

THE NORTH PARISH OF NORTH ANDOVER
UNITARIAN UNIVERSALIST

190 Academy Road
North Andover, MA 01845-4022

BYLAWS

2004 Revision voted at Annual Meeting, May 21, 2004
2006 Revision voted at Annual Meeting, May 7, 2006
2012 Revision voted at Annual Meeting, May 20, 2012
2013 Revision voted at Annual Meeting, May 19, 2013
2015 Revision voted at Annual Meeting, May 17, 2015

SECTION 1

Name

The name of this religious society is The North Parish of North Andover.

SECTION 2

Purposes

The North Parish of North Andover exists to provide its members the opportunity for worship, education, service and fellowship in the Unitarian Universalist tradition, to carry its values and principles into the local community through individual and corporate action, and to fulfill the mission statement of the parish:

Empowered by love, we are an inclusive, free-thinking faith community that awakens curiosity, nourishes the spirit, encourages growth, and inspires compassionate action.

Practicing freedom of religious thought and democratic methods, the Parish shall provide such physical and organizational facilities as are required or deemed advisable by its members to fulfill its purposes. To this end the Parish shall maintain a place of meeting and shall support a settled minister.

The North Parish affirms and promotes the full participation of persons in all its activities and endeavors without regard to race, gender, gender identity, physical or mental challenge, affectional or sexual orientation, age (except as specified in Section 5), class or national origin.

SECTION 3

The Minister

The Parish shall hear candidates for the office of Settled Minister as may be recommended by a Ministerial Search Committee. The Ministerial Search Committee shall be appointed by the Board. The slate of appointees shall be approved by the Parish by majority vote at a legally called meeting.

The Minister shall be one called by a three-fourths vote of the eligible¹ Parish members present at a Meeting held for that purpose. After such a call, the terms and duration of the pastoral relationship, as prescribed by the Parish shall be defined in a written Letter of Agreement by and between the Minister and the Parish acting through its Board of Trustees. The Letter of Agreement with the Minister shall provide that either the Parish or the Minister may terminate their relationship upon a three-month notice in writing. Termination by the Parish shall require a two-thirds vote of the eligible members present at a Meeting held for this purpose. In the event of a vacancy in the pastorate, the Board may contract to fill such a vacancy with an Interim Minister until a settled Minister is called by the congregation.

The Minister may become a member of the Parish and shall be a non-voting member of the Board of Trustees.

Any person chosen as minister shall be in ministerial fellowship with the Unitarian Universalist

¹ See Section 5

Association.

Selection of a minister shall not be made on the basis of categories such as age, gender, gender identity, race, national origin, class, sexual orientation, or physical ability, but rather will focus on the skills of the ministerial candidate and the needs of the congregation.

SECTION 4

The Parish

The Parish shall comprise all who are now members thereof and such as may hereafter be admitted to membership under the provisions of these Bylaws. Only members shall be allowed to attend Meetings of the Parish as of right, but others may be given the privilege of attendance by vote or by consent of the Parish.

The Parish may establish standards of qualification for membership.

All powers of the Corporation, except such as may be specifically delegated to officers, agents or committees by vote of the Parish or by these Bylaws, shall remain vested in the Parish and shall be exercised by vote of a majority of the Parish members, subject to the quorum requirements as stated in Section 6.

SECTION 5

Membership

Members of the Corporation shall be the voting members of the Parish. Membership in the North Parish of North Andover is open to all persons eighteen years of age and over who subscribe to the working principles of a free faith, are in sympathy with the purposes of the Parish, and who show commitment to the parish through such means as presence and financial support. Anyone who has completed a Unitarian Universalist Coming of Age program and is at least fifteen years of age may become a member of the North Parish with voting privileges. No other test of creed, or faith, and no test of national origin, race, class, gender, gender identity, sexual or affectional orientation, physical or mental disability or other similar test shall be imposed as a condition of membership. Any person wishing to become a member should apply in writing to the Board of Trustees, which shall vote upon the request at its next meeting. Any member may terminate membership by filing a written resignation with the Clerk.

All members of the Parish may vote at all Meetings and on all questions except the call and dismissal of a Minister, purchase and sale of property, the dissolution of the legal organization of the Parish or a vote to change the religious denomination of the North Parish. In all of the excepted cases, hereafter referred to as "special questions", the right to vote shall be reserved to those who are eighteen years of age or older and have been members of the Parish for at least one year prior to the date of the call of the Meeting. However, members under eighteen who have been members of the Parish for at least one year prior to the date of the call of the Meeting may vote on the call or dismissal of the Minister. A proxy vote shall not be honored in any Meeting of the Parish.

Any member who fails to evidence an interest in the Parish through in attendance and lack of spiritual or financial support for a period of two or more consecutive years may be designated an associate member without voting rights by a majority of the Board of Trustees. Any associate member who does not resume active membership after an additional period of two years shall be deemed to have resigned upon a vote of the Board of Trustees.

SECTION 6

Meetings

There shall be an Annual Meeting of the Parish during the month of May at the Parish, for the election of officers and for the transaction of any other business that may legally be brought before the Meeting. The date, hour and the program of procedure shall be determined by the Board of Trustees.

Additional Meetings of the Parish may be held at any time and place upon call of the Board of Trustees, and such Meetings shall be called by the Board of Trustees upon the written request of not less than twenty members of the Parish, stating the purposes for which the Meeting is requested.

All Meetings shall be called by warrant, signed by the Clerk or by someone designated by the Board of Trustees, and shall state the time and place of Meeting and the substance of matters to be considered. The warrant shall include such articles as are proposed by the Board of Trustees and articles which are requested in writing by not less than five members of the Parish. Only such matters as appear in the warrant, other than those of a routine nature, shall be in order at the Meeting.

Notice of the Annual Meeting and additional Meetings shall be given to each member at least ten days before the date of the Meeting and shall include the full warrant. Notices not given in person shall be addressed to the member's last post office or electronic address as recorded with the Clerk. A warrant shall also be posted in the parish hall. Notices of Meetings shall be read from the pulpit on the Sunday next preceding the Meeting, if a regular Parish service be held on that Sunday. No notice of adjourned Meetings shall be required unless the Parish so votes. Notice to members of such adjourned Meetings need include only such reference to the contents of the warrant as the Board of Trustees deems necessary.

Fifteen percent (15%) or more eligible members shall constitute a quorum at any Meeting of the Parish, except for voting on the special questions designated in Section 5, Paragraph Two. For these special questions, the quorum shall be forty percent (40%) of eligible members. In actions dealing with conveyance of property by the Parish, the dissolution of the legal organization of the Parish, or changing the religious denomination of the Parish, a confirming Meeting shall be held with the same criteria and notice as for any Parish Meeting.

The rules contained in the most current edition of Robert's Rules of Order shall govern all Meetings of the Parish. Except as herein otherwise required, a majority of members present and voting shall accomplish any lawful act of the Parish.

SECTION 7

Fiscal Year

The Fiscal Year shall be the twelve months starting with July 1 and ending with June 30.

SECTION 8

Officers and Trustees

The Officers of the Parish shall be a Moderator, a Clerk, a Treasurer and a Collector, elected for a term of one year.

The Board of Trustees shall consist of seven elected members plus the Treasurer and Minister as non-voting members. Two or three Trustees shall be elected annually for a term of three years. No outgoing Trustee who has served three successive years shall be eligible for re-election until the lapse of at least one year following that Trustee's latest term of office. Terms of office of Trustees and Officers shall commence at the close of each May Annual Meeting and continue until the end of the following Annual Meeting for officers, or until their terms expire, for Trustees.

All Officers and Trustees shall be members of the Parish and shall be eighteen years of age or older.

SECTION 9

Moderator

The Moderator shall preside, when present, at all Meetings of the Parish. In regulating proceedings, the Moderator shall have, so far as applicable to the circumstances, the powers of the Moderator in town meetings in Massachusetts. In the absence of the Moderator, the Meeting shall choose a moderator pro-tem for the duration of the Meeting.

SECTION 10

Clerk

The Clerk shall be the recording officer of the Parish and shall keep a complete list of all members and associate members and an accurate and full record of all Parish Meetings. The Clerk shall give notice of all Meetings of the Parish, under the direction of the Parish, or of the Board of Trustees and shall also perform such recording and clerical services as may be required by the Moderator or the Board of Trustees or the

General Laws of Massachusetts. The Clerk shall preside during the election of the Moderator pro-tem.

SECTION 11

Treasurer

The Treasurer shall receive and disburse all monies of the Parish but shall make only such disbursements as are approved or directed by the Board of Trustees and are duly delegated in accordance with the financial Policies and Procedures adopted by the Board of Trustees. The Treasurer shall act as custodian of all funds and investments of the Parish and shall have power to transfer and reinvest them on recommendation of the Finance Committee and approval of the Board of Trustees. All money and securities received shall forthwith be deposited in some institution of deposit and safekeeping, which is approved by the Board.

The Treasurer shall make an annual report to the Parish for the previous fiscal year, summarizing the receipts and expenditures made in the name of the Parish, including the balance of monies and funds held or controlled. This report shall be completed for the close of the fiscal year in accordance with the financial policies and procedures of the Board of Trustees. In addition, the Treasurer shall make similar reports to the Board of Trustees at least quarterly, and as requested by the Board of Trustees... The Treasurer shall be a non-voting member of the Board of Trustees and a voting member of the Finance Committee. The Board of Trustees may appoint an Assistant Treasurer.

SECTION 12

Collector

The Collector shall be responsible for collecting all such monies as the Board of Trustees may require and ensuring that they are deposited in the institution of deposit approved by the Board in accordance with the financial Policies and Procedures of the Board of Trustees. If not the same person as the Treasurer, the Collector shall account to the Treasurer all such collections, at least fortnightly. The Board of Trustees may appoint one or more Assistant Collectors.

SECTION 13

Board of Trustees

The Board of Trustees shall be the principal executive and directing agency of the Corporation, and shall conduct the business of the Parish between congregational Meetings. The Board is responsible for policy making and long-range planning and shall lead the congregation in fulfilling the purposes embodied in the Vision and Mission Statement of the Parish. The Board of Trustees shall keep and maintain all Board Policies and Procedures current.

The Board shall have and exercise advisory supervision over other committees, and may appoint any committees and task forces it deems necessary. The Board shall have the care and custody of all of the property of the Corporation.

Four members of the Board of Trustees shall constitute a quorum and any action of the Board shall require four affirmative votes. However, three or fewer members by unanimous vote may call a Meeting of the Parish for the purpose of filling vacancies in the Board. Any number less than a quorum may adjourn from date to date. Any trustee absent from three consecutive Board meetings without good and sufficient cause as determined by the Board of Trustees shall be considered as resigned and the vacancy shall be filled as permitted in these Bylaws. The Board may accept resignations in its own membership. The Board may also remove from office any non-employee serving in an elected or other position. In doing so, the Board shall conduct an investigation and hearing and upon finding that the person is either unwilling, incapable, or is otherwise failing to fulfill the duties and responsibilities of the position, shall accept the resignation of or otherwise dismiss said person of their duties.

The Board of Trustees shall elect annually, within a month after the Annual Meeting of the Parish, a Board Chair, and a Parish Council Chair. Any of these officers may call meetings of the Board and shall do so upon request of two or more members. The Board shall hold at least six regular meetings during the year, one of which shall be in each calendar quarter. Calling of Board meetings shall be by ordinary and reasonable methods of communication and shall be valid. Notice of Board meetings may be waived by the Trustees.

The Board of Trustees shall be the only agent of the Parish to make contracts or incur indebtedness, except as set forth in committee budgets previously approved by vote of the Parish. No contract or employment involving the expenditure or indebtedness of more than 1 (one) per cent of the annual operating budget for any purpose, or for any group of undertakings involved in one general enterprise, shall be valid unless previously authorized or subsequently ratified by the Parish.

Routine transfers of moneys from unrestricted principal funds into the general budget for the sole purpose of easing temporary cash flow problems throughout the course of the fiscal year shall be allowed by vote of the Board. If, however, during the fourth quarter of the fiscal year it becomes apparent that a greater use of previously authorized unrestricted principal funds may be necessary, a special Meeting shall be called to inform the Parish of such use of funds and to see what further actions the Parish may wish to take. The Board of Trustees shall present to each Annual Meeting of the Parish a summary account of the Parish and a report of the business activities of the Parish for the fiscal year. It shall also submit, with the advice of the Finance Committee and the Parish Council, a proposed annual budget in the form of an estimate of receipts and expenditures for the ensuing year with recommendations as to the conduct of the affairs of the Parish. The budget shall include items making appropriations for the Unitarian Universalist Association.

The Board of Trustees shall annually arrange for an internal or external review of the account of the Treasurer, which shall be presented to the Board every third year. When there is a transition in the Office of Treasurer, an outside review shall be arranged.

In the absence of both the Clerk and the Moderator at the Annual Meeting or Special Meeting, a Trustee shall preside for the election of a Moderator pro-tem and a Clerk pro-tem.

SECTION 14

Books, Records, etc.

All records, books, papers and accounts of the officers, Board of Trustees and committees required to keep records shall be the property of the Parish. They shall at all reasonable times, upon reasonable notice, be open to the inspection by the Board of Trustees or those persons designated by the Board of Trustees. They shall be transmitted by the possessor forthwith, upon retirement, to the next holder of the office. All books and records not in current use shall be in the custody of the Board of Trustees, subject to retention or disposal.

SECTION 15

Vacancies

Vacancies in any elective office, if not filled by the Parish, shall be filled by appointment by the Board of Trustees. Such appointees shall hold office until their successors are elected by the Parish at the next Annual Meeting. Successors elected shall serve for the remainder of the terms of the vacated positions.

SECTION 16

Endowment

The Parish shall have a separate Endowment to assure the long range financial future of the Parish, to help the Parish manage and survive financial emergencies, and to fund capital needs and special projects that further the mission of the Parish.

The Endowment shall be governed by the Endowment Committee, which shall oversee and administer the Endowment in accordance with an Endowment Investment and Distribution Policy passed by a 2/3 majority vote of those members present and voting at an Annual or Special Meeting of the Parish. This Policy shall provide for the protection of the corpus of the Endowment over the long term.

The Endowment Committee shall consist of three members of the Parish, elected by the congregation. Except in the initial terms of each member, when shortened terms will enable a staggered rotation of members, the term of each Committee member will be three years. No Endowment Committee member may serve more than two consecutive 3-year terms. After a lapse of one year, former members can be reelected. No Member may serve on the Endowment Committee while also serving as the Treasurer, Collector, or as an elected member of the Board of Trustees. No employee or paid staff of the North Parish

may serve on the Endowment Committee.

A unanimous vote of the members of the Endowment Committee is needed to carry any motion or resolution, all of which shall be recorded in writing. The Endowment Committee shall elect its own chairperson, and shall report to the Board on a quarterly basis and to the Congregation at the Annual Congregational Meeting.

The Endowment Committee is empowered, acting through its elected chair, to oversee, manage and administer the assets of the Endowment pursuant to the Endowment Investment and Distribution Policy. The Endowment Committee shall act in its sole judgment and discretion as it seems wise and prudent, without further approvals.

The official address of the Endowment and the Endowment Committee shall be the business mailing address of the North Parish; complete financial records of the Endowment shall be held at the Parish office.

Endowment Committee members shall not be held liable for any losses incurred by the Endowment except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each member shall be liable for his/her own acts and omissions of willful misconduct or gross negligence and not the acts or omissions of other members. No member of the Endowment Committee shall act in any self-dealing or transactions with the Endowment in which the member has direct or indirect financial interest. Endowment Committee members shall refrain at all times from conduct in which his/her personal interests would conflict with the interest of the Endowment.

SECTION 17

Committees

The Board of Trustees Committees shall be the Nominating Committee, the Bylaw Review Committee, the Committee on Ministry, the Personnel Committee, and the Finance Committee. These committees shall be appointed by and report to the Board of Trustees and shall not be Parish Council committees.

The Personnel Committee shall establish and review personnel and benefits policies, and shall advise the Board of Trustees and the Minister on all personnel matters.

The Committee on Ministry shall reflect with the Minister on the total ministry of the Parish. In staffing the Committee on Ministry, the Board of Trustees shall make its appointments from nominations made by the Minister.

The Nominating Committee shall be responsible for recommending candidates to fill vacancies in the Board of Trustees and Parish offices. In staffing the Nominating Committee, the Board of Trustees shall not appoint anyone who is a Trustee or Officer.

A Bylaw Review Committee shall be appointed by the Board of Trustees at least every five years to recommend to the Parish such Bylaw changes, if any, as appear advisable. The committee shall consist of at least three members, no more than one of whom may be a Trustee.

The Finance Committee shall consist of the Treasurer, the Assistant Treasurer, one member of the Board of Trustees, and up to three additional members with financial backgrounds. The committee shall be responsible for advising the Treasurer and the Assistant Treasurer on matters pertaining to the management, tracking and reporting of the Church's financial activity. The Finance Committee shall oversee banked and invested funds and authorize changes in the investment portfolio consistent with the investment policy of the church as determined by the Board. With input from the Parish Council, the Finance Committee shall prepare and submit a draft budget to the Board.

The Board of Trustees may appoint other committees and additional members of any committee and may delegate to members of the Board such powers as are not required to be exercised by the committee as a whole.

The Parish Council committees may include, but are not limited to, the Religious Education Committee, the House and Grounds Committee, the Membership Committee, the Music Committee, the Program Committee, the Social Justice Council, the Stewardship Committee, the Finance Committee, the Worship Committee, and any Fundraising Committees. The Board of Trustees shall appoint the Parish Council chair from among the members of the Board of Trustees. The Parish Council shall consist of the chairs of the then-existing Parish Council committees or their designees. The Minister shall be a non-voting member of all Parish Council committees. Each committee shall elect its own officers unless other provision is made by these Bylaws or the Board of Trustees. All committee chairs shall be members of the Parish. The Board of Trustees shall be ex-officio and non-voting members on all committees.

The Parish Council is the coordinating council for all committees that contribute to furthering the Vision and Mission of the Parish and other committees established by the Board. The Council shall serve as a consultant for program activities planned by all the committees and other groups which have an impact on the Church calendar and space usage. The Council shall assist the Finance Committee in preparation of the proposed annual budget, which shall be submitted to the Board of Trustees for its action at least two months prior to the Annual Meeting. The Council shall also affirm as committees and admit to the Council any new programmatic committees that may be created. The Parish Council shall meet at least four times a year and with the Board of Trustees in joint session twice a year.

The Parish Council shall be responsible for ensuring that each committee represented on the Parish Council has established purposes, duties, and staffing requirements in service of the North Parish mission. Each committee shall prepare an annual budget request to the Parish Council. Committees may spend funds appropriated for their budgets up to a limit of \$1,000 for any single item or general undertaking in any fiscal year. Expenditures of \$1,000 or more shall be subject to prior approval by the Board.

SECTION 18

Conveyance of Property

Conveyance of real property to the Corporation or in trust for its benefit shall require the acceptance of the Parish for their validity. Conveyances by the Parish shall require a vote of the Parish to that effect, in accordance with Section 5.

Deeds of the Corporation shall be signed, sealed, acknowledged and delivered in the name of the Corporation by an agent appointed for that purpose by the Parish, or if such an agent is not appointed, by the Treasurer and some member or members of the Board of Trustees named by the Board for this purpose.

SECTION 19

Proof of Bylaws

The Bylaws of the Parish may be proved in any proceeding in which proof is required by a copy certified by the Clerk and a majority of the Board of Trustees.

SECTION 20

Amendments

These Bylaws of the Parish may be amended or repealed at an Annual Meeting of the Parish by a vote of two thirds of the members present and voting.

SECTION 21

Dissolution of the Parish

Any action to dissolve the Corporation and Parish must be approved by a three-fourths vote of members present at a congregational Meeting called to consider such action. The calling, notice, and action of such a Meeting must meet all requirements as noted in Section 6 of these bylaws and a similar confirming Meeting shall also be held in accordance with Section 6.

As a member congregation of the Unitarian Universalist Association, in the event that the members of the corporation vote to dissolve the legal organization known as the North Parish of North Andover, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor.

SECTION 22

Official Seal

The official seal of the Corporation shall be stored in the parish offices. The Clerk shall oversee its use.

v 5-5-2015