

# **Bylaws**

## **First Unitarian Universalist Society of Middleborough**

### **Established 1908**

**Twelfth Revision – November 5, 2023**

#### **Article I: Name**

The name of the Society shall be the First Unitarian Universalist Society of Middleborough, Massachusetts.

The informal name of the church is UU Middleboro. The official logo is the helping hands logo.

#### **Article II: Purpose**

1) The purpose of this Society shall be to provide a liberal religious organization in which those dedicated to the principles of a free faith may unite for mutual support, study, worship, service, and fellowship. The Society is dedicated to creating a safe and diverse community that is intellectually, spiritually, and emotionally supportive to all, without requiring adherence to any particular religious belief or creed. The Society affirms that it is a Welcoming Church, fostering inclusion of gay, lesbian, bisexual, and transgender people, and all aspects of gender identity and gender expression. The Society affirms and supports a commitment to accomplish racial and cultural diversity in fact as well as in spirit to make inclusiveness a reality. 2) The Society is organized exclusively for religious, charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Article III: Denominational Affiliation**

1) The Society shall be a member of the Unitarian Universalist Association and the UUA region in which it is located. 2) In the event of the dissolution of the First Unitarian Universalist Society of Middleborough, all assets both real and personal, including all property heretofore and hereinafter donated to such Society, shall be distributed to the Unitarian Universalist Association, Boston, Massachusetts, or its successor, for one or more exempt purposes within the

meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Society will request that the Unitarian Universalist Association, in consultation with the affiliated UUA region, use every means available to reestablish an independent Unitarian Universalist Society on and with the above described property. 3) If, at the time of dissolution, the Unitarian Universalist Association does not qualify as an exempt organization or fails to accept the Society's assets, such assets shall be distributed to a qualified recipient or recipients, as determined by vote of the Congregation. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article IV: Membership**

### **1) Admission**

a) Membership is available to any person 14 years of age or older and is achieved by signing the membership book in the presence of the Minister or their designee and making a financial contribution to the Society. Membership is not a requirement for participation in Congregational life.

b) Maintaining membership requires making an annual financial contribution.

### **2) Privileges**

a) Thirty days after becoming a member, the new member may participate in voting at a meeting of the Society and shall be eligible for election to a position on the Parish Committee.

b) In accordance with Massachusetts law, only members eighteen (18) years of age or older may vote on or append their signatures to matters dealing directly with the investment or expenditure of Society funds or the purchase and sale or transfer of any Society property, real or personal.

c) Only eligible members of the Society present at meetings of the Society may vote.

d) Under unusual circumstances, the Parish Committee may allow proxy voting on an individual case basis.

### **3) Withdrawal**

Anyone may withdraw from membership in the Society by sending their resignation in writing to the Clerk or President.

### **4) Removal**

The Parish Committee shall remove from the membership and/or financial list(s) of the Society the name of any member who has not made an annual financial contribution to the Society.

### **5) Reinstatement**

A former member of the Society wishing to be reinstated as an active member shall notify the Minister or President, in writing, of their desire to be reinstated.

## **Article V: Officers and Parish Committee**

### **1) Officers**

The Officers of this Society shall be President, Vice President, Clerk, Treasurer, and Assistant Treasurer. The Officers shall be members of the Society in good standing and shall be elected at the Annual Meeting, each for a term of two (2) years, with terms beginning at the start of the

ensuing fiscal year. The President, and Treasurer shall be elected in even years. The Vice President, Clerk, and Assistant Treasurer shall be elected in odd years.

The duties of the Officers include, but are not limited to, the following:

- a) The President shall preside at all meetings of the Society.
- b) The Vice President shall serve in the absence of the President.
- c) The Clerk shall keep a record of all Parish Committee, Annual, and Special Congregational Meetings, and oversee the maintenance of membership records, papers, and documents belonging to the Society.
- d) The Treasurer and Assistant Treasurer shall be jointly responsible for the following duties: (1) collecting all sums donated to the Society; (2) keeping a record of donations by members and others; (3) providing reports of contributions to individual donors, as required by the Parish Committee; (4) holding in custody all funds of the Society; (5) keeping an account of all receipts and expenditures; (6) paying, out of Society accounts bills approved by the Parish Committee. The Treasurer will report to the Annual Meeting, and such other meetings as may be required, a financial statement of the Society. The accounts of the Treasurer shall be reviewed annually.

## 2) Parish Committee

- a) The Parish Committee shall consist of the above listed Officers and two (2) At-Large Members. At-Large Members shall be members of the Society in good standing and shall be elected at the Annual Meeting for a term of two (2) years, with terms beginning at the start of the ensuing fiscal year. One (1) At-Large position shall be elected in even years and one (1) At-Large position shall be elected in odd years.
- b) Terms Limits: The maximum number of consecutive years any person may serve on the Parish Committee is eight (8), with no more than four (4) consecutive years in any one position. Exceptions will be made in the event that the maximum number of years is met during a term, in which case the term may be completed. After completing a term during which the full term limit is reached, an individual shall not be eligible to serve again until after two (2) years. These term limits are intended to foster participation by newer Society members in positions of responsibility for the Society. Under unusual circumstances, the Parish Committee may override term limits by majority vote.
- c) Positions that become vacant mid-term shall be filled by appointment of the Parish Committee until the next Annual Meeting. At that Annual Meeting, the remainder of the term, if any, shall be filled by election.
- d) The Parish Committee shall have general charge of the business affairs of the Society. The Parish Committee will act on directions they receive by vote of the Society, and shall report thereon at the Annual Meeting and at other meetings as may be required. A majority of Parish Committee members must be present to constitute a quorum for Parish Committee meetings. Vacant positions on the Parish Committee will not count towards the total number of Parish Committee members for the purpose of calculating a quorum. Parish Committee meetings are open to parishioners of the Society, unless the Committee is in executive session. The Parish Committee shall conduct the affairs of the Society with due respect for the privacy of all parishioners of the Society.
- e) Nominating: The Parish Committee shall, at least three (3) months prior to each Annual Meeting, appoint a task group to handle the task of Nominating, or assign the task to an existing committee, team, or task group. The designated group shall be responsible for seeking candidates for open Parish Committee positions for the ensuing term. Nominations may be made by the membership, and self-nominations will be accepted. The designated group will

organize and present a slate of candidates, to be voted upon at Annual Meeting.

f) Other committees, teams, and task groups may be appointed by the Parish Committee as needed.

g) If a member of the Parish Committee is unable to fulfill their duties for a period of time exceeding two (2) months, the Parish Committee may appoint someone to fill the position until the elected member can return to service. Any member who has missed three (3) consecutive meetings shall be reminded of their obligation. If the member's attendance does not improve after being reminded, the member may be removed and replaced by vote of the Parish Committee.

## **Article VI: Congregational Meetings of the Society**

### **1) Annual Meeting**

The Annual Meeting of the Society shall be held during the first two (2) weeks of June. The Annual Meeting will receive the written reports of the President, Clerk, Treasurer and/or Assistant Treasurer, Minister, and all committees, teams, and task groups affiliated with the Society; elect Officers; adopt the annual budget; and transact such other business as may properly come before it.

### **2) Special Congregational Meetings**

Special Congregational Meetings may be called by the President of the Society, by the majority of the Parish Committee, or upon written request of any ten (10) members of the Society.

### **3) Warrant**

A written warrant, stating the business to be transacted, shall be posted by the Clerk at least two (2) Sundays before the date of the Annual or any Special Congregational Meeting.

### **4) Quorum**

At any Annual or Special Congregational Meeting, the presence of one-sixth of the total membership shall constitute a quorum.

## **Article VII: Minister**

1) The Minister of this Society shall be called by a majority vote at a Congregational Meeting. The salary and expenses of the Minister shall be approved in like manner.

2) Ninety days' notice shall be provided by the Society to the Minister or by the Minister to the Society in case of removal or resignation respectively. This period may be altered by mutual consent.

## **Article VIII: Amendments**

Amendments to these By-laws may be made at any official Congregational Meeting of the Society provided the proposed amendment(s) shall have been fully set forth in the call for such a meeting. A two-thirds vote of members present and voting shall be necessary to adopt any amendment(s).

## **Article IX: Procedure**

Unless otherwise ordered by majority vote, all meetings shall be conducted in accordance with Robert's Rules of Order, latest Revised Edition.

## **Article X: Fiscal Year**

The Fiscal Year shall begin on July 1 and shall end on June 30, beginning July 1, 2002.

First Revision 1967

Second Revision April 8, 1977

Third Revision June 7, 1992

Fourth Revision March 7, 1999

Fifth Revision April 13, 2001

Sixth Revision April 4, 2004

Seventh Revision May 21, 2006

Eighth Revision June 13, 2009

Ninth Revision June 10, 2011

Tenth Revision June 2, 2017

Eleventh Revision April 28, 2019

Twelfth Revision November 5, 2023