

**BYLAWS OF THE FOLLEN CHURCH SOCIETY AS AMENDED AND**  
**ADOPTED BY THE MEMBERSHIP: 1/28/07**  
**AMENDED BY THE MEMBERSHIP: 5/15/08**  
**AMENDED BY THE MEMBERSHIP: 5/14/09**  
**AMENDED BY THE MEMBERSHIP: 5/19/11**

**Article I: Name**

The name of this religious corporation shall be the Follen Church Society (the “Church”).

**Article II: Purpose**

In the search of truth and in the recognition of the Unitarian Universalist tradition of free inquiry and expression we unite in fellowship for worship and for service to humanity. We affirm and promote the full participation of all persons in all our activities, including membership, programming, hiring practices and the calling of religious professionals; without regard to race, color, gender, physical challenge, affectional or sexual orientation, age, or national origin.

**Article III: Membership**

A. Application and Approval Process: Any person in sympathy with the Principles and Purposes of the Unitarian Universalist Association and the purposes and programs of the Church and who is willing to assume the responsibilities of participation may apply to the Parish Board to become a Member. Applicants for membership will be expected to recognize and affirm their continuing obligations to make regular financial contributions to the church and to volunteer time in service to the Church’s programs, subject in both cases to their ability to fulfill those obligations.

Applicants shall express their intention to become Members and affirm their agreement with the above-referenced obligations, by signing the Membership book in the presence of the Parish Minister, the Program Council President or Vice President, or the Parish Board Chair or Vice Chair. Membership applications are subject to review and approval by the Parish Board, and having received such approval, become effective as of the date of application for Membership.

B. Voting Rights: The right to vote at meetings of the Membership is granted to persons who have been Members at least 30 days and whose membership has not been terminated. To vote on legal contracts such as financial borrowing, Members must have attained the necessary legal age under the laws of the Commonwealth of Massachusetts to enter into such contracts. The Clerk of the Parish Board shall maintain or shall cause to be maintained an official roll of Members of the Church, which list shall be determinative of Membership voting and other rights absent obvious error.

C. Categories of Membership: There shall be two categories of Membership:

1. Adult Members: Persons who are 18 years or older.

2. Youth Members: Persons under the age of 18 who have completed the Coming of Age Curriculum.

D. Termination of Membership shall occur in any of the following circumstances:

1. Resignation: Members may send a letter of resignation to the Parish Minister or Program Council President, and their voluntary termination shall take effect upon receipt, or such later date, up to 60 days from the mailing of the letter, as the resigning Member shall specify.

2. Discontinuance of participation: Members who, for a period of two years, have provided neither financial support nor volunteer participation, shall be given a notice that their membership shall cease unless the Parish Minister or Program Council President is contacted within 30 days of the mailing of the notice and advised that the Member desires to continue as a Member and indicating an intention to promptly resume the financial and volunteer obligations of membership or the desire to seek exemption for cause under applicable policies of the Church. The effective date of an involuntary termination shall be the date specified in the notice, or if no effective date is stated, 40 days following the date that the notice is mailed or delivered by hand to the Member in person or at the Member's last known address. The Program Council and the Parish Board shall receive regular and timely reports of the institution and outcome of any actions taken to terminate Membership involuntarily, subject only to the ability of the Coordinating Team to protect the privacy of individual circumstances by appropriate means.

3. Termination for Cause: The Parish Board shall have the power to adopt and implement a procedure to terminate, expel or suspend a Member whom the board determines expresses or manifests an extreme antipathy to the Principles and Purposes of the Unitarian Universalist Association and/or the purposes of the Church, who is disruptive of Church programs, who presents a danger to members of the community or staff or causes members of the community or staff to have a reasonable apprehension about their safety, or who engages in any other course of similar conduct. No Member of the Church may be terminated from membership for cause or for actions or conduct inconsistent with the purposes of the Church except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

4. Termination upon Death: Membership ceases when a Member dies.

E. Friends of the Church: The Community and Hospitality Action Team, shall maintain, or cause to be maintained, a list of persons who are active in church activities, who have not elected to apply for Membership but who have a demonstrated commitment to the purposes and programs of the Church and who have made a financial commitment to the Church and/or a commitment to volunteer in Church programs and the work of the Action Teams. Friends of the Church will receive routine communications sent to the Membership, notice of all meetings of the Membership and of meetings of Action Teams of which the Friend is a member, but shall have no power to vote on any matter presented to the Membership or Action Team for action. The Community and Hospitality Action Team may, in its sole discretion, remove a person from the list of Friends of the Church, subject to the right of such person to appeal that decision to the Coordinating Team.

#### F. Responsibilities of Members:

All authority, except as delegated to the Program Council, Parish Board or other organizational unit as defined in these By-Laws, shall be retained by the Church Membership. The Church Membership is authorized to:

- call a Minister and terminate the call of a Minister as provided in Article VIII;

- adopt Bylaws and amendments to the Bylaws, as provided in Article XIX;
- adopt the Church's Long-Range Plan and updates or modifications to this Plan.
- adopt the Church's Annual Plan and modifications to this Plan,
- adopt the Annual Budget and any modifications to this Budget, except those noted in Article IV-B and Article V-B),
- elect its Officers, Parish Board, Program Council, Trustees, Nominating Committee, Auditor and Trustee Representative to the Parish Board,
- elect representatives to General Assembly
- acquire real property by gift, devise, purchase, or other lawful means
- hold title to and use its real property for any and all activities consistent with its purpose;
- sell, mortgage, transfer, or otherwise dispose of its real property by any lawful ,means:
- acquire, hold title to, and sell or otherwise dispose of other property including fixtures, musical instruments, artwork, silver and items of historical or antiquity value.

#### **Article IV: Program Council**

A. Council Members: The voting members of the Program Council are: the President, the Vice President and the Team Representatives representing each of the seven Action Teams identified in Article VII below. The non-voting members of the Program Council are the Chair or Co-Chair of the Nominating Committee, the Secretary, the Parish Minister and any other ministerial and/or professional staff. All voting members of the Program Council shall be Members of the Church both at the time of their election, and during their term of service.

#### **B. Responsibilities and Duties:**

The Program Council serves as the principal operating body of the Church and shall be responsible for the management and implementation of the affairs and activities of the Church and each of its Action Teams in conformity with policies adopted by the Parish Board, the Church's Annual and Long-Range Plans and the Church Budget. The Program Council shall be responsible for developing an Annual Plan and Budget for each fiscal year, which shall be reviewed by the Parish Board for conformity with the Church's Long-Range Plan and approved by the Membership at its Annual Meeting. The Program Council will monitor the goals of the Church, as set forth in the Annual Plan and Budget, review issues related to the achievement of those goals and the efficient operation of the Action Teams.

The Program Council may spend a portion of the total expenses contained in the Annual Plan and Budget for purposes not specified, or in a manner different than that specified in the Annual Plan and Budget, which portion may not exceed in the aggregate more than ten percent of the total expenditures contained in the Annual Plan and Budget. The Program Council may spend an amount in excess of the total expenses contained in the Annual Plan and Budget, which excess expenditure may not exceed in the aggregate more than five percent of the total expenditures contained in the Annual Plan and Budget. Any expenditures or commitments above these amounts shall be voted upon by the Membership of the Church, or in the case of Trusts by the Trustees.

The Program Council shall work to maintain supportive relationships with the Minister(s) and staff to help them to evaluate the fulfillment of their calling or employment, and to promote cooperation among Action Teams and identify and resolve potential or actual conflicts between the teams. The Program Council shall be responsible for recruiting and selecting all Church staff and for negotiating terms of employment for such staff, such terms to be subject to final approval of the Parish Board. The Program Council is authorized to create subgroups, committees, working groups or ad hoc teams in order to promote efficient operation of the teams and to promote maximum feasible collaboration between teams. The Program Council may authorize the Action Team Representatives to designate an alternate to attend a meeting or meetings of the Program Council in place of the Action Team Representative to ensure that the Action Team is properly represented and fully informed regarding the activities of the Program Council. This alternate may be granted a proxy in writing by the Action Team Representative to exercise the right to vote at a meeting of the Program Council in place of the Action Team Representative who is unavailable.

## **Article V: Parish Board**

A. Board Members: The voting members of the Parish Board are: the Parish Board Chair and Vice Chair, the Treasurer of the Church, and three Representatives-at-Large. Additionally, one Trustee shall be a voting member of the Parish Board. The Clerk and Parish Minister are non-voting members of the Parish Board. All voting members of the Parish Board shall be Members of the Church both at the time of their election, and during their term.

B. Responsibilities and Duties: The Parish Board shall be responsible for and empowered to adopt written policies and procedures governing the operation of the Church, including but not limited to such matters as personnel; space rental; use of the church name in public statements, permit applications, publications or other ways that might reflect on the Church or its Membership; conflict resolution; fund raising; imposition of fees for participation in church activities by nonmembers; and acquisition and disposition of assets.

The Parish Board shall be responsible for financial oversight and shall receive regular reports on the short and long-term financial condition of the Church. The Parish Board shall prepare or cause to be prepared a long-term plan for the Church, including a long-term financial, capital expenditures and development plan, which plan and any annual updates or modifications thereto shall be submitted for approval by the Church Membership. The Parish Board, or a standing committee thereof, will work with the Program Council in connection with the Program Council's Annual Plan and Budget and will review the Annual Plan and Budget for conformity with the Church's approved Long-Range Plan and policies and procedures, with a view to recommending conforming changes to annual or long-range plans or to existing policies and procedures.

Subject to the constraints imposed by Budgets approved by the Membership, the Parish Board shall have the full power and legal authority to approve, amend and modify all contracts. The Parish Board shall approve all contracts of employment negotiated and recommended by the Program Council with the Parish Minister or employees of the Church, all leases of a term of one year or longer, and any and all contracts of indebtedness. The President shall give notice to the Parish Board Chair of any other contract approved for signing on behalf of the Church, such notice including a copy of the proposed contract. The Parish Board Chair shall notify the President within seven days whether the Parish Board chooses to exercise its right to approve, amend and modify the contract. The Parish Board shall be authorized to take all necessary and appropriate actions to open, operate and close

accounts with banks and brokerages for the custody of funds and the safekeeping and efficient management, acquisition and disposition of securities and other intangible assets. The Parish Board shall also be responsible for the Church's total insurance program. The Parish Board's authority to acquire, sell or encumber Church property, including real property, fixtures, artwork, silver, musical instruments, and items of monetary, historical or antiquity value is limited to actions specifically approved by vote of the Membership in meeting.

The Parish Board shall have the power to fill any vacancy on the Program Council or Parish Board, Nominating Committee, or among the officers or trustees. The term of any person so selected to fill a vacancy shall last until the end of the current fiscal year.

The Parish Board is authorized to create subgroups, committees, working groups or ad hoc teams comprised of Parish Board members and/or Church Members or Friends to assist in fulfilling its responsibilities and duties.

#### **Article VI: Coordinating Team**

A. Team Members: The voting members of the Coordinating Team are: the President of the Program Council, the Chair of the Parish Board, the Parish Minister, and the professional staff operating officer and/or administrator, if any. The Vice President of the Program Council and Vice Chair of the Parish Board serve as non-voting members.

B. Responsibilities and Duties: The Coordinating Team shall have the authority for scheduling meetings and establishing the agendas of the Program Council and Parish Board, and determining which of the two bodies shall have decision-making authority with respect to all matters. The Coordinating Team shall interact with the Program Council and the Parish Board to facilitate both the ongoing operations of the Church by the Program Council and the development of long-range plans and of all necessary policies and procedures to guide the Church's operations by the Parish Board. The Coordinating Team shall designate one of its members to keep a record of all its matters discussed and actions taken, which record shall be retained by the Clerk of the Parish Board.

**Article VII: Action Teams** The Action Teams oversee and are responsible for implementation of all programs and activities of the Church and its mission, the strengthening of the Church community and the implementation of the Church's Annual and Long-term Plans. Each Action Team will be represented on the Program Council by a member of the Action Team selected by the Church Membership at the Annual Meeting. After the Members of the Church approve the Church's Annual Plan and Budget, each Action Team is authorized, without further action by the Program Council or Parish Board, to carry out those parts of the Plan and to conduct those programs and activities that are within its assigned areas of responsibility, subject only to the Annual Budget and to any policies of the Church defined by the Parish Board. Each Action Team shall be responsible to work with the Nominating Committee to establish programs for leadership development and succession planning. The following are the Church's Action Teams and their assigned duties and areas of responsibility:

A. Buildings and Grounds: The Buildings and Grounds Action Team shall have general charge of the physical property of the Church and shall be responsible for planning and supervising the maintenance, enhancement, and preservation of its structures, landscaping, and interior space.

B. Financial and Human Resources: The Financial and Human Resources Action Team shall be responsible for managing the financial and human resources of the Church in order to create a solid foundation to fund its building and property maintenance, programs, staff, and faith initiatives. This team oversees the hiring, evaluating and termination, if necessary of all Church staff, within the purview of the personnel policies. Responsibilities include, but are not limited to, fundraising, budget development, financial audit, oversight of income and expenditures, and helping the congregation understand the costs of fulfilling its purpose and the responsibility of each Member to contribute financially to support of the Church.

C. Worship and Music: The Worship and Music Action Team shall be responsible to work with the Minister to plan worship services to provide spiritual nourishment, inspiration, and intellectual challenge to Members of the Church. Responsibilities include, but are not limited to, the planning and organization of Sunday services, intergenerational services, special services appropriate for holidays or significant events, concerts and other music or arts events to enrich and inspire the lives of the Members. They shall also be responsible for supporting the choirs, caring for the musical instruments owned by the Church, and planning for professional leadership of the music program.

D. Religious Education: The Religious Education Action Team shall be responsible for developing and implementing programs to support the lifelong religious educational and spiritual development of the Members. Responsibilities include, but are not limited to, determining goals and objectives for the programs it oversees, reviewing and selecting curricula, recruiting and training teachers, and planning for professional leadership of the education program.

E. Community and Hospitality: The Community and Hospitality Action Team (CHAT) shall be responsible for creating a consciously ongoing process for welcoming people into the community, encouraging them on the path to Membership, and fostering ongoing and ever-deepening connections of Members to each other and the community by creating pathways to spiritual and personal relationships among church Members, both old and new. Responsibilities include, but are not limited to, welcoming and working with newcomers, outreach to prospective and ongoing Members, planning social events and activities, public relations and communications, and assisting the Parish Board Clerk in the maintenance of the Membership roll.

F. Pastoral Care: The Pastoral Care Action Team shall provide caring support to those in the congregation who are in need or who are facing issues of illness, death, loss, change, or other significant life events. Under the oversight and guidance of the Minister, the component groups of the Action Team shall collaboratively and proactively undertake the lay ministry of the Church through ways ranging from individual crisis assistance to ongoing small group connections.

G. Social Justice: The Social Justice Action Team shall provide leadership, coordination, and resources to carry out community service and social justice initiatives that are consistent with the Purpose of the Church (Article II) and fulfill our commitment to the greater community.

## **Article VIII: Ministers**

A. The Parish Minister: The Parish Minister shall be responsible for the conduct of worship services and the spiritual interests and needs of the congregation. The Parish Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Parish Minister shall serve under a written covenantal agreement with the Church stating the ministerial responsibilities, roles, relationships with other ministerial, professional and administrative staff, compensation, benefits, vacations, periodic reviews and evaluation and other matters of mutual concern. The initial agreement shall be negotiated by the Program Council and approved by the Parish Board. The Parish Minister and the Program Council will periodically review the Parish Minister's agreement and the Program Council will recommend appropriate modifications thereof to the Parish Board, which review shall take place no less frequently than every three years. Two months' written notice of resignation shall be given by the Parish Minister. The Parish Minister may be dismissed by a majority of voting Members of the Church at a meeting specifically called for this purpose, and the extent of continued service, compensation and benefits will be negotiated by the Program Council and approved by the Parish Board.

B. Calling a New Parish Minister: Upon resignation or dismissal of the Parish Minister, the Program Council shall appoint a Pulpit Search Committee of no fewer than five voting Members of the Church. Upon recommendation of the Pulpit Search Committee, the Parish Minister shall be elected without term if approved by a 90-percent vote of a meeting of the Membership of the Church called for that specific purpose.

C. Other Ministers: A similar procedure shall apply to the selection, appointment and dismissal of any other minister, including any Minister of Education hired by the Church, except as modified by the Program Council.

## **Article IX: Officers**

A. Election of Officers of the Church, and Terms: The Program Council President, Vice President/President-Elect and Secretary shall hold office for one fiscal year or until their successors are elected and assume office. The Parish Board Chair, Treasurer and Clerk will be elected at the Annual Meeting of the Membership held in odd-numbered years, and the Parish Board Vice Chair shall be elected in even-numbered years. The Parish Board Chair, Vice Chair, Treasurer and Clerk shall serve for a term of two fiscal years or until their successors are elected and assume office. If the Parish Board Chair, Vice Chair, Treasurer or Clerk shall resign or otherwise be removed from office, the Parish Board shall choose and install a replacement according to Article V of the Bylaws. All Officers shall be voting members of the Church.

B. The Program Council President shall preside at all meetings of the Membership, of the Program Council and of the Coordinating Team. The Program Council President shall sign contracts on behalf of the Church, shall act as the official representative of the Church, shall submit an annual report to the membership and shall have such other powers as the Program Council or the Membership shall authorize by resolution.

C. The Parish Board Chair shall preside at all meetings of the Parish Board and at all meetings of the Membership or Coordinating Team whenever the Program Council President is unavailable to serve in that capacity and shall submit an annual report to the membership.

D. The Program Council Vice President shall assume the powers of the Program Council President whenever he or she is unavailable or unable to act on behalf of the Church and circumstances require that action be taken. The Program Council Vice President shall be considered the Program Council President-elect and shall be the nominee for Program Council President at the Annual Meeting held prior to the expiration of the Program Council President's term.

E. The Parish Board Vice Chair shall assume the powers of the Parish Board Chair whenever he or she is unavailable or unable to act on behalf of the Church and circumstances require that action be taken.

F. The Secretary shall keep an accurate record of all matters considered and actions taken at meetings of the Church Membership and of the Program Council.

G. The Clerk shall keep an accurate record of all matters considered and actions taken at meeting of the Parish Board and, if the Secretary is unavailable to perform this function, to perform the duties of the Secretary at the meetings of the Membership. The Clerk shall also receive and retain with the official records of the Church copies of minutes of meetings of the Coordinating Team, the Program Council and Action Teams.

H. The Treasurer shall have charge of all funds except those of the Trustees and shall maintain the financial records of the Church. The Treasurer shall periodically prepare interim reports as requested by the Coordinating Team, the Parish Board or the Program Council, and shall prepare reports for the Membership at the Annual Meeting.

## **Article X: Trustees**

There shall be a board of three Trustees, elected by the Membership of the Church, one of whom shall be elected at each Annual Meeting for a term of three years. The Trustees shall elect their own Chair, but all shall have equal authority. The Trustees shall control all permanent funds except for specific funds for which a legal trusteeship has been otherwise provided, and any other funds that may be placed under their control by vote of the Parish Board or Church Membership. Funds of the Trustees include The Follen Church 1980 Trust (The Follen Heritage Fund and The Follen Programs Fund) and any other trusts or special funds, which are created by donation, bequest, or otherwise, with the express intention that they be held by the Trustees of the Follen Church; these shall be held and distributed by the Trustees in accordance with their terms. They shall make such changes in the investments as seem prudent to them and shall have the power to make assignments or transfers without specific vote of the Church Membership. They shall report to the Church Membership in writing on their activities at each Annual Meeting and upon request of the Parish Board. They shall turn over to the Treasurer the income and other unrestricted funds as directed by a vote of the Parish Board in a manner consistent with the Annual Budget and Plan or by a vote of the Membership. Trustees shall be Adult Members of the Church at the time of their election. The Trustees shall be bound by and shall follow the provision governing conflicts of interest in Article XV.

## **Article XI: Employees and Other Agents**

The Program Council shall be authorized to retain one or more additional employees to assist it in carrying out the programs of the Church and to facilitate the work of the Program Council, Parish



Board, Coordinating Team and the Action Teams. Each employee or other agent of the Church shall be retained pursuant to a written statement of employment terms setting forth the duties and responsibilities, reporting structure, salary, benefits and other terms governing the employment of the employee or agent. The terms of employment shall be negotiated by the Program Council and approved by the Parish Board.

## **Article XII: Nominating Committee**

The Nominating Committee shall consist of at least six members, two elected at each Annual Meeting for a term of three years. The Nominating Committee shall present to the Secretary of the Program Council, at least thirty (30) days before the Annual Meeting, a list of candidates for all positions to be elected by the Membership at that meeting, having obtained the consent of each nominee in advance of nomination. The Secretary of the Program Council shall assure that copies of the candidate list are included in the notice and warrant of the meeting. Nominating Committee members shall not be eligible to be nominated for any office other than Nominating Committee during their terms. The Nominating Committee shall work with the Coordinating Team, the Program Council and the Parish Board to develop on-going leadership training programs and succession plans. The members of the Nominating Committee shall elect their own Chair or Co-Chairs. All Nominating Committee members shall be Members of the Church.

## **Article XIII: Meetings**

A. The Membership of the Church shall meet at times and places and for such purpose as are fixed by the Parish Board, which shall also call meetings upon the written request of the Coordinating Team, the Program Council, the Trustees or 10 percent of the Church Membership. An Annual Meeting of Members shall be held no later than May 31 each year.

1. Frequency and Notice: At least seven days prior to any Membership meeting, the Secretary of the Program Council shall post a notice and warrant of the meeting in one or more prominent interior locations of the Church building. The Secretary of the Program Council shall also mail a true copy of the warrant and meeting notice to all voting Members at the last known address of the Members appearing on the official roll of Members maintained by the Clerk and the list of Friends maintained by the Community and Hospitality Action Team at least seven days prior to the meeting. All business to be transacted at any meeting shall be specified in the warrant.

2. Quorum and Proxy: Twenty-five voting Members or 15 percent of the voting Membership appearing on the official roll of Members eligible to vote on each matter contained in the warrant, whichever is greater, shall constitute a quorum with respect to such matter. Any voting Member whose attendance at any meeting is inhibited may deposit a written proxy with the Secretary of the Program Council or Program Council President prior to the meeting authorizing one or more Members to vote on any or all warrant articles, either as directed in the proxy or in the discretion of the Member or Members so appointed.

3. Annual Meeting: At the Annual Meeting, the Members shall vote on an Annual Plan and Budget for the ensuing fiscal year, any necessary modifications or amendments to any previously adopted or new long-term plan, and such other business as may be properly brought before the meeting. At every Annual Meeting, the Members shall elect: a Program Council President, a Program Council Vice President/President Elect, a Secretary, an Action Team Representative for each of the seven Action Teams, an Auditor, a Trustee for a term of three years, a Representative-at-Large for a term of three years, and two members of the Nominating Committee, each for terms of three years. At Annual Meetings held in odd numbered years, the Members shall elect: a Parish Board Chair, a Parish Board

Vice Chair, a Treasurer, each for a term of two years. As required, Members shall also elect nominees to replace and serve out the unexpired term or terms of (i) any Trustee, Representative-at-Large or member of the Nominating Committee who is unwilling or unable to serve his or her full three-year term, (ii) any Parish Board Chair or Vice Chair, Treasurer or Clerk who is unwilling or unable to his or her full two-year term and (iii) any Trustee, Representative-at-Large, member of the Nominating Committee, Parish Board Chair or Vice Chair, Treasurer or Clerk who was appointed by the Parish Board to fill a vacancy occurring between Annual Meetings. The Membership shall also annually elect from one of the incumbent Trustees (or, if no incumbent, from one of the nominated Trustees), one Trustee who shall serve on the Parish Board for the ensuing year.

4. Meeting Minutes: The Secretary of the Program Council shall prepare a written record of all annual and special meetings of Members and, following their approval by the Parish Board, the Clerk shall retain such approved records in a minute book.

B. Coordinating Team, Program Council, and Parish Board Meetings: The Coordinating Team shall establish a regular schedule of meetings as appropriate to its work and, subject to not less than 48 hours notice, shall meet at the request of any Member as circumstances warrant. The Program Council shall meet at such times and for such purposes as the Coordinating Team shall determine, but no less frequently than once each month during the months that the Church is in full active operations. The Parish Board shall meet at such times and for such purposes as the Coordinating Team shall determine, but no less frequently than once every two months during the months that the Church is in full active operations. Written minutes of each body's meetings identifying matters discussed and decisions made shall be furnished to and retained by the Clerk.

C. Action Team Meetings: Action Teams shall meet at such times and for such purposes as their membership shall deem necessary for the purpose of accomplishing their business. Action Teams shall appoint a member of the Team to maintain a list of members of the team (including any Friends), a copy of which shall be supplied to the Secretary of the Program Council as members are added and deleted from the team. Members of an Action Team shall receive notice in advance of the time, place and purpose of any meeting at which official decisions are to be taken in accordance with a policy established by the Parish Board.

D. Notices of Meetings of the Coordinating Team, Program Council and Parish Board: Notice of any meeting of the Coordinating Team, Program Council or Parish Board shall be sufficient if delivered by first-class mail, sent by electronic mail if the party to be notified has agreed in writing to accept such notices, or hand delivered to the party to be notified or to his or her last known address, 48 hours in advance of the meeting. A member of the Coordinating Team, Program Council or Parish Board who attends a meeting shall be deemed to waive any defect in, or failure to receive, notice, unless such member specifically objects in writing at the commencement of the meeting.

E. Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Coordinating Team, Program Council, Parish Board or any Action Team may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the members of the body entitled to vote upon such action at a meeting and filed with the Clerk of the Parish Board. Such consent may be signed in counterparts, shall be filed with the records of the Church, and shall have the same force and effect as a unanimous vote of the body.

F. Telephone Meetings: Any or all members of the Coordinating Team, Program Council, Parish Board or any Action Team may participate in and vote at a meeting of such body by conference or speaker telephone or other similar device that permits all participants at the meeting to communicate with and be heard simultaneously by one another.

G. Quorum and Voting: A majority of the voting members of the Coordinating Team, Program Council, Parish Board or any Action Team, as the case may be, shall constitute a quorum for the transaction of business at any meeting. Each voting member of the body shall be entitled to one vote and the vote of a majority of those present and voting at a meeting at which a quorum is present, unless a greater number is required by law, by these Bylaws or a written policy or procedure adopted by the Parish Board, shall constitute action by the entire body. Non-voting members have all the rights and duties of voting members, except for voting. A person who is present at a meeting at which action is taken shall be presumed to have assented to the action taken unless his or her dissent is specifically entered into the minutes of the meeting by request made at the time of the vote or in writing furnished to the person keeping the record of the meeting prior to adjournment or by certified letter received by the Clerk within 72 hours of the vote. A person voting in favor of an action shall not be permitted to later revoke his or her vote and file a written dissent.

H. Procedure at Meetings: Roberts Rules of Procedure shall govern the conduct of all meetings of the Membership, Coordinating Team, Program Council, Parish Board or any Action Team, unless a different procedure is approved by the body. Members and Friends shall be entitled to attend all meetings of the Program Council, Parish Board or any Action Team, subject only to the right of any member of that body to request that a portion of the meeting be held in executive session. Upon the request of a member to enter into executive session, the body shall limit participation in the meeting to members of the body and those persons that the members determine shall be necessary and appropriate to the deliberations. The request of a member to enter into executive session may be denied by the chair of the meeting, subject to the right of the majority to overrule the chair by majority vote.

#### **Article XIV: Auditor**

An Auditor shall be elected at each Annual Meeting. The Auditor shall present a written report at the next annual meeting concerning the financial records of the Church, which report shall be approved as to form and specificity by the Parish Board.

#### **Article XV: Conflicts of Interest**

A. Conflict of Interest Defined: A conflict of interest may exist when the interests or activities of any member of the Coordinating Team, Program Council, Parish Board, Trustees, Action Team or Congregation may be seen as competing with the interests of the Church or such person derives or may derive a financial or other material personal gain as a result of a direct or indirect connection to a transaction involving, or other action taken by, the Church.

B. Disclosure Required: Any possible conflict of interest shall be disclosed to the Program Council President and the Parish Board Chair and, if the transaction or action to be taken involves a particular Action Team, to the Action Team Leader, or if a Trustee, then to the other Trustees.

C. Voting: When any conflict of interest relates to a matter requiring action by the Membership, Program Council, Parish Board or an Action Team, the interested person shall call it to the attention of the decision-making body and such person shall not vote on the matter. The interested party shall, nonetheless, be counted in determining the presence of a quorum.

D. Absence from Discussion: Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the decision-making body is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, the person having the conflict shall provide the decision-making body with any and all relevant information.

E. Minutes: The minutes of the meeting shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter giving rise to the conflict. When there is doubt as to whether a conflict of interest exists, the matter will be resolved by a vote of the decision-making body, excluding the person concerning whose situation the doubt has arisen.

F. Annual Review: A copy of this Article shall be furnished annually to, and reviewed with, each member of the Coordinating Team, Program Council and Parish Board, Action Teams and Trustees and to each new member of the Coordinating Team, Program Council and Parish Board, Action Teams and Trustees promptly following the commencement of his or her service.

### **Article XVI: Indemnification**

The Church shall indemnify any person who is or was an employee, agent, representative, officer or member of the Coordinating Team, Program Council, and Parish Board or Trustees against any liability asserted against such person and incurred in the course and scope of his or her duties or functions with the Church to the maximum extent allowable by law, provided that the person acted in good faith and did not engage in an act or omission constituting willful misconduct, gross negligence or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, and vote of the Members or otherwise.

### **Article XVII: Fiscal Year**

The Fiscal Year shall be from July 1 to June 30.

### **Article XVIII: Affiliations**

The Church shall be a member of the Unitarian Universalist Association and the Massachusetts Bay District of the UUA.

### **Article XIX: Amendments**

The Bylaws of the Church may be amended or repealed at any meeting of the Membership by a two-thirds vote of those Members present and voting. Notice of any proposed amendment or repeal shall be contained in the notice and warrant of the meeting.

### **Article XX: Dissolution of the Church**

Shall this Church cease to function and the Membership vote to disband, the assets of the Church shall, after payment of the liabilities of the Church or due provision therefore, be transferred to another Unitarian Universalist Church, the Unitarian Universalist Association or to any organization succeeding to substantially all of the functions of the U.U.A. or if there be none, to one or more organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as voted by the Members at a duly called meeting, this transfer to be made in full compliance with applicable law.