

## **BY-LAWS OF THE WINCHESTER UNITARIAN SOCIETY**

Adopted May 17, 1990, Revised May 26, 1996, Revised May 22, 1997, Revised May 20, 1999, Revised April 13, 2003, Revised May 27, 2004, Revised May 22, 2011, Revised May 20, 2012, Revised May 19, 2013, Revised May 18, 2014, Revised May 17, 2015, Revised May 15, 2016.

### ARTICLE 1. NAME

The name of this church shall be "The Winchester Unitarian Society." It shall maintain membership in the Unitarian Universalist Association Congregations.

### ARTICLE 2. PURPOSES

The purposes of the Society are to help its members and their families grow in spiritual awareness and moral understanding; to provide regular opportunities for religious worship, fellowship, mutual support, learning, and free inquiry; and to promote, by useful activity in the community, concern for all human welfare.

### ARTICLE 3. MEMBERSHIP

#### Section 1. Inclusiveness

The Winchester Unitarian Society is a welcoming congregation. Membership is open to all persons without regard to race, color, gender identity, physical or mental challenge, sexual orientation, age, class, or national origin.

#### Section 2. Members

Any person fourteen years of age or older, who indicates a desire to become a Member of the Society and who, upon recommendation of the Minister, signs the membership register, thereby subscribing to the By-Laws of the Society, shall become a Member. A Member, as he or she is able, is expected to:

- Engage in and support the Society's activities and mission, and
- If sixteen years of age or older, make an annual financial contribution of record.

If a person believes, either prior to becoming a Member or at any time thereafter, that he or she is unable to fulfill the above expectations, he or she may discuss such limitation with the Minister or the Chairperson of the Standing Committee in confidence.

#### Section 3. Leave of Absence

Any Member may take a Leave of Absence. During this time, the Member may continue to receive communications from the Society. A Member on Leave of Absence is not expected to participate in the Society's activities or to make an annual financial contribution of record but is welcome to do so if he or she wishes. A Member on Leave of Absence may not vote at Annual or Special Meetings of the Society. A Member may return from Leave of Absence status whenever he or she so requests in writing.

Teenage Members, upon attainment of age nineteen, following suitable notification, will be placed on Leave of Absence unless or until they notify the Society, in writing, of their wish to continue as fully engaged Members.

#### Section 4. Termination of Membership

Any Member of the Society may withdraw his or her membership upon written notice to the Society. If a Member, by means other than written, indicates a desire to terminate membership, the Clerk shall send to him or her a letter confirming this action. If no objection is received from the Member within thirty days, her or his membership shall be terminated.

If, within the past year, a Member has not met the expectations described in Section 2, then the Standing Committee, in consultation with the Membership Committee, if there be one, may inquire of the Member whether he or she wishes to terminate his or her membership or take a Leave of Absence, as defined in Section 3. If no response is received to either of two written inquiries, sent by the Clerk and mailed at least thirty days apart to the Member's last known address, then her or his membership may be terminated by majority vote of the Standing Committee.

### ARTICLE 4. MEETINGS

#### Section 1. Annual and Special Meetings

The Annual Meeting of the Society shall be held on a day in May of each year designated by the Standing Committee. Written notice shall be given to the voting members prior to the specified date for the Annual Meeting. Special Meetings may be called at any time by the Standing Committee or upon request in writing to the Standing Committee, signed by not less than twenty members of the Society, which writing shall indicate the purpose of the Special Meeting.

#### Section 2. Notice

Notices of all meetings of the Society, setting forth the time and place and the business to be transacted shall be made in a Warrant, prepared by the Standing Committee and issued by the Clerk of the Society (or if the Clerk is not available), by the Chairperson or Vice Chairperson of the Standing Committee. A copy of the Warrant shall be mailed or emailed, based on the member's preference, to each member of the Society at the member's last known address, at least seven days before the day of said meeting.

#### Section 3. Voting

All Members who are sixteen years of age or older and who are not on Leave of Absence shall be eligible to vote at all meetings of the Society and shall be designated herein as "voting members." A vote of the majority of voting members present and voting, except as otherwise provided herein, shall be determinative. No member shall vote by proxy. Twenty voting members shall constitute a quorum.

#### Section 4. Elections

Such officers, representatives, trustees and committees as are required by law or by these By-Laws shall be elected by ballot at the Annual Meeting. Upon unanimous consent, the Clerk may cast one ballot for one or more candidates when there is only one nomination for each office.

A Moderator, a Clerk, a Treasurer (who shall be the Collector), and an Assistant Treasurer shall be so elected from the membership of the Society, all of whom, except as otherwise provided by law, shall hold office until the next Annual Meeting and until their successors are qualified, and each of whom shall be sworn to the faithful performance of his or her duties.

Three at-large members of the Standing Committee shall be so elected each year from the voting membership of the Society to serve for no more than two consecutive full terms. For purposes of this Section, a member at-large who serves a portion of a term in excess of one year shall be considered to

have served a full term. Members at-large who leave the Standing Committee after completion of one full term or two consecutive full terms shall be eligible for reelection as members at-large or as Clerk only after a lapse of three years.

A Denominational Affairs Representative, a Trustee of Permanent Funds, and members of the Religious Education, Music, Adult/Youth Programs, Fellowship, Social Action and Outreach, and Nominating and Leadership Development Committees provided for in the By-Laws and such other officers, representatives, and committees as the Society may from time to time decide to elect, shall also be elected at the Annual Meeting

Those elected shall be chosen from candidates proposed by the Nominating and Leadership Development Committee or by nomination from the floor. No person shall be proposed who has not consented to such nomination and indicated a willingness to serve.

Any vacancies occurring by death, resignation, or otherwise, may be filled at any legal meeting of the Society or by the Standing Committee except as otherwise herein provided, for the interim period until an election is held to fill such vacancy at the subsequent meeting of the Society.

## ARTICLE 5. STANDING COMMITTEE

### Section 1. Organization

There shall be a Standing Committee of eleven (11) voting members of the Society, (9) nine at-large to be elected by ballot as hereinbefore provided, plus the Treasurer and the Clerk. The Minister shall be a member ex officio without vote. The Standing Committee shall hold its first organizational meeting promptly after the Annual Meeting of the Society and shall choose from its elected membership a Chairperson and Vice Chairperson to serve through the next Annual Meeting. The Vice Chairperson shall assist the Chairperson in her or his duties and serve as Chairperson in her or his absence.

### Section 2. Meetings

The Standing Committee shall hold regular meetings once each month from September through June, at such time and place as may be convenient for the members of the Standing Committee, and shall hold such additional meetings as may be called by the Chairperson or at least three members of the Standing Committee. At all such meetings, six of the eleven voting members shall constitute a quorum. When meetings are held other than at the time determined by the Standing Committee for regular monthly meetings, every reasonable effort shall be made to give all members notice thereof. Members of the Society's Staff, in addition to the Minister, shall attend meetings upon invitation of the Standing Committee. The Minister may be excluded from attendance at meetings in which her or his performance or compensation is to be discussed. The Minister shall be advised that such a meeting will take place and she or he shall be given a timely report following the discussion.

### Section 3. Duties

The Standing Committee shall manage all the prudential affairs of the Society, shall control the property of the Society except property entrusted to the Trustees of Permanent Funds, and shall generally conduct the business of the Society subject to direction by vote of the Society. The Standing Committee shall be responsible for raising funds for the operating expenses of the Society as hereinafter provided. It may permit use of the Society's property by such persons and organizations and upon such terms and subject to such regulations as it deems advisable. The Standing Committee shall be responsible (with financial limits that may have been established by the Society and working closely with the Minister) for recruiting, employing, setting the terms of employment, and terminating the employment of all paid

members of the Society's staff except the Minister and, if there be one, the Associate Minister. The Standing Committee shall present a report at each Annual Meeting of the Society.

Whenever appropriate, but at least once every five years, the Standing Committee shall conduct a survey to determine the demographics of the Society's membership and/or the views of the members on matters important to the Society's welfare,

#### Section 4. Other Committees

##### Section 4.1 Annual Committees

The Standing Committee may, each year, promptly following the Annual Meeting of the Society, appoint certain Annual Committees which may include a Finance Committee, a Building Committee, a House Committee, a Gifts and Memorials Committee, and such other Annual Committees as it from time to time deems advisable to aid in the administration of the affairs of the Society for which the Standing Committee is responsible. The Standing Committee shall determine the size and define the powers of and the duties of each of these appointed committees. At least one member of the Standing Committee shall be appointed to serve on each such Annual Committee and the Treasurer shall be a member of the Finance Committee. Each Annual Committee shall serve from the time of appointment until the appointment of a successor Committee following the next Annual Meeting of the Society, subject to the right of the Standing Committee to change the membership thereof at any time.

##### Section 4.2 Temporary Modifications to Certain By-Law Committees

With respect to any Committee established by these By-Laws (a "By-Law Committee") other than the Standing Committee, the Nominating and Leadership Development Committee, the Trustees of Permanent Funds and the Social Action and Outreach Committee, the Standing Committee may, upon 30 days' advance notice to the Society, modify any aspect of such By-Law Committee, but only on a temporary basis (a "Temporary Modification"). The goal of such Temporary Modification shall be to experiment with improvements to the governance of the Society. Any such Temporary Modification shall be clearly communicated to the affected By-Law Committee and to the Society. The Society may rescind, amend or make permanent such Temporary Modification at any time. Such Temporary Modification shall only be valid for 2 years from the date it is approved by the Standing Committee, during which time the Standing Committee shall determine whether to recommend a permanent amendment of such By-Law Committee to the Society. At the end of such 2-year period, such Temporary Modification shall automatically expire and may not be reinstated by the Standing Committee.

#### Section 5. Budgeting the Use of Funds

The Standing Committee shall, after appropriate study, report to the Society at each Annual Meeting a budget estimate of the amounts required for operating expenses for the next fiscal year. A summary of such budget estimate shall be mailed to members prior to the Annual Meeting. The Society shall approve or revise the items of such budget estimate as it deems advisable. Thereafter no expenditures shall be made or liability incurred on behalf of the Society unless and until an appropriation has been approved by the Standing Committee and the availability of funds therefore assured.

The Standing Committee shall have the authority to turn over to the Trustees of Permanent Funds funds received by the Society which it considers a proper addition to the Permanent Funds. The Standing Committee is empowered to authorize the Treasurer to transfer, as it may direct, securities and other property owned by and standing in the name of the Winchester Unitarian Society.

The Standing Committee shall have the authority to accept gifts for a Memorial Fund, a Youth Fund, and similar funds that may be established by said committee when the donor has indicated that the principal may be expended. Such funds shall be held by the Treasurer subject to such regulations as the Standing Committee may establish. Individual gifts of over \$1,000 shall be transferred to the Trustees of Permanent Funds unless otherwise directed by the donor.

The Standing Committee shall see that the financial accounts of the Society are kept in proper form and shall arrange at least every three years for an independent evaluation or audit of the financial reports, records, and internal controls of the congregation, of its Treasurer(s) and of the Trustees of Permanent Funds, by a qualified person or persons for the purpose of reasonably verifying the reliability of financial reporting and assuring that assets are being safeguarded. Results of the evaluation shall be included in the Standing Committee's Annual Report to the Society.

#### Section 6. Fund Raising

The Standing Committee shall have charge of raising funds for operating and maintenance expenses, denominational and charitable expenses, and such other items as are approved by the Society. Such funds shall be obtained from pledged contributions, gifts from Sunday collections not specified for a particular purpose by the Standing Committee, and from other funds received by the Society and not specified for some other particular purpose.

#### Section 7. Delegates to UUA Meetings

The Standing Committee shall appoint delegates to the meetings of the Unitarian Universalist Association and the Massachusetts Bay District of Unitarian Universalist Churches.

### ARTICLE 6. THE MINISTER

#### Section 1. Appointment

The Minister of the Society shall be chosen and her or his initial salary determined by a two-thirds vote of the voting members of the Society present and voting thereon at an Annual Meeting or Special Meeting called for that purpose. Recommendations shall be made by a Search Committee of seven members, representative of the Society, appointed by the Standing Committee. If there shall be Co-Ministers of the Society from time to time, any reference in these By-Laws to the "Minister" shall refer to either or both Co-Ministers, as the context permits or requires.

#### Section 2. Duties

In addition to her or his professional and religious work as Minister of the Society, the Minister shall bring to the attention of the Standing Committee any matters, administrative or otherwise, which seem to her or him pertinent to the general interests of the Society, and make such recommendation as seems to her or him proper, but the final decision in matters of prudential policies and procedures shall be determined by the Standing Committee or by the Society. The Minister shall keep a list of marriages, dedications, memorial services, funerals, and other celebrations and shall maintain such other records as may be deemed important to the Society. The Minister shall be an ex officio member without a vote of all Committees of the Society other than any committee assembled for the purpose of searching for her or his Replacement, the Nominating and Leadership Development Committee and the Employee Relations Committee. The Minister shall be welcome to attend meetings and participate in the work of the Nominating and Leadership Development Committee and the Employee Relations Committee at those Committee's invitation. The Minister shall present a report at each Annual Meeting of the Society.

### Section 3. Supervision of Staff

The Minister shall be responsible for the supervision and evaluation of the Society's staff. While the Standing Committee is ultimately responsible for recruiting, employing, setting the terms of employment, and terminating the employment of any staff member, the Minister shall work closely with the Standing Committee and any Personnel or other Committee in making any such decisions.

### Section 4. Termination of Office

A majority vote by written ballot of the voting members of the Society present and voting at an Annual Meeting or Special Meeting called for such purpose shall be necessary to terminate the term of the office of the Minister. Three months' notice in written form shall be given by the Minister to the Standing Committee, or received by her or him from the Standing Committee, in the event of a decision to terminate the Minister's term of office. The Standing Committee shall evaluate the Minister's performance at least once every three years and shall inform her or him of the results of its evaluation.

## ARTICLE 7. THE ASSOCIATE MINISTER

### Section 1. Appointment

If an Associate Minister of the Society is to be installed, she or he shall be chosen and her or his initial salary determined by a two-thirds vote of the voting members of the Society present and voting thereon at an Annual Meeting or Special Meeting called for that purpose. Recommendations shall be made by a Search Committee of seven members, representative of the Society, appointed by the Standing Committee.

### Section 2. Duties

The duties of the Associate Minister shall be set forth in a written contract signed by the Associate Minister and the Chairperson of the Standing Committee and approved by a two thirds vote of the voting members of the Society present and voting at the Meeting called under Article 7, Section 1 of these By-Laws to appoint the Associate Minister. When convenient and appropriate, the Associate Minister shall attend meetings of Committees of the Society. The Associate Minister shall present a report at each Annual Meeting of the Society.

### Section 3. Termination of Office

A majority vote by written ballot of the voting members of the Society present and voting at an Annual Meeting or Special Meeting called for the purpose, shall be necessary to terminate the term of the office of the Associate Minister. Three months' notice in written form shall be given by the Associate Minister to the Standing Committee, or received by her or him from the Standing Committee, in the event of a decision to terminate the Associate Minister's term of office. The Standing Committee shall evaluate the Associate Minister's performance at least once every three years and shall inform her or him of the results of its evaluation.

## ARTICLE 8. TRUSTEES OF PERMANENT FUNDS

### Section 1. Membership

Three members of the Society shall be elected by the Society, one each year for a term of three years, to serve as a Board of Trustees of Permanent Funds. The Trustees shall annually elect a chairperson. If a vacancy exists in the Board of Trustees of Permanent Funds by death, resignation or otherwise, the remaining Trustees shall request the Standing Committee to call a Special Meeting of the Society at which the Society shall, by election, fill the vacancy for the unexpired term, but if said vacancy is not filled at such a Special Meeting, the Society shall fill the same at its next Annual Meeting. A majority of

the Trustees, or in the event of vacancies, the remaining Trustees, may exercise all the powers of the Board of Trustees of Permanent Funds. A Trustee of Permanent Funds may serve for no more than four consecutive three-year terms. A Trustee leaving the Board of Trustees after one or more consecutive three-year terms may be reelected only after a lapse of three years.

#### Section 2. Duties

The Trustees of Permanent Funds shall receive, hold in trust, and manage for the benefit of the Society, all funds entrusted to them by gift, bequest, or by vote of the Society or the Standing Committee, and such funds shall be held in the name of "The Trustees of Permanent Funds of the Winchester Unitarian Society." Said Trustees shall invest and re-invest the funds in such investments as are legal for Trustees under the laws of the Commonwealth of Massachusetts, collect all income therefrom, and pay over said income on restricted funds in accordance with the instructions, conditions, or provisions relating thereto. Income from unrestricted funds shall be paid over to the Treasurer periodically for such use as may be determined by the Standing Committee of the Society.

#### Section 3. Accounts and Reports

The Trustees of Permanent Funds shall keep full and accurate inventories and accounts of all money and property received and held by them in Trust hereunder and all receipts and disbursements of Trust Funds made by them, both of principal and income, and shall at each Annual Meeting of the Society present a statement showing the receipts, disbursements, and investments of all trust funds in their hands, both the principal and income. All Trustees shall furnish a surety company fidelity bond payable to the Society in such form and amount as may be specified by the Standing Committee, the premiums for said bond being payable out of the general funds of the Society.

### ARTICLE 9. RELIGIOUS EDUCATION

Because religious education is essential to fulfillment of the Society's purpose, responsibility for its various religious education programs shall be given to one or more qualified members of the Society's Staff.

### ARTICLE 10. RELIGIOUS EDUCATION COMMITTEE

#### Section 1. Duties

The Religious Education Committee shall collaborate with the Director of Lifespan Religious Education (unless the Society or the Standing Committee determines that such a Director is unnecessary) to manage and direct the religious education activities for children of nursery through middle school age. If the Society or the Standing Committee has determined that a Director of Lifespan Religious Education is to be employed, representatives of the Religious Education Committee shall assist the Standing Committee in recruiting and selecting said Director. This Committee shall not incur obligations on behalf of the Society in excess of the amount approved by the Standing Committee.

#### Section 2. Membership

The Religious Education Committee shall be composed of seven members; one member designated annually by the Standing Committee from among its members and six members to be elected by the Society, two each year at the Annual Meeting for three- year terms. Members of the Society's Staff shall attend meetings of this Committee at the invitation of this Committee.

### Section 3. Organization and Meetings

An organizational meeting of the Religious Education Committee shall be called within thirty days after the Annual Meeting of the Society by the member of this Committee designated by the Standing Committee. This Committee shall elect a Chairperson from the members-at-large elected by the Society and a Vice Chairperson to assist the Chairperson and act in her or his absence. A majority of the voting members of the Committee shall constitute a quorum. The Chairperson shall call meetings of this Committee from time to time to consider and act in accordance with the provisions of these By-Laws.

## ARTICLE 11. MUSIC COMMITTEE

### Section 1. Duties

The Music Committee shall collaborate with the Director of Music and an organist (one person may hold both positions) to manage and direct the musical affairs of the Church, including the Senior Choir and the Children's Chorale, and such other musical activities as are carried on by the Society. Representatives of this Committee shall assist the Standing Committee in recruiting and selecting any replacement Director of Music and/or Organist. This Committee shall not incur obligations on behalf of the Society in excess of the amount approved by the Standing Committee.

### Section 2. Membership

The Music Committee shall be composed of ten members; one member designated annually by the Standing Committee from among its members and nine members to be elected by the Society, three each year at the Annual Meeting for three-year terms. Members of the Society's Staff shall attend meetings of this Committee upon invitation of this Committee.

### Section 3. Organization and Meetings

An organization meeting of the Music Committee shall be called within thirty days after the Annual Meeting of the Society by the member of this Committee designated by the Standing Committee. This Committee shall elect a Chairperson from the members-at-large elected by the Society and a Vice Chairperson to assist the Chairperson and act in her or his absence. Five members of this Committee shall constitute a quorum. The Chairperson shall call meetings of this Committee from time to time and act in accordance with the provisions of these By-Laws.

## ARTICLE 12. GROWTH AND LEARNING COMMITTEE

### Section 1. Duties

The Growth and Learning Committee shall collaborate with the Director of Lifespan Religious Education (unless the Society or the Standing Committee determines that such a Director is unnecessary) to manage and conduct the adult education activities of the Society. If the Society or the Standing Committee has determined that a Director of Lifespan Religious Education is to be employed, representatives of the Growth and Learning Committee shall assist the Standing Committee in recruiting and selecting said Director. This Committee shall not incur obligations on behalf of the Society in excess of the amount approved by the Standing Committee.

### Section 2. Membership

The Growth and Learning Committee shall be composed of seven members; one member designated annually by the Standing Committee from among its members and six members to be chosen by the Society, three to be elected each year at the Annual Meeting for two-year terms. Members of the Society's Staff shall attend meetings of this Committee upon invitation of this Committee.



### Section 3. Organization and Meetings

An organization meeting of the Growth and Learning Committee shall be called within thirty days after the Annual Meeting of the Society by the member designated by the Standing Committee. This Committee shall elect a Chairperson from the members-at-large elected by the Society and a Vice- Chairperson to assist the Chairperson and act in her or his absence. A majority of the voting members of the Committee shall constitute a quorum. The Chairperson shall call meetings of this Committee from time to time to consider and act in accordance with the provision of these By-Laws.

## ARTICLE 13. YOUTH ADVISORY COMMITTEE.

### Section 1. Duties

The Youth Advisory Committee shall collaborate with the Director of Youth Programs (unless the Society or the Standing Committee determines that such a Director is unnecessary) to manage and conduct the high school age youth program activities of the Society. If the Society or the Standing Committee has determined that a Director of Youth Programs is to be employed, representatives of the Youth Advisory Committee shall assist the Standing Committee in recruiting and selecting said Director. This Committee shall not incur obligations on behalf of the Society in excess of the amount approved by the Standing Committee.

### Section 2. Membership

The Youth Advisory Committee shall be composed of seven members; one member designated annually by the Standing Committee from among its members, six members to be chosen by the Society, two to be elected each year at the Annual Meeting for a two-year term and two members to be designated annually by the youth group. Members of the Society's Staff shall attend meetings of this Committee upon invitation of this Committee.

### Section 3. Organization and Meetings

An organization meeting of the Youth Advisory Committee shall be called within thirty days after the Annual Meeting of the Society by the member designated by the Standing Committee. The Committee shall elect a chairperson from the members-at-large elected by the Society and a Vice-Chairperson to assist the Chairperson and act in her or his absence. A majority of the voting members of the Committee shall constitute a quorum. The Chairperson shall call meetings of this Committee from time to time to consider and act in accordance with the provision of these By-Laws.

## ARTICLE 14. FELLOWSHIP COMMITTEE

### Section 1. Duties

The Fellowship Committee shall act to strengthen the bonds of religious community by promoting cordial and friendly relations in the Society. This Committee shall not incur obligations on behalf of the Society in excess of the amount approved by the Standing Committee.

### Section 2. Membership

The Fellowship Committee shall consist of seven members; one member designated annually by the Standing Committee from among its members and six members to be elected by the Society, two each year at the Annual Meeting for three-year terms. Members of the Society's Staff shall attend meetings of this Committee at the invitation of this Committee.

### Section 3. Organization and Meetings

An organization meeting of the Fellowship Committee shall be called within thirty days after the Annual Meeting of the Society by the member of this Committee designated by the Standing Committee. This Committee shall elect a Chairperson from among the members-at-large elected by the Society and a Vice Chairperson to assist the Chairperson and act in her or his absence. A majority of the voting members of the Committee shall constitute a quorum. Meetings of this Committee shall be held at least four times each year.

## ARTICLE 15. SOCIAL ACTION AND OUTREACH COMMITTEE

### Section 1. Duties

The Social Action and Outreach Committee shall assist members and friends of the Society to find areas in which they may study and act, both within the church and in the larger community. A topic is appropriate for study and action if it raises questions of ethical, moral, or social value and if opportunities exist for members of the Society to translate their concerns regarding the topic into effective action. This Committee shall also be responsible for determining the recipients of such funds as the Society shall designate for charitable giving. This Committee shall not incur obligations on behalf of the Society in excess of the amount approved by the Standing Committee nor make charitable contributions in excess of the amount voted by the Society.

### Section 2. Membership

The Social Action and Outreach Committee shall be composed of ten members; one member designated annually by the Standing Committee from among its members and nine members, all of whom shall be members of the Society, to be chosen by the Society, three to be elected each year at the Annual Meeting for three-year terms. Members of the Society's Staff shall attend meetings of this Committee upon invitation of this Committee.

### Section 3. Organization and Meetings

An organization meeting of the Social Action and Outreach Committee shall be called within thirty days after the Annual Meeting of the Society by the member of this Committee designated by the Standing Committee. There must be a quorum, defined as six members of this Committee, for a vote to take place. This Committee shall elect a Chairperson from the members-at-large elected by the Society and a Vice Chairperson to assist the Chairperson and act in her or his absence. Election of the Chairperson and Vice Chairperson shall be by majority vote of those members present. A majority vote of those present shall be required to conduct an educational program within the church, adopt a position on any issue, recommend to the Standing Committee that the Society adopt a position on any issue at an Annual or Special Meeting, or make any charitable contribution.

### Section 4. Expenditures

This Committee shall make a full report to the Standing Committee of each charitable contribution that this Committee makes.

## ARTICLE 16. MEMBERSHIP COMMITTEE

### Section 1. Duties

The Membership Committee shall act to attract, welcome, encourage and assist newcomers to become and remain engaged Members of the Society.

### Section 2. Membership

This Committee shall consist of six members elected by the Society, three each year at the Annual Meeting for three-year terms. All shall be members of the Society. The Standing Committee shall appoint one of its members to act as liaison to the Membership Committee. Members of the Society's Staff shall attend meetings of this Committee at the invitation of the Committee.

### Section 3. Organization and Meetings

An organizing meeting of the Membership Committee shall be called within thirty days after the Annual Meeting of the Society by the liaison designated by the Standing Committee. This Committee shall elect a Chairperson from its members and a Vice Chairperson to assist the Chairperson and to act in her or his absence. A majority of the voting members of the Committee shall constitute a quorum. The Chairperson shall call meetings of this Committee from time to time to consider and act in accordance with the provisions of these By-Laws. This Committee shall not incur obligations of behalf of the Society in excess of the amount approved by the Standing Committee.

## ARTICLE 17. COMMITTEE ON SHARED MINISTRY

### Section 1. Duties

Responsibility for the ministry of the Society is shared between the Minister and the Society. To that end, the Committee on Shared Ministry will monitor and nurture the health of the ministry of the Society. This Committee will assess the effectiveness of the Society's ministry, facilitate communication regarding the ministry of the Society, educate the members of the Society regarding the Society's mission and ministry and consult with the Minister and other professional ministers serving the Society concerning their performance and relationships. As part of an annual review and renewal of the ministry and leadership of the Society, this Committee will conduct an assessment of the work of the Minister and each other professional minister serving the Society including progress toward mutually established priorities and goals. This Committee will report on these assessments to the Standing Committee and, respectively, to the Minister and each other professional minister.

### Section 2. Membership

The Committee on Shared Ministry shall consist of five lay members, the Minister and all other professional ministers serving the Society. Committee members will serve for staggered terms of three years as established by the Standing Committee and Minister. Committee members will be agreed upon by the Minister, the Standing Committee and the continuing members of this Committee.

## ARTICLE 18. EMPLOYEE RELATIONS COMMITTEE

### Section 1. Duties

The Employee Relations Committee shall work collaboratively with the Standing Committee, staff related By-Law Committees (Music Committee, Religious Education Committee, Youth Advisory Committee, Growth and Learning Committee), staff-related annual committees, staff members, and minister, as needed, to address concerns of the Society's employees and, correspondingly, recommend resolutions in accordance with the Society's Personnel Policy Manual. Specific duties of this committee shall include:

- Annually, review the Society's Personnel Policy Manual and make policy recommendations to the Standing Committee to ensure best practices in employee relations.
- At the request of the employee, including an employee who is a supervisor, conduct a review and make recommendations to resolve grievances in accordance with the Society's Personnel Policy Manual. All communications and proceedings will be conducted in a confidential manner.

- At least annually, contact each staff member and minister to invite them to share their suggestions for constructive improvement in employee relations.

## Section 2. Membership

The Employee Relations Committee shall be composed of four members, one member designated annually by the Standing Committee from among its members, and three members, all of whom shall be members of the Society, chosen by the Society, one to be elected each year at the Annual Meeting for three year terms. Members of the Society's Staff, including the Society's Minister, may attend meetings of this Committee upon invitation or upon Staff or Minister request.

## Section 3. Organization and Meetings

An organizational meeting of the Employee Relations Committee shall be called within thirty days after the Annual Meeting by the member of this Committee designated by the Standing Committee. This Committee shall elect a Chairperson from the members-at-large elected by the Society. Three members of this Committee shall constitute a quorum. The Chairperson shall call meetings of this Committee from time to time, or as needed, to consider and act in accordance with the provisions of these By-Laws.

ARTICLE 19. AUDITOR (Deleted May 15, 2016)

ARTICLE 20. FISCAL YEAR

The fiscal year of the Society shall begin on September first and end on August thirty-first of each year.

ARTICLE 21. DUTIES OF OFFICERS

### Section 1. Moderator

The Moderator shall preside at the Annual Meeting and Special Meetings of the Society.

### Section 2. Clerk

The Clerk shall keep a record of the meetings of the Society and of the Standing Committee. She or he shall issue such notices and warrants as may be ordered or directed by the Standing Committee in accordance with these By-Laws. She or he shall keep an accurate list of the names and addresses of all the members of the Society. She or he shall have custody of all official books, records, and documents of the Society not otherwise provided for by these By-Laws.

### Section 3. Treasurer and Assistant Treasurer

The Treasurer shall have custody of all funds of the Society except such funds that may be entrusted to the Trustees of Permanent Funds; collect all money due to the Society, including Sunday collections, pledges or other special donations made to the Society; keep accurate account of all receipts, disbursements and indebtedness of the Society; and pay all bills as authorized or approved by the Standing Committee or the Society. The Treasurer, at the Annual Meeting of the Society, shall present a written estimate of the financial operations of the Society for the current fiscal year, a copy of which shall be mailed to members of the Society, together with the Standing Committee's proposed budget estimates for the coming fiscal year, prior to the Annual Meeting. A final report of the year's financial operations shall be mailed to all members within sixty days of the close of the fiscal year.

The Treasurer, when requested by the Standing Committee, shall make monthly reports of the finances of the Society.

The Treasurer shall have custody of all financial records, insurance policies, pledges, and evidence of title. The Assistant Treasurer shall help the Treasurer in the performance of the Treasurer's duties and in the case of illness, incapacity, or absence of the Treasurer, shall take over the duties of the Treasurer, including the Treasurer's functions as a member of the Standing Committee.

The Treasurer and the Assistant Treasurer shall furnish a surety company fidelity bond payable to the Society in such form and amount as may be specified by the Standing Committee, the premium for said bond being payable out of the general funds of the Society.

#### ARTICLE 22. REPORTS

In addition to the reports for the Annual Meeting otherwise specifically provided for by these By-Laws, all Committees elected and appointed hereunder shall prepare reports of their activities, which reports shall be furnished to the Standing Committee prior to the first day of July of each year.

#### ARTICLE 23. NOMINATING AND LEADERSHIP DEVELOPMENT COMMITTEE

The Nominating and Leadership Development Committee shall be composed of five members, four to be elected by the Society from among its voting membership and the Chairperson of the Standing Committee. Two members shall be elected at each Annual Meeting to serve for two years. Elected members of the Nominating and Leadership Development Committee will serve no more than two consecutive full or partial two-year terms and shall be eligible for reelection only after a lapse of two years. At a meeting of this Committee to be called following each Annual Meeting by the Chairperson of the Standing Committee, the members of this Committee shall elect a Chairperson from the members elected by the Society. This Committee shall submit to the members of the Society, at least seven days before each Annual Meeting, its nominations for the officers, representatives, trustees and committees to be elected under Article 4, Section 4, of these By-Laws. The Committee shall engage in programs and projects to enhance the competence and enthusiasm of the Society's lay leadership.

#### ARTICLE 24. RULES OF ORDER

Robert's Rules of Order, Revised, shall govern meetings of the Society, when not inconsistent with these By-Laws or applicable Laws and Regulations of the Commonwealth of Massachusetts.

#### ARTICLE 25. AMENDMENTS

These By-Laws may be altered, amended or repealed by a two-thirds vote of the voting members present and voting at any meeting of the Society duly called, provided the substance of any proposed change is submitted with the notice of said meeting.