

BY-LAWS OF  
ALL SOULS CHURCH OF BRAINTREE, MASSACHUSETTS  
also known as  
All Souls Unitarian Universalist Church of Braintree

ARTICLE I  
NAME

The name of this corporation (hereinafter in these By-Laws referred to as the Parish) shall be set forth in the Articles of Organization and any amendments thereto.

ARTICLE II  
PURPOSE

The purpose of the Parish shall be to provide for public worship, religious instruction, service, fellowship, and for such charitable and benevolent activities as befit a religious society. The Parish shall support the free and thoughtful search for truth. It shall affirm, defend, and promote the equality, worth, and dignity of every person without respect to race, color, creed, nationality, age, sexual orientation or gender. It shall support individual freedom of belief and the free civil and religious expression thereof.

ARTICLE III  
AFFILIATION

The Parish shall be affiliated with the Unitarian Universalist Association.

ARTICLE IV  
MEMBERSHIP

Section 1. ELIGIBILITY. Any person desiring to become a member may apply for membership by signing the Membership Book. Membership is confirmed upon acceptance by the Board of Trustees at its next regular meeting at which time the name is entered in the official records. It is specifically understood that membership is open to all persons regardless of race, color, national origin, sexual orientation or gender.

Section 2. ACTIVE AND INACTIVE MEMBERS. There shall be two types of membership: active and inactive. An active member must be at least fifteen years of age and must participate annually in Parish affairs either by church attendance or other congregational activity or by contributing an identifiable financial contribution of record. Non-participation because of illness shall not affect voting status. No member shall be transferred to inactive status without a reasonable, good faith effort in writing to inquire as to their intent. The final decision of whether to transfer a member to inactive status shall be made by the Board of Trustees. Inactive members may return to active status by meeting the above criteria and submitting a written request to return to active membership to the Board of Trustees. Active status is reinstated upon acceptance by the Board of Trustees at its next regular meeting.

Only active members are entitled to vote at business meetings of the Parish and to hold elected office or to serve as chairperson on any standing committee. Only active members shall be counted in the Official Census of the Parish. Voting status shall be conferred 60 days after acceptance as a member by the Board of Trustees. Voting status shall be reinstated 60 days after the Board of Trustees accepts a request to return to active status.

Section 3. TERMINATION OR TRANSFER. A member may terminate membership by a letter of resignation or by requesting the Board of Trustees to issue a letter of transfer.

The Board of Trustees shall establish and make known policies and procedures for dealing with disruptive people and behavior. A person may be removed from membership by a three-fourths vote of those present and voting at a joint meeting of the Board and the Standing Committee Chairs.

## ARTICLE V GOVERNANCE

Section 1. GOVERNMENT. The Parish shall be governed by its active members through action taken at annual and special meetings of the Parish.

Section 2. BOARD OF TRUSTEES. The Board of Trustees, acting as the sole agent of the Parish and subject to provisions of law, shall have charge, control, and management of the Parish, its property and business.

The Board of Trustees shall consist of seven active members of the Parish: the four officers and three trustees-at-large. Each officer and trustee has one vote. In addition, the Board of Trustees may appoint, as non-voting members of the Board of Trustees, Assistant Treasurers and such other officers and agents as it deems appropriate. The Board of Trustees primary charge shall be to provide for the vision, mission, and long term planning objectives of the Parish. It also has the additional responsibility of overseeing the overall well-being and uninterrupted operation of the Parish.

## ARTICLE VI OFFICERS, TRUSTEES, AND COMMITTEES

Section 1. OFFICERS. The officers of the Parish shall be a Board Chairperson, a Vice-Chairperson, a Treasurer and a Clerk.

Section 2. CHAIRPERSON. The Chairperson, when present, shall preside at all meetings of the Parish and of the Board of Trustees. The Chairperson shall have the power to see that all orders, votes and resolutions of the members of the Parish and of the Board of Trustees are carried into effect and that all officers, trustees, chairpersons, committees, and employees perform their respective functions and duties. The Chairperson shall submit to the members at their annual meeting a report of the activities of the Parish during the prior fiscal year.

The Chairperson shall report to the Board of Trustees all matters which are in the interest of the Parish. The Chairperson shall perform such duties and have such powers additional to the foregoing as the Board of Trustees shall designate.

Section 3. VICE CHAIRPERSON. In the absence or disability of the Chairperson, that office's powers and duties shall be performed by the Vice Chairperson who shall also have such other powers and perform such other duties as the Board of Trustees shall designate.

Section 4. TREASURER. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Parish and shall deposit all moneys to its credit in such depositories as shall be designated by the Board of Trustees or in the absence of such designation in such depositories as the Treasurer deems proper. The Treasurer shall have charge of all valuable papers and documents of the Parish, and collect all sums due it. He/she shall disburse funds of the Board of Trustees only upon the approval of the Board of Trustees. The Treasurer shall perform such duties and have such power additional to the foregoing as the Board of Trustees shall from designate. The Board of Trustees may delegate some of the functions of the Treasurer to one or more Assistant Treasurers as it deems appropriate.

Section 5. CLERK. The Clerk, who shall be a resident of Massachusetts, shall be sworn to the faithful discharge of his or her duties. It shall be the Clerk's duty to record in books kept for the purpose all orders, votes, resolutions and proceedings of the Parish and of the Board of Trustees at their meetings; and to maintain a record of active and inactive members of the Parish. The Clerk shall perform such duties and have such powers additional to the foregoing as the Board of Trustees shall designate.

Section 6. TRUSTEES-AT-LARGE

In addition to the general responsibilities of board membership, the trustees-at-large shall have primary responsibility for facilitating communication with the committees.

Section 7. STANDING COMMITTEES OR CHAIRPERSONS. When the Board of Trustees sees the need, the functions of the following committees may be performed by a Chairperson rather than a full committee. Standing committees or chairpersons serve at the discretion of the Board of Trustees.

(a) THE RELIGIOUS EDUCATION COMMITTEE OR CHAIRPERSON shall be responsible for the education program of the Parish, and shall direct the affairs and business of the church school, selecting all teaching personnel therein. The Religious Education Committee may, with the approval of the Board of Trustees, select and hire a Coordinator of Religious Education.

(b) THE CHURCH DEVELOPMENT COMMITTEE OR CHAIRPERSON shall be responsible for planning and carrying out activities and programs that encourage active participation in the Parish and increase its visibility in the wider community. These shall include, but not be limited to, events of a social and/or fundraising nature.

(c) THE MEMBERSHIP COMMITTEE OR CHAIRPERSON shall be responsible for developing strategies for attracting, assimilating, and retaining newcomers within the life of the congregation. These strategies shall include, but not be limited to, providing hospitality and maintaining our status as a WELCOMING CONGREGATION of the UUA.

(d) THE BUILDINGS AND GROUNDS COMMITTEE OR CHAIRPERSON shall be responsible for the maintenance and repairs of all buildings and properties owned by the Parish. This shall include, with the approval of the Board of Trustees, the hiring and supervision of permanent personnel it deems necessary to carry out such duties.

(e) THE FINANCE COMMITTEE OR CHAIRPERSON shall be responsible for the annual canvass, and preparing and submitting to the Board of Trustees a budget covering the proposed expenditures of the Parish for the next fiscal year prior to the close of each fiscal year. Other responsibilities of this committee will include: the development of investment strategies, and responsibility for the growth and protection of the financial assets of the Church. All activities of the Finance Committee will be reported to and are subject to the approval of the Board of Trustees.

(f) THE SUNDAY SERVICE & MUSIC COMMITTEE or CHAIRPERSON shall act in an advisory capacity, in cooperation with the Minister, in the development of worship services and all related program activities of the Parish and report periodically to the Board of Trustees. It shall be responsible for, with the approval of the Board of Trustees, the hiring and supervision of personnel necessary to carry out the charge.

(g) THE SOCIAL ACTION COMMITTEE OR CHAIRPERSON shall be responsible for the social action program of the church, as well as encouraging participation in community, district and denominational affairs.

(h) The COMMITTEE ON MINISTRY shall evaluate, facilitate, and in part provide for the overall ministry our church provides to our congregation and wider community.

The Committee on Ministry will act to support the minister, aiding the minister's efforts, providing advice to strengthen and improve the minister's relationships with members, working with the minister in the area of continuing education, sabbatical planning and other professional development opportunities, and advocating for these plans to the Board of Trustees and congregation. It will review ministerial performance in relation to established expectations and defined goals.

The Committee on Ministry shall monitor congregational life with an eye to the needs of its members. It will evaluate the efficacy of the ministry of the church to the congregation, and strive to put systems in place that insure that those who need care and attention are receiving it.

The Committee on Ministry shall strive to evaluate the efficacy of the ministry of the church to the wider world, and determine whether it is fulfilling its mission to embody and deliver the key values of community, love, healing, and truth.

Each Chairperson of a standing committee shall determine the membership and schedule of meetings for that committee and shall submit to the members of the Parish at their annual meeting a report of the activities of that committee during the prior fiscal year.

Section 8. OTHER COMMITTEES. The Board of Trustees may appoint temporary committees or chairpersons as it deems appropriate, membership, duration, duties, and reporting to be specified.

Section 9. NOMINATING COMMITTEE. There shall be a Nominating Committee consisting of a Chairperson and two other members of the Parish which shall present at each annual meeting of the members of the Parish one nomination for each position (other than the Nominating Committee and Auditor) to be filled by election by the members. The nominees so presented shall be such that there shall always be among the officers of the Parish a fair representation of both men and women.

Section 10. AUDITOR. There shall be an Auditor whose duty shall be to audit the accounts of the Treasurer prior to each annual meeting of members of the Parish and to present a written report thereat.

Section 11. PERSONAL LIABILITY. The Members of the Board of Trustees and the Officers and members of the Parish shall not be personally liable for any debt, inability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 12: TERM OF OFFICE. The term of office shall begin with the beginning of each fiscal year on July 1.

ARTICLE VII  
ELECTIONS, RESIGNATIONS AND VACANCIES

Section 1 ELECTION OF OFFICERS, TRUSTEES, AND COMMITTEE CHAIRS. The Chairperson and Vice-Chairperson shall be elected by ballot by the members of the Parish at their annual meeting in the even numbered years and shall hold office for two years and until their successors are chosen and qualified. Neither the Chairperson nor the Vice Chairperson shall serve for more than three consecutive terms in the same office. The Clerk and Treasurer shall be elected by ballot by the members of the Parish at their annual meeting in the odd numbered years and shall hold office for two years and until their successors are chosen and qualified. Two Trustees-At-Large shall be elected by ballot by the members of the Parish at their annual meeting in even numbers years and shall hold office for two years or until their successors are chosen and qualified. One Trustee-At-Large shall be elected by ballot by the members of the Parish at their annual meeting in odd numbered years and shall hold office for two years or until their successor is chosen and qualified.

The Chairpersons of the Sunday Service & Music, Building and Grounds and Religious Education Committees shall be elected by ballot by the members of the Parish at their annual meeting in the even numbered years and shall hold office for two years and until their successors are chosen and qualified. The Chairpersons of the Finance, Development, Social Action and Membership Committees shall be elected by ballot by the members of the Parish at their annual meeting in the odd numbered years and shall hold office for two years and until their successors are chosen and qualified.

Section 2. SELECTION PROCESS FOR THE COMMITTEE ON MINISTRY.

The Committee on Ministry will consist of four members and the minister. Two members will be appointed in even numbered years and two will be appointed in odd numbered years. All four members will serve a two year term.

The members of the committee will be appointed by a joint process involving the Board of Trustees and the minister. The minister will compile a list of no less than three possible candidates and submit it to the Board, which will select the preferred candidate(s) from that list. While it is not mandatory, it is recommended that one member of the Committee on Ministry also be a member of the Board of Trustees. Recommended candidates should love the church, have good knowledge of the parish, be respected by the church community, and be known to act with discretion.

Once the Committee on Ministry is assembled, the members will select its Chairperson from among themselves. This individual will serve a one year term.

Section 3. ELECTION OF A NOMINATING COMMITTEE. Immediately following each annual meeting of the members of the Parish, the Board of Trustees shall appoint a chairperson of the Nominating Committee which, pursuant to Section 9 of Article VI, is to submit nominations to the next annual Parish meeting. The remaining two members of the Nominating Committee and the Auditor shall be elected from the floor at each annual meeting.

Section 4. RESTRICTION ON HOLDING OFFICES. No person shall hold more than one office at any one time.

Section 5. RESIGNATIONS. Any Officer of the Parish, any Trustee-At-Large, any Chairperson of a Standing Committee, any member of the Nominating Committee, or the Auditor may resign by filing a written resignation with the Chairperson or the Clerk of the Board of Trustees. Each such written resignation shall take effect upon being so filed or at such other time as may therein be specified.

Section 6. VACANCIES. Any vacancy at any time existing in any office, including vacancies in the Nominating Committee and in the office of Auditor, shall be filled by the Board of Trustees.

## ARTICLE VIII MEETINGS

Section 1. MEETINGS OF MEMBERS. Meetings of members of the Parish shall be of two types: annual and special.

(a) The Annual Meeting of the Parish shall be held between April 15th and June 15th of each year at a time to be designated by the Board of Trustees.

(b) The Annual Meeting shall be for the following purposes:

1. To receive reports of the Officers and the Minister;
2. To receive the report of the Nominating Committee and to elect Officers, Trustees, and Standing Committee Chairs.;
3. To adopt a budget for the next church fiscal year;
4. To conduct such other business as may come before the membership.

(c) Special Meetings of the Parish may be called by the Board of Trustees at any time and must be called upon written application of not fewer than 25 members of the Parish. At special meetings of the congregation, only business specified in the written notice of the meeting may be acted upon.

Section 2. NOTICE OF MEETINGS. Notice of an Annual Meeting shall be given in writing not less than 30 days before the date of the intended meeting. Notice of such a meeting shall also be posted prominently within the church for a period covering the two Sundays immediately preceding the date of the meeting. Oral notice shall be given at the regular church service on the two Sundays immediately preceding the meeting, but failure to give such oral notice shall not affect the validity of the meeting. Notice of a Special Meeting shall be given in writing not less than ten days before the date of the meeting. All notices shall specify the time, place and purpose of the meeting.

Section 3. QUORUM. At any meeting of the members of the Parish, a quorum for the transaction of business shall consist of 20 active members, except that forty percent of all active members shall constitute a quorum for meetings at which the order of business includes any of the following items:

- a. Calling or dismissal of a minister;
- b. Buying or selling of real property;
- c. Encumbering the Parish with new indebtedness exceeding ten percent of the current operating budget.

Proxy votes shall be counted in the determination of quorums. Less than the number above specified for a quorum shall have power to adjourn the meeting.

Section 4. VOTING. All decisions at meetings of the Parish shall be made by a simple majority of those active members present in person or by proxy, except as specified in Section 2 of Article IX and in Article XIII.

Members not eligible to vote may have the privilege of the floor in business meetings of the Parish.

Section 5. MEETINGS OF THE BOARD OF TRUSTEES. Meetings of the Board of Trustees shall be held at such times and places and on such notice as the Board of Trustees may from time to time determine. No notice of any meeting of the Board of Trustees need specify the purposes thereof unless the Board shall otherwise determine. At any meeting of the Board of Trustees, a quorum for the transaction of business shall consist of five members of the Board.

#### ARTICLE IX

The leadership (Board of Trustees, Standing Committee Chairs, and professional staff) of All Souls Church may take a public stand in the name of the congregation if that stand is supported by a four fifths vote of the members present and voting at a properly called congregational meeting.



ARTICLE X  
THE MINISTER

Section 1. RIGHTS AND DUTIES. The Minister shall be responsible for the conduct of worship services and observances and for the Parish's spiritual interests and affairs. The Minister shall have the freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Minister's rights and duties shall be further defined and set forth in a contract between the Minister and the Board of Trustees. The Minister shall be an ex-officio (non-voting) member of the Board of Trustees and of such other committees as the Board of Trustees shall designate.

Section 2. CALLING A MINISTER. The Minister shall be called upon the recommendation of a Ministerial Search Committee and by a four-fifths majority of the qualified members of the Parish present at a meeting legally called for this purpose.

Section 3. RESIGNATION OR DISMISSAL. The Minister may be dismissed by a simple majority of the qualified members of the Parish present at any meeting legally called for this purpose. In the event of the Minister's dismissal, his or her salary and allowances shall be continued for three months after the date of dismissal. Should the Minister offer his or her resignation, three months notice must be given at the time the resignation is offered, except as the Board of Trustees may allow an interval of less time.

Section 4. MINISTERIAL SEARCH COMMITTEE. At such time as the pulpit may fall vacant, a Ministerial Search Committee shall be selected at a special meeting of the Parish called for this purpose or at the Annual Meeting of the Parish. The Committee shall consist of seven persons, at least two of whom shall be members of the Board of Trustees.

Section 5. INTERIM PROCEDURES. The congregation may vote to suspend the ministerial search and calling procedure for whatever period of time is deemed desirable. The Parish shall advise the Board of Trustees which of the available alternatives is preferred as a means of providing worship and other services during a period of ministerial search or in lieu of a ministerial search.

Section 6. LAY MINISTRY. The Minister may, with the approval of the Board of Trustees, designate one or more lay ministers or other persons to assist in carrying out the duties of the ministry.

ARTICLE XI  
AFFILIATED GROUPS

Voluntary groups, made up of members and friends of the Parish, may be recognized by the Board of Trustees as affiliated groups. Each affiliated group shall determine its purpose, establish its structure, direct its programs and activities, and be responsible for its own finances. Any affiliated group shall submit a report of its activities to the Parish at the annual meeting.

ARTICLE XII  
THE FISCAL YEAR

The fiscal year shall end with the last day of June each year.

ARTICLE XIII  
CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Parish shall be signed by the Treasurer or by such other officer or person as may be authorized by the Board of Trustees. Should the amount exceed \$500.00, except checks for payment of routine expenses such as salaries, insurance and utilities, such payment shall be endorsed by two of the following: Chairperson, Vice-Chairperson, Treasurer, Clerk, or other person as may be so authorized by the Board of Trustees.

ARTICLE XIV  
AMENDMENT

These BY-LAWS may be amended or replaced, in accordance with the laws of the Commonwealth, at any business meeting of the Parish, by a two-thirds vote of the members present and voting, provided a quorum is present. Notice of the proposed change shall be contained in the notice of the proposed meeting.

ARTICLE XV  
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, revised, shall govern in all cases not covered by these BY-LAWS or by any special Rules of Order which may be adopted.

ARTICLE XVI  
DISSOLUTION

Should this Parish cease to function and the membership vote to disband, any assets of the Parish shall be transferred to the Unitarian Universalist Association for use in the Ballou Channing District and for its general purposes, this transfer to be made in full compliance with whatever laws are applicable.

ARTICLE XVII  
INDEMNIFICATION OF MEMBERS OF THE BOARD OF TRUSTEE AND  
CHAIRPERSONS OF STANDING COMMITTEES

Section 1. Right to Indemnification.

The Parish shall, to the extent legally permissible, indemnify each person serving or who has served as an Officer or Director of the Parish (as hereinafter defined) against all liabilities and expenses (including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and reasonable fees and disbursements of counsel) imposed upon, or reasonably incurred by, such person in connection with or resulting from any Claim (as hereinafter defined) in which he or she may become involved, as a party or otherwise, by reason of being or having been an Officer or Director of the Parish, and/or by reason of any alleged acts or omissions in such capacity. No indemnification shall be provided to any person with respect to any Claim if such Claim arises, in whole or in part, out of said person's own reckless disregard of duty to the Parish or intentional or wanton misconduct or bad faith.

Section 2. Advance Payments.

Expenses incurred by an Officer or Director of the Parish in defending a Claim may be paid by the Parish in advance of the final disposition of such Claim upon receipt of an undertaking by the Person indemnified to repay such payment if he or she shall be adjudicated not to be entitled to indemnification under this Article, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of the person to make repayment.

Section 3. Determinations; Payments.

Upon receipt of a Claim for advance payments or indemnification, the Parish shall, within a reasonable time, make a determination as to the claimant's right to indemnification and/or advance payments. Such determination(s) shall be made using any of the following procedures:

a. The Board of Trustees shall find, by vote of a disinterested quorum of its members (without counting the vote or presence for purposes of a quorum of any member who is claiming such indemnification or advance payments or who is a party to the Claim in question), that the person claiming such indemnification or advance payments is entitled by virtue of this Article or otherwise to receive the same and, in the case of a settlement, that the amount paid in settlement, or the portion thereof as to which indemnification is to be given, is reasonable under the circumstances; or

b. Independent legal counsel selected by the Board of Trustees have delivered to the Parish their written opinion to the same effect; or

c. The members of the Parish, by vote of a disinterested quorum of its members (without counting the vote or presence for purposes of a quorum of any member who is claiming such indemnification and/or advance payments or is a party to the Claim in question), shall have specifically determined that such person is entitled to such advance payments or indemnification; or

d. A court having jurisdiction shall have entered a final order ordering the payment of such indemnification.

Neither the procedures set forth in subsections (a)-(c) above nor any determination or lack thereof made pursuant to said procedures shall alter, modify or abrogate the claimant's right to indemnification nor in any way preclude his or her pursuit of any and all remedies to enforce said right. Nor shall the determination by the Parish to make advance payments preclude it from subsequently determining that the Claimant is not entitled to indemnification.

Section 4. Definitions.

As used in this Article:

"Officer" means any person who serves or has served as an officer of the Parish, and his or her respective heirs, executors, administrators and assigns.

"Director" means any person who serves or has served as a member of the Board of Trustees, and his or her respective heirs, executors, administrators and assigns or any person who serves or has served as a standing committee chair, and his or her respective heirs, executors, administrators and assigns.

"Claim" means any threatened or actual administrative, civil or criminal claim, action, suit, investigation or proceeding, whether brought by or in the right of the Parish, by another organization in which it has an interest, by a third party or otherwise, including a proceeding in which an Officer or Director of the Board of Trustees is successful in seeking indemnification under this Article.

Section 5. Exclusivity. The provisions for indemnification hereunder shall not limit any right of indemnification existing independently of this Article.

Section 6. Insurance. The Board of Trustees shall have power to authorize the purchase and maintenance of insurance at the expense of the Parish for its benefit and the benefit of the Officers and Directors of the Parish against any liability for indemnification hereunder, whether or not the Parish would have the power to furnish such indemnification under this Article.

Section 7. Amendment. No amendment or repeal of this Article which adversely affects the rights of an Officer or Director of the Parish under this Article with respect to his or her status as an Officer or Director or his or her acts or omissions at any time prior to such amendment or repeal shall apply to that person without his or her explicit written consent.