

First Church in Jamaica Plain, Unitarian Universalist
6 Eliot Street
Jamaica Plain, Massachusetts 02130

Bylaws^{1 2}

1 NAME AND AFFILIATION

The name of this religious non-profit corporation entity is: "First Congregational Society of Jamaica Plain," also known as "First Church in Jamaica Plain, Unitarian Universalist" ("Church").³

The Church shall be a member of the Unitarian Universalist Association ("UUA") or its successor.

2 PURPOSE

The purpose of this Church is to unite its members in worship and fellowship in accord with the principles of the UUA; to maintain a Unitarian Universalist church in Jamaica Plain; and to serve this community.⁴

3 INCLUSION

The Church affirms its commitment to be a welcoming congregation within our church community and be a responsible participant in the greater community, promoting full participation in all of the Church's activities and in the full range of human endeavor without discrimination of any kind.⁵

4 FISCAL YEAR

The Church's fiscal year shall begin on July 1 and end on June 30.

5 MEMBERSHIP

¹ The Bylaws Review and Revision Task Force ("Task Force") is providing additional information and/or explanation regarding its recommendations via the document's footnotes. The Task Force believes the footnotes are not to be viewed as part of the Bylaws recommendation and expects that they will be removed from the final version of Bylaws submitted for approval.

² The Task Force has recommended that all gender references in the Bylaws use they/their/them.

³ The Church started as "Congregational Society of the Third Parish in Roxbury" on 4/1/1772 and name was changed in 1864 to "First Congregational Society of Jamaica Plain" per Massachusetts Secretary of State records.

⁴ The Task Force left this section as it was, but strongly recommends that the Congregation periodically revisit and insure this is an accurate and current reflection of our purpose and that it is supportive of other congregational agreements like Mission and Vision. Our discussion focused on possible other alternatives: unite members versus the broader community, liberal religion as a term, etc. Perhaps the purpose is only to maintain a UU church in Jamaica Plain?

⁵ The Task Force chooses to consider removing specific discrimination statements (i.e., gender, ethnicity, etc.) so as not to be limited to a list which may change in the future. It also chooses to retain the original values statement without change.

- a) Any person who is a member of the Church at the time these by-laws are adopted shall continue to be a member.
- b) Any person who is at least 15 years old and in agreement with the mission of this Church and the Principles of the UUA, as demonstrated by an interview with the Minister, may become a member by signing the membership book of the Church. In the event actually signing the membership book is unfeasible, membership may be achieved by signing a statement of intention to sign the membership book at such time as it becomes possible.
- c) Members are encouraged to support the Church according to their ability, through service as well as financial support.
- d) Although all are welcome to attend and participate in church meetings, the privilege of voting shall be restricted to those who have been members for at least 60 days and are not currently deemed to be inactive members as defined in paragraph 5(f) below.
- e) A member may dissolve their membership with the Church by filing a written resignation with the Clerk, which shall be recorded by the Clerk in the list of current members.
- f) Inactive members may not vote at a congregational meeting or serve as an elected officer and will not be included in the membership count. A member may be ruled inactive and shall be recorded by the Clerk as inactive in the list of current members if:
 - i) they are known to be deceased; or
 - ii) they have been voluntarily absent from participation in the life of the Church for two years and have not responded affirmatively to the Clerk's inquiry of their intention to continue membership; or
 - iii) a minimum of 70 percent of the Governing Board⁶ ("Board") has voted to rule the member to be inactive due to actions that threaten the well-being or safety of the congregation as outlined in the disruptive behavior policy.

6 CONGREGATIONAL MEETINGS

- a) The Board will produce a Warrant – the authorization to have a congregational meeting – for each Annual, Semi-Annual, and Special Meeting as defined below. The Warrant will state the time, place, forum (in person only or virtual only)⁷, and purpose for which the meeting is called, including any articles related to Church affairs that have been requested in writing by 10 percent or more of the members of the Church. The Warrant will be:
 - i) delivered directly to all active members of the Church 10 days prior to the meeting, electronically if possible and manually as needed;
 - ii) included in the newsletter for two weeks prior to the meeting;
 - iii) posted in a prominent position in the Church building for eight days prior to the meeting, such duty to post shall not apply at times the Church building is not accessible; and
 - iv) announced during the weekly service twice prior to the meeting.
- b) The Annual Meeting of the Church shall be held each year on the third Sunday in May, unless otherwise ordered by the Board. The purposes of the Meeting are:

⁶ The Task Force suggests that the title "Standing Committee" be replaced with "Governing Board." Review of many other UUA churches' bylaws indicate this is more common term and clearly indicates the executive role this group of elected individuals fulfills.

⁷ The Task Force does not believe technology allows for a "hybrid" (with members both in person and virtual) congregational meetings at this time.

- i) to vote on the reports from the Minister, Music Director, Director of Religious Education, as well as committees and task forces that were active during the current fiscal year;
 - ii) to vote on the budget for the upcoming fiscal year;
 - iii) to elect officers and new Board members for the upcoming fiscal year;
 - iv) to elect delegate(s) to the UUA General Assembly; and
 - v) to discuss and vote on other matters as allowed by the Warrant.
- c) A Semi-Annual Meeting of the Church shall be held each year on the fourth Sunday in January, unless otherwise ordered by the Board. The purposes of the Meeting are to review the status of the budget, voting on budget adjustments if necessary, as well as discuss and vote on matters as allowed by the Warrant.
- d) Special Meetings of the Church (i) may be called by the Board or (ii) must be called by the Board upon written request of 10 percent of the voting members of the Church. The primary purpose of the Meeting is to discuss and vote on matters as allowed by the Warrant.
- e) At each Annual, Semi-Annual, or Special Meeting:
- i) The Clerk - or in the Clerk's absence a member of the Board - will call the Meeting to order at the time and place designated in the Warrant and will certify that
 - (1) A quorum is present, consisting of 15 percent of the number of members certified by the Clerk in the current list of members, not including proxies, or
 - (2) If a quorum is not present, the Meeting cannot be called to order, and the Meeting will be rescheduled by the Board.
 - ii) The first order of business presided by the Clerk will be the election of a moderator who will preside over the remainder of the Meeting. The moderator shall be a member of the church who is proficient in the moderating role in accordance with the Church's Moderator Policy⁸ (or alternatively has been through appropriate training sponsored by the Church) and shall not be a current elected officer or member of the Board.
 - iii) All business specified in the Warrant shall be transacted.
 - iv) Proxy voting will be allowed. The member requesting a proxy must arrange a proxy and provide notice in writing with the proxy's name, electronically or on paper, to the Clerk at least twenty-four hours prior to the meeting. The member must also specify in writing their preferences to the proxy: for example, whether the proxy should limit their actions to pre-determined votes or the proxy can consider options and vote as they believe the member would.

7 GOVERNING STRUCTURE

⁸ The Task Force is recommending that the Task Force develop using professional resources a "Moderator Policy" along with a "Guide for Moderators" as a training guide to be submitted for the Board's approval. The Moderator Policy would be available on the Church's website for the members so they would understand how a congregational meeting would be led and managed by the moderator. The Task Force believes an appropriately trained moderator, along with the Membership's understanding of the moderator's role, will improve the management, effectiveness, and efficiency of congregational meetings.

7.1 The Membership

The Church is managed through congregational polity. Members of the Church (“Membership”) elect the Board. The Membership calls the Minister and retains the sole authority to terminate the relationship with the Minister. In addition, the Membership alone has the authority to approve entering into agreements with affiliated community ministers, to ordain ministers, to bestow emeritus/emerita honors, and all other authorities established by votes made by the Membership at a congregational meeting.

7.2 Governing Board

- a) The Board's primary role is to act as the governing body of the Church. The Board provides ongoing management and financial oversight between congregational meetings based on the decisions made by the Membership, past policies, and responsible judgement. The Board shall have the general care, superintendency, and control of all temporal affairs of the Church. The Board shall approve and implement policies and procedures deemed to be necessary for efficient and responsible governance unless otherwise reserved by the Membership.⁹
- b) The Board is charged with creating and maintaining operating committees to fulfill the primary functions of the Church (e.g., Finance, Religious Education, Music, Welcoming, and Nominating). Other committees, task forces and independent initiatives (e.g., annual canvass, church fairs) may also be formed with the approval of the Board.

All committees, task forces¹⁰, and other individual initiatives¹¹ report to the Board.¹² The Board annually will establish goals and objectives with each of the other committees¹³ and each committee shall minimally report to the Membership at the Annual Meeting its activities and accomplishments of its annual goal(s) in an Annual Report submitted to the Board and Office and Facilities Administrator at least 10 days prior to the Annual Meeting.
- c) Board members are the official leaders of the church and are expected to be active members of the congregation in terms of visibility at church services and events.
- d) Board members shall individually act as a liaison to one or more of the committees. As liaisons, Board members are expected to be the primary contact for these committees and report back to the Board any concerns, problems, plans, activities and/or requests the committees may have.
- e) The Board shall report at each Annual Meeting the proposed budget for the ensuing year for the support of the Church’s services and programming and for any other expenses.
- f) There will be 10 members of the Board.
 - i) Three Board members will serve as a function of their roles: Minister, Clerk, and Treasurer.
 - ii) Seven Board members will be elected by the Membership. These Board members shall be elected at any Annual Meeting of the Church for terms of three years. No elected Board

⁹ Added reference to policies and procedures.

¹⁰ Definition: A task force is created to address a specific time-limited goal/objective with the expectation that the task force will disband once the subject matter has been addressed.

¹¹ Definition: These are individuals with task responsibilities that are not under the guidance or direction of another committee or task force. Examples: fundraising activities, archives management, annual canvass.

¹² The Task Force recommends the Board periodically review and direct changes and modifications in the charters/mission/purposes/objectives of committees and task forces in order to address the important and immediate needs of the Church.

¹³ The Task Force felt it was important that the Board start each Church Year establishing with each committee’s leadership its goals and objectives to help guide each committee’s annual program.

member shall serve more than two full three-year consecutive terms on the Board without a break in service.

- iii) In the event of a vacancy on the Board, the Nominating Committee may be asked by the Board to identify a replacement for consideration and approval by the Board to serve until the next Annual Meeting.
- g) Meetings of the Board shall be open to all, except when the Board determines that an item is confidential. The Board may decide by a majority vote of the Board members present in an open session to enter into private session. All persons other than elected Board members, the Clerk, and Treasurer will be excluded from such private session unless specifically invited to attend by a majority decision of the Board members present.
- h) The Board will meet at least monthly between September and June. Three absences from regular meetings during one year by a member of the Board without prior notification to the Chair, Vice-Chair, or Co-Chair shall be tantamount to a resignation. Board members and officers may be removed from the Board by a two-thirds vote of the entire Board for breach of trust, gross misconduct, or consistent neglect of duties.
- i) Sixty percent of the Board, whether present in person or virtually, shall constitute a quorum for transaction of official business by the Board.
- j) At the fiscal year's last Board meeting, the Board with any newly elected members participating shall elect its Chair and Vice-Chair (or, alternatively, Co-Chairs) for the subsequent fiscal year. The terms for both Chair and Vice-Chair (or Co-Chairs) shall be one year, renewable for two additional terms. The responsibilities of the Chair and Vice-Chair (or Co-Chairs) shall include the following, to be allocated by the individuals in the roles:
 - i) Serve as Chair of the Board;
 - ii) Establish agenda for Board meetings in consultation with the Minister;
 - iii) Preside over Board meetings;
 - iv) Appoint church members to task forces created by the Board;
 - v) Execute documents, such as contracts and bank transactions, as the senior officer of the Board; and
 - vi) Represent the Board and/or the Church in accordance with approved policies and decisions made by the Board and/or the Membership.

7.3 Nominating Committee

The Board shall charge three or more active members of the Church (with preferably one of the members having been a past Chair or Co-Chair of the Board), who are not members of the current Board, to serve as this Committee. The Committee in addition to its other duties and responsibilities¹⁴, with input from the Minister about members' abilities and interests, shall develop a slate of candidates for all unfilled officer and Board positions and present the slate at the Annual Meeting for election. In developing the slate of candidates, full consideration will be given to the importance of diversity, previous service to the congregation, knowledge of the denomination and district, knowledge of Church constituencies and the congregation's organization, willingness to be trained, respectfulness, and knowledge of who is interested in which areas of Church life.

¹⁴ The Task Force is recommending significant changes to the language associated with the Nominating Committee to provide more guidance and structure to this important task and to insure it is also separate from the current leadership. The Task Force also recommends consideration be given by the Board to expanding the charter of this committee to include Membership involvement and leadership development as an all-year activity.

Members interested in positions are free to discuss the responsibilities of the positions with the Committee and to propose they be nominated.

7.4 Other Officers

- a) Other officers of the Church include a Clerk, Treasurer, and Collector, all of whom must be voting members of the Church. The Treasurer and Collector may be the same person. The Clerk and Treasurer shall serve as ex-officio, voting members of the Board. The specific responsibilities of each position are detailed below. The Membership may also elect additional officers at the Annual Meeting as may be desired.
- b) All officers will be elected at the Annual Meeting for one fiscal year, and will hold office until their successors shall have been chosen and qualified. The Clerk, Treasurer, and Collector should not serve more than six consecutive terms. The Board may fill any officer vacancy until the next Annual Meeting. Only voting members at least 18 years old are eligible to hold office.
- c) A majority of the members voting in person or by proxy at an Annual, Semi-Annual, or any Special Meeting shall have the power to remove from office any elected officer or member of the Board, a committee, task force, or other entities.
- d) A vote of at least 70 percent of the entire Board may serve as authorization to suspend an officer from their role until such Annual, Semi-Annual, or Special Meeting can be held.

7.4.1 The Clerk

The Clerk will record all votes and proceedings of the Church at any of its congregational meetings and Board meetings. The Clerk will prepare, distribute, and post the Warrant for congregational meetings in accordance with these Bylaws. The Clerk will maintain a current list of the active members of the Church and of the records of the Church Meetings. The Clerk shall make and deliver to the Chair of the Board a current copy of these bylaws, and as any change or addition is approved by the Membership, furnish revised copies of the same. The Clerk shall make and deliver copies of excerpts of the bylaws or minutes of meetings as required by the officers in discharge of their duties. The Clerk will ensure Bylaws, minutes, policies, procedures, warrants, and other official documents shall be maintained electronically, and backed up, as well as posted on the member-only portion of the Church's website¹⁵ by the church office and in hard copy in the Church Meetings Records Book.

7.4.2 The Treasurer

- a) The Treasurer shall have the custody of all funds. The Treasurer shall pay them out in accordance with the votes of the Membership or the Board.
- b) The Treasurer shall keep a true and accurate account of all funds received and paid out. A financial summary report shall be given at each meeting of the Board as well as more detailed financial reports at the Semi-annual and Annual Meeting of the Church.
- c) The Treasurer shall maintain a current roster of the pledging units and their pledges. From time to time the Treasurer shall furnish statements detailing the status of their pledges to pledging units.
- d) The Board may appoint an Assistant Treasurer for a term not to exceed the fiscal year to support

¹⁵ The Task Force is recommending Membership transparency. As a result, it is advocating the creation as soon as possible of a member-only section on the church's website with an appropriately organized page(s) providing member access to the above documents as well as financial statements and other documents/resources that should be available only to the members.

the functions of the Treasurer.

7.4.3 The Collector

- a) It shall be the duty of the Collector to receive and record all payments from the collection plate each Sunday and shall report to the Treasurer the amount of funds obtained.
- b) The Treasurer shall be responsible for ensuring that proper and prudent procedures are followed in collection of all funds.

7.5 Indemnification

The Church shall indemnify any person who is or was an officer or member of the Church against any liability asserted against such person and incurred in the course and scope of their duties or functions within the Church to the maximum extent allowable by law (including but not limited to costs and attorneys' fees), provided the person acted in good faith and did not engage in an act or omission that was intentionally, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. However, in the event of allegations of such intentionally, willfully or wantonly negligent, consciously indifferent, or reckless disregard, the Church shall indemnify until such conduct is proven. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, insurance policy, vote of members, or otherwise.

8 MINISTER

- a) The Church shall hire as its Minister only one who is in Fellowship with the UUA.
- b) The Minister shall be responsible for the conduct of worship within the Church, whether in-person or virtually, and its spiritual interests and affairs. The Minister shall have freedom of the pulpit as well as freedom to express their opinion as an individual outside the pulpit.¹⁶
- c) The Minister will work with colleagues, including the Music Director and Religious Education Director, and committees, such as Ministerial and Religious Education, in leading the spiritual life of the church, including worship and religious education.
- d) The Minister shall be an ex officio, non-voting member of the Board. They shall bring to the attention of the Board all matters which seem pertinent to the general welfare of the congregation, and shall make such recommendations as seem proper. However, the final decision in matters of policy and procedure shall remain with the Board or the Membership at a congregational meeting.
- e) The Minister is responsible for all services of worship conducted on Church premises, including rituals such as weddings, dedications, and memorials for members of the congregation.¹⁷ They may perform services for the public and accept fees.
- f) The Board shall annually evaluate the Minister's performance and the state of relations between the Minister and the congregation in writing within the first nine months of the fiscal year, unless superseded by a UUA requested evaluation procedure. This evaluation shall be shared

¹⁶ The Task Force inserted the phrase "as an individual" to distinguish between the situations when the Minister is representing the Church versus a personal perspective.

¹⁷ The Task Force recommends the Board develop and approve a policy addressing the Minister having the right to approve other worship leaders providing services at the Church at rental events as well as how the Music Director's services may be offered at events such as weddings, memorial services, etc.

with the Minister.¹⁸

- g) The Minister may resign effective three months or more after notice has been given in writing to the Board or upon such shorter notice as shall be mutually agreed.
- h) In the case of a vacancy in the position of Minister,
 - i) Whenever a vacancy exists or is anticipated in the position of Minister, the Board may decide to hire an interim minister to serve during the time when the church is searching for a new called Minister. An Interim Minister Selection Committee may be appointed by the Board to assist in the selection.
 - (1) The Interim Minister Selection Committee shall function according to the procedures established by the UUA or by other means deemed appropriate by the Board.
 - (2) The Board has the authority to hire or dismiss an interim minister.
 - ii) To call a new Minister, a five (to seven) member Ministerial Search Committee shall direct the search for a Minister and recommend a candidate to the congregation. To choose the Ministerial Search Committee, the Board shall identify members who are willing and eligible to serve and presents the list for a vote at a congregational meeting. The congregation votes on the top three (to five) members. The Board appoints the remaining two members.
- i) A congregational vote of at least 90 percent of the members present in person or by proxy is required to call a Minister at a congregational meeting.
- j) The Minister shall be terminated if at least 30 percent of church members present in person or by proxy so vote at a congregational meeting.

9 OTHER STAFF

The staff will be managed by the Minister in collaboration with the Personnel Committee and with the support of relevant committees (e.g., Music and Religious Education Committees). The Board will have the power to approve additional staff positions, modify job responsibilities of current staff positions, delegate supervisory responsibilities, hire, contract with and, if deemed necessary, terminate staff with the exception of the Minister.

The Music Director and Director of Religious Education will submit a written report to the Board and Office and Facilities Administrator at least 10 days prior to the Annual Meeting. The Office and Facilities Administrator will disseminate reports to attendees of the Annual Meeting.

10 COMMITTEES AND TASK FORCES

The leadership of each committee or task force is to be chosen by the committee or task force members. Committees and task forces shall publish their schedule of their regular committee and task force meetings on the calendar on the Church's website.

Chairs of each committee and task force will submit a written report to the Board and Office and Facilities Administrator at least 10 days prior to the Annual Meeting. The Office and Facilities Administrator will disseminate reports to attendees of the Annual Meeting.

11 FINANCIAL MATTERS

¹⁸ Currently the Minister's Agreement requires evaluation of the work of the Minister and the ministry of the congregation by the Committee on Ministry every 3-5 years. Note: Per the Minister's Agreement, the agreement is to be "reviewed" in 2020.

Staff and committees may spend Church funds per the Annual Budget as voted at the Annual Meeting. Funds may not be transferred from one budgeted area to another during the fiscal year without approval of the Board. Non-budgeted fundraising activities for a specified purpose in excess of \$1,000 require Membership approval.

At the end of each fiscal year, any net surplus or loss will be credited to a balance sheet reserve fund¹⁹ called the Balance Fund. The Membership alone has the authority to decide how the Balance Fund can be spent.

The records of income and expenditures as well as the Church's accounting systems, policies, and practices shall be reviewed at least every three years, if possible, after the end of a fiscal year by the Finance Committee with a report of the review forwarded to the Board.

11.1 Contracts

No officer or member of the Church (i) shall pledge the credit of, or make contract in the name of, or on behalf of the Church or (ii) shall expend more than \$10,000 for any one project or purpose unless specifically authorized by the Annual Budget, a reserve fund, or a vote of the Church.

No member of the Church shall be personally liable for its debts and obligations.

In the event of a compelling emergency, the Board may authorize an extension of the budget to cover the cost of an emergency.

11.2 Trust²⁰

The Trust for the First Congregational Society of Jamaica Plain (Unitarian) ("Trust") was established on April 30, 1973 with the Church transferring property and building of the Church and several memorial funds to the Trust. The Trust is governed by its own bylaws, and each trustee must be a resident of the Commonwealth of Massachusetts and a member of a Church affiliated with the UUA or its successor.

12 DISSOLUTION

In the event that the Church shall be dissolved, any remaining assets shall devolve to the Trust.

13 ALTERATION OF THE BYLAWS

These Bylaws may be altered by two-thirds vote of the members present or by proxy at any congregational meeting, provided that notice of such alterations shall be stated in the Warrant for said meeting and such alterations shall have been presented in writing at a previous congregational meeting occurring at least 90 days prior to the current congregational meeting²¹.

¹⁹ Definition: A reserve fund is an accounting method used to set aside funds on the Balance Sheet for designated purposes. In general, reserve funds are established based on a recommendation made by the Treasurer and approved by the Board.

²⁰ The Trust is a separate legal entity and thus would ordinarily not be included or referred to in the Church's Bylaws. But the Trust is mentioned in Section 12 as the recipient of any remaining assets in the event of dissolution of the Church. For this reason, the Task Force felt it was important to introduce it in Section 11.2.

²¹ Ensures ample time is available for the Membership to consider the recommendations.

14 ADOPTION

These Bylaws with proposed alterations were presented in writing at a congregational meeting on December 13, 2020 and approved by the Membership at a congregational meeting on _____, 2021.

Once approved, the Bylaws shall be signed and dated by the Clerk.

Clerk's Signature

Clerk's Printed Name

Date