

**Proposed Bylaws
First Parish in Concord
Concord, Massachusetts
Draft: June 2, 2024**

ARTICLE I

Name

The name of this Congregation shall be First Parish in Concord.

ARTICLE II

Purpose

First Parish in Concord is a welcoming Unitarian Universalist congregation that seeks ways to deepen spiritually, build community, and make a positive difference in the world.

First Parish in Concord affirms and promotes participation in all of its activities, without regard to race, color, disability, sexual orientation, gender identity, age, socioeconomic status, or national origin and without requiring adherence to any religious belief or creed.

ARTICLE III

Affiliation

This Congregation shall be a member of the Unitarian Universalist Association.

ARTICLE IV

Membership

Anyone may become a member of the Congregation by signing the Membership Book, or by giving written consent. The members' names shall be kept in the records of the Congregation.

Any member of the Congregation is entitled to vote at any meeting of the Congregation held at least thirty days after they have become a member.

The Called Senior Minister shall ensure that a list of all eligible voters of the Congregation is prepared for each Annual Meeting.

ARTICLE V

Officers

The officers of the Congregation are nine Governing Board members-at-large, a Clerk, a Treasurer, and a Moderator, all of whom shall be chosen at the Annual Meeting. The Governing Board consists of the nine members-at-large, plus the Clerk and Treasurer.

1. Responsibilities

Authority and direction of the affairs of First Parish in Concord are vested in the Governing Board, the discerning body representing the Congregation's vision and mission. The Board is responsible for policy development and oversight, the fiduciary health of the Congregation, and assessing the Called Senior Minister's progress toward helping the Congregation achieve its mission.

2. Election Process and Terms of Service

Candidates for Governing Board members-at-large and the positions of Clerk, Treasurer and Moderator may be nominated by the Nominating Committee or may be nominated from the floor at the Annual Meeting.

Governing Board members shall be elected by the Congregation at the Annual Meeting. The Clerk, Treasurer, and Moderator shall be elected each year for one-year terms. They may be elected for a maximum of six consecutive terms, or six years. The nine Governing Board members-at-large shall be elected for three-year terms and can serve no more than two consecutive terms; fractional terms are not counted.

Members of the Nominating Committee may be nominated by the Governing Board or from the floor at the Annual Meeting and are elected by the Congregation at the Annual Meeting.

3. Vacancies Caused by Death, Resignation, or Removal

A mid-term vacancy created by the departure of a Governing Board member-at-large or the Clerk, Treasurer, or Moderator may be filled by the appointment of an interim successor by a majority vote of the Governing Board. At the next Annual Meeting, the Congregation shall elect a successor who has been nominated as described above for the remainder of the term of the officer whose position has become vacant.

A Governing Board officer may be removed by a two-thirds vote of those members of the Congregation present at a meeting called for this purpose.

4. Annual Meeting

The Governing Board shall provide a written report to the Congregation at each Annual Meeting.

ARTICLE VI

Called Ministers

1. Calling the Senior Minister

Ministry is a covenantal relationship between the Called Senior Minister and the Congregation, in which they pledge to work together toward common goals. The Called Senior Minister shall

be chosen by a minimum of four-fifths affirmative votes of those members of the Congregation present at a meeting called for that purpose. The Called Senior Minister's salary and other conditions of employment shall be set forth in a written agreement approved by the Governing Board. The agreement shall contain provisions for its termination. A two-thirds vote of those members present at a meeting of the Congregation called for that purpose shall be necessary to terminate the contract of the Called Senior Minister.

2. Responsibilities

The Called Senior Minister and the Governing Board shall work together through collaborative leadership. The Called Senior Minister shall be responsible for operations, while final decisions in matters of policy and procedure shall remain with the Governing Board or with the Congregation in accordance with Article VIII. The Called Senior Minister shall bring to the Governing Board any matters pertinent to the general interests of the Congregation and shall make recommendations about these matters.

The Called Senior Minister shall be responsible for all religious services, including but not limited to worship, marriages, child dedications, funerals, and memorial services and shall serve as spiritual leader and adviser to members of the Congregation.

3. Annual Meeting

The Called Senior Minister shall provide a written report to the Congregation at each Annual Meeting.

ARTICLE VII

Trustees of Parish Donations

There shall be a committee of First Parish known as the Trustees of Parish Donations. This committee shall consist of five members.

1. Responsibilities

The Trustees are the stewards of funds and properties donated to First Parish and transferred to the Trustees by the Governing Board to be held and managed. As fiduciaries, the Trustees shall use their best judgment to balance the following objectives for the assets:

- Preserve and build the assets to provide a portion of First Parish's annual operating funds in perpetuity;
- Serve as a reserve fund for extraordinary situations; and
- Steward the properties under their control and oversee their operations and finances.

The Trustees shall take, hold, manage, and dispense through the proper offices or committees all property, real and personal, bequeathed or given to the Congregation and transferred to the Trustees by the Governing Board to be held and managed. The Trustees may invest and reinvest in the name of the Congregation all such property, real and personal, in such manner as they may deem safe and proper, and they shall have full authority to assign, transfer, and convey all

such property, with the exception that the sale, disposal, or change in use of any real property on the First Parish campus shall require the approval of a two-thirds vote of those members of the Congregation present at a meeting at a meeting called for this purpose. The First Parish campus is defined as any real property owned by First Parish on grounds bounded by Lexington Road, Heywood Street, Walden Street, and Main Street.

2. Election Process and Terms of Service

After consulting with the current Trustees, the Nominating Committee shall nominate Trustees for election at the Annual Meeting.

The Trustees shall be elected by the Congregation for terms of five years or for the remainder of a term in the case of midterm vacancies. Not more than one new or re-elected Trustee shall be chosen in any year, not including Trustees elected to fill vacancies caused by death, resignation, or removal, or to secure an orderly sequence in the expiration of terms. No person shall serve simultaneously as a Trustee and as a member of the Governing Board. Trustees shall not serve for more than two consecutive full terms; fractional terms of less than five years are not counted.

3. Vacancies Caused by Death, Resignation, or Removal

A midterm vacancy may be filled until the next Annual Meeting by the appointment of an interim successor by a majority vote of the remaining Trustees and the Governing Board, voting separately. At the next Annual Meeting, the Congregation shall elect a successor who has been nominated as described above for the remainder of the term to fill the vacancy of the Trustee whose position has become vacant.

A Trustee may be removed by a two-thirds vote of members of the Congregation present at a meeting called for this purpose.

4. Annual Meeting

The Trustees shall do all acts necessary or proper for carrying into effect the provisions of this Article and shall annually make a full report to the Congregation of all their investments and related transactions.

ARTICLE VIII

Meetings

The Annual Meeting of the Congregation shall be on a date and time determined each year by the Governing Board. The date shall be within the first fifteen days of June. Other Congregational meetings may also be called by the Governing Board. In addition, upon the written request of 25 or more qualified voters of the Congregation, the Governing Board shall call a meeting.

The Governing Board shall send advance written notice for all Congregational meetings by posting a certified copy of the meeting warrant near the door of the Congregation's Meeting

House for at least eight days, including two Sundays, before the meeting date; and by attempting to give personal notice to each qualified voter of the Congregation by postal mail or email to their last known address. Forty-five members shall constitute a quorum.

ARTICLE IX

Fiscal Year

The fiscal year shall end on June 30.

ARTICLE X

Amendments

These Bylaws may be amended or repealed by a two-thirds vote of members of the Congregation present at a meeting called for this purpose. The wording of any proposed change shall be contained in the notice of the meeting.

ARTICLE XI

Dissolution

Any action to dissolve the Congregation must be approved by a two-thirds vote of members of the Congregation present at a meeting called specifically to consider such action. Written notice of this meeting must be issued to all members eligible to vote by postal mail or email to their last known address. If the Congregation at its own option shall cease to exist, all property, real or personal, shall be transferred to the Unitarian Universalist Association or to another organization affiliated with the UUA.

Appendix

Dates of Adoption and Amendments

ARTICLE I, Name: 1956, 2024

ARTICLE II, Purpose: 2012, 2024

ARTICLE III, Affiliation: 1956, 1968, 2024

ARTICLE IV, Membership: 1856, 1858, 1881, 1894, 1895, 1946, 1956, 1976, 1983, 2024

ARTICLE V, Officers: 1856, 1922, 1935, 1956, 1992, 1996, 2024

ARTICLE VI, Ministers: 1956, 1968, 2024

ARTICLE VII, Trustees of Parish Donations: 1909, 1956, 1995, 2024

ARTICLE VIII, Meetings: 1856, 1880, 1907, 1956, 1970, 1996, 2024

ARTICLE IX, Fiscal Year: 1981, 2024

ARTICLE X, Amendments: 1956, 2024

ARTICLE XI, Dissolution: 2024