

**By-Laws**  
of the  
**Unitarian Universalist Area Church**  
at  
**First Parish**  
in  
**Sherborn, Massachusetts**



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## PREAMBLE

These By-Laws provide a concise overview of the structure, operating principles and guidelines for Unitarian Universalist Area Church (UUAC) at First Parish in Sherborn, Massachusetts.

They describe the essential bodies of the Church, including Board of Directors, Trusts (2), Other Leadership and Governance Offices, Congregational Membership and the Senior Minister/other Ministers.

Because the responsibility for programmatic areas lies with the committees, teams, and working groups of the Church, the Guidelines and Practices or Roadmap documents describing how this work is done are maintained within each group; these documents are available in the UUAC Central Data Repository.

Note: In keeping with gender neutral designations affirmed by the Unitarian Universalist Association of Congregations, “they” will be the gender neutral personal pronoun used in this document.

## 1. NAME, AFFILIATION, MISSION, VISION, COVENANT, CORE VALUES, AFFIRMATION

- A. This religious organization is incorporated as the Unitarian Universalist Area Church (UUAC) at First Parish in Sherborn, Massachusetts, called in these By-Laws the “Church” or “UUAC”.
- B. This Church is **affiliated** with the *Unitarian Universalist Association of Congregations* and its *New England Region*.
- C. Our **Mission**: We are a caring community dedicated to spiritual exploration through reflection, worship, the arts, education, action and service.
- D. Our Church has a **Vision** of enhancing personal and spiritual growth and connectedness and commitment within our community and with the outside world. We anticipate growth in attendance, in membership, in our support for individual learning and the spiritual enrichment of Members young and old, in our active contributions to our own Church, and to the various communities to which we belong.
- E. The **Covenant** of this Church is “Love is the Spirit of this Church and Service its law. This is our great covenant: to dwell together in peace, to seek truth in love and to help one another.”
- F. Our **Core Values** are:
  - We affirm and promote ethical values guided by love.
  - We respect the worth and dignity of all.
  - We promote peace, liberty and justice for all.
  - We believe in the democratic process.
  - We believe in the right of conscience.
  - We respect the interdependent web of life.
  - We welcome people who share our core values into our community.
- G. This Church **affirms and promotes** the full participation of all persons in our activities and endeavors, including membership, programming, hiring practices, and called

professionals, without regard to race, color, gender, physical or mental challenge, affectional or sexual orientation, gender identity, age, class or national origin.

## 2. MEMBERSHIP

- A. Members of the Church are individuals who are committed to supporting the mission of the Congregation by participating as fully as possible in the life of the Congregation. Expectations include giving generously of one's time, finances, talents and service, as able.
- B. Membership is open to any person who:
  - Is in sympathy with the Mission, Vision, Covenant and Core Values of the Church;
  - Signs the Membership book;
  - Is 16 years of age or older;
  - Makes an annual financial contribution of record to the Church.
- C. Members have voting privileges. They may run for elected positions beginning at age 18.
- D. Members may resign membership by giving written notice, or may be removed from membership due to inactivity; or for not staying in right relationship with the Church, as determined by the Board and the Minister(s).
- E. The ultimate authority of this Church rests in the membership and is exercised through discussion and voting at democratically conducted meetings of the membership.

## 3. BOARD OF DIRECTORS

- A. The Board of Directors (the Board) is comprised of the Officers: President, Vice-President, Treasurer and Clerk, and the Directors: Finance, Personnel, Building and Grounds, and Director(s)-at-Large. The Minister(s) and the Immediate Past President are *ex-officio* and non-voting members of the Board.
- B. The Board is responsible for:
  - 1. Setting the strategic and operational goals of the Church;
  - 2. Conducting/approving Church business transactions, acting on behalf of the Church;
  - 3. Approving a fiscal year budget, developed by the Finance Committee, and submitted for vote by the Congregation at the Annual Church Meeting;
  - 4. Approving the employment of paid Church staff, except for the called Minister(s);
  - 5. Appointing special committees where needed to advise and assist the Board in carrying out its responsibilities, in conjunction with the Minister(s).
- C. Duties of the individual Board members may include, but are not limited to, the following:
  - 1. *President* – chairs the Board, presides at meetings of the Board and serves as the lay leader of the Church.

2. *Vice-President* – chairs the *Ministry Leaders Council*, shares the duties of the President as needed, and succeeds to the role of President if or when the President resigns, is unable to carry on, or reaches the end of their term. They also chair the *Lay Leadership Development Team*.
3. *Treasurer* – is in charge of the financial affairs of the Church and ensures accurate bookkeeping, presents a financial statement at each Board meeting, serves on the *Finance Committee*, and serves *ex officio* for the UUAC Trust.<sup>1</sup>
4. *Clerk* – records, distributes and maintains minutes of the proceedings of all Board and Church meetings, facilitates communication among Board members in between meetings, and notifies Board and Church Members of upcoming meetings.
5. *Finance Director* – leads the *Finance Committee* in their stewardship of the financial plan of the Church, including preparing the annual budget, and is responsible for the annual pledge campaign and other fund-raising activities, and serves *ex officio* on the UUAC Trust.<sup>1</sup>
6. *Personnel Director* – oversees activities related to the paid staff of the Church including recruiting, drafting contracts of employment, working in conjunction with the minister to conduct performance reviews, and maintaining the Personnel Manual.
7. *Building and Grounds Director* – manages the on-going maintenance and improvement of the physical property of the Church; is *ex officio* member of the First Parish of Sherborn Trust.<sup>1</sup>
8. Two *Directors-at-Large* – lead important Board initiatives and take on responsibilities and projects as designated by the President or the Board. May be considered as candidate for President if Vice President is unable to serve, and are able to assume some of Vice President’s duties, if needed.
9. *Immediate Past President* – serves as an advisor to the Board as an *ex-officio* non-voting member for one year after their term as President ends.

#### D. Considerations

- Board roles are filled by Members of the Church in good standing who are nominated and elected at the Annual Meeting.
- All Board positions serve in two-year terms with staggered expiration years where possible, with a limit of two consecutive terms in the same position.
- Mid-term vacancies are filled by appointment by the Board. Appointed members serve until the next Annual Meeting, and may then be elected to continue serving in the role.
- Each committee under a Board Director (Finance/Treasurer, Personnel, Building and Grounds) shall be responsible for its own Guidelines and

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<sup>1</sup> Whether the *ex-officio* member has a vote in the Trust is determined within each Trust.

Practices manual, held both within the committee and in the UUAC Central Data Repository.

E. Operating and Capital Expenditures: The Board's fiduciary responsibilities include:

1. Managing operating expenditures with a concerted effort to remain within the budget.
  - i. The Board should *notify* the Membership if operating expenditures are anticipated to significantly exceed the budget, or of significant unanticipated expenditures, or of any expenditures made under section 3.E.1.ii below.
  - ii. The Board shall have the approval authority for unbudgeted capital expenditures up to 20 percent of the annual operating budget of the Church, or for increases of up to 10% in the total budget line item for employee compensation. The Board must *obtain approval* by vote of the Membership for all major capital expenditures or for increases in employee compensation that exceed these thresholds.
2. Managing a budgeted Board Reserve Fund of up to 2% of the Annual Budget to be used for discretionary spending by the Board during the Church year.

#### 4. OTHER LEADERSHIP and GOVERNANCE OFFICES

- A. *Assistant Treasurer* – The Assistant Treasurer has many of the same responsibilities as the Treasurer (defined in Finance Committee Guidelines and Practices), sits on the Finance Committee and may serve as a stand-in when the Treasurer cannot attend meetings of the Board of Directors. The position is elected by the Membership, for a term of two years.
- B. *Moderator* – The moderator is a member of the Church, elected for a one year term with no term limits, presides at all Church Annual and Special Meetings.
- C. *Trusts* – Trustees are elected as set forth in the trust documents of each trust. Two Trusts are affiliated with the Church:
  1. Unitarian Universalist Area Church at First Parish Trust – Manages the endowment which provides funds for the support and operation of the Church;
  2. First Parish of Sherborn Trust – Responsible for protecting and preserving the Church property;
  3. The Responsibilities, Operating Principles and Charter of each Trust reside within the Trust.
- D. *Lay Leadership Development Team* – provides effective stewardship of the Church with several important functions:
  1. Welcoming and encouraging Members to join UUAC ministries;
  2. Overseeing initiation of new ministries;
  3. Leadership training/sharing best practices;

4. Encouraging ministries to develop and maintain Roadmaps or Guidelines and Practices documents;
5. Nominating committee for the UUAC positions that are elected at the Annual Meeting.
6. The Team consists of at least five members plus the Senior Minister. These include the Vice President who serves as chair, and at least one other Board member. The remaining members will be elected at Annual Meeting, for a term of two years.

A detailed description of Guidelines and Practices reside within the Team and the UUAC Central Data Repository.

## **5. MINISTRIES (COMMITTEES, TEAMS AND WORKING GROUPS)**

The Church programmatic Ministries (committees, teams and working groups) are central to the life and work of the Church. These Ministries are grouped for organizational purposes into areas of Service and Justice, Sharing and Caring, Faith Formation, Worship, and Governance/Operations, although many Ministries span more than one of these areas. The lay leaders of these groups comprise the Ministry Leaders' Council.

### **A. Authority:**

1. Each group has the authority to elect its own leaders and to direct its work and expenditures in the service of the Church's Core Values, except as specifically reserved for other entities named in these By-Laws. The intent is to liberate the energies of Church Membership by putting ownership for lay ministry in the hands of teams and committees, giving them authority to carry out the mission of the Church via their individual and combined ministries.
2. Groups are encouraged to form, evolve, flourish and disband as needed to respond to the evolving needs and interests of the Congregation.
3. New groups may form by conferring with the Lay Leadership Development Team and Minister(s) concerning mission and other capabilities.

### **B. Responsibilities:**

1. As well as carrying out their individual missional activities, the leaders of these groups may meet in Ministry Leaders' Summit, two or more times a year, to foster leadership skills, best practices, vision and collaboration among groups.
2. Any group that receives Church funding shall have operating budgets that exist within the overall Annual Budget of the Church, which is approved by the Congregation. They are charged with submitting their budget to the Finance Committee on a timely basis in the spring and adhering responsibly to that budget within the Church year. A listing of those Committees receiving funding shall be appended to these By-Laws and updated annually.

3. Each group shall be responsible for its own Roadmap or set of Guidelines and Practices, held both within the committee and in the UUAC Central Data Repository.

C. Meetings, Electronic Conferencing and Voting:

1. As at all Church meetings, individual committees, teams and working groups may use phone or video conferencing and may vote via phone or email (providing a quorum is present, either physically or virtually, and by using parliamentary procedures), when it is necessary for speed or efficiency.

## 6. MINISTER

The Senior Minister is the religious and spiritual leader of the Congregation. They shall have *freedom of the pulpit and of speech* and shall be in fellowship with the Unitarian Universalist Association of Congregations.

A. Duties and Responsibilities – The Minister shall:

1. Have primary responsibility for worship and other religious ceremonies.
2. Be available to the Membership for pastoral counseling.
3. Serve as *ex officio* non-voting member of the *Board of Directors* and be available, when necessary, for advice and guidance of committees and other Church organizations.
4. Provide supervisory leadership and input to child and adult Faith Formation in conjunction with the Minister of Faith Formation.
5. Supervise the work of the employees (hired staff) of the Church.
6. Have responsibility, in conjunction with the Board of Directors, for all hiring and firing of staff personnel.
7. Be responsible for regular periodic staff meetings and for annual performance reviews of staff members, in conjunction with the Personnel Director of the *Board of Directors*.
8. Supervise the administrative and communicative aspects of ongoing Church functions.
9. Present a report to the Annual Meeting and bring to the attention of the Church and to the Board any matter which seems to them pertinent to the Church's general welfare.
10. The Minister's authority and limitations are detailed in the Ministry Agreement and in Board policies, held within the UUAC Central Data Repository.

B. Annual Compensation is detailed in the Ministry Agreement.



C. Evaluation

1. The Minister's job performance evaluation will be conducted annually by a special committee;
2. A committee will be assembled each year for this purpose consisting of three members, selected from the *Board of Directors*, the *Committee on Shared Ministry* and the Membership at large.

D. Terms of office

1. The Minister shall be considered to have indefinite tenure upon their acceptance of the terms as voted by the Church Membership.
2. The Minister may be elected by a 90% affirmative vote of the Members present at any Annual or Special Meeting called for such purpose.
3. Sabbatical leave shall be for the furthering of the ministry. Sabbatical leave shall be taken and allowed pursuant to the terms of the Ministry Agreement.
4. In the event of resignation, the Minister shall continue their duties for at least ninety (90) days after written notice is received by the Church President. After a Church decision for dismissal, a Minister is entitled to ninety (90) days' severance pay.
5. An agreement containing the detailed terms of agreement shall be prepared by the *Ministerial Selection Committee* and signed by the officers of the Church and the Minister.

E. Committee on Shared Ministry

1. A committee will be formed by the Minister(s) at the start of their employment and maintained throughout their tenure.
2. It should consist of three to six Church Members with the objective of strengthening the quality of ministry within the Congregation.
3. They should meet regularly with the Minister(s) to review results, share concerns, highlight successes and discuss plans and goals.

F. Ministerial Selection Committee

In the event of an announced pending vacancy in the office of Minister, the Membership shall elect a *Ministerial Selection Committee* under a stated warrant at a Church Annual or Special Meeting.

1. This committee shall consist of seven (7) Church Members and will elect its own Chair.
2. The Board will give the committee the maximum financial terms to be negotiated, and other relevant terms of employment.

3. Ministerial Selection Committee duties will be:
  - a. To consult with appropriate representatives of the UUA and the UU Ministers Association;
  - b. To screen potential candidates and select one for consideration by the Membership;
  - c. To make every effort to ensure that the candidate has reasonable knowledge and acceptance of the Church, its Membership, finances, By-Laws, and of the area community;
  - d. To give preference to Ministers in fellowship with the UUA, or who are recognized by the UUA as actively seeking such fellowships;
  - e. To bring the candidate to the Church for Candidating Week, as outlined by the UUA Department of Ministry;
  - f. To agree in writing with the candidate regarding the provisional terms of the agreement;
  - g. To nominate the candidate at the Church meeting called for the purpose of decision on that candidate, and to present the tentative terms of the agreement for action at that meeting;
  - h. To prepare a contract containing detailed terms of agreement for action at that Meeting;
  - i. To assist the new Minister to become settled and acquainted with the Church and its communities.

G. Termination: The Minister's services may be terminated only by a two-thirds (2/3) vote at a special meeting of the Members of the Congregation called for that purpose. Such a meeting may be called by the *Board of Directors* or upon petition of twenty-five Members. Notice of such a meeting shall be the same as that for the calling of a Minister.

## 7. MINISTER OF FAITH FORMATION

This position is an important part of the Church's ministry and religious education structure, combining several roles in one individual.

- A. Directs Lifespan Faith Formation programming, provides pastoral care to families and teachers.
- B. Leads worship for children, youth, adult and multi-generational services.
- C. Offers organizational ministry and pastoral care to the Congregation as a whole.
- D. Serves as *ex officio* non-voting member of the *Board of Directors*.

The Minister of faith Formation must be:

- A. In fellowship and in good standing with the Unitarian Universalist Association;

- B. A member of the UU Ministers Association.
- C. The Board and the Senior Minister determine whether this post is filled by “hire” or “call”, and where responsibility for supervision resides.

## 8. MINISTERIAL INTERN

The Church became a Teaching Congregation in 2009, helping to nurture and prepare future Ministers to be called for the Unitarian Universalist faith. Ministerial Interns generally:

- A. Serve part time for approximately 20 hours/week for a two-year period;
- B. Prepare a Learning and Service Agreement with the Church and the UUA Ministerial Fellowship Committee;
- C. Assist UUAC Minister(s) with Worship, Pastoral Care, Congregational Polity, Financial Stewardship, Practical Arts and Religious Education/Faith Formation;
- D. Are supported by a *Church Internship Committee*, appointed by the Senior Minister and the Board. The committee consists of at least five persons representative of the Congregation and meets monthly with the Intern.

## 9. ELECTION PROCEDURE

- A. The Lay Leadership Development Team and Clerk shall publish the slate of qualified candidates for Church Officers, Directors and other Leadership and Governance offices two (2) weeks prior to the Annual Meeting.
- B. Nominations may also be made by petition of five (5) Members to the Clerk of the Church, to be published one (1) week prior to the election. Such nominations shall be included in the slate for the position to be filled.
- C. Nominations for an elected position may also be made from the floor when approved by a two-thirds (2/3) vote of those Members physically and virtually present.

## 10. CONGREGATIONAL MEETINGS

Parliamentary Authority: The Church uses *Robert's Rules of Order, Newly Revised* as a guide to the democratic conduct of meetings.

- A. Annual Meeting: An Annual Meeting shall be held on the last Sunday in May or first Sunday in June. Business to be conducted shall be to:
  - 1. Receive annual reports from the Minister, President, Treasurer, Directors, selected Committee Chairs and Trusts.
  - 2. Adopt an annual budget.
  - 3. Elect Officers, Directors, Trustees, and a Moderator.
  - 4. Elect members of the *Lay Leadership Development Team*.
  - 5. Transact any other business as stated in the warrant.

6. Transact any other business deemed necessary by a two-thirds ( $\frac{2}{3}$ ) vote of those present and voting.
- B. Special Meetings: Special Meetings may be called by the Board or by at least ten (10) Church Members with a written request received by the Clerk. The procedure used for holding a Special Meeting is:
1. The Board shall request that the Clerk issue a warrant for the Special Meeting, stating the date, time, place, and purpose of the meeting;
  2. The Special Meeting shall consider only the subject(s) stated in the warrant;
  3. Special meetings shall be held no later than thirty (30) days after written request has been received by the Clerk.
- C. Notices: At least two (2) weeks prior to an Annual or Special Meeting, the Clerk shall post the warrant in Unity Hall, notify all Members by mail/email, and arrange for an announcement at the Sunday service one week preceding the meeting.
- D. Quorum: A quorum shall consist of thirty-five (35) Members or twenty percent (20%) of the voting Membership, whichever is smaller, counting those present physically and virtually.
- In the event a quorum is not present for any properly called Annual Meeting, a second call may be acted upon by Members present at the second called meeting without regard to quorum requirements.
- E. Virtual Attendance: Virtual attendance at Special and Annual Meetings of the Congregation is permitted.
1. Virtual attendance is defined as the ability to participate in a Special or Annual Meeting for the duration of the meeting, and to engage in its debate, discussion and voting without being physically present. This can be facilitated by several means, but most commonly through an Internet and/or wireless connection.
  2. Virtual attendees will check in with the Clerk prior to the start of the meeting.
  3. Because of the option of virtual attendance, there shall be no votes by proxy, nor by absentee ballot.

## 11. BOARD OF DIRECTORS MEETINGS

- A. Open Meetings: The Board meets up to twelve (12) times per year in open meeting to conduct the business of the Church. A quorum (majority of the Board) is necessary for voting purposes.
- B. Transparency: To foster transparency in all governance practices within the Church, all meetings of the Board are open to Church Members at any time, except when the Board meets in Executive Session:
1. Open Meetings are called by the President, or by the Vice-President or three Board members;

2. Executive Sessions are called/declared by the President, Vice-President, or by a two-thirds ( $\frac{2}{3}$ ) vote of the Board.
  - i. The purpose of such meeting would be to conduct business of a confidential matter, such as personnel issues. Binding votes must be made outside of Executive Session.
  - ii. All elected Board members are automatically invited to the Executive Session. Minister(s) and other *ex officio* Board members, or other Church Members, are invited at the discretion of the leaders who called the meeting.
  - iii. The intent of the Board is to always conduct its business in as open a manner as possible, realizing that confidentiality is sometimes required;
3. Minutes of each meeting are available on request from the Clerk.
4. Board Notes, summarizing each meeting, are widely published after every meeting of the Board.

C. Electronic Conferencing and Voting:

1. As at all Church meetings, the Board may use phone or video conferencing and may vote via phone or email (providing a quorum is present, either physically or virtually, and by using parliamentary procedures) when it is deemed necessary for speed or efficiency;
2. Minutes and Board Notes of these meetings will be recorded and disseminated as usual.

## 12. OTHER CHURCH CONSIDERATIONS

- A. Affiliated Groups: Outside groups that wish to form and function in, or affiliate with, the Church shall present to the Board their proposed purpose, nature of membership, and program for approval.
- B. Public Positions:
  - a. Issues that represent the public posture of the Church shall be stated in the Annual or Special Meeting warrant and shall require the support of three-quarters ( $\frac{3}{4}$ ) of those voting (in person or virtually) to become effective.
  - b. Individuals, committees, teams and working groups may take a public position as subgroups of the Church.
- C. By-Laws: *These By-Laws shall supersede all previous By-Laws.*

By-Laws may be amended by a two-thirds ( $\frac{2}{3}$ ) vote of the Members present physically and virtually at the Annual or Special Meeting, provided written notice of proposed amendments is included in the meeting warrant.
- D. Fiscal Year and Church Year: The fiscal and Church year coincide: July 1 - June 30.