

**Warrant for Special Meeting of  
The First Unitarian Society in Newton  
Sunday, March 17, 2013**

Notice is hereby given to all members of the First Unitarian Society in Newton that a special meeting of the Society will be held in the Parish Hall at 1326 Washington Street, West Newton, Massachusetts, on Sunday, March 17, 2013 beginning on or about at 12:00 p.m. for the following purposes:

To amend the By-Laws as set forth below and in the following pages.

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Gordon R. Moriarty, Chair  
Board of Trustees

Attest:

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Fran Clancy  
Office Administrator  
March \_\_\_\_\_, 2013

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## **FUSN By-Laws**

### **Article I Name**

The name of the religious corporation shall be First Unitarian Society in Newton, hereinafter referred to as the Society. The Society shall be a member congregation of the Unitarian Universalist Association.

### **Article II Purpose**

We come together in an open community that honors freedom of belief, to encourage spiritual growth in ourselves and our children, to share the wisdom of the many religious traditions, with reverence for the earth and in service to humanity.

### **Article III Membership**

SECTION 1. Any person, who has attained age fifteen or who is a graduate of the Coming of Age Program or an equivalent program approved by the Religious Education Council, who is in sympathy with the Society's purpose and program and whose written application has been accepted by the Board of Trustees may become a member of the Society. A person who has been a member of the Society for at least 30 days shall have the right to hold office and to vote at all meetings. Membership is open to all qualified persons regardless of race, color, sex, sexual orientation, age (other than those who have not attained age 15) or national origin.

SECTION 2. Any member of the Society, who for a period of two years has neither attended nor contributed to its financial support, may be dropped from membership by vote of the Board of Trustees.

### **Article IV Meetings**

SECTION 1. The Annual Meeting of the Society shall be held after May 1, and not later than June 15. Special Meetings may be called whenever the Board of Trustees sees fit, or by the Society by a petition signed by not less than thirty-five legal members. At any legal meeting of the Society, fifteen percent of the voting members of the Society, determined as of the date of said meeting, shall constitute a quorum.

SECTION 2. All warrants for meetings shall be issued by the Chair of the Board of Trustees by causing an attested copy thereof to be posted in a conspicuous place on or near the principal outer door of the meeting house and by causing notice of the meeting to be sent to each member of the Society, seven days at least before such meeting. Nothing acted upon shall have any legal effect, unless the subject matter thereof was inserted in the warrant.

SECTION 3. The right to vote at all meetings is granted only to persons who have been members for at least 30 days. No person may vote by proxy. The Clerk shall prepare, prior to the Annual Meeting or Special Meeting, as the case may be, a full and true list of qualified voters of the Society and shall have such list at each such meeting.

SECTION 4. At the Annual Meeting of the Society there shall be elected by ballot from the membership of the Society: a Moderator, a Clerk, one or two Assistant Clerks, a Treasurer, one or two Assistant Treasurers, one high school age member of the Board of Trustees, Delegates to meetings of the Massachusetts Bay District of the Unitarian Universalist Association, Delegates to the Unitarian Universalist Service Committee and Delegates to other denominational meetings to serve for one year, and ~~three~~two members of the Board of Trustees, one or two members of the Operations Council, and one member of the Board of Investment to serve for three years. ~~At said meeting an Assistant Clerk may be elected~~ Delegates to the Annual Meeting of the Unitarian Universalist Association shall be elected at the Annual Meeting or at a special meeting of the Society. Candidates for these offices shall be selected from the recommendations of the Nominating Committee or by nomination from the floor. Unless otherwise provided, all officers shall hold office until the next Annual Meeting and until their successors are duly elected and qualified. Any vacancy occurring by death, resignation or otherwise may be filled at any legal meeting of the Society, or by the Board of Trustees for the interim until the next meeting of the Society.

SECTION 5. At any legal meeting of the Society a General Resolution may be adopted by two-thirds of members present and voting. For purposes of this section, a "General Resolution" is a statement regarding any matter other than that pertaining to the governance, maintenance and finances of this Society.

SECTION 6. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be the applicable authority on matters of parliamentary procedure at all legal meetings of the Society to the extent that they are not inconsistent with these ~~Bylaws~~ By-Laws and any special rules of order the Society may adopt. At all such meetings the Moderator shall appoint a parliamentarian to provide, at the request of the Moderator, appropriate information and/or rulings on parliamentary matters.

## Article V Trustees

SECTION 1. ~~There~~By the fiscal year 2014-2015, there shall be a Board of Trustees of eleven~~seven~~ members. ~~Nine~~Six members shall be elected from the membership to serve for three years, ~~three~~two to be elected at each Annual ~~meeting~~Meeting as provided above. One member shall be of ~~High School~~high school age and shall be elected from the membership to serve for one year, to be elected at each Annual Meeting as provided above. ~~One member shall serve by virtue of his or her office as Treasurer of the Society. Any member shall be eligible for election to the Board of Trustees for up to two consecutive three-year terms and, having served as Trustee and having retired from the Board of Trustees for at least three years, may be re-elected to the Board of Trustees, subject to the foregoing consecutive term limit.~~ The Board of Trustees by written ballot shall elect from their membership a Chair and Vice Chair to serve for one year. Any Trustee wishing to resign from the Board of Trustees during his or her term shall do so by prior written notice to the Chair. A Trustee may be removed by a three-fourths vote of the entire Board of Trustees at a meeting at which not less than three-fourths of the entire Board is present if in the opinion of the Board such Trustee is incapacitated or unable to carry out the duties of the office or otherwise for good cause.

SECTION 2. The Board of Trustees as so constituted shall be the standing committee required by law, and shall have general charge of the property of the Society and conduct of all business of the Society and control of its administration, subject to direction by vote of the Society. The Board of Trustees shall also be in charge of the raising of necessary funds. The Board of Trustees shall delegate to the Operations Council such responsibilities as it deems necessary through the policy documents of the Society.

SECTION 3. The Board of Trustees shall hold its first meeting, choose a Chair, Vice Chair, and organize within one week after the Annual Meeting of the Society. Thereafter it shall hold stated meetings at such times and places as it may fix. Special Meetings may be called by the Chair or any ~~three~~two Trustees. Notice of Special Meetings stating the business to be transacted shall be delivered to the Board of Trustees in person or by mail, e-mail or telephone so as to be received in the regular course twenty-four hours before such meeting shall be sufficient. Notice of such meetings may be waived in writing and the presence of any Trustee at any such meeting shall for said Trustee be deemed to be a waiver of notice. The Minister shall attend all meetings of the Board of Trustees when requested to do so.

SECTION 4. The Board of Trustees shall, each year before the first of the month following the Annual Meeting of the Society, appoint from among the Society ~~a Financial~~ the chairs for a Finance Committee, a Religious Education Council, Buildings and Grounds Committee, and such other Annual Committees and Special Committees as it from time to time deems will best promote the interests and usefulness of the Society. The Board of Trustees shall determine the size and define the powers and duties of the Annual Committees. The Annual Committees shall serve from June ~~first~~<sup>1<sup>st</sup></sup> to the following May ~~thirty-first~~<sup>31<sup>st</sup></sup>, subject to the right of the Board of Trustees to change the membership thereof at any time.

SECTION 5. At each Annual Meeting the Board of Trustees or its designee shall report to the Society an estimate of the amount required for current expenses for the ~~ensuing~~fiscal year. The Society shall make such appropriation as it ~~seems~~deems advisable and thereafter no expenditure shall be made nor liability incurred on behalf of the Society unless and until an adequate appropriation ~~therefore~~ therefor has been voted by the Board of Trustees ~~and the funds therefore secured~~ or the Operations Council under authority as may be granted by the Board of Trustees.

SECTION 6. The Board of Trustees shall be in charge of the raising of funds for denominational and charitable purposes, and, after conference with such members of the Society as express a desire to confer, shall make division of and appropriate such funds in a manner as may seem to the Board of Trustees wise, but subject always to the payment of amounts which may have been contributed for special purposes.

SECTION 7. 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 8. The Board of Trustees shall see that the financial accounts of the Society are kept in proper form. ~~¶ The Board of Trustees shall form a Financial Oversight Committee comprised of at least one member of the Board of Trustees and at least two other members of the congregation to monitor the establishment and implementation of financial policies and internal controls for the Society.~~ The Board of Trustees shall at each Annual Meeting, make a written report of its doings which shall account for the activities of all Annual Committees appointed by it and shall include the statistics of attendance at Society meetings.

SECTION 9. All votes passed by the Board of Trustees must receive the assent of ~~at least five~~ a majority of eligible members.

SECTION 10. The Society shall indemnify any person serving as a member of the Board of Trustees or as an officer of the Society against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding in which s/he may be involved or with which s/he may be threatened, while in office or thereafter, by reason of his/her being or having been such a Board member or officer, to the extent provided in the General Liability and Directors and Officers Liability insurance policies maintained by the Society.

## **Article V ~~(A.)~~ VI Operations Council**

~~SECTION 1. There shall be a~~ an Operations Council composed of six members. Five of the chairs of the Society's committees. The Operations Council members shall have such powers and responsibilities as the Board, be elected from time the membership to time, may delegates ~~serve for a term of three years, one or two to it be elected at each Annual meeting as provided above. Members of the Operations Council may be re-elected. The sixth member shall serve by virtue of his or her office as Treasurer of the Society. The Operations Council by written ballot shall elect from its membership a Chair and Vice Chair to serve for one year. Any Council Member wishing to resign from the Operations Council during his or her term shall do so by prior written notice to the Operations Council Chair. A Council Member may be removed by a three-fourths vote of the entire Board of Trustees at a meeting at which not less than three-fourths of the entire Board is present if in the opinion of the Board such Council Member is incapacitated or unable to carry out the duties of the office or otherwise for good cause.~~

SECTION 2. Under the authority of the Board of Trustees and through the various policy documents of the Society, the Operations Council shall work in partnership with the staff, and generally oversee committees and operations.

SECTION 3. The Operations Council shall hold stated meetings at such times and places as it may fix. The Minister shall attend all meetings of the Operations Council when requested to do so.

SECTION 4. All votes passed by the Operations Council must receive the assent of at least four members.

SECTION 5. The Society shall indemnify any person serving as a member of the Operations Council against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding in which s/he may be involved or with which s/he may be threatened, while in office or thereafter, by reason of his/her being or having been such an Operations Council member, to the extent provided in the General Liability and Directors and Officers Liability insurance policies maintained by the Society.

### **Article ~~VI~~-VII (A.) The Minister**

SECTION 1. When it shall become necessary for the Society to choose a new minister, the Chair of the Board of Trustees, with the assistance and consent of the Board of Trustees, will appoint a Pulpit Committee of no less than seven members representative of the Society. The Pulpit Committee, after having first obtained the approval of the Board of Trustees as to the form and content of the contract of employment, including as part thereof salary and duration, and not without such approval, will at a legally called meeting of the Society nominate its choice for Minister. The Minister shall be chosen and the contract terms fixed by an affirmative vote of not less than two-thirds of members present and voting by written ballot.

SECTION 2. No less than sixty days prior to the expiration of the Minister's term, or of any renewal or extension thereof, the Minister's employment shall be renewed or extended and the terms of such employment fixed by an affirmative vote by not less than two-thirds of the members present at a legally called meeting of the Society.

SECTION 3. At any time during the term of the Minister's employment, a written ballot of two-thirds of the members present and voting at a legally called meeting of the Society shall be necessary for the dismissal of the Minister. Notice of dismissal shall be given in writing to the Minister by the Board of Trustees no less than sixty days prior to the effective date of dismissal. At any time during the term of employment, the Minister may resign by giving notice in writing of the same to the Board of Trustees no less than sixty days prior to the effective date of resignation. The Board of Trustees and the Minister may mutually agree to waive or modify the sixty-day period as it pertains to dismissal or resignation.

SECTION 4. It shall be the duty of the Minister to bring to the attention of the Board of Trustees any matters which the Minister finds pertinent to the general interests of the Society, and to make recommendations as seem proper: but the final decision in matters of policy and procedure shall remain with the Board of Trustees or a legal meeting of the Society.

### **Article ~~VI~~(~~A~~)VII (B.) Community Ministers**

SECTION 1. A Community Minister affiliated with the Society must be (a) a person in Ministerial Fellowship with the Unitarian Universalist Association; and (b) a party to a covenant describing the mutual responsibilities of the Community Minister and the Society.

SECTION 2. A person who seeks to become an affiliated Community Minister must first be nominated by the Senior Minister for consideration by the Board. If the Board approves, it shall submit the nomination to the congregation for approval at a meeting called pursuant to Article IV.

SECTION 3. The covenant describing the mutual responsibilities of the Community Minister and the Society shall initially be drafted by the Senior Minister and the person seeking to become an affiliated Community Minister and shall be submitted to the Board for its consideration, modification (if desired) and approval. The covenant approved by the Board and the proposed Community Minister shall be available to the congregation when it votes to approve the Community Minister.

SECTION 4. The covenant shall describe the duties, remuneration, if any, and relationship of the Community Minister and the Society, such duties and relationship to be adjusted to the particular circumstances of each Community Minister, except that the term of the appointment shall in all cases be for one year. Once the congregation has first approved the appointment, the Board may renew the covenant, or a modified covenant, only by a two-thirds majority vote, yearly, for additional one-year terms. Either the Community Minister or the Board, by a two-thirds majority vote, may terminate the appointment at any time.

SECTION 5. At any time during the term of affiliation with a Community Minister, a written ballot of two-thirds of the members present and voting at a legally called meeting of the Society may dismiss the Community Minister. Any such dismissal shall terminate the covenant.

## **Article ~~VH~~VIII Board of Investment**

SECTION 1. There shall be a Board of Investment of three members to be elected by the Society ~~and to have~~. The duties and powers ~~as of the Board of Investment hereinafter provided~~ are subject to the authority and direction of the Board of Trustees. Members shall serve for three year terms, the respective terms being staggered such that one member shall be elected at each Annual Meeting of the Society by ballot and shall hold office for three years thereafter. Members of the Board of Investment may be re-elected to serve a consecutive term, and thereafter may only be re-elected to serve on the Board of Investment after one year has elapsed from the end of the last term served.

SECTION 2. A majority of the Board of Investment or, whenever a vacancy exists on the Board, the remaining members shall have and may exercise all the powers of the Board of Investment.

SECTION 3. The Board of Investment shall hold, invest and reinvest all funds transferred to it by the Board of Trustees and shall pay to the Treasurer of the Society therefrom as directed by vote of the Society or by the Board of Trustees. It shall clearly indicate whether the use of the distribution is restricted by the terms of any gift, and, if so, what the restrictions are.

SECTION 4. The Board of Investment hereby established shall keep full and accurate inventories and accounts of all money and property received and held by them and all receipts and disbursements of funds made by them both of principal and income and shall at each Annual Meeting of the Society present a statement showing the receipt, disbursement and investment of all funds in their hands both principal and income, which statement the Board of Trustees may in its sole discretion, cause to be audited or reviewed for the Society.

SECTION 45. The Board of Trustees shall transfer to the Board of Investment all funds or other property appropriate for investment which have been given to the Society by testamentary gift or otherwise, the principal or income of which is by the terms of the gift restricted to certain uses, or the principal to be held and invested, provided that without a vote of the Society, the Board of Trustees shall not accept any gift which by its terms or conditions or by its acceptance might bind the Society to expend other money or incur liability or compel the observance of any particular services or form of worship or in any other way prevent the Society or the Board of Trustees from at any and all times exercising full and complete control over the affairs of the Society.

SECTION 56. The Board of Trustees may transfer from time to time to the Board of Investment funds or other intangible property of the Society appropriate for investment the principal and income of which have been given to the Society by testamentary gift or otherwise, provided, however, that the Board of Trustees shall not transfer any funds or intangible property which have been contributed for the annual running expenses of the Society, or for annual charitable or other purposes of the Society.

SECTION 67. The members of the Board of Investment in performing their duties, including without limitation their duties in investing and reinvesting funds transferred to them, shall only be liable for their own bad faith, and no member of the Board of Investment shall be responsible for or liable on account of any act or failure to act of any other member of the Board of Investment. Without limiting the generality of the immunity herein before granted, the Board of Investment may engage investment counsel and act on the advice of such counsel, provided that any compensation to be paid for such counsel has first been approved by the Board of Trustees, and may also in making investment follow any policy or guidelines which the Society in any legal meeting may recommend, provided that the Board of Investment shall at all times observe and abide by any restrictions or conditions to which any particular fund or property is subject.

SECTION 78. The Board of Investment, when directed by vote of the Society, shall pay over the principal or accumulated income of any fund which by terms of the gift is not to be preserved and invested to the Treasurer of the Society, who shall hold, pay out or further invest such principal or accumulated income as the Board of Trustees shall direct in writing. Any such direction to pay over the principal, or any portion thereof, of any fund shall require the affirmative vote of not less than two-thirds of members present and voting. The Board of Investment, when acting upon any direction by vote of the Society, and the Treasurer of the Society when acting upon any direction in writing by the Board of Trustees, shall be relieved of all personal liability for such action and the Society shall indemnify and hold them harmless for all such liability.

SECTION 89. The Board of Investment shall choose one of its number as Chair. It shall choose one of its number as Secretary or, in the alternative, shall choose from the membership of the Society a person, not one of its number, to be its Secretary, and may delegate to such person such responsibility and authority, but not including the power to vote, as it shall deem best. The Secretary shall keep accurate records of its proceedings.

SECTION 910. The meetings of the Board of Investment may be called by the Chair or any two members on forty-eight hours notice mailed, e-mailed or communicated to each member. At any meeting of the Board of Investment, two members shall constitute a quorum.

## **Article ~~VIII~~ IX Duties of Officers**

SECTION 1. MODERATOR. The Moderator shall preside at all Annual and Special Meetings of the Society. The Moderator shall appoint a Nominating Committee of not less than three and not more than five members within six months following the Annual Meeting and advise the Society of its membership. At least two thirds of the membership of the Nominating ~~committee~~ Committee shall be new to the Committee in any given year.

SECTION 2. BOARD OF TRUSTEES CHAIR. The Chair of the Board of Trustees shall be the chief administrative officer of the Board and shall preside at all meetings of the Board of Trustees.

SECTION 3. ~~VICE-OPERATIONS COUNCIL CHAIR~~. The Chair of the Operations Council shall preside at all meetings of the Operations Council.

SECTION 4. BOARD OF TRUSTEES VICE CHAIR. The ~~Vice-chair~~ Chair of the Board of Trustees shall perform the duties of the Chair and shall have the responsibilities of that office in the absence or incapacity of the Chair.

SECTION 45. OPERATIONS COUNCIL VICE CHAIR. The Vice Chair of the Operations Council shall perform the duties of the Operations Chair and shall have the responsibilities of that office in the absence or incapacity of the Operations Council Chair.

SECTION 6. CLERK. The Clerk shall attend all meetings of the Society and of the Board of Trustees and keep a true record of the business there transacted. The records shall be open to inspection by any member of the Society ~~at all times.~~ The Clerk or the Chair of the Board of Trustees shall give due notice of all meetings of the Society as herein before provided. The Clerk shall give written notice to every person elected to office at any meeting of the Society.

SECTION 57. ASSISTANT CLERK(S). The Assistant Clerk(s) shall have the same authority given to the Clerk and shall act for the Clerk in the Clerk's absence or on such other matters as may be delegated to the assistant Clerk(s) by the Clerk. An Assistant Clerk shall attend all meetings of the Operations Council and keep a true record of the business there transacted. The records shall be open to inspection by any member of the Society.

SECTION 68. TREASURER. The Treasurer shall keep an accurate account, in such form as the Board of Trustees may approve, of all property, receipts, accounts (including capital campaign and related accounts) and expenditures of the Society, and of all indebtedness to and from the Society, and shall report to the Society ~~and~~ the Board of Trustees and the Operations Council, whenever requested. The Treasurer shall, at the expense of the Society, be covered by a fidelity bond, in such amount as the Board of Trustees may direct. The Treasurer shall present, at the Annual Meeting of the Society, a full statement of the finances of the Society, such statement may be duly audited or reviewed as the Board of Trustees may in its sole discretion, direct. Under the authority of the Board of Trustees the Treasurer may draw checks in any bank account of the Society ~~assigned by the Treasurer~~ approved by the Board of Trustees. As directed in writing by the Trustees, the Treasurer may also arrange for the receipt and sale, in the name of the Society, of any donation for purposes other than endowment, made to it in the form of stocks and bonds.

SECTION 79. ASSISTANT TREASURERS. The Assistant Treasurers shall have the same authority given to the Treasurer and shall act for the Treasurer in the Treasurer's absence or on such matters as may be delegated to the Assistant Treasurers by the Treasurer. The Assistant Treasurers shall also be covered by a fidelity bond at the expense of the Society under the same terms and amount as the Treasurer.

## **Article IX Pews**

Pews and seats in the meetinghouse shall be free.

## **Article ~~XI~~ XII Fiscal Year**

The fiscal year of the Society shall begin June 1<sup>st</sup> and end May 31<sup>st</sup>.

## **Article ~~XII~~ XIII Amendments**

These By-Laws as far as is allowed by law may be amended or repealed at any legal meeting of the Society by a two-thirds vote of those members present and voting. Notice of any proposed change shall be contained in the warrant of the meeting.