

# FIRST PARISH UNITARIAN UNIVERSALIST CHURCH KENNEBUNK, MAINE

## BYLAWS

AUGUST 9, 1996 - As amended through – June 14, 2018

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### History of Amendments

- 1 - January 2002 – Comprehensive Planning Committee made a standing committee.
- 2 - June 6, 2003 – Change the official name of the church to “First Parish Unitarian Universalist Church of Kennebunk, Maine”.
- 3 - June 11, 2004 – Sunset the Comprehensive Planning committee.
- 4 - May 22, 2005 – Changes made to improve clarity and consistency; change of waiting period for response from members no longer meeting requirements for “Active” status; committees may elect representative to Church council.
- 5 – June 11, 2006 – Inclusive Language; Clerk and Treasurer ex-officio<sup>1</sup> members of the Board of Directors; Assist Treasurer non-voting ex-officio on Finance Committee; Standing Committees not elected positions; Personnel Committee role and responsibilities.
- 6 - June 10, 2012 - Change to reflect name change from Northeast District to Northern New England District; change in benefits to inactive members.
7. – March 3, 2013 – Add Congregational meeting for Budgets starting in January of the year for new fiscal year budgeting approved.
8. – February 2, 2014 Article IV – Membership criteria changes and Article XVII-F - new ministerial candidate election criteria.
9. – June 8, 2014 Article XII – Church Council deleted, Leadership Forum documented.
10. – June 7, 2015 Article IV – Membership for Youth Criteria changed.
11. – February 1, 2016 Article XVIII – Committee on Ministry added the words “at least” to the words
  - A. A Committee on Ministry of **at least** three Active members, each to serve a term of three years, ...
12. June 8, 2017 Article IX – Nominating Committee additional approval, section C.
13. – June 14, 2018 Article X C and D – Updated the Treasurer and Vice Treasurer responsibilities

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<sup>1</sup>Robert, Henry M, III. *Robert’s Rules of Order Newly Revised, 10<sup>th</sup> Edition* (Cambridge: Perseus Publishing, 2000), pp. 466-67. “*Ex officio* means “by virtue of office or position.” Ex-officio members of boards and committees, therefore, are persons who are members by virtue of some other office or position that they hold. Without exception, ex-officio members of boards and committees have exactly the same rights and privileges as do all other members, including, the right to vote.”

**Contents**

ARTICLE I - NAME AND SEAL..... 3

ARTICLE II - AFFILIATION..... 3

ARTICLE III - PURPOSES..... 3

ARTICLE IV – MEMBERSHIP ..... 3

ARTICLE V - CONGREGATIONAL MEETINGS ..... 4

ARTICLE VI - MODERATOR..... 5

ARTICLE VII - PARLIAMENTARY AUTHORITY ..... 5

ARTICLE VIII - FISCAL YEAR..... 5

ARTICLE IX - NOMINATING COMMITTEE ..... 5

ARTICLE X - OFFICERS..... 6

ARTICLE XI - STANDING COMMITTEES..... 8

ARTICLE XII – LEADERSHIP FORUM ..... 8

ARTICLE XIII - POLICIES AND PROCEDURES MANUAL..... 9

ARTICLE XIV - PERSONNEL COMMITTEE ..... 9

ARTICLE XV – HISTORIAN ..... 10

ARTICLE XVI - DELEGATES ..... 10

ARTICLE XVII - THE MINISTER ..... 10

ARTICLE XVIII - COMMITTEE ON MINISTRY..... 11

ARTICLE XIX - MINISTERIAL SEARCH COMMITTEE ..... 11

ARTICLE XX - REMOVAL FROM ELECTIVE POSITION ..... 12

ARTICLE XXI - DISSOLUTION..... 12

ARTICLE XXII - BYLAW AMENDMENT ..... 12

## ARTICLE I - NAME AND SEAL

The name of this church shall be the First Parish Unitarian Universalist Church of Kennebunk, Maine. For convenience and local identity, "First Parish Unitarian Universalist" may be used informally. The circular church seal carries the name of the church and the words "Incorporated, 1750."

## ARTICLE II - AFFILIATION

This church shall be affiliated with the Unitarian Universalist Association and with the Northern New England District of the Unitarian Universalist Association.

## ARTICLE III - PURPOSES

- A. This church shall devote its resources to and exercise its corporate powers for religious, educational, and humanitarian purposes in concert with the Purposes and Principles of the Unitarian Universalist Association and the Covenant and Mission Statements of this church.
- B. This church affirms and promotes the participation of persons in the full range of human endeavor including all church activities such as membership, programming, the calling of religious professionals, and hiring practices without regard to race, color, national origin, age, physical ability, gender, gender expression, affectional or sexual orientation.

## ARTICLE IV – MEMBERSHIP

- A. Any person who is at least sixteen (16) years of age and who is in sympathy with the purposes of this church may become a member thirty (30) days following a declaration of intent made to the Minister and/or the chair of the Membership Committee. Membership shall become effective when the membership book is signed.

All personal matters regarding membership may be discussed with the Minister or his or her designee with the assurance of confidentiality.

### B. Categories of Membership

1. **Active Member:** An active voting member supports the church financially, as able, in the form of an annual recorded monetary pledge and contribution or in the form of a monetary contribution without a pledge, and is expected to participate in the worship and activities of the church. An active member shall receive full benefits of the ministry of the church.
2. **Emeritus Member:** Emeritus member status is an honorary, lifelong church membership given to an active member who is no longer able to participate in the worship and activities of the church. The Board of Directors, in consultation with the Minister and the Membership Committee, shall determine who shall become an emeritus member. Emeritus members may vote at Congregational meetings and shall receive full benefits of the ministry of the church.

3. **Youth Member:** Youth Member: A person thirteen (13) through fifteen (15) years of age may become an active non-voting member thirty (30) days following a declaration of intent. A Youth Member supports the church financially, as able, in the form of an annual recorded monetary pledge and contribution or in the form of a monetary contribution without a pledge, and is expected to participate in the worship and activities of the church. Membership shall become effective when the membership book is signed with a notion of “Youth Member”. Youth members shall receive full benefits of the ministry of the church.

When a Youth Member becomes sixteen (16), he/she will be considered a voting Active Member. If she/he chooses to withdraw her/his membership, the Clerk shall remove his/her name from the list of members.

- C. A member may withdraw or transfer membership by notifying the Clerk.
- D. If a member does not meet active membership requirements for a period of two (2) calendar years as determined by the Membership Committee in consultation with the Minister and the Board of Directors, the Clerk shall write to that person regarding her or his membership intentions. If no response is received within sixty (60) days, the Clerk shall remove that person's name from the list of active members.

## **ARTICLE V - CONGREGATIONAL MEETINGS**

- A. The Annual Meeting of the church shall be held in the late spring. The Board of Directors, no later than March first (1), shall determine the date.

The call for the meeting shall be issued by the Clerk at least fifteen (15) days prior to the meeting, shall be mailed to members, and posted in a conspicuous place on the church premises. The call shall specify the business upon which action is to be taken.

- B. A Semi-Annual Meeting of the church shall be held in the early winter. The Board of Directors, no later than December first (1), shall determine the date following the same rules as stated in Article V Item A.

Until a budget is approved for the new Fiscal Year, the Board of Directors may approve a continuation of the Current Fiscal Year budget. (This “continuation budget” would be in effect from start of the Calendar Year through the semi-annual meeting, when the congregation approves the budget for the new fiscal year.)

- C. Special Congregational Meetings may be called at any time by the Board of Directors or at the written request of at least ten percent (10%) of the Active members of the church. The Clerk shall issue the call in the same manner as for the Annual Meeting.

- D. The voting body at all congregational meetings shall consist of Active members of the church as determined by the Clerk.
- E. A quorum for the transaction of church business at congregational meetings shall consist of twenty percent (20%) of the total Active membership.
- F. There shall be no voting by proxy.

## **ARTICLE VI - MODERATOR**

- A. The Moderator shall be elected by the congregation at the Annual Meeting for a term of one (1) year with service limited to five (5) consecutive terms. The Moderator shall be an Active member of the church.
- B. The Moderator shall preside at any subsequent congregational meetings including the next Annual Meeting.
- C. In the absence of the elected Moderator at a duly called congregational meeting, a Moderator pro tem shall be elected by those present and voting.

## **ARTICLE VII - PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be the parliamentary authority of this church.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of this church shall be set by the Board of Directors.

## **ARTICLE IX - NOMINATING COMMITTEE**

- A. The Nominating Committee shall consist of no fewer than three (3) Active members of the church. Members of the Nominating Committee shall be elected at the Annual Meeting for a term of one (1) year with service limited to five (5) consecutive terms. The members of the committee shall elect a chairperson from their number.
- B. The Nominating Committee shall present, at the Annual Meeting, a slate of nominations for all elective positions. Nominations shall be included in the call for the Annual Meeting. Between Annual Meetings, the Nominating Committee shall serve in a consulting capacity to the Board of Directors and other church groups.
- C. At the semiannual meeting of FPUU and in subsequent e-blasts in January, the Nominating Committee will present a list of open positions to be filled by slate at the annual meeting. Anyone interested in being considered for these open positions should read the job description on the website under bylaws so that they know what the position entails. If they are interested in being considered, they should contact a member of the Nominating

Committee.

## **ARTICLE X - OFFICERS**

The officers shall be the members of the Board of Directors, Clerk, Treasurer, and Assistant Treasurer. All officers shall be Active members of the church.

### **A. BOARD OF DIRECTORS:**

1. The Board of Directors shall consist of five (5) members at large elected by the congregation at the Annual Meeting for a term of three (3) years each on a 2-2-1 rotational basis. A member of the Board of Directors who has completed a term of three (3) years shall not be eligible for re-election until at least one (1) year has elapsed.
2. The Clerk and Treasurer shall be ex-officio members of the Board of Directors.
3. The meetings of the Board of Directors are open to all members as observers except when the Board is in executive session. At the first meeting of the Board of Directors following the Annual Meeting, the Board shall elect a chairperson and a vice-chairperson from its number.
4. Members of the Board of Directors who are absent from four business meetings during a year shall be considered to have resigned.
5. For reasons of tradition, the Board of Directors may be referred to as the Board of Assessors.
6. The Board of Directors shall be responsible for general supervision of church affairs during the periods between congregational meetings.
7. The Board of Directors derives its authority from, and is accountable to the membership.
8. The Board shall present a report at the Annual Meeting.
9. Any vacancy in elective positions, including the Board of Directors, shall be filled for the balance of the year by the Board of Directors in consultation with the Nominating Committee.
10. The Board may appoint special committees, the chairpersons of which shall be Active members of the church. The Board may create special positions and task forces for projects of limited duration.
11. The Board of Directors in consultation with the Leadership Forum and the Finance Committee shall recommend a budget to the congregation at the Annual Meeting.
12. The Board of Directors shall authorize all expenditures of money not included in the budget. No single or multiple transaction(s) accumulating to more than five percent (5%) of the annual budget shall be made in any fiscal year without approval of the membership.

13. The Board of Directors shall negotiate a Letter of Agreement with the Minister subject to approval by the membership.
14. The Board of Directors in consultation with the Minister and the Personnel Committee shall be responsible for the employment and dismissal of all employees not called by the congregation.
15. The Board of Directors shall assure that the Bylaws are reviewed at regular intervals. The period between reviews is not to exceed five (5) years.

**B. CLERK**

1. The Clerk shall be elected by the congregation at the Annual Meeting for a term of one (1) year with service limited to five (5) consecutive terms.
2. The Clerk shall be an ex-officio member of the Board of Directors.
3. The Clerk shall maintain the active records of the church including a correct list of church members and minutes of directors' and congregational meetings. In the absence of a Minister the Clerk shall record dedications/christenings, marriages, and memorial/funeral services.
4. The Clerk shall issue the call to annual and special Congregational Meetings.

**C. TREASURER**

1. The Treasurer shall be elected by the congregation at the Annual Meeting for a term of one (1) year with service limited to five (5) consecutive terms.
2. The Treasurer shall be an ex-officio member of the Board of Directors.
3. The Treasurer may be assisted by the bookkeeper, and shall:
  - a. Maintain the church financial records, which shall be open to any member.
  - b. Receive and properly account for all funds of the church.
  - c. Pay bills that are consistent with the budget or that have been approved by the Board of Directors.
4. The Treasurer shall present a current financial statement at each regular meeting of the Board of Directors, the Annual and Semi-Annual Meetings.
5. The Treasurer shall be an ex-officio member of the Finance Committee
6. The Treasurer, in the name of the Corporation, shall have authority to execute and deliver all certificates of stock, bonds, evidence of indebtedness, and any other financial documents registered or issued in the name of the Corporation.

7. The Treasurer may consult and delegate responsibilities with members of the Finance Committee.

#### **D. ASSISTANT TREASURER**

1. The Assistant Treasurer shall be elected by the congregation at the Annual Meeting for a term of one (1) year with service limited to five (5) consecutive terms.
2. The Assistant Treasurer shall be an ex-officio member of the Finance Committee.
3. The Assistant Treasurer shall assist the Treasurer.

### **ARTICLE XI - STANDING COMMITTEES**

- A. The standing committees shall be: Finance, Membership, Music, Properties, Religious Education, Social Justice, and Worship.
- B. Each standing committee shall consist of no fewer than three (3) members. Members may volunteer for service or may be invited to serve on a committee by the committee chair. Standing committee members shall serve for a term of one (1) year with service limited to five (5) consecutive terms. The members of standing committees may increase their number as necessary and desirable.
- C. Each standing committee shall choose from its membership a chairperson who is an Active member of the church. Chairpersons of standing committees, or a representative elected by the committee, shall be members in the leadership Forum.
- D. Each standing committee shall present a report at the Annual Meeting.

### **ARTICLE XII – LEADERSHIP FORUM**

- A. The Leadership Forum exists to disseminate information and improve vital communications across the committees and provide transparency throughout the congregation.
- B. The goals of the Forum are to create opportunities for training to congregants desiring leadership roles in this church community; to review and discuss the progress of major events; and to discuss current Church finances in preparation for the annual budget submission.
- C. The team is composed of the Board of Directors, the Minister, the chairpersons of all standing committees and special event committees, or a representative elected by those committees.
- D. The Forum is chaired by the Chair, or Vice-Chair of the Board of Directors, or a designee and shall meet at three strategic times during a year. The first meeting shall be held in the fall, the second in mid-winter and the third meeting in the spring of each church calendar



year.

E. Meetings of the Leadership Forum are open to all members of the Church.

### **ARTICLE XIII - POLICIES AND PROCEDURES MANUAL**

A. A Manual of Policies and Procedures shall be developed by the Board of Directors in consultation with the Minister and the Leadership Forum. The Board of Directors shall assure that the Manual is reviewed annually.

B. The Manual shall contain the Bylaws and descriptions of church structure, organization, committee responsibilities, policies, procedures, and methods.

C. The Manual shall be readily and continually available to the congregation.

### **ARTICLE XIV - PERSONNEL COMMITTEE**

A. The Personnel Committee shall consist of at least three (3) Active members appointed by the Board of Directors for a term of three years on a 1-1-1 rotational basis. A member of the Personnel Committee who has completed a term of three (3) years shall not be eligible for re-election until at least one (1) year has elapsed. The members of the committee shall select a chairperson from their number.

B. The Personnel Committee, in consultation with the Minister and appropriate committees, shall conduct the search process for all non-ministerial staff positions and shall submit its recommendations to the Board of Directors.

C. The Personnel Committee, in consultation with the Minister and appropriate committees, shall be responsible for assuring the oversight of all non-ministerial staff; including annual performance reviews, establishing compensation packages, and compliance with church policies.

D. The Personnel Committee shall receive employee grievances and attempt to mediate a satisfactory resolution for all parties.

E. The Personnel Committee shall act as a resource for the process of termination of employment.

F. The Personnel Committee shall develop and revise relevant documents including job descriptions, terms of employment documents, and the employee handbook.

G. The Personnel Committee, at the request of the Board of Directors, shall perform other related tasks.

## **ARTICLE XV – HISTORIAN**

- A. A Historian, who shall be an Active member of the church, shall be elected by the congregation at the Annual Meeting for a term of one (1) year with service limited to five (5) consecutive terms.
- B. The Historian, on behalf of the congregation, shall be responsible for the archives of the church; shall arrange for the security and preservation of all books and records, both past and contemporary; and shall assist members of the church and other persons seeking information contained in the archives.
- C. In order to protect the integrity of the collection, no archival materials may be removed except with the permission of the Historian or person designated by the Historian and only under conditions that provide for accountability and return.

## **ARTICLE XVI - DELEGATES**

- A. Delegates to the General Assembly of the Unitarian Universalist Association and to the business meetings of the Northern New England District of the Unitarian Universalist Association shall be Active members of the church and shall be elected by the congregation at the Annual Meeting or at a Special Congregational Meeting called for that purpose.
- B. Delegates shall present reports to the congregation. These reports shall be included in the Annual Report.

## **ARTICLE XVII - THE MINISTER**

- A. The Minister shall be responsible for the spiritual interests and affairs of the church and for the conduct of worship within the congregation.
- B. The Minister shall have freedom of the pulpit.
- C. The Minister shall be a non-voting ex-officio member of all committees and task forces of the church, except a financial audit committee or Ministerial Search Committee.
- D. The Minister shall be advised of all meetings of the Board of Directors. The Minister shall attend and participate in deliberations of the Board of Directors except when, in accordance with established Board policy, it is requested that the Minister not participate.
- E. The Minister shall present a report at the Annual Meeting.
- F. The Minister, who shall be in Fellowship with the Unitarian Universalist Association, shall be called upon the recommendation of a Ministerial Search Committee by a vote of at least ninety five percent (95 %) of those present and voting at a congregational meeting called for that purpose. The quorum for such a meeting shall consist of forty percent (40%) of the Active members. The vote shall be taken by written, secret ballot.

- G. The Minister shall have a Letter of Agreement with the congregation. The Board of Directors shall act as agent of the congregation in the negotiation and implementation of this Letter.
- H. The Minister may resign by giving at least three (3) months notice. The Board of Directors, however, may allow a shorter interval of time.
- I. The Minister may be dismissed by a vote of at least sixty percent (60%) of those present and voting at a congregational meeting called for that purpose. The quorum for such a meeting shall consist of twenty percent (20%) of the Active members. The vote shall be taken by written, secret ballot. In the event of dismissal of the Minister, his or her salary and allowance shall be continued for at least three (3) months after the date of dismissal.

### **ARTICLE XVIII - COMMITTEE ON MINISTRY**

- A. A Committee on Ministry of at least three Active members, each to serve a term of three years, shall be selected. In keeping with the goal of enhancing shared ministry, members of the Committee shall be chosen jointly by the Minister and the Board of Directors. The Committee shall select its own leadership.
- B. The Committee on Ministry shall clarify the nature, scope, priorities, and expectations of the total ministry of this church. Acting as counsel for the Minister, it shall aid in strengthening the ministry by helping to assure good communication between the Minister and the members of the congregation.
- C. At least every three years, the Committee on Ministry shall evaluate the ministry of the church as it is carried out by the Minister and laity.
- D. The Committee shall work with the Minister on sabbatical planning, continuing education, and professional development.
- E. The Committee in consultation with the Minister shall make a ministerial compensation recommendation as part of the annual budget process.

### **ARTICLE XIX - MINISTERIAL SEARCH COMMITTEE**

- A. At a Special Congregational Meeting called for that purpose, a Ministerial Search Committee of seven (7) Active members of the church shall be elected from a slate prepared by the Nominating Committee.
- B. The search shall be conducted in accordance with the guidelines of the Unitarian Universalist Association.

## **ARTICLE XX - REMOVAL FROM ELECTIVE POSITION**

Any person may be removed from an elective position by a vote of at least two-thirds (2/3) of those present and voting at a congregational meeting called for that purpose. The vote shall be taken by written, secret ballot.

## **ARTICLE XXI - DISSOLUTION**

- A. In the event that the members of this church enter into proceedings for voluntary dissolution, or the church otherwise ceases to exist, then all remaining property and assets of the church, except items of local historical significance, shall be conveyed, transferred, and paid over to the Unitarian Universalist Association after all debts, liabilities, and obligations of the church have been paid and discharged or adequate provision has been made therefor. Historical items shall be placed in appropriate local custody.
- B. For the purposes of a future gift, devise, or bequest subsequent to any such dissolution, the Unitarian Universalist Association shall be the successor and assignee of this church.

## **ARTICLE XXII - BYLAW AMENDMENT**

- A. These Bylaws may be amended or replaced at any congregational meeting by a two thirds (2/3) vote of those present and voting.
- B. The text of the proposed amendment(s) shall be included in the call for the meeting.
- C. Amendments from the floor to the proposed bylaw amendment(s) may be made only for non-substantive changes from the proposal included in the call, as determined by the Moderator.