the Search Committee. The President shall appoint a liaison to attend Council meetings and report back to the Board.

Vice-President: The Vice-President shall act in the absence of, or at the request of, the President, at which time s/he shall have all powers reserved to the President. In addition, the Vice-President shall perform such functions and duties as may be specified by the Board. The Vice President shall succeed the President at the end of the President's term.

Secretary: The Secretary shall be the official Secretary of the Board, shall oversee that proper records are maintained as required by law, that the proceedings of the Board are regularly reported to the Congregation, and shall perform such other duties as may be specified by the Board. All records of the Secretary shall be the property of the UUMH. S/he shall be responsible for notifying the membership of all UUMH meetings in the prescribed manner.

Treasurer: The Treasurer shall oversee the safekeeping of all funds, securities, receipt and expenditure of funds. S/he shall provide complete financial statements to the Board of Trustees and Finance Committee at regular meetings and to the congregation at the Annual Meeting. In addition, the Treasurer shall perform such other duties as may be specified by the Board.

1. Council Chair: The Council Chair shall preside at all meetings of the Council. The Council Chair shall also be a non-voting ex-officio member on all committees of the Council. The Council Chair shall report at regular meetings of the Board through the liaison, as directed in Article VII.1.

Moderator: The Moderator shall preside at all UUMH Congregational Meetings consistent with the current edition of "Robert's Rules of Order, Newly Revised". The Moderator may appoint a parliamentarian.

Article VIII. Duties of the Leadership of the UUMH.

Authority and responsibility for the conduct of the affairs of the UUMH rests with the Congregation. The Congregation assigns to the Leadership Bodies the responsibility for achieving the "Purpose and Vision" of the UUMH. The Congregation reserves for itself the purchase or sale of real estate and the calling or dismissal of a Minister.

The Board of Trustees shall:

Work cooperatively toward achieving the "Purpose and Vision" of the UUMH
Be responsible for all business and financial affairs including, raising and expending funds, recommendation of an annual budget, salaries and compensation and other matters pertaining to the administrative operations of the UUMH.

Nominate members of the Endowment Board to be elected at the Annual Meeting.

Have the authority to increase the annual operating budget by 3% and incur debt up to the amount of 5% of the annual operating budget for the care and preservation of property, in consultation with the finance committee.

Ensure that there is a Chair for each Board Committees. Coordinate the efforts of Board committees and delegate appropriate authority and finances.

Appoint a person, preferable not a member of the Finance Committee, to audit the Treasurer's records at the end of each fiscal year and report to the Board within sixty days.

Meet and be called into session by the President. Any four members of the Board may call special meetings with adequate notice. A quorum of the Board shall be at least 50% of the Members.

All Policy and Procedure statements will be approved by the Board in consultation with appropriate staff and committees.

The administration of the UUMH, including employment, supervision and evaluation of all staff and employees, is the ultimate responsibility of the Board of Trustees. The Board shall delegate to the senior minister day-by-day supervisory functions and responsibilities. The Board shall further delegate to the senior minister an appropriate role in the evaluation of staff performance.

Committees of the Board shall include, but not be limited to:

Finance (including annual and special campaigns, budget, endowments and all related financial matters)

Building and Grounds

Personnel Committee

The Board may appoint additional ad-hoc committees as required.

All committees shall keep written minutes and submit copies to the Board. A quorum of a Committee shall be 50% of the members.

3. The Council shall:

Work cooperatively with the Board toward achieving the "Purpose and Vision" of the UUMH

Oversee, encourage and facilitate the activities of and communication among program committees.

Ensure there is a Chair for Council Committees.

Delegate to committees the authority and finances to carry out program work.

Establish the program calendar for the year.

Meet and be called into session by the Chair. Any four Members of the Council can call the Council into session provided that adequate notice is given to all members of the time and purpose of such special meetings. A quorum of the Council shall consist of 50% of the Members.

Committees of the Council may include but not be limited to:

Worship

Music

Religious Education

Membership

Arts

Social Justice

Social Activities

Learning for Life

Pastoral Care

Hospitality

Outreach/Publicity

The Council may appoint additional ad-hoc committees as required.

Article IX. Nomination of Officers and other Elected Positions.

Nominating Committee A Nominating Committee of five (5) Members of the UUMH shall be elected for two years with a two term limit at the Annual Meeting. The members shall be divided into two classes of two and three members to be elected in staggered years. The Committee will elect a Chair. In the event a vacancy should occur on the Committee, the remaining members shall within 45 days of notice of such vacancy, appoint a successor who shall serve until the first day of the next fiscal year.

Nominees. The Committee shall offer a slate of Officers, and Nominating Committee Members for election at the Annual Meeting. The Board of Trustees shall offer a slate of Endowment Board Members. In conjunction with its deliberations, the Committee may consult with the Leadership bodies, minister and members for input. The committee will present the slate to the Board as a courtesy before it is mailed to the members.

Additional Nominations. Any Member may make additional nominations for any elected positions to the Committee or from the floor of the Annual meeting. Such nominees must agree to serve if elected. Nominations from the floor must receive two seconds.

Article X. The Minister

Search Committee:

In the event of a vacancy in the position of Minister, a Search Committee of seven (7) Members shall be formed, consisting of five (5) elected by the UUMH at an Annual or Special Meeting in accordance with the procedure of Article IX (Nomination of Officers and Other Elected Positions.) Two (2) additional positions shall be appointed by the Board. The committee will elect its own chair. The Committee will develop a process for screening eligible candidates who shall be in good standing and must be in fellowship as determined by the Ministerial Fellowship Committee of the UUA. Upon recommendation of a candidate by the Committee to the UUMH, a vote of at least 90% of a quorum of Members present at a regular or Special Meeting of the UUMH will be required to call a Minister. If an individual on staff or member of the Congregation declares to be a candidate, their frequency of pulpit appearances will be limited to no more than once per month.

A Contract Minister may also be hired in the event of a vacancy.

Duties:

The authority and duties of the Minister shall comprise the customary pursuits of the office, directed toward the furtherance of the "Purposes and Vision" of the UUMH. These shall include but not be limited to worship, and all duties generally understood to be the proper function of a minister. The Minister shall be a non-voting ex-officio member of the Leadership Bodies and of such committees as the Board shall designate excluding the Nominating Committee and Search Committee.

1. Committee on Shared Ministry:

The Committee on Shared Ministry shall be available to support and assist the minister. The Committee shall be composed of three (3) members chosen on a staggered basis; one selected by the Board of Trustees, one selected by the Minister, and the third selected by the first two Members.

The full term of a Member shall be three years. A Member may be reappointed one time, thus serving six years. Selection of new Members shall continue as specified above. The term of office shall begin on the first day of the fiscal year.

Freedoms:

The Minister shall have freedom of the pulpit as well as the freedom to express his or her opinion outside the pulpit.

Letter of Agreement:

Prior to any meeting at which a Minister, is called a letter of agreement without definite tenure will be negotiated by the Board and the candidate, which clearly stipulates the duties, compensation, and other conditions of employment, including resignation and termination with three months notice. The Letter of

Agreement will be approved by the Board. Termination of the Minister shall require a majority vote of a quorum at the Annual or Special Meeting of the UUMH.

Article XI Fiscal Year

The fiscal year of the UUMH shall begin July 1st. and end June 30th.

Article XII Amendments

The bylaws may be amended at any meeting of the UUMH by a two-thirds vote of a quorum of the membership. All such proposed changes shall be provided in writing to the membership at least 14 days in advance of such meeting, the date to be set by the Board. The Bylaws shall be reviewed every five years.

Article XIII Dissolution

Should the UUMH decide to cease to function and vote to disband, after payment of all liabilities or due provision thereof, all the remaining assets shall be disposed of to the Unitarian Universalist Association, Boston, Massachusetts as stipulated in the Articles of Incorporation of the UUMH amended in 2003.

Article XIV Indemnification

In accordance with the Massachusetts General Laws, (MGL) c180s6C, each Trustee, Council Member, Elected Official, Employee and Member shall not be held liable for the performance of ones duties and shall indemnify said persons provided s/he performs such duties in good faith, in a manner one believes to be position would use in a similar situation. In performing ones duties, one may be entitled to rely on information, opinions, reports or records prepared under the supervision of one or more officers or other person one believes to be reliable, or provided by a person with professional expertise within the scope of that individuals expertise. The Board of Trustees will approve any payment made under this article.

Article XV Endowment Fund

All ENDOWMENT FUND, whose purpose, governance, and operational procedures shall be defined by special resolution adopted by this congregation, shall be established.

A RESOLUTION TO IMPLEMENT THE ENDOWMENT FUND

**WHEREAS, stewardship involves the faithful management of all the gifts we
have been**

given—time, talents, and money, including accumulated, inherited, and appreciated resources; and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (including but not limited to personal property, cash, stocks, bonds, or real estate), charitable bequests in wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, assignment of life insurance or retirement plans; and

WHEREAS, it is the desire of this congregation to encourage, receive, and administer such gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, in a duly constituted meeting assembled on December 11, 2005, approve and establish on the records of this congregation a separate fund to be known as THE UNITARIAN UNIVERSALIST MEETING HOUSE OF CHATHAM ENDOWMENT FUND (hereinafter called the "FUND"), the purpose of which is to enhance the mission and work of this congregation:

BE IT FURTHER RESOLVED, that an Endowment Fund Board (hereinafter called the "ENDOWMENT BOARD"), consisting of five UUMH members nominated by the UUMH Board of Trustees and elected by this congregation, shall be the administrator of this FUND, provided that the ENDOWMENT BOARD'S functions will be performed by the UUMH Finance Committee until such time as ENDOWMENT BOARD members are elected;

BE IT FURTHER RESOLVED, that any contributions received and accepted by the ENDOWMENT BOARD with the approval of the UUMH Board of Trustees shall thereupon become part of the FUND;

and that if the ENDOWMENT BOARD and the UUMH Board of Trustees approve the acceptance of a proposed contribution subject to any restriction, condition, or reservation by the donor, the ENDOWMENT BOARD shall faithfully observe such restriction, condition, or reservation. All such assets are to be held in the name of the Unitarian Universalist Meeting House of Chatham, a Massachusetts corporation;

BE IT FURTHER RESOLVED, that distributions from unrestricted funds shall require the written approval of the ENDOWMENT BOARD and the concurrence of the UUMH Board of Trustees. Only in particular, temporary, extraordinary circumstances, and where integrity of gift restrictions permit, may the congregation, by a two-thirds vote at a duly constituted meeting, use a portion of the FUND for its own operating expenses or in excess of established guidelines;

and that distributions from restricted funds will be in accordance with the applicable instructions for the specific fund;

BE IT FURTHER RESOLVED, that any amendment to this resolution which will change, alter, or amend the purpose for which the FUND is established shall be adopted by a two-thirds vote of the members present at a duly constituted congregational meeting called specifically for the purpose of amending this resolution;

BE IT FINALLY RESOLVED, that a Policies and Procedures document, setting forth the Plan of Operation of the FUND, shall be proposed by the ENDOWMENT BOARD and approved by the UUMH Trustees within one year of the adoption of this resolution.

ADOPTION OF THE RESOLUTION

This resolution, recommended by the Board of Trustees and accepted by this Congregation at a legally constituted congregational meeting, is hereby adopted.

UNITARIAN UNIVERSALIST MEETING HOUSE OF CHATHAM

These ByLaws were adopted by this Congregation at a legally constituted congregational meeting on June 19, 2022.

UNITARIAN UNIVERSALIST MEETING HOUSE OF CHATHAM

Ed Mangiafico *Ed Mangiafico, President*

Danielle R. Jeanloz *Danielle Jeanloz, Secretary*

Dated this 1st day of July, 2022.