

**Bylaws of First Parish in Cambridge**  
**Amended and restated; adopted by vote of the congregation March 19 2017**

**I. NAME**

The name of this religious society is First Parish in Cambridge, referred to herein as “First Parish.” For identification purposes, it may be called “First Parish in Cambridge Unitarian Universalist.”

**II. PURPOSE**

- A.** The purpose of First Parish in Cambridge is captured by its mission statement, adopted by the congregation in 2011: “Awakened by worship, nourished by tradition, and united by love, we strive to create a multicultural, spirit-filled community that works for justice, fosters spiritual curiosity and faith formation, shares joy, heals brokenness, and celebrates the sacred in all ...”
- B.** This religious society recognizes that its organization is congregational both in tradition and in policy.

**III. CONGREGATIONAL MEMBERSHIP IN UUA**

First Parish shall be a member of the Unitarian Universalist Association of Congregations and its regional affiliate and shall recognize its responsibilities of fellowship in these entities.

**IV. NONDISCRIMINATION**

This congregation affirms and promotes the full participation of persons in all of our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to beliefs, ages, classes, colors, ethnicities, abilities, sexual orientations, and gender identities and expressions.

**V. MEMBERSHIP**

- A.** For Unitarian Universalists, a covenant is a promise. It is not a doctrine, creed, or test of belief. Our practice of joining together in covenanted community is the precious core of our free faith. We directly inherit our understanding of covenant from the Cambridge Platform, a document that resulted from a meeting of Massachusetts puritans in this society’s meeting house in 1648.
- B. OUR COVENANT**, adopted by the congregation in 2003: “In covenant with one another and all we hold sacred, we answer the call of love, welcoming all people into the celebration of life, searching for truth and meaning, and striving for justice and compassion, to nourish and serve each other, our community, and our world.”
- C. REQUIREMENTS.** Any person who is in sympathy with the covenant and mission of this congregation, who strives to learn about Unitarian Universalism and about First Parish in Cambridge through pre-membership opportunities, and who makes a financial contribution may apply to be a member.

## D. CATEGORIES

1. **Voting members** are those members who are at least fifteen years of age, or in the case of youth under fifteen, who have completed a Unitarian Universalist coming of age program, and who have made a financial contribution of record within the twelve months preceding a vote. New members become voting members when the governing board approves their applications.
2. **Honorary members** are those members who are no longer able to participate in the activities of the congregation but wish to retain an affiliation. Honorary membership is a non-voting status.

**E. EXPECTATIONS.** Voting members are expected to participate actively in the programs of First Parish and to make a recordable financial contribution each fiscal year. That contribution should represent an amount judged by the member to be a fair share of the needs of First Parish, in light of the member's income and means, and the fact that generous contributions from others in the past have sustained and built the religious society that we enjoy today.

**F. REMOVAL.** A member shall be removed from membership in case of:

- The member's death;
- Written request by the member;
- No response to written notification after a two-year period of inactivity or lack of current contact data; or
- Removal for actions that threaten the wellbeing of the congregation, when approved by the board, followed by written notification to the member.

## VI. CONGREGATIONAL MEETINGS

**A. ANNUAL MEETINGS.** The annual business meeting of the congregation shall be held in the final quarter of each fiscal year, at such time and place as determined by the board. The agenda for the annual meeting shall include voting on adoption of an annual budget, election of officers and members of the board, and other business as appropriate.

**B. SPECIAL MEETINGS.** Special congregational business meetings may be called by the board at any time. They shall be called upon receipt by the board of a written petition requesting such a meeting signed by at least 15% of all voting members. The Clerk shall call such a meeting. A call for a special congregational business meeting, either by the board or by petition, shall state the purpose of the meeting. No other business may be transacted at such a meeting.

**C. NOTIFICATIONS.** Written notice stating the place, day, hour, and agenda of any congregational business meeting shall be conveyed to each member entitled to vote at such meeting not fewer than 14 days before the date of such meeting, or at the direction of the board if compelling need for shorter notice is encountered.

- D. QUORUM.** Fifteen percent of the voting membership shall constitute a quorum, except that 30% shall be required in order to amend these bylaws, and 40% shall be required in order to make decisions about calling or terminating a minister, taking loans or withdrawals in excess of the annual distribution from the endowment, the purchase or sale of property referred to in section X.C of these bylaws, and dissolution of this religious society.
- E. VOTING.** A simple majority of votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, unless otherwise noted in these bylaws. Our democracy calls us to respect the need for discussion and debate, and for that reason, proxy voting is not allowed. Absentee voting may be permitted only in instances of disability.
- F. OTHER PROVISIONS.** Services of worship shall be held regularly at the time and place determined by the board.

## **VII. GOVERNING STRUCTURE**

- A. CONGREGATIONAL DELEGATION.** The congregation delegates all of its authority to manage the work and resources of First Parish to its governing board, except for those actions it expressly reserves to itself, which are election of board members and officers, approval of the budget, calling and terminating a minister, taking loans or withdrawals in excess of the annual distribution from the endowment, purchase or sale of property referred to in section X.C of these bylaws, nominating board members and officers by petition, amending these bylaws, and dissolution of this religious society.

### **B. GOVERNING BOARD**

#### **1. COMPOSITION AND ELECTION**

- a) Supervision and direction of the affairs of First Parish shall be vested in its governing board.
- b) The board shall be comprised of four officers, Chair, Vice Chair, Clerk, and Treasurer, and three members at large, the latter elected for staggered terms.
- c) To serve on the board, a person must be a voting member.
- d) The Lead Minister, Congregational Administrator, and the immediate past chair of the board serve as ex officio, non-voting members.
- e) Board members take office on July 1.
- f) Nominations for the board may be made by petition to the Clerk of any 10 voting members.

#### **2. TERM LENGTHS AND TERM LIMITS**

- a) The Chair serves a one-year term in that office and the following year in ex officio, non-voting status as Past Chair.
- b) The Vice Chair serves a one-year term.

- c) The Clerk, Treasurer, and at-large members serve two-year terms and are eligible for reelection once.
- d) A person who has been appointed to office, or elected to a partial term to fill a vacancy, shall not be considered to have served such term for purposes of determining whether such person is eligible for a term.
- e) After a lapse of one year following service, eligibility is reestablished.

### **3. RESPONSIBILITIES**

The board, subject to the authority of the congregation, is the principal policy forming body of First Parish. The board has full authority and responsibility, except as limited by these bylaws, to act on the business and programs of First Parish in Cambridge.

### **4. FREQUENCY, MEANS, AND NOTICE OF MEETINGS**

- a) Regular meetings of the board shall be held at a location and on dates and times it determines.
- b) Special meetings of the board may be called by the Chair, or by the Clerk on the written request of any two board members.
- c) Meetings may be held by telephone, videoconference, or similar means, provided that any action taken is subsequently ratified at the next in-person meeting.
- d) Individual members may participate in board meetings by telephone, videoconference, or other means, provided that all members can hear one another and have the opportunity to participate.
- e) Written notice of both regular and special meetings shall be sent to each member at least four days before the date of the meeting.

### **5. QUORUM**

A quorum for conducting business is four board members or a majority of those currently in office, whichever is greater.

### **6. OPEN MEETINGS**

Regularly scheduled meetings shall be open to the congregation and minutes of each meeting shall be made available to the congregational membership. Congregants who are not board members may speak at regularly scheduled board meetings, but may not make motions or vote.

### **7. MINUTES**

- a) Complete and accurate minutes shall be kept of any and all regular or special meetings of the board excluding executive sessions. A record set of final approved minutes shall be kept in indexed form at a place determined by the board to be safe from loss or damage.
- b) A second set of such minutes shall be kept in a place and under conditions that

shall make them readily available to all members of the congregation.

- c) All recorded minutes shall be formally approved by the board, and certified by the Clerk as such.

## **8. OTHER PROVISIONS**

In the event of a vacancy, the board shall have the authority to appoint a replacement to serve until the next annual business meeting, at which time a person shall be elected to fill the unexpired term, if any, of the person being replaced. If the office of Chair becomes vacant, the appointee must be a present member of the board.

## **9. COMMITTEES**

The board may appoint and charge such advisory committees and limited-term task forces as it deems helpful in carrying out its responsibilities.

## **C. OFFICERS**

### **1. COMPOSITION**

The Officers of First Parish in Cambridge are the board Chair, the Vice Chair, the Clerk, and the Treasurer.

### **2. RESPONSIBILITIES**

- a) The Chair of the board is the chief governance officer of First Parish and in that capacity is responsible for assuring that these bylaws are followed and that the policies of First Parish are adhered to. The Chair will from time to time review the policies to assure that they are adequate for the moment.
- b) In addition to exercising the powers and duties of their respective offices, each elected Officer shall have any further duties and responsibilities assigned to them by the board.

## **VIII. MINISTERS**

**A. RELATIONSHIP AND RESPONSIBILITY.** First Parish minister(s) share responsibility with the congregation for its wellbeing and for collaborating intentionally and fruitfully as it strives to live its mission. The congregation looks to its minister(s) for spiritual leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional, inspired administration. It is a basic premise of this congregation that its ministers have the right to express personal views and values when in the pulpit or through any other means of communication. A ministerial position may be filled by an individual or by covenanted co-ministers.

### **B. QUALIFICATIONS**

- 1. First Parish ministers shall be in fellowship with the Unitarian Universalist Association and shall remain in fellowship.
- 2. The Lead Minister shall be a member in good standing of the Unitarian Universalist

Ministers Association and adhere to that organization's code of conduct.

## **C. THE LEAD MINISTER**

### **1. RESPONSIBILITIES**

The Lead Minister shall be responsible to the board for implementing the policies determined by the board, and shall operate under its general supervision. The Lead Minister shall supervise all staff, including ministerial staff, and programs.

### **2. CALLING THE LEAD MINISTER**

- a) **MINISTERIAL SEARCH COMMITTEE.** The board shall appoint a Search Committee from among the voting members of the congregation upon notification of an immediate or future vacancy of a lead ministerial office. The Search Committee shall recommend its candidate to the board and then to the voting members for approval.
- b) **PLURALITY OF CALL.** The Lead Minister shall be selected by 90% of those members voting at a special meeting called for such purpose. Any candidate considered for selection shall first have been recommended for consideration by the membership by affirmative approval of the board.

**D. DISMISSAL AND TERMINATION OF CALL.** The contractual relations between ministers and First Parish may cease by mutual agreement, or by three months written notice by either party. Notice of termination by the board requires prior congregational approval at a special congregational business meeting.

## **IX. OTHER PROFESSIONAL AND SUPPORT STAFF**

- A. All staff shall be responsible to the Lead Minister, who shall determine direct lines of reporting as appropriate to a staff member's job duties and responsibilities.
- B. The Congregational Administrator shall be operations director of First Parish and shall be responsible to the board in conjunction with the Lead Minister for overseeing the day-to-day operations of First Parish.

## **X. FISCAL MATTERS**

- A. **FISCAL YEAR.** The fiscal year shall begin July 1 and end June 30.
- B. **THE FIRST PARISH ENDOWMENT FUND.** The generosity of several generations of First Parish Members brought about creation of the endowment with the intent that it be maintained on a long-term basis, providing support for the congregation's mission into the future. The endowment comprises both donor-restricted and board-restricted funds. The board is responsible for managing the endowment on behalf of the First Parish mission and congregation in a manner that strives for justice and reflects fiduciary responsibility.

**1. INVESTMENT COMMITTEE.** The board shall appoint an Investment Committee, to which it shall delegate responsibility for directing investment of endowment funds according to board policies. In consultation with the board, the Investment Committee shall determine an annual distribution amount for board approval and make recommendations on loans and withdrawals.

**2. ANNUAL DISTRIBUTION.**

The board may authorize an annual distribution of funds as recommended by the Investment Committee that protects the endowment and provides reliable income for support of ministry and operations. The distribution may not exceed 6% of the current value of the endowment. Any amount greater than this would be considered a withdrawal, and subject to the approval process noted in these bylaws.

**3. LOANS.**

The board may borrow funds, pledge or assign, or otherwise use assets from the Endowment when the following conditions are met:

- a) Receipt of a needs statement including purpose of the loan, amount, and interest rate, with a feasible repayment plan including payment schedule and identification of the source of revenue from which to repay the loan;
- b) Favorable recommendation by the Investment Committee and any advisory group on finance the board may have appointed;
- c) A 66% favorable vote by the board;
- d) Early dissemination to the members of a detailed notification, including the rationale for the loan; and
- e) A 66% favorable vote by the members at a congregational business meeting.

**4. WITHDRAWALS.**

The board may withdraw funds in excess of the annual distribution without the intention to repay when the following conditions are met:

- a) Favorable recommendation by the Investment Committee and any advisory group on finance the board may have appointed;
- b) A 66% favorable vote of the board;
- c) Early dissemination to the congregation of a detailed notification, including the rationale for the withdrawal, followed by a special meeting called to discuss the withdrawal; and
- d) A 66% favorable vote of the members taken at a subsequent congregational business meeting.

**C. PURCHASE OR SALE OF PROPERTY.** The board may purchase, encumber, or sell real property or sell the legacy silver when the following conditions are met:

1. Favorable recommendation by any advisory group on finance it may have appointed;

2. A 66% favorable vote of the board;
3. Early dissemination to the members of a detailed notification, including the rationale for the purchase or sale, followed by a special meeting called to discuss the purchase or sale; and
4. A 66% favorable vote of the members at a subsequent congregational business meeting.

**D. DISSOLUTION.** Any action to dissolve First Parish in Cambridge must be approved by:

1. A 66% favorable vote of the board;
2. Early dissemination to the congregation of a detailed notification, including the rationale for dissolution, followed by a special meeting called to discuss dissolution; and
3. A 66% favorable vote of the members at a subsequent congregational business meeting.

Should First Parish cease to function and the membership vote to disband, all assets, if any remain after paying debts, shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with whatever laws are applicable.

**XI. OTHER PROCEDURAL, FINANCIAL, LEGAL, AND INSURANCE PROVISIONS**

**A. PROCEDURE.** At all meetings of the board and congregation, the current version of Robert's Rules of Order, as approved by the Robert's Rules Association, shall be the applicable authority on matters of parliamentary procedure to the extent that they are not inconsistent with these bylaws, the Articles of Incorporation, or applicable law. The board may appoint a parliamentarian and such other persons as may be necessary to assist at each congregational meeting.

**B. INDEMNIFICATION.** A board member, officer, employee, or agent of First Parish in Cambridge shall not be personally liable to First Parish or to its members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any intentional breach of duty to First Parish or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. First Parish shall indemnify any person and their estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as a board member, officer, employee, or agent of First Parish.

**C. LEGAL**

**1. OPEN RECORDS**

All records of First Parish other than those of a personal nature shall be made available for inspection by any member during reasonable office hours.

**2. INTERPRETATION**

These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is the efficient operation and management of First Parish in Cambridge in order to accomplish the purposes stated in its mission statement.

### **3. BONDING**

The Chair, Vice Chair, Treasurer and other authorized signatories may be bonded at the expense of First Parish in an amount determined by the board.

### **4. PROTECTION OF NON-PROFIT STATUS**

Neither the board nor any officer or employee of First Parish in Cambridge shall take any action or allow any activity or use of its property that shall endanger the non-profit status or charitable, tax-exempt status of First Parish in Cambridge or its property or alter its exemption as a religious society from the federal and state tax and corporate reporting requirements that apply to charitable organizations. Nothing in these bylaws shall be construed to allow a violation of this section.

### **5. REPRESENTATION**

The Chair, or any other member of First Parish who is expressly authorized by the members or the board may represent the entire congregation in any public or private meeting.

## **XII. AMENDMENT**

These bylaws, so far as allowed by law, may be amended or replaced at the annual or any special congregational business meeting by a 66% vote of those present and voting. Proposed changes shall be included in the written notification distributed prior to the meeting.