

**First Parish in Needham, Unitarian Universalist  
Bylaws**

[as approved at the Annual Congregational Meeting, May 21, 2023]

**Article I      Name**

The name of this religious corporation shall be THE FIRST PARISH IN NEEDHAM, UNITARIAN UNIVERSALIST, hereafter referred to as the Church. This Church shall be affiliated with the Unitarian Universalist Association and the New England Region or their Successors.

**Article II      Purpose**

The purpose of this Church is to provide a community where liberal religious living is fostered through worship, study, service and fellowship.

**Article III      Membership**

Section 1      Membership in this Church is open to anyone sixteen years of age or over who subscribes to its purposes, contributes annually to its financial support, and signs the membership roll in the presence of an officer of the church. The financial requirement may be waived by the Parish Committee or its designee.

Section 2      The Parish Committee and the Minister shall review the roll of Church membership each year in advance of the Annual Meeting, and may review the roll in advance of any Special Meeting of the members to determine the names and numbers of members for voting.

Section 3      A member may terminate membership by letter of resignation.

Section 4      This Church welcomes the participation of all people. The Church shall not discriminate on the basis of national origin, race, gender identity or expression, or sexual orientation in its membership, in the selection of its committees or officers, in its hiring practices, or in the calling of religious professionals to its service.

**Article IV      Fiscal Year**

The fiscal year shall end the last day of June.

**Article V      Membership Meetings**

Section 1      The Annual Meeting of the Church shall be held each year in May at a time and place fixed by the Parish Committee. There will be an Annual Report presented at the Annual Meeting that will include the proposed budget for the coming year, reports from the Minister, President, Treasurer, Auditor, Trustees of Invested Funds, Clerk, and from all Church committees.

Section 2      Special meetings of the Church may be called by the Parish Committee at its discretion, or shall be called by the Committee within thirty days of the receipt by the President of a written request, stating the purpose and signed by ten members.

Section 3      Written notification of all legal meetings of the Church stating the purpose of the

meeting shall be mailed to the last known address of every member at least ten days before the day of the meeting and posted in the Church.

Section 4 Fifteen percent of the voting members shall constitute a quorum. No vote shall be taken on any motion unless a quorum is present, but less than a quorum may adjourn any meeting from time to time without further notice. At any meeting of the members at which a quorum is present, the vote of a majority of the members present shall be sufficient to take any action, unless a different vote is specified by law, by the Articles of Organization, or by these Bylaws.

Section 5 In addition to those instances provided in these Bylaws, a written ballot shall be taken on any motion when requested by five or more of the voting members present.

Section 6 At the Annual Meeting, delegates will be elected to represent the Church at the U.U. General Assembly.

Section 7 There will be no proxy or absentee votes.

Section 8 Meetings will be governed by Roberts Rules of Order Newly Revised.

Section 9 Sale of any real estate property owned by First Parish in Needham, and purchase of any property to be held by First Parish in Needham shall be decided by a two-thirds vote of those members present who are eighteen years of age or older, provided that a quorum is present and voting at a duly called Congregational Meeting.

## **Article VI Parish Committee**

Section 1 The management of the affairs of the Church shall be vested in the Parish Committee, which shall consist of six elected members and the following officers elected by the members of the Church: the President, Vice President, Clerk, and Treasurer. The six elected members shall be elected for overlapping three-year terms, two to be elected at each Annual Meeting, and shall take office on the first day of the new Fiscal Year after the Annual Meeting. They shall not serve consecutive terms. All Parish Committee members shall be members of the Church.

Section 2 An elected member of the Parish Committee may be removed from office by majority vote at any Annual or Special Meeting of the members of the Church, provided this action has been specifically included in the notification of the meeting. Any vacancy among the elected members, whether resulting from removal, resignation or other causes, shall be filled for the unexpired term at the next Annual Meeting. During the year, the Parish Committee may appoint replacements to serve until the next Annual Meeting.

Section 3 The Parish Committee shall be responsible for, and have control of, the Church administration, staff, business affairs, and property. It is also charged with periodic review, appraisal, and coordination of the overall Church program.

Section 4 In June of each year, the Parish Committee shall appoint one or two persons to the Committee on Ministry in accordance with Article X.

Section 5 The Parish Committee shall appoint delegates to represent the Church on community and denominational bodies.

Section 6 The Parish Committee shall be responsible for giving final approval to and coordinating all major events of the church year including setting the dates for the first Sunday service in the fall and the last service in the spring; the annual fund drive and other special fund drives; the Annual Meeting and other Special Parish Meetings; and any fund-raising activities, courses or other special events planned by any committees or other groups operating within the Church.

Section 7 At each Annual Meeting of the Church, the Parish Committee shall submit a proposed budget for the coming year.

Section 8 Any expenditure exceeding three percent or more of the last approved annual budget shall require approval at an Annual Meeting or at a Special Meeting of the Church membership. Expenditures made in accordance with the annual budget are exempt from further authorization, and expenditures of funds raised or contributed for a particular purpose may be made for that purpose with the approval of the Parish Committee, exempt from the requirement of Church membership authorization.

Section 9 In accordance with Article IX, the Parish Committee shall have the discretion to establish, eliminate or combine committees and to establish or approve the charters and budgets of committees. The Parish Committee shall appoint the initial chair of the committee but the committee may thereafter elect its own chair. The Parish Committee will determine how it will monitor the activities of the various committees. The Parish Committee shall not have authority to eliminate the Nominating Committee or the Committee on Ministry and must appoint a Ministerial Search Committee in accordance with Article XI, Section 2.

Section 10 Meetings of the Parish Committee may be held at such places and times as the Parish Committee may from time to time determine.

Section 11 At any meeting of the Parish Committee, a majority of the committee members then in office shall constitute a quorum, but less than a quorum may adjourn any meeting from time to time without further notice. At any meeting of the Parish Committee at which a quorum is present, the vote of a majority of those present shall be sufficient to take any action, unless a different vote is specified by law, by the Articles of Organization, or by these Bylaws.

Section 12 The Parish Committee shall accept or decline on the Church's behalf all legacies, gifts, and donations of property, and all restricted legacies, gifts, and donations as it deems appropriate in light of the spirit of the Church and its mission and purposes.

**Section 13** The Parish Committee shall be responsible for recommending any capital campaign fund drive to the Congregation which must be approved by a majority vote of those present and voting at a legal meeting of the Church called for that purpose. The purpose of a capital campaign includes, but is not limited to, raising money for the renovation and/or reconstruction of the church property, the purchase of new or used equipment and furnishings, and the administrative costs of planning and executing the capital campaign. The Parish Committee may also recommend for Congregational approval a Capital Campaign Treasurer to serve for such length of time as deemed necessary by the Parish Committee to accomplish the purposes of the capital campaign.

Notwithstanding provisions of Article VIII, Section 4, the Capital Campaign Treasurer will establish the necessary banking accounts to receive 1] all contributions raised in the capital campaign, 2] the proceeds of any loans secured by the Church for purposes of the capital campaign, and 3] all monies transferred from other funds of the Church which have been received and heretofore restricted for use in improving and renovating the property of the Church, including funds in the hands of the Trustees of Invested Funds, when and as disbursed by them for such purpose. The Capital Campaign Treasurer will pay all bills related to the capital campaign and construction which have been approved in a manner prescribed by the Parish Committee, keep an account of all receipts and expenditures, and render periodic financial statements of the capital campaign to the Parish Committee, other committees as required and, at a minimum, to the Congregation at its Annual Meeting..

Expenditures from all capital campaign accounts are exempt from the provisions of Article VI, Section 8 above.

The President, or in the President's absence, the Vice President, is authorized to sign checks in the absence of the Capital Campaign Treasurer. All expenditures exceeding \$ 10,000 shall require two signatures.

Should the office of Capital Campaign Treasurer become vacant, the vacancy shall be filled by the Parish Committee, that individual to hold office until the next Annual Meeting of the Congregation or any legal meeting called for the purpose of filling that office.

## **Article VII Officers**

**Section 1** The Officers of the Church shall consist of the President, a Vice President, a Treasurer, a Clerk, an Auditor, and the Trustees of Invested Funds, all of whom shall be elected at the Annual Meeting of the members of the Church. All Officers shall be members of the Church, eighteen years of age or older.

**Section 2** All Officers except Trustees shall be elected each year at the Annual Meeting for a term of one year, shall take office on the first day of the new Fiscal Year after the Annual Meeting, and shall serve for a period no longer than three consecutive years in a given office.

**Section 3** There shall be three Trustees of Invested Funds, one to be elected at the Annual Meeting each year for a term of three years. A Trustee shall not serve more than two consecutive terms.

**Section 4** An Officer elected by the members of the Church may be removed from office at

any Annual or Special Meeting of the Church membership, provided this action has been specifically included in the notification of the meeting. Any vacancy among the officers elected by the Church Membership, whether resulting from removal, resignation or other causes, shall be filled for an unexpired term at the next Annual Meeting. During the year, the Parish Committee may appoint replacements for such officers to serve until the next Annual Meeting.

### **Article VIII Duties of the Officers**

Section 1 The President, as chief executive officer of the Church, shall preside at all meetings of the Church and Parish Committee, sign all contracts which have been approved by the Parish Committee, co-sign loans with the Treasurer, be authorized to sign checks in the absence of the Treasurer, and perform other duties consistent with the office.

Section 2 The Vice President shall perform such duties and possess such powers, in addition to those set forth in these Bylaws, as the Parish Committee or the President may from time to time prescribe. In the event of the absence, inability, or refusal to act as the President, the Vice President shall perform the duties of the President and when so performing shall have all the powers of and be subject to all the restrictions upon the President.

Section 3 The Clerk shall keep a record of all legal meetings of the Church and minutes of the Parish Committee meetings, keep a current roll of the members, keep in custody all official documents of the Church, including deeds, contracts, insurance policies and standing rules of committees and perform other duties consistent with the office. An Assistant Clerk may be appointed by the Parish Committee, in consultation with the Clerk, to perform such of the Clerk's duties as may be delegated by the Clerk.

Section 4 The Treasurer shall keep an account of all receipts and expenditures, pay authorized salaries and bills that have been approved in a manner prescribed by the Parish Committee, and render a financial statement of the Church to the Annual Meeting and to such other meetings as may be required. The Treasurer together with the President shall have the authority to borrow money on the credit of the Church to the extent expressly authorized by legal vote of the Church. An Assistant Treasurer may be appointed by the Parish Committee, in consultation with the Treasurer, to perform such of the Treasurer's duties as may be delegated by the Treasurer, except to sign checks.

Section 5 The Auditor shall conduct an audit of all financial records of the Church and submit a report to the Annual Meeting.

Section 6 The Trustees of Invested Funds shall hold all legacies, permanent donations, funds, securities, and endowments heretofore or hereafter transferred to them by the Church, the Meetinghouse Fund, the Memorial Fund, or the Parish Committee.

They shall make such changes in the investments and securities as seem to them wise and shall have the power to make assignments and transfers without specific vote of the Church. No funds shall be transferred from restricted to unrestricted category except where otherwise permissible by law and except upon a two-thirds vote of those present and voting at a legal meeting of the Church called for the purpose.

The Trustees may commingle and invest different legacies, donations,

endowments, and funds, including the Meetinghouse Fund, in which case the amounts so invested shall be allocated by the Trustees at least annually to the separate applicable funds under their investment supervision, using reasonably prudent accounting practices.

The Trustees may employ and rely upon reasonably qualified advisors in exercising their powers and duties hereunder.

Subject to any restrictions applicable to income earned on restricted gifts, legacies, or special purpose funds, the Trustees shall pay over to the Treasurer each fiscal year: 4.0% of the unrestricted funds and 4.0% of the Buehrens Fund based on market values of each fund as of December 31 of the prior fiscal year. For Fiscal Years 2024, 2025, and 2026 only, such percentage may be increased up to 9.0% using the greater of market values of December 31 or March 31 of the prior fiscal year while remaining in compliance with the restriction on the Buehrens Fund as recommended by the Treasurer. With recommendations from the Trustees, these distributions must be approved or declined, in whole or in part, each year by the Parish Committee, balancing budgetary needs with preservation of capital. These distributions shall be paid in the next fiscal year following the market value calculation.

Trustees shall pay over to the Treasurer disbursements of other restricted funds (Memorial, Music, Ministerial Settlement, Ed Lane Lyceum) in a timely manner upon request of the relevant committee and the Treasurer. Payments from the restricted funds must be used for programming and/or capital expenses related to the intent of the restricted fund. Parish Committee shall approve any payment(s) exceeding \$2,500 from each restricted fund within the fiscal year. Parish Committee shall approve the creation of any new restricted fund, or the closing of any existing restricted fund. The Trustees shall report to the Church their doings at the Annual Meeting and to the Treasurer or Parish Committee from time to time upon request.

#### **Article IX Committees Appointed by the Parish Committee**

Section 1 Depending on the needs and interests of the Parish, there may be different committees addressing the Church's general programmatic, pastoral, administrative, and stewardship issues. For example:

- a. Program Committees: Music, Worship, Religious Education, Social Action, Young Adult, Adult Education, and Parenting Your Children.
- b. Pastoral Committees: Membership, Welcoming, Fellowship, Small Group Ministry, and Caring Crew.
- c. Stewardship Committees: Finance and Budget, Annual Fund Raising, Capital Projects.
- d. Administrative Committees: Strategic Planning, Bylaws Revision, Archives, Human Resources Property (Building and Grounds), and Denominational Affairs.

Section 2 The Parish Committee shall establish and appoint such of these committees or such other committees as they determine are necessary or convenient in the manner set forth in Article VI, Section 9. In the event that the Parish Committee determines that an existing committee is no longer necessary it may retire that committee.

Section 3 Committee members need not be members of the Church.

Section 4 Committees will establish their own procedures and standing rules within the restrictions imposed by their charters, goals and these Bylaws. Committees may spend money within the dictates of their budget, as approved by the Voting Members of the Church at the Annual Meeting. Special fund-raising or other events must receive prior approval of the Parish Committee.

Section 5 Each committee will file a report on its activities and finances for the Annual Meeting.

#### **Article X Committees with Both Appointed and Elected Members**

Section 1 The Committee on Ministry shall consist of three to six members, each appointed for a three-year term. The goal is that each year, the three-year term for one or two members will expire and those members would be replaced.

New members, selected from a list of up to six names submitted by the Minister, shall be appointed by the Parish Committee in June of each year. No member of the Committee on Ministry shall serve concurrently on the Parish Committee.

If a member of the Committee on Ministry retires before the end of their three-year term, the Minister may submit two or more names to the Parish Committee, who will appoint the person serving as replacement.

When a new minister is called, the then members of the Committee on Ministry shall resign. A new committee will be formed by the Parish Committee by selecting up to six names from a list of up to twelve names submitted by the new Minister. Two of these members will be appointed for a three-year term, two for a two-year term, and two for a one-year term.

The Committee on Ministry shall meet with the Minister monthly from September to June, or more often as needed.

Section 2 There shall be a Nominating Committee of five members. Three members are to be elected, one at each Annual Meeting, for a term of three years. In addition to the three elected members, the two retiring Parish Committee members shall serve on this Committee for one year. No member of the Nominating Committee shall serve consecutive terms. The senior member of the Committee shall establish the first meeting of the Committee and the Committee shall elect its own chairperson.

The Nominating Committee shall publish names of candidates for all elective offices required by the Bylaws to be filled at each Annual Meeting one month prior to such meeting. The slate of candidates proposed shall, insofar as practical, be broadly representative of the various interest and age groups within the Church.

Subject to the consent of the person nominated, nominations may be made from the floor during an election, and intent to nominate may be published in the Church bulletin at the request of any five voting members.

Section 3 Each committee will file a report on its activities and finances for the Annual Meeting.

**Article XI The Ministry**

**Section 1** A candidate for the Ministry of this Church must hold, or be applying for, Ministerial Fellowship with the Unitarian Universalist Association and must thereafter maintain such Fellowship to continue in the Ministry of this Church.

**Section 2** The Minister shall be called to serve the Church, upon recommendation of a Ministerial Search Committee, by ninety percent (90%) vote at a legal meeting of the Church. The Minister and the Church shall sign a Letter of Agreement before the Minister is settled which describes in general the responsibilities of each.

**Section 3** The Minister is responsible for approval of all worship services. The established tradition of a free pulpit shall be maintained.

**Section 4** The Minister's remuneration shall be set by a majority vote at a Legal Meeting of the Church.

**Section 5** The Minister shall be a non-voting member of the Parish Committee and all other committees of the Church, except that the Minister shall not be a member of the Nominating Committee or a Ministerial Search Committee. The Minister shall consult with, advise, and make recommendations to committees.

**Section 6** The Minister's relationship with the Church may be terminated either by the Minister or by the Church, with a three-month written notice. Church notice of termination shall be given only after a thirty percent (30%) vote at a Legal Meeting of the Church called for this purpose with a written notice to all voting members at least thirty days prior to the meeting.

**Article XII Archives**

The Clerk will compile and archive the yearly Church records which will consist of: the minutes of meetings of the Parish, the Annual Report, Parish Committee minutes, a yearly census of members, and pledge units.

**Article XIII Amendments**

These Bylaws may be amended by two-thirds vote at any Legal Meeting of the Church. Notice of any proposed change shall be contained in the notice of the meeting.