

**BYLAWS of the
UNITARIAN UNIVERSALIST CHURCH OF
MARBLEHEAD
June 2008**

ARTICLE I - NAME

The name of this Church shall be the Unitarian Universalist Church of Marblehead.

ARTICLE II - PURPOSE

The purpose of this Church shall be to maintain regular services of worship; to build an inclusive, welcoming, supportive and caring community; to foster the ideals of a reasoned, progressive, and liberal religion; to promote the values of honesty, openness, understanding, social justice and love among people; and to join together in a cooperative quest for spiritual enrichment.

ARTICLE III - AFFILIATION

This Church shall be a member of the Unitarian Universalist Association.

ARTICLE IV – MEMBERSHIP

Section 1: Types of Membership

There shall be four (4) types of membership in this Church:

- (a) Regular Members shall:
- (1) be persons eighteen years of age or older,
 - (2) have signified their desire to become Regular Members by signing the Membership Book and who have been recorded as Regular Members in the Minutes of the Board of Trustees by majority vote, membership dating from the time of said Board action,
 - (3) support the Church financially by pledging and paying some amount each year, and,
 - (4) attend and/or provide service to the Church and its various group activities.

These requirements may be waived annually by the Minister and the Board of Trustees for those who are unable to support the Church in these ways.

- (b) Emeritus Members shall be those elder persons who have long been Regular Members of the Church and who, having been recommended for Emeritus Membership by the Minister or a Regular Member of the Church, have had Emeritus Membership conferred upon them by majority vote of the Board of Trustees. Emeritus Members need only support the Church as defined in (a)(3) and (a)(4) above on a voluntary basis. Emeritus Members shall have all rights of Regular Members, including the rights to hold elected office and to vote at Church meetings.
- (c) Associate Members shall be those persons between the ages of fourteen (14) and eighteen (18) years who have been recommended for such membership by the Minister or other Regular or Emeritus Member, and who have had such membership conferred upon them by majority vote of the Board of Trustees. Associate Members may, if they so desire, maintain such status until they have reached the age of twenty-five (25) years at which time their Associate Membership shall

cease unless they have in the meantime enrolled as Regular Members of the Church.

- (d) Inactive Members shall be those persons who have ceased activity in the Church as defined in (a)(3) and (a)(4) above, excluding Emeritus Members, but who have not signified a desire to be removed from the membership roll of the Church.

Section 2: Changes in Membership Status

- (a) Resignation. A person may resign as a member of the Church at any time upon written notice of resignation filed with the Secretary of the Church.
- (b) Transferal to Inactive Membership. A person may be transferred from Regular to Inactive Membership in the Church by majority vote of the Board of Trustees for voluntary lack of participation over an extended period of time. Transferal from Regular Membership shall not take effect until 30 days after the member has been notified in writing.
- (c) Reinstatement of Regular Membership. Inactive Members may regain Regular Member status by conveying their intention to meet the requirements of (a)(3) and (a)(4) above to the Minister or to the Board of Trustees.
- (d) Removals from the Membership Roll. The Minister, Chair of the Membership Committee, or any Officer or Trustee shall, from time to time, review the membership roll and recommend to the Board of Trustees the removal of members from the roll for reasons of non-attendance, no financial support, having moved from the area, or other good cause. The Board of Trustees shall decide in each case whether to order such removal. Removal from membership shall take effect immediately upon a majority vote of the Board of Trustees.

Section 3: Eligibility to Vote and Hold Elected Office

Eligibility for elected office and the right to vote at Church meetings are limited to Regular and Emeritus Members. If, at a meeting of the Church, a question should arise concerning a person's eligibility to vote, the Trustees present shall determine such eligibility.

ARTICLE V – MEETINGS

Section 1: Meetings

The Annual Meeting of the Church shall be held the Sunday following the second Monday in June, or at some other date in June as voted by the Board of Trustees, for the election and installation of Trustees, the approval of the Annual Operating Budget and transaction of all other proper business. In the case of a fiscal year based upon a calendar year, the Annual Meeting shall be held on a date in January as voted by the Board of Trustees.

Special meetings of the Church may be called at the order of the Board of Trustees and shall also be called upon the written request of any ten (10) Members (Regular and/or Emeritus) for such purposes as may be specified in the call of the meeting.

Section 2: Call to Meeting

Notice of the Annual Meeting or a special meeting shall be posted at some convenient place at the entrance to the Church at least seven (7) days before said meeting and sent to all Regular and Emeritus Members by mail at least fifteen (15) days prior to the meeting. The call of the meeting shall clearly state all questions which will require a two-thirds (2/3) vote and will permit the use of proxies.

Section 3: Quorum

The presence of thirty (30) percent of the total of all Regular Members plus any Emeritus Members present (computed as of the date of the call of the meeting) shall constitute a quorum.

Section 4: Voting

Except where otherwise specified by these Bylaws, affirmative votes shall be by a majority of the Regular and Emeritus Members present at the meeting.

A two-thirds (2/3) affirmative vote of Regular and Emeritus Members present at the meeting shall be required on questions of amendment of the proposed Annual Operating Budget, major purchase or sale of property, the calling or the dismissal of the Minister, a reduction in the Minister's salary, and on other questions specifically designated at the discretion of the Board of Trustees in

the call to the meeting. In cases where a two-thirds (2/3) vote is required, proxy voting is permitted, but proxies will not be counted toward a quorum. On all other questions members shall vote in person only. No proxy shall be valid unless it is in writing, signed by a Regular or Emeritus Member, and dated no more than two (2) months prior to the meeting at which the vote is to be cast.

ARTICLE VI – ELECTION OF OFFICERS AND TRUSTEES

The Board of Trustees shall be nine (9) in number (collectively, the “Trustees” or the “Board”). At each Annual Meeting there shall be elected a President, Vice President, and one at-large Trustee (who shall normally be the immediate past President), all for a term of one (1) year. In each odd-numbered year, there shall be elected a Secretary, an Assistant Treasurer, and one at-large Trustee, all of whom shall serve for terms of two (2) years. In each even-numbered year, there shall be elected a Treasurer and two at-large Trustees, all of whom shall serve for terms of two (2) years. The persons so elected shall take office at the end of the Annual Meeting.

In the event of a vacancy in any of the above offices, the Board of Trustees may elect a member to fill such vacancy to hold office until the next Annual Meeting or call a special meeting of the Church for the purpose of electing member(s) to fill vacancies.

ARTICLE VII - OFFICERS

Section 1: President

The President shall be the chief elected officer of the Church; preside at all meetings of the Board of Trustees and of the Church; speak for or on behalf of the Church to other groups, officials or the public; appoint, with the approval of the Board, members to fill vacancies occurring on all committees; have the power, with the approval of the Board, to appoint such committees as are deemed desirable; take emergency action, when needed, and report such action to the Board for ratification as soon as possible; and perform such other duties as may be incident to the office. The President shall be a Trustee of the Story Fund. The term of office of President shall be one (1) year.

Section 2: Vice President

The Vice President shall preside in the absence of the President and shall perform such functions as may be designated by the Board of Trustees. The Vice President will ordinarily chair the long range planning committee (if one exists) during his or her term of office. It is expected that the Vice President will be nominated to the office of President for the following year and, after that year, the immediate past President Trustee. The term of office of Vice President shall be one (1) year.

Section 3: Secretary

The Secretary shall keep records of the Church and of the Board of Trustees, including minutes of meetings of the Board, keep a current roll of members of the Church, keep custody of all papers and documents relating to the Church, and perform such other duties as may be appropriate for the office. The Secretary shall be a Trustee of the Story Fund. The term of office of Secretary shall be two (2) years.

Section 4: Treasurer

The Treasurer shall have custody of all funds of the Church; keep an account of all receipts and expenditures; pay the bills; supervise the activities of the Assistant Treasurer; and render at the Annual Meeting and at such other meetings as may be required, a detailed statement of finances of the Church. The Treasurer shall be a Trustee of the Story Fund. The term of office of Treasurer shall be two (2) years.

Section 5: Assistant Treasurer

The Assistant Treasurer shall take charge of all regular and special Church collections; deposit all monies collected, keep an account of the same and provide a report of collections and deposits to the Treasurer. The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties. The term of office of Assistant Treasurer shall be two (2) years.

ARTICLE VIII - NOMINATIONS

A standing Nominating Committee shall be comprised of three (3) Regular Members, none of whom is currently on the Board of Trustees, each serving a term of three (3) years. The terms shall be staggered such that one retires each year. A new Regular Member shall be elected to the Nominating Committee at the Annual Meeting, and the most senior member shall be retired from the Nominating Committee. No member of the Nominating Committee may serve successive terms. No current member of the Nominating Committee may be nominated for a Board position.

Should a member of the Nominating Committee resign, the Nominating Committee shall name a replacement to fulfill the remainder of the year. The replacement, or another member, will be nominated and voted on at the Annual Meeting immediately following the resignation.

The Nominating Committee shall present to the Church membership no less than thirty (30) days prior to the Annual Meeting a slate of candidates comprised of current members of UUCM to be placed into nomination for the Board of Trustees positions to be filled, and for a new member of the Nominating Committee. The Nominating Committee must consult with and seek input from at least the Executive Committee of the Board of Trustees and the Minister.

Prior to nominating a candidate, the Nominating Committee shall interview the candidate, making clear the duties of the position and affirming the positive reasons why the person is thought to be particularly well suited to fill the position, and shall obtain her or his consent to be nominated.

Additional nominations by UUCM members may be submitted in writing to the Nominating Committee at least twenty (20) days prior to the election, such nominations to be endorsed in writing by at least five (5) Regular Members. These additional nominations, together with the slate of the Nominating Committee, shall be reported in the call of the election meeting. Nominations of UUCM members may also be made from the floor of that meeting.

The Nominating Committee shall also work throughout the year to gather information on the interests, abilities, and talents of all members and make this information available to standing committees as needs arise.

The initial Nominating Committee shall be comprised of three (3) Regular Members appointed by the Board of Trustees under Article VIII in effect prior to adoption of this Bylaw. Upon adoption of this Bylaw, the Board of Trustees shall designate one member as being in his/her second year, to retire in one year; a second member shall be designated as being in his/her first year, to retire after two years; and the third shall be designated to retire after three years.

ARTICLE IX - BOARD OF TRUSTEES

Section 1

The Board of Trustees shall have general charge of the conduct of all business affairs of the Church and general supervision of its activities. The Board shall be responsible for the hiring, discharge and evaluation of every employee of the Church, except that the hiring, discharge and evaluation of the Minister shall be governed by Article XI below. The Board shall be responsible for long range planning. They shall hold meetings at least monthly except, at the discretion of the President, during the months of July and August in each year.

Section 2

The Board of Trustees shall prepare and present to the membership for its approval at the Annual Meeting a proposed Annual Operating Budget showing the detail of income and expenditures projected for the normal operation of the Church during the upcoming year. When approved, the Annual Operating Budget shall reflect the congregation's general plan for operation of the Church and shall serve as a standard for actual operations during the year. If necessary, the Trustees will also present for approval at the Annual Meeting a proposed budget of upcoming capital expenditures and funding sources. If an Annual Operating Budget is not approved at the Annual Meeting, the Board shall operate using the previous year's Annual Operating Budget, and shall submit a revised proposed budget for renewed consideration at a subsequently called meeting of the Church.

Section 3

The Board of Trustees shall manage the financial affairs of the Church in accordance with the general operating plan as reflected in the approved Annual Operating Budget and report at the subsequent Annual Meeting all variance in

actual income and expenditures as compared to the Annual Operating Budget. The Trustees shall also manage all non-operating funds of the Church; and, bring for vote at a duly constituted meeting of the Church any major purchase or sale of property.

The Board of Trustees may make unbudgeted expenditures of an emergency nature and report same to the membership within thirty (30) days via the Church newsletter and in a report to the Church at the Annual Meeting.

Section 4

The Board of Trustees shall, upon recommendation of the President, approve annually such regular or special committees as may be needed and shall delegate to them the authority necessary to carry out their programs of work. Trustees may be named by the President, with the approval of the Board, as liaison to committees.

Section 5

The Board of Trustees shall cause a formal examination to be made each year, by auditors elected each year by the congregation, of the financial records of the Church and all Church organizations and shall require a written report of such examination to be made to the Annual Meeting of the Church. Interim examinations may be made at the discretion of the Board.

Section 6

All action by the Board of Trustees shall be by a majority vote of Trustees present. A majority of the Board of Trustees shall constitute a quorum for the purpose of taking action.

Section 7

Any member of the Church is entitled by reason of his or her membership to attend any meeting of the Board of Trustees except for executive sessions called by the Board to discuss sensitive matters. Minutes of all meetings of the Board, including executive sessions, shall be compiled promptly and made available to the membership for inspection in a form that the Board shall prescribe.

Section 8

The Board of Trustees shall secure bond from the officers of the Board of Trustees and chairperson of the Finance Committee (if one exists) for the faithful performance of their fiduciary responsibilities, and/or secure appropriate insurance against same, at such sum as the Board of Trustees shall fix.

Section 9

The Board of Trustees shall assign to the Unitarian Universalist Church of Marblehead John Bartlett Endowment Trust (the Bartlett Endowment Trust) all bequests and donations to the Church, except for any such bequest or donation which by its terms the donor intends for use in a different fashion or for a different purpose. The Board shall invest all undesignated bequests and donations in the Bartlett Endowment Trust and their use shall be according to the terms of that Trust. For purposes of this paragraph, all money or property donated to the UUCM through its Every Member Canvass campaign, its Sunday service offertory collections, its special service offertory collections, and its fundraising campaigns (including but not limited to the Auction, the Red Bow Fair, and similar special events) shall not be considered to be donations which the Board must invest in the Bartlett Endowment Trust.

ARTICLE X - COMMITTEES

The President, with the approval of the Board of Trustees, shall appoint all committees.

ARTICLE XI - MINISTER

Section 1

A Ministerial Search Committee, duly elected at a meeting of the Church, shall make the recommendation of a new minister to the Church. The Board of Trustees shall nominate at least five persons for that Committee. Nominations in place of or in addition to the Board's nominations may be made from the floor of the meeting called to elect the Committee.

The congregation shall have the opportunity to meet and hear the ministerial candidate preach. Written data on the candidate's experience and qualifications shall be furnished to each Regular and Emeritus Member of the Church.

Section 2

Election of a Minister shall be by written secret ballot and shall require a two-thirds (2/3) vote at a duly constituted meeting called for this purpose as provided in Article V.

Section 3

The Minister shall have charge of the religious meetings of the Church and of its spiritual interests and affairs. The Minister shall have freedom of the pulpit.

Section 4

With the exception of the Nominating Committee and the Ministerial Search Committee, the Minister shall be an *ex-officio* member of all regular committees. The Minister shall also be an *ex officio* member of the Board of Trustees, without vote, and may be excluded from executive sessions of the Board if necessary.

Section 5

All full or part-time employees of the Church shall report to the Minister unless otherwise agreed upon by the Board of Trustees and the Minister. The Minister shall ensure that each employee is evaluated annually in accordance with the Church's personnel policies and provide a written report on the performance of each employee to the Board at least once a year.

Section 6

The performance of the Minister shall be formally evaluated by the Board of Trustees at least once a year.

Section 7

The Minister may be dismissed only by a secret ballot by a two-thirds (2/3) vote at a duly constituted meeting of the Church as provided in Article V.

Section 8

The Minister may resign at any time by giving at least three months' notice in writing to the Board of Trustees, unless otherwise agreed upon between the Minister and the Board.

Section 9

The Minister shall be responsible with the Secretary for recording and maintaining records of events in the Church such as weddings, memorial services and dedications.

Section 10

The salary of the Minister shall be determined annually by a majority vote at the Annual Meeting, except in the case of a reduction in salary as provided in Article V.

Section 11

Other duties of the Minister shall be specified in a contract between the Church and the Minister separate from but consistent with these Bylaws.

ARTICLE XII - PUBLIC ISSUES

Public projects and public statements directed outside this congregation may be undertaken in the name of the Church only with the approval of the Minister and the Board of Trustees.

ARTICLE XIII - FISCAL YEAR

The fiscal year shall end May 31 or, upon a majority vote by the Board of Trustees, December 31.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended at any duly called meeting of the Church by a two-thirds (2/3) vote of Regular and Emeritus Members present, including proxies provided that a notice of any proposed amendment(s) shall be given in the call of the meeting.

ARTICLE XV - DISSOLUTION

Should this Church cease to function and the membership vote to disband, any assets of the Church shall be transferred to the Unitarian Universalist Association, or its successors, or another qualifying charitable organization as voted by the members at a duly called meeting of the Church, this transfer to be made in full compliance with applicable law.

ARTICLE XVI - PRIOR BYLAWS AND CONSTITUTIONS

These Bylaws are the sole governing ordinances of this Church and supercede all prior constitutions and Bylaws.