

BYLAWS PREAMBLE

These Bylaws provide the structure, operating principles, and guidelines for the Unitarian Universalist Society of Wellesley Hills (“Society” or “UUSWH”). The Bylaws describe the essential entities of the Society, including the Board of Trustees (“Board”), the Endowment Committee, other leadership and governance offices, Society membership, and the Senior Minister.

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

ARTICLE I: NAME, MISSION, AFFILIATION, AND COVENANT

Section 1: Name

This religious organization is incorporated as the Unitarian Universalist Society of Wellesley Hills in Wellesley, Massachusetts.

Section 2: Mission

Our Mission is “to build a community of faith that inspires spiritual growth, just and responsible action, and lives of compassion, purpose, and hope.” (Adopted by a congregational vote on June 12, 2016)

Section 3: Affiliation

The Society maintains an affiliation with the Unitarian Universalist Association of Congregations (UUA) and its New England Region.

Section 4: Covenant

Our core values are articulated in a Covenant adopted by the member congregations of the UUA. As a free congregation, we covenant to affirm and promote:

- The inherent worth and dignity of every person;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregations;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within our congregations and in society at large;
- The goal of world community with peace, liberty, and justice for all; and,
- Respect for the interdependent web of all existence of which we are a part.

The member congregations of the UUA declare and affirm their special responsibility to promote the full participation of persons in all of their activities and in the full range of human endeavor without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

At UUSWH, we affirm our shared commitment to live in alignment with our Mission, values, and this Covenant, and to conduct our affairs accordingly.

ARTICLE II: SOCIETY MEMBERSHIP

Section 1: Qualifications for Membership

To become a Member of the Society, a person:

- Commits to supporting our Mission by participating as fully as they are able in the life of the congregation;
- Is aged 18 years or older;
- Makes a pledge payment;
- Is accepted into membership by a vote of the Board; and,
- Signs the Membership Book in the presence of a member of the Board or Senior Minister.

Section 2: Eligibility for Voting

Only Members who have made a pledge payment within the prior 12 months are eligible to vote in Society meetings. The Clerk will inform any Member whom the Treasurer deems at risk for being ineligible to vote.

Section 3: Youth Membership

Persons under the age of 18 may be considered for Youth Membership in the Society. Youth Members are ineligible to vote at congregational meetings or to serve as Trustee, Treasurer, member of the Endowment Committee, Moderator, or Auditor. Youth Members are eligible to serve in other leadership capacities within the Society.

Section 4: Removal from Membership

Individuals may be removed from membership for failing to stay in right relationship with the Society, as determined by the Board of Trustees in consultation with the Senior Minister following careful deliberation in good faith. Members may resign their membership at any time by giving written notice to the Clerk.

ARTICLE III: MEETINGS OF THE SOCIETY

The ultimate authority of this Society rests in its Members and is exercised by their voting at democratically conducted meetings of the membership. The Society shall hold an Annual Meeting at a minimum.

Section 1: Meeting Participation

Members may participate and vote in Society meetings in one of three ways:

- A. In-person attendance

- B. Absentee ballot: Each Member may submit a written absentee ballot on all matters at an Annual or Special Meeting. Each absentee ballot must be signed by the Member. Absentee votes will count toward the quorum.
- C. Virtual attendance: Provided an Annual or Special Meeting has technology available that allows all persons participating to hear one another, a Member may participate remotely. Participation in a meeting by such means shall constitute presence in person at the meeting, and count toward the quorum.

Section 2: Annual Meetings

- A. The Annual Meeting of the Society shall be held between May 1 and June 30 of each year.
- B. At least two weeks prior to the Annual Meeting, the Clerk shall make public a meeting notice, an agenda, and, when needed, the slate of qualified candidates for the Board of Trustees and other elected positions (see Articles IV and V).
- C. A quorum for the Annual Meeting shall consist of twenty-five percent of the Members eligible to vote. In the event that a quorum is not achieved for any properly called Annual Meeting, a second meeting will be called with at least two weeks' notice. No quorum is required for this second meeting.
- D. The purposes of the meeting shall include:
 - Receiving annual reports from the Senior Minister, Board Chair, Endowment Committee, and other officers and leaders of groups within the Society;
 - Adopting an annual budget;
 - Electing members of the Board of Trustees, the Leadership Development Committee, and Endowment Committee, as well as electing the Treasurer, Auditor, and Moderator;
 - Transacting any other business as stated in the agenda contained in the meeting announcement; and,
 - Transacting any other business deemed necessary by a majority of Members present.
- E. The Society shall use the latest version of "Robert's Rules of Order" as a guide to the democratic conduct of these meetings.
- F. All votes at Annual Meetings shall be done by simple majority voice vote or show of hands, unless a motion from the floor is made and approved for a secret ballot or the Moderator determines that a secret ballot is indicated.
- G. Members may make nominations for leadership posts. The Board shall maintain a policy for such nominations.

Section 3: Special Meetings

- A. Special Meetings of the Society may be called by the Board of Trustees or by at least ten petitioning Members of the Society who submit a written request to the Clerk. The Special Meeting shall be held within thirty days after the Clerk receives the written request.
- B. The Clerk shall make public a notice of the Special Meeting at least one week before the meeting is to be held, stating the date, time, place, and purpose of the meeting.

- C. Special Meetings shall consider only the subject(s) stated in the agenda contained in the announcement.
- D. A quorum for all Special Meetings shall consist of thirty percent of the Members eligible to vote.
- E. All votes at Special Meetings shall be done by simple majority voice vote or show of hands, unless a motion from the floor is made and approved for a secret ballot or the Moderator determines that a secret ballot is indicated.

ARTICLE IV: BOARD OF TRUSTEES

Section 1: Duties of the Board of Trustees

- A. The Board shall be the executive and prudential body of the Society, responsible for managing the Society's business and administrative affairs. The Board shall:
 - Set the strategic and operational goals of the Society;
 - Conduct or approve business transactions, acting on behalf of the Society;
 - Approve a fiscal-year budget to be submitted for vote by the Society at the Annual Meeting;
 - Approve the terms and conditions of employment of paid Society staff, except for the Senior Minister who is called by a vote of the Members;
 - Invite Members to represent the Society at the UUA General Assembly each year;
 - Approve policies and procedures for the Leadership Development and Endowment Committees;
 - Appoint individuals and committees as needed to advise and assist the Board in carrying out its duties;
 - In the event of a vacancy of the Senior Minister, hire an Interim, Consulting, or Developmental Minister; and, if the Board determines their intent to call a new settled Senior Minister, the Board shall propose members of a Ministerial Selection Committee to be elected by the membership of the Society.
- B. The Board has discretion over the use of Society buildings and other real property, provided that it does not hinder the Senior Minister from performing their professional duties or conducting any worship services or religious ceremonies as they deem appropriate.

Section 2: Composition of the Board of Trustees

The Board shall be comprised of a minimum of six Trustees plus the Treasurer. The Senior Minister is an *ex-officio* member of the Board without voting privileges. Trustees are elected at the Annual Meeting and must be Members of the Society.

Section 3: Term of Office

Trustees serve two-year terms. Each Trustee may serve a maximum of three consecutive terms on the Board. Elections of Trustees shall generally be conducted at every other Annual Meeting.

Section 4: Vacancies

The Board fills mid-term vacancies of Trustees by appointment and the appointee serves until the next Annual Meeting. Appointed Trustees may be nominated and elected to continue serving in the role.

Section 5: Board Chair and Clerk

At the first Board meeting after each Annual Meeting, the Board elects a Chair and Clerk by a majority vote. A vacancy in either of these positions is also filled by a majority vote.

- A. The Board Chair (“Chair”) is an officer of the Society who serves as the lay leader of the Society and performs executive responsibilities including presiding at meetings of the Board, setting priorities for the Board (in consultation with the rest of the Trustees), partnering with the Senior Minister, and notifying the Members of the Society of matters of significant consequence to the Society. In the event that the Treasurer is unable to sign a contract on behalf of the Society, the Chair is authorized to sign such contracts (see Treasurer description below). A Trustee shall serve at most four consecutive years as Chair.
- B. The Clerk is an officer of the Society who records, distributes, and maintains minutes of the proceedings of all Board and Society meetings and notifies Board and Society Members of upcoming meetings. The Clerk oversees the maintenance of a listing of the Society membership and notifies persons at risk of losing their voting privileges. The Clerk shall make available to any Member, upon their request, a current membership list. The Clerk is responsible for overseeing the maintenance of a UUSWH Central Document Repository (see Article IX, Section 7).

Section 6: Other Trustee Responsibilities

Trustees not serving as Chair or Clerk will provide leadership for the following functions, in coordination with lay volunteers and paid staff:

- A. Stewardship—the annual pledge campaign as well as other fundraising and revenue generation activities (e.g., rentals) of the Society;
- B. Personnel—issues related to paid staff of the Society, including drafting and negotiating employment contracts, developing policies around employment and termination, and ensuring compliance with internal personnel policies and external regulations; and,
- C. Buildings and Grounds—issues related to the routine management, ongoing maintenance, and improvement of the physical property of the Society.

Section 7: Board Meetings

- A. The Board shall meet at least quarterly in open meeting to conduct the business of the Society. A majority of the Board must be present, in person or remotely, for voting purposes. Board meetings are called by the Chair. To ensure transparency in all governance practices within the Society, all meetings of the Board are open to Society Members at any time, except when the Board meets in Executive Session. The Clerk will make the agenda public before the meeting.

- B. Executive Sessions shall be called or declared by the Chair or by a two-thirds vote of the Board. The purpose of such sessions is discussion of issues of a confidential matter. The Board shall not conduct a binding vote during Executive Session. All elected and *ex officio* Board members are customarily invited; other Society Members may be invited at the discretion of the convener(s).
- C. The Board shall approve minutes of each meeting and make them public within a month of the meeting. Once approved, minutes of each meeting also shall be available on request to the Clerk.

ARTICLE V: OTHER LEADERSHIP AND GOVERNANCE OFFICES

Section 1: Leadership Development Committee

The Leadership Development Committee ensures effective leadership and the continued vibrancy of the Society by encouraging the participation of new lay leaders.

- A. A Trustee serves as the chair of this committee. Three other members are elected by the Society for staggered terms of three years. The Senior Minister is an *ex officio* and non-voting member. Members may serve a maximum of two consecutive terms.
- B. The Leadership Development Committee functions include:
 - Nominating a slate of candidates for offices to be filled by a vote of the membership at the Annual Meeting, including Trustees, the Treasurer, Endowment Committee members, Leadership Development Committee members, the Auditor, and the Moderator;
 - Encouraging Members to participate in Society leadership; and,
 - Supporting leadership training and the sharing of best leadership practices.

Section 2: Treasurer

- A. The Treasurer is an officer of the Society and a member of the Board of Trustees. The Treasurer is nominated by the Leadership Development Committee, and is elected by the Members at the Annual Meeting. The Treasurer must be a Member of the Society.
- B. The term of the Treasurer is three years. The Treasurer may serve at most two consecutive terms.
- C. The Treasurer is placed in charge of the financial affairs of the Society and ensures accurate bookkeeping, presents a financial statement at each Board meeting, is empowered to sign contracts on behalf of the Society, consults with the Endowment Committee, and presents the proposed annual fiscal budget (as approved by the Board) to the Society for approval by the Members at the Annual Meeting.

Section 3: Endowment Committee

- A. The Endowment Committee shall consist of three Members who will serve in staggered terms of three years and who will be elected at the Annual Meeting. A member of the Endowment Committee may serve at most three consecutive

terms. No more than two of the three Endowment Committee members may serve on the Board concurrent with their terms as Endowment Committee members.

- B. The Endowment Committee members shall elect their own chair.
- C. The Endowment Committee shall control all permanent funds held in endowments. The Endowment Committee shall meet at least semi-annually to review the performance of the Society's endowment and will be responsible for selecting an independent professional investment manager to manage and invest the endowment funds.
- D. The Endowment Committee shall provide a written report on their activities at each Annual Meeting and upon request of the Board.

Section 4: Auditor

- A. An Auditor shall be elected at the Annual Meeting and serve a three-year term. The Auditor shall serve at most two consecutive terms. The Auditor may not serve as Treasurer or on the Endowment Committee during their term. The Auditor must be a Member of the Society.
- B. The Auditor shall, following the close of each fiscal year, and at such other times as the Board may direct, examine the cash funds, bank balances, securities and other properties in the Treasurer's custody, examine the Treasurer's annual report, and make such examinations or tests of the financial statements as they deem prudent, reporting these findings to the Board.
- C. Nothing in this section precludes the Auditor from engaging a third party audit firm or forming an audit committee. Such an engagement must be approved by the Board.

Section 5: Moderator

- A. The Moderator is a Member who is elected for a three-year term and serves at most three consecutive terms. The Moderator shall not be a member of the Board.
- B. The Moderator presides at all Society Annual and Special Meetings.
- C. In the event that the Moderator is unable to preside at a meeting, the Members can nominate and elect a Moderator for the meeting.

Section 6: Vacancies

The Board fills mid-term vacancies by appointment and the appointee serves until the next Annual Meeting. Appointed leaders may be nominated and elected to continue serving in the role.

ARTICLE VI: SENIOR MINISTER

Section 1: The Role of Senior Minister

The Senior Minister provides the Society with moral leadership, religious insight, and spiritual guidance, and ministers to its Members both in public and in private. The Senior Minister shall have freedom of the pulpit within the congregation, and freedom of speech to state personal and professional opinions in public.

Section 2: Duties and Responsibilities of the Senior Minister

The Senior Minister:

- Has primary responsibility for and complete oversight over worship services and other religious ceremonies held at UUSWH;
- Serves as an *ex officio* and non-voting member of the Board of Trustees, the Leadership Development Committee, and the Programmatic Ministries Council (defined in Article VIII, Section 4 below), and advises other Society groups whenever necessary;
- Acts as Chief of Staff, supervising and evaluating Society personnel, and initiating all employment and termination recommendations to the Board;
- Coordinates all programmatic ministries within the Society (see Article VIII);
- Oversees the communication and administration functions performed by staff in routine Society operations;
- Negotiates Learning-Service Agreements with Intern or student ministers serving the Society;
- Presents a written report to the Annual Meeting, and brings to the attention of the Board and membership any matters that seem pertinent to the Society's general welfare.

Section 3: Ministerial Election and Dismissal

The Senior Minister must be elected and dismissed by a minimum of a four-fifths affirmative vote of the Members eligible to vote at a Special Meeting called for such purpose (see Special Meetings, Article III, Section 3). Absentee voting is suspended for ministerial election and dismissal.

Section 4: Ministerial Selection Committee

- A. If the Board determines it is appropriate to seek a new Senior Minister, the Board shall nominate a Ministerial Selection Committee to be elected by Members at a Special or Annual Meeting.
- B. The Ministerial Selection Committee shall consist of at least five Members. The Committee will elect its own chair(s).
- C. Committee duties shall include:
 - Consulting with appropriate representatives of the UUA;
 - Vetting potential candidates and selecting one for consideration by the Members;
 - Presenting the candidate to the Members for Candidating Week, as outlined by the UUA Department of Ministry;
 - Setting provisional terms with the candidate in advance of the final Ministerial Agreement;
 - Nominating the candidate at the Society meeting called for that purpose; and,
 - Assisting the new Senior Minister with becoming settled and better acquainted with the Society and its activities.
- D. The Ministerial Selection Committee shall consider ministers who have earned full fellowship with the UUA, or those who are in preliminary fellowship and pursuing

full fellowship. The role of Senior Minister may be held by more than one individual.

Section 5: Terms of Ministerial Office

- A. The Senior Minister shall have a written Ministerial Agreement that is renewed every three years and outlines the terms of their continued employment, including provisions regarding leave, resignation, and termination. This Ministerial Agreement can be changed only by mutual agreement of the Senior Minister and the Board.
- B. The Senior Minister shall be considered to have indefinite tenure upon their call by a vote of the Members.

Section 6: Committee on Shared Ministry

- A. The Committee on Shared Ministry's objective shall be to strengthen the quality of shared ministries within the Society.
- B. The Committee on Shared Ministry shall be formed by the Senior Minister at the start of their tenure. It shall consist of a minimum of three Members who shall be approved by the Board. Committee membership shall be renewed at each contract term by the same process.
- C. The Committee on Shared Ministry will meet regularly with the Senior Minister to review results, share concerns, highlight successes, and discuss future plans and strategic goals for the Society.
- D. The Senior Minister's performance and effectiveness will be evaluated every three years in a process managed by the Committee on Shared Ministry.

Section 7: Minister Emeritus Designation

Any former Senior Minister may be named Minister Emeritus by an affirmative vote of at least four-fifths of Members present at a Special Meeting called for that purpose. The Minister Emeritus engages the congregation in limited ways as outlined by a ministerial covenant with the current Senior Minister. The covenant is subject to review at minimum every three years.

ARTICLE VII: INTERN MINISTER

Section 1: Teaching Congregation

The Society is intentional about serving as a Teaching Congregation that helps nurture and prepare ministers called to serve the Unitarian Universalist faith.

Section 2: Eligibility

All Intern Ministers must be Candidates for Ministerial Fellowship within the UUA.

Section 3: Internship Committee

Interns are supported and evaluated by an Internship Committee, appointed by the Senior Minister in consultation with the Leadership Development Committee. The Internship Committee shall consist of at least five members.

Section 4: Learning-Service Agreement

Interns shall prepare a Learning-Service Agreement for submission to the UUA Ministerial Fellowship Committee in consultation with the Senior Minister and the Internship Committee chair(s).

ARTICLE VIII: PROGRAMMATIC MINISTRIES

Section 1: Role of Programmatic Ministry Groups

Programmatic ministry groups (including councils, teams, working groups, and task forces) are central to the life of the Society and fall under the purview of the Senior Minister. These groups provide volunteer leadership and support for congregational programming in areas such as worship, pastoral care and companioning, lifelong learning and spiritual development, social action and outreach, communications and publicity, hospitality and welcoming, and special congregational events.

Section 2: Formation and Evolution of Programmatic Ministry Groups

- A. Groups form and disband with the approval of the Senior Minister, in consultation with the Board of Trustees.
- B. Programmatic ministry groups may evolve and flourish to respond to the needs and interests of the Society.

Section 3: Leadership and Scope of Programmatic Ministry Groups

- A. Each ministry group outlines the scope of its work in consultation with the Senior Minister. Leaders of programmatic ministry groups must be Members of the Society.
- B. Policies, guidelines, actions, and statements developed within programmatic ministries are subject to approval by the Senior Minister, in consultation with the Board of Trustees.

Section 4: Programmatic Ministries Council

- A. The leaders of programmatic ministry groups shall comprise the Programmatic Ministries Council, which is convened by the Senior Minister. A member of the Board of Trustees will be an *ex-officio* member of the Council.
- B. The Programmatic Ministries Council will meet once per program year at a minimum to foster leadership skills, best practices, and collaboration among ministry groups.

ARTICLE IX: OTHER SOCIETY CONSIDERATIONS

Section 1: Public Statements

- A. Any public statement, in either oral or written form, construed to represent the posture of the Society, may be issued only after the proposed statement appears on the agenda of an Annual or Special Meeting and achieves the support of two-

thirds of those voting at that meeting. An approved public statement may be made only by the Board or by a Member designated by the Board at its discretion.

- B. The Board may designate a Member to represent a position related to the business affairs of the Society without a vote of the membership.

Section 2: Bylaws

- A. These Bylaws shall supersede all prior Bylaws of the Society. Any changes to Bylaws must be approved by two-thirds of those voting at an Annual or Special Meeting, provided that mention of Bylaws changes are included in the meeting agenda.
- B. Any contract signed under the former Bylaws that references the Standing Committee shall now refer to the Board of Trustees.
- C. These Bylaws shall be made publicly available.

Section 3: Real Property Transactions

The Society may authorize, by a minimum of a two-thirds affirmative vote of the Members voting at a Special Meeting called for such purpose, the acquisition, sale, assignment, transfer, mortgage, pledge, or encumbrance of all or a portion of its real property.

Section 4: Conflict of Interest

Any possible conflict of interest for those in lay leadership in cases where a person may derive material personal gain as a result of a transaction involving the Society must be disclosed to the Chair and Senior Minister. The interested person must then recuse themselves from discussion and voting. The minutes of such a meeting shall reflect that the conflict of interest was disclosed and that the interested person abstained from voting on the matter that gave rise to the conflict.

Section 5: Indemnity

The Society shall indemnify any person who is or was an employee, agent, representative, officer, or Member of the Society against any liability asserted against such person and incurred in the course and scope of their duties or functions with the Society, to the maximum extent allowable by law, provided that the person acted in good faith and did not engage in an act or omission constituting willful misconduct, gross negligence, or reckless disregard for the safety of others.

Section 6: Fiscal Year and Program Year

The fiscal year and program year of the Society shall run from July 1 to June 30.

Section 7: Central Document Repository

The Clerk is responsible for overseeing the maintenance of a UUSWH Central Document Repository for written materials relevant to Society operations. Public files including Board meeting minutes, reports, and policies shall be available to all members. Other files including personnel records shall be managed in a manner that preserves confidentiality.

Section 8: Dissolution

A vote by four-fifths of the Members will be required to dissolve the Society. Any assets of the Society shall, after payment of all liabilities of the Society or due provision therefor, be transferred by the Board to another Unitarian Universalist congregation, to the UUA or its New England Region, or to any other Unitarian Universalist organization acting in accordance with our stated core values.