

**BY-LAWS**  
**OF**  
**FIRST PARISH BREWSTER**

ARTICLE I. NAME

The name of this religious society shall be FIRST PARISH BREWSTER (Unitarian Universalist) hereinafter referred to as the "Society".

ARTICLE II. PURPOSE

It is the mission and purpose of this church to be an inclusive, welcoming, and diverse community that celebrates the inherent worth and dignity of each human being; to nurture moral and spiritual values without dogma; and to be an advocate for social justice in the larger community. We are dedicated to furthering individual freedom of belief, facilitating the search for truth, fostering the democratic process in human relations, eradicating racism and other forms of oppression, and working to build a united world community.

Love is the doctrine of this church  
The quest for truth is its sacrament  
And service is its prayer  
To the end that all souls shall grow into  
Harmony with the Divine

ARTICLE III. AFFILIATION

This Society shall be a member of the Unitarian Universalist Association (UUA) and the Ballou-Channing district of Unitarian Universalist churches.

ARTICLE IV. NON-DISCRIMINATION

We affirm and promote the full participation of all persons in all our activities, including membership, programming, hiring practices, and the calling of religious professionals without regard to race, ethnicity, sex, physical challenge, affection, gender identity, or sexual orientation, age, or national origin. We also affirm the right to practice affirmative action to remedy the results of historical discrimination.

ARTICLE V. MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership

A person shall be considered a Member of the Society if his or her name appears on the Membership Book maintained by the Society, and participates, as able, in its programs, and has made an annual financial contribution of record to its operating fund. The Senior Minister or the

President of the Board of Trustees may waive these requirements at his/her discretion.

Section 2. Voting:

The right to vote at meetings of the Society shall be reserved to those who have been members for a minimum of one month, who have reached the age of 15 years.

Section 3. Withdrawal:

Any member of the Society may withdraw from membership at any time by written notice to the Clerk of the Society.

Section 4. Friend

Any person who desires to be associated with the Society, but not as a member, may be included on the Society's mailing list as a Friend, but such Friend is not entitled to vote at meetings of the Society.

Section 5. Review:

In order to determine the current active membership of the Society to report to the Unitarian Universalist Association and other purposes, an annual review shall be conducted by the Minister, the Clerk and other designees of the Board concerning changes in membership by reason of death; resignation by reason of withdrawal notice; or loss of contact with the member because he or she has moved and left no forwarding address. In the absence of a waiver by the Senior Minister or President of the Board of Trustees, the Board may, by consensus at a Board meeting, remove individual(s) from the list of members if either: 1) the member has failed to participate in any of the Society's programs during the past two years; or 2) the member has not made a financial contribution of record to the Society's operating fund during the past two fiscal years.

ARTICLE VI. MEETINGS

Section 1. Notice:

All calls for meetings of the Society shall be issued by the President through written notice by the Clerk mailed at least fourteen (14) days prior to the date of the meeting and shall also be read at the church services on the two Sundays immediately preceding the date of the meeting.

Section 2. Annual Meeting:

The Annual Meeting shall be held within the month of June. The notice of the meeting shall specify the agenda, including the list of nominees proposed for election.

Section 3. Special Meetings:

Special meetings may be called at any time by the Board of Trustees or through petition

to the Board, signed by no fewer than ten (10) voting members of the Society.

Section 4. Quorum:

Any measures presented for consideration at Society meetings, including nominations for office, shall be passed by a majority vote with a legal quorum present, except that the sale of real property and amendments to the by-laws, which shall require a two-thirds majority vote. Twenty percent (20%) of the voting members shall constitute a quorum for any legal meeting of the Society.

ARTICLE VII. BOARD OF TRUSTEES

Section 1. Membership:

The Board of Trustees shall consist of nine (9) members, made up of four (4) trustees-at-large, plus a President-Elect, President, Past President, Treasurer and Clerk. All members of the Board of Trustees shall be active and pledging members of the Society.

Section 2. Term:

All trustees shall be elected at an annual meeting of the Society, the four (4) at-large trustees to serve for terms of three (3) years each, the President-Elect, President and Past President to serve for terms of one (1) year in each successive office (for a total of three (3) years each on the Board of Trustees), and the Treasurer and Clerk to serve for terms of two (2) years each.

Section 3. Vacancies:

Any vacancies occurring on the Board of Trustees may be filled by the Board to continue until the next Annual Meeting of the Society when such vacancies shall be filled by election or re-election for the ensuing year or the remaining balance of the original term(s) of the trustee(s).

Section 4. Powers:

The Board of Trustees shall, subject to the controlling power of the Society which may have been exercised prior to action taken by the Board of Trustees and except as otherwise specifically provided by law or by these by-laws, have complete charge of the operation of the affairs of the Society and all insurance thereon and of salaries and other compensations; provided, however, that no real property of the Society shall be sold without prior approval at a meeting of the Society.

Section 5. Committees:

The Board of Trustees shall establish all committees which it considers essential for the furtherance of the purposes of the Society. The President and the Minister shall be ex officio members of all committees except the Leadership Development Committee.

Section 6. Budget:

At each annual meeting the Board of Trustees shall report to the Society an estimate of the amount required for expenses for the ensuing year. The Society shall make such appropriations as it deems advisable and thereafter no expenditure shall be made nor any liability incurred on behalf of the Society unless and until an adequate appropriation therefore has been voted by the Board of Trustees and funds therefore have been secured; provided, however, that no payments or commitments in excess of an amount equal to five percent (5%) of the budget shall be made without a prior appropriation therefore or approval thereof at a meeting of the Society.

Section 7. Raising of Funds:

The Board of Trustees shall have charge of the raising of funds for the Society, the district, the continental denomination and charitable purposes.

Section 8. Use of Property:

The Board of Trustees through its officers or agents may permit the use of the Society's property by such persons or organizations and upon such terms and subject to such regulations, as it deems advisable.

Section 9. Annual Reports:

The Board of Trustees shall see that the financial accounts of the Society are kept in proper form and shall cause the same to be audited every two years. At each annual meeting of the Society, the Board of Trustees shall, along with the Budget and Treasurer's Report, submit a composite report of the regular operational committees for the preceding year.

Section 10. Quorum for Board Meetings:

All motions enacted by the Board of Trustees must be by majority vote with a legal quorum present consisting of five members of the Board including at least one officer.

## ARTICLE VIII. OFFICERS

Section 1. Election:

The Officers of the Society shall consist of the following: President, President-Elect, Past President, Clerk and Treasurer, all to be elected at an annual meeting of the Society, the President, President-Elect, and Past President for terms of one (1) year each; the Clerk and the Treasurer for terms of two (2) years each, with all Officers serving until successors are elected.

A vacancy in any of the foregoing offices shall be filled by the Board of Trustees until the next annual meeting of the Society.

Section 2. President:

The President shall preside over all meetings of the Society and of the Board of Trustees

and shall have such other powers and duties as said Board may from time to time designate.

Section 3. President -Elect:

The President Elect shall, in the absence of the President, preside over meetings of the Society and of the Board of Trustees and shall have such other powers and duties as said Board may designate.

Section 4. Clerk:

The Clerk shall keep a true record of the proceedings of all meetings of the Society and of the Board of Trustees and shall also keep or oversee the maintaining of a membership book of the Society in which the name of every member shall be duly listed, indicating those qualified to vote and hold office and showing the date of the commencement and termination of the respective memberships. The Clerk shall have such other powers and duties as the Board may designate.

Section 5. Treasurer:

The Treasurer shall receive all funds and securities of the Society and of any charitable trusts managed by it and shall receive all insurance policies of the Society. Funds of the Society shall be paid out by the Treasurer, subject to any such directions as may be given by the Board of Trustees. Proper accounts of all receipts and payments shall be maintained by the Treasurer and after the close of each fiscal year of the Society the Treasurer shall present to the Board of Trustees a written report showing the financial condition of the Society at the close of such fiscal year and the details of receipts and expenditures for such fiscal year. The Treasurer shall have such other powers and duties as the Board of Trustees may designate.

Section 6. Bonding:

The office of Treasurer shall be bonded at the expense of the Society whenever the Board of Trustees shall so direct.

ARTICLE IX. COUNCIL

Section 1. Membership:

The Council shall consist of nine (9) members, made up of six (6) members-at-large, plus a Chair- Elect, Chair and Past Chair. All members of the Council shall be active and pledging members of the Society. The Minister and the Director of Children and Youth Ministries shall be ex-officio members of the Council.

Section 2. Terms

All Council members shall be elected at an annual meeting of the Society; each member-at-large for terms of two (2) years, and the Chair-Elect, Chair and Past Chair for a term of one (1) year.

### Section 3. Vacancies:

Any vacancies occurring on the Council may be filled by the Council to continue until the next annual meeting of the Society when such vacancies shall be filled by election or re-election for the ensuing year or the remaining balance of the original term(s) of the offices.

### Section 4. Powers and Responsibilities

The Council shall have oversight of the affairs of all committees not otherwise designated as under the purview of the Board of Trustees or the Congregation and shall be charged with decision-making in matters brought to its attention by such committees, as well as the establishment or disestablishment of such committees as deemed appropriate for the proper functioning of the Society. The Council shall facilitate communication between and among the Congregation, the Board of Trustees and the committees which it oversees.

### Section 5. Structure:

Members-at-large shall be assigned two (2) each as liaisons to the three areas of ministry (Faith Development, Faith Support, Faith in Action). The Council shall establish a collaborative relationship with the Administration and Finance Director.

### Section 6. Quorum for Council Meetings:

All motions enacted by the Council must be by majority vote with a legal quorum present, consisting of five (5) members of the Council including at least one officer.

## ARTICLE X. LEADERSHIP DEVELOPMENT COMMITTEE

### Section 1. Election and Term:

There shall be a Leadership Development Committee consisting of nine (9) members. Three members shall be elected each year, at the annual meeting of the Society, to serve a term of three years. No member shall be eligible for a second term until after two successive intervening years have passed.

### Section 2. Duties:

The Leadership Development Committee shall nominate persons for the President, President Elect, Treasurer, Clerk and any open Trustee-at-large positions.

With respect to candidates for the Leadership Development Committee, the Board of Trustees and the Leadership Development Committee shall each nominate one (1) candidate each year. If more than two positions are to be filled, either the Board or the Leadership Development Committee shall nominate the extra candidates depending on which nominated the member (s) being replaced. Any vacancies on the Leadership Development Committee may be filled until the next annual meeting by either the Board or Leadership Development Committee depending on which nominated the member (s) being replaced.

At the request of the Board of Trustees, the Leadership Development Committee shall serve as a resource for locating personnel to fill vacancies in the terms of officers, trustees, committee chairpersons, and committee members.

Section 3. List of Nominees:

A list of persons so nominated by the Leadership Development Committee for election at each annual meeting shall be filed with the Clerk of the Society at least twenty one days (21) before each annual meeting, and thereupon the Clerk shall give written notice to each member of the Society of such nominations at least fourteen (14) days if by mailing permit or at least eight (8) days if by first class mail prior to the annual meeting.

Section 4. Alternative Nominating Procedures:

In addition to being included on a recommended slate of candidates prepared by the Leadership Development Committee, members of the Society can be nominated for the positions of Trustee-at-large, President, President Elect, Treasurer, and Clerk and Leadership Development Committee Member in either of the following two ways: 1) With the prior written consent of the persons so named, nominations may be made from the floor at the annual meeting; or 2) Nominations may be made through petitions, each of which has been signed by at least twenty members and which has been submitted to the Clerk no less than twenty-one (21) days before the date of the annual meeting.

ARTICLE XI. THE MINISTER

Section 1. Selection:

The Ministers shall be chosen and the initial salary determined by the affirmative vote of not less than 85% of the members present and voting by written ballot at a legally called meeting of the Society, upon nomination by a Search Committee of five (5) to seven (7) members representative of the membership of the Society and appointed by the Board of Trustees.

Section 2. Contract:

Prior to any meeting at which a Minister is called, the terms of the Minister's contract shall have been negotiated by the Board of Trustees and the contract considered as continuing without definite tenure, but with provision for either resignation or dismissal with three (3) months' notice in either event.

Section 3. Responsibilities:

The powers and duties of the Ministers shall comprise the customary pursuits of the office, directed toward the furtherance of the purposes of the Society, with the ultimate decision on matters of policy resting with the Board of Trustees.

## ARTICLE XII. THE ENDOWMENT FUND

WHEREAS, stewardship involves the faithful management of all the gifts we have been given-time, talents, and money, including accumulated, inherited and appreciated resources, and

WHEREAS, we can support the religious mission and work of this congregation through transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans; and

WHEREAS, it is the desire of the congregation to encourage, receive, and administer these gifts in a manner consistent with the loyalty and devotion expressed by the grantors and in accord with the policies of this congregation:

THEREFORE BE IT RESOLVED, that this congregation, in annual meeting assembled on June 30, 2002, approve and establish on the records of the congregation a new and separate fund to be known as THE FIRST PARISH BREWSTER ENDOWMENT FUND (hereafter called the "FUND");

BE IT FURTHER RESOLVED, that the Endowment Fund Board (hereinafter called the "ENDOWMENT BOARD") shall be the custodian of the FUND:

BE IT FURTHER RESOLVED, that the following Plan of Operation sets forth the administration and management of the FUND;

### **PLAN OF OPERATION**

#### Section 1. The Endowment Fund.

The purpose of the FUND is to enhance the mission and work of First Parish Brewster, apart from the general operation of the Congregation, through, but not limited to, transfers of property (cash, stocks, bonds, real estate), charitable bequests in Wills, charitable remainder and other trusts, pooled income funds, charitable gift annuities, and assignment of life insurance and retirement plans. Such bequests and gifts may be restricted or unrestricted.

#### Section 2. The Endowment Fund Board.

An ENDOWMENT BOARD consisting of five regular members, all of whom shall be voting members of First Parish Brewster, shall administer the FUND. No member of the Board of Trustees shall serve as a regular member of the ENDOWMENT BOARD.

The ENDOWMENT BOARD shall solicit, promote, and encourage gifts to the FUND.

The term of each member shall be three (3) years, except as herein limited. Upon adoption of this resolution by the Congregation, it shall elect five (5) members of the ENDOWMENT BOARD: two (2) for a term of three (3) years, two (2) for a term of two (2) years, and one (1)



for a term of one (1) year. Thereafter, at each annual meeting, the congregation shall elect the necessary number for a term of three (3) years. No member shall serve more than two consecutive three-year terms. After a lapse of one (1) year, former ENDOWMENT BOARD members may be re-elected. The President, Treasurer and/or Financial Administrator and the Minister(s) of the Congregation shall be ex-officio non-voting advisory members of the ENDOWMENT BOARD. The Nominating Committee shall nominate candidates for regular members of the ENDOWMENT BOARD. In the event of a vacancy on the ENDOWMENT BOARD, the President, with the approval of the First Parish Brewster Board of Trustees, shall appoint an active voting member of the Congregation to fill the vacancy until the next annual meeting of the congregation, at which time the Congregation shall elect a member to fill the term of the vacancy.

Any one or more of the regular members of the ENDOWMENT BOARD may be removed either with or without cause, at any time, by a majority vote of the voting members of the congregation present at any annual meeting or special congregational meeting called for the purpose.

The ENDOWMENT BOARD shall meet at least quarterly, or more frequently as deemed by it in the best interest of the FUND. A quorum shall consist of three (3) members. The affirmative vote of three (3) regular members shall carry any motion or resolution.

The BOARD shall elect from its membership each year a Chair, Financial Secretary and Recording Secretary. The Chair, or member designated by the Chair, shall preside at all ENDOWMENT BOARD meetings.

The Recording Secretary shall maintain complete and accurate minutes of all meetings of the ENDOWMENT BOARD and supply a copy thereof to each member of the ENDOWMENT BOARD. The Secretary shall also supply a copy of the minutes to the Clerk of the First Parish Brewster Board of Trustees for distribution to its Trustees.

The Financial Secretary shall provide, quarterly, the congregation's Treasurer a complete and accurate account for the FUND.

The ENDOWMENT BOARD shall cause the books to be audited or reviewed annually by a certified public accountant or other appropriate person who is not a member of the ENDOWMENT BOARD. The ENDOWMENT BOARD shall report in writing on a quarterly basis to the congregation's Board of Trustees and, at each annual or special meeting of the congregation, shall render a full and complete account of the administration of the FUND during the preceding year.

The ENDOWMENT BOARD may, at the expense of the FUND, make reasonable fund-raising expenditures, but only with the approval of the Board of Trustees.

Members of the ENDOWMENT BOARD shall not be liable for any losses which may be incurred upon the investments of the assets of the FUND except to the extent that such losses shall have been caused by bad faith or gross negligence. No member shall be personally liable as long as she or he acts in good faith and with ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions and shall not be liable for the acts of omissions of any other

member. No member shall engage in any self-dealing or transactions with the FUND in which the member has direct or indirect financial interest and each member shall at all times refrain from any conduct in which her or his personal interests would conflict with the interest of the FUND.

All assets are to be held in the name of First Parish Brewster. Separate accounts shall be maintained for the restricted and unrestricted funds.

All decisions to hold, sell, exchange, rent, lease, transfer, convert, invest, reinvest; and in all other respects to manage and control the assets of the FUND, including stocks, bonds, debentures, mortgages, notes, or other assets, are to be made by the ENDOWMENT BOARD, exercising prudence and their best judgment, with subsequent execution by the designated member(s) of the ENDOWMENT BOARD. The ENDOWMENT BOARD may retain, at the expense of the FUND, outside consultants to assist with the management of the FUND'S assets.

Income from assets held by the FUND shall be interest, rents, and dividends received, plus realized net gains net of realized losses, as annually determined.

Investments held by the FUND shall be valued annually at fair market value as of the close of the calendar year, where such value is readily determinable. Where fair market value is not readily determinable, the ENDOWMENT BOARD may, at its discretion, obtain an appraisal or use such other method of valuation as the ENDOWMENT BOARD determines.

**3. Contributions.** Any contributions received and accepted by the ENDOWMENT BOARD with the approval of the First Parish Brewster Board of Trustees shall thereupon become part of the FUND.

If the ENDOWMENT BOARD and the First Parish Brewster Board of Trustees approve the acceptance of a proposed contribution subject to any restriction, condition, or reservation by the donor, the ENDOWMENT BOARD shall faithfully observe such restriction, condition or reservation. All contributions shall be acknowledged in writing in a manner deemed appropriate by the ENDOWMENT BOARD.

**4. Distributions.** Distributions of unrestricted and restricted funds shall require the written approval of the ENDOWMENT BOARD and the approval of the congregation's Board of Trustees. Only in particular, temporary, extraordinary circumstances, and where integrity of gift restrictions permit, may the Congregation, by a two-thirds vote at a duly called meeting, use a portion of the FUND for its own operating expenses or in excess of the guidelines below. Distributions of restricted funds will be in accordance with the applicable instructions for the specific fund.

Annual distributions of up to 5% of the unrestricted fund balance as of the end of the calendar year may be expended in the following fiscal year.

Programs for financial support shall be recommended by the ENDOWMENT BOARD and approved by the Board of Trustees for funding. The ENDOWMENT BOARD, in allocating disbursements, may consider such procedures as the use of matching funds. Purposes such as, but not limited to, the following will receive consideration:

- Program Enrichment
- Enhancement of Buildings and Grounds
- Community Outreach
- Developing the wider mission of the UUA

5. **Amending the Resolution** BE IT FURTHER RESOLVED, that any amendment to this resolution which will change, alter, or amend the purpose for which the FUND is established shall be adopted by a two-thirds vote of the members present at an annual meeting or a congregational meeting called specifically for the purpose of amending this resolution.

6. **Disposition or Transfer** In the event First Parish Brewster ceases to exist, either through merger or dissolution, disposition or transfer of the FUND shall be at the discretion of the First Parish Brewster Board of Trustees in conformity with the approved congregational Bylaws and in consultation with the Unitarian Universalist Association. Consultation with the Association may also be desirable for continuation of the First Parish Brewster Endowment Fund's obligations to grantors of gifts.

### ARTICLE XIII. DISSOLUTION

Dissolution may only be effected by a two-thirds majority vote of the Society at a legally constituted meeting. In such event, the assets of the Society shall go to the Unitarian Universalist Churches and/or Fellowships.

### ARTICLE XIV FISCAL YEAR

The fiscal year of the Society shall begin July 1<sup>st</sup> and end June 30<sup>th</sup>.

### ARTICLE XV. AMENDMENTS

These by-laws may be amended at any legally constituted meeting of the Society by two thirds vote of those members present and voting. Proposed change(s) shall be referred to in the call for such meeting and shall be included with the notice of the meeting.

By-Laws adopted January 1971 - Revised April 1978, August 1981, April 1982, July 1983, August 1985, December 1985, July 1987, June 1988, June 1990, June 1991, June 1992, June 1995, June 1996, March 1999, and December 1999, June 2003 and June 2004 (by Board to make by-laws consistent), June 2008, June 2009, June 2010, June 2011, June 2016 and June 2017.