**Bylaws of First Parish in Cambridge**

**Amended and restated; adopted by vote of the congregation [date]**

1. **NAME**

The name of this religious society is First Parish in Cambridge, referred to herein as “First Parish.” For identification purposes, it may be called “First Parish in Cambridge Unitarian Universalist.

1. **PURPOSE**
	1. The purpose of First Parish in Cambridge is captured by its Mission statement, adopted by the Congregation in 2011: “Awakened by worship, nourished by tradition, and united by love, we strive to create a multicultural, spirit-filled community that works for justice, fosters spiritual curiosity and faith formation, shares joy, heals brokenness, and celebrates the sacred in all …”
	2. This religious society recognizes that its organization is congregational both in tradition and also in policy.
2. **CONGREGATIONAL MEMBERSHIP IN UUA**

First Parish shall be a member of the Unitarian Universalist Association of Congregations and its regional affiliate and shall recognize its responsibilities of fellowship in these entities.

1. **NONDISCRIMINATION**

This Congregation affirms and promotes the full participation of persons in all of our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to beliefs, ages, classes, colors, ethnicities, abilities, sexual orientations, and gender identities and expressions.

1. **MEMBERSHIP**
	1. For Unitarian Universalists, a covenant is a promise. It is not a doctrine, creed, or test of belief. Our practice of joining together in covenanted community is the precious core of our free faith. We directly inherit our understanding of covenant from the *Cambridge Platform*, a document that resulted from a meeting of Massachusetts puritans in this society’s meeting house in 1648.
	2. **OUR COVENANT,** adopted by the Congregation in 2003: “In covenant with one another and all we hold sacred, we answer the call of love, welcoming all people into the celebration of life, searching for truth and freedom, and striving for justice and compassion, to nourish and serve each other, our community, and our world.”
	3. **REQUIREMENTS.** Any person who is in sympathy with the Covenant and Mission of this Congregation, who strives to learn about Unitarian Universalism and about First Parish in Cambridge through pre-membership opportunities, and who makes a financial contribution may apply to be a Member. When approved by the Standing Committee the person may sign the membership book.
	4. **CATEGORIES**
		1. **Voting Members** are those Members who are at least fifteen years of age, or in the case of youth under fifteen, who have completed a Unitarian Universalist coming of age program, and who have made a financial contribution of record within the twelve months preceding a vote. New Members become Voting Members when Standing Committee approves their applications.
		2. **Honorary Members** are those Members who are no longer able to participate in the activities of the congregation but wish to retain an affiliation. Honorary membership is a non-voting status.
	5. **EXPECTATIONS**

Voting Members are expected to participate actively in the programs of First Parish and to make a recordable financial contribution each fiscal year. That contribution should represent an amount judged by the Member to be a fair share of the needs of First Parish, in light of the Member’s income and means, and the fact that generous contributions from others in the past have sustained and built the religious society that we enjoy today.

* 1. **REMOVAL**

A Member shall be removed from membership in case of:

* The Member’s death;
* Written request by the Member;
* A two-year period of inactivity or lack of current contact data; or
* Removal for actions that threaten the wellbeing of the Congregation, when approved by Standing Committee.
1. **CONGREGATIONAL MEETINGS**
	1. **ANNUAL MEETINGS.** The annual business meeting of the Congregation shall be held in the final quarter of each fiscal year, at such time and place as determined by the Standing Committee. The agenda for the annual meeting shall include voting on adoption of an annual budget, election of Officers and At-large Members of the Standing Committee, and other business as appropriate.
	2. **SPECIAL MEETINGS.** Special congregational business meetings may be called by the Standing Committee at any time and shall be called upon receipt by the Standing Committee of a written petition requesting such a meeting signed by at least 15% of all Voting Members. The Clerk shall call such a meeting. A call for a special congregational business meeting, either by the Standing Committee or by petition, shall state the purpose of the meeting. No other business may be transacted at such a meeting.
	3. **NOTIFICATIONS.** Written notice stating the place, day, hour, and agenda of any congregational business meeting shall be conveyed to each Member entitled to vote at such meeting not fewer than 21 days before the date of such meeting, or at the direction of the Standing Committee if compelling need for shorter notice is encountered.
	4. **QUORUM.** Twenty percent (20%) of the voting membership shall constitute a quorum, except that 30% shall be required in order to amend these bylaws, and 50% shall be required in order to make decisions about calling or terminating a Minister, the purchase or sale of capital property, borrowing funds from the Endowment Fund, withdrawing funds from the Endowment Fund without the intent to repay, and dissolution of First Parish in Cambridge.
	5. **VOTING.** A simple majority of those votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, unless otherwise noted in these bylaws. Our democracy calls us to respect the need for discussion and debate, and for that reason, not absentee or proxy voting is allowed.
	6. **OTHER PROVISIONS.** Services of worship shall be held regularly at such time and place as shall be determined by the Standing Committee.
2. **GOVERNING STRUCTURE**
	1. **CONGREGATIONAL DELEGATION.** The Congregation delegates all of its authority to manage the work and resources of First Parish to the Standing Committee, except for those actions it expressly reserves to itself, which are election of Officers, approval of the budget, calling and terminating a Lead Minister, taking loans or withdrawals for the Endowment, purchase or sale of capital property, amending these bylaws, and dissolution of this religious society.
	2. **STANDING COMMITTEE**
		1. **COMPOSITION AND ELECTION**
			1. Supervision and direction of the affairs of First Parish shall be vested in its governing board, the Standing Committee.
			2. Standing Committee shall be comprised of four Officers, Chair, Vice Chair, Clerk, and Treasurer, and three Members at Large, the latter elected for staggered terms.
			3. To serve on the Standing Committee, a person must be a Voting Member.
			4. The Lead Minister, Congregational Administrator, and the immediate past Chair of the Standing Committee serve as ex officio, non-voting members.
			5. Standing Committee members take office on July 1.
			6. Nominations for the Standing Committee may be made by petition to the Clerk of any 10 Voting Members.
		2. **TERM LENGTHS AND TERM LIMITS**
			1. The Chair serves a one-year term in that office and the following year in ex officio, non-voting status at Past Chair.
			2. The Vice Chair serves a one-year term.
			3. The Clerk, Treasurer, and At-large Members serve two-year terms and are eligible for reelection once.
			4. A person who has been appointed to office, or elected to a partial term to fill a vacancy, shall not be considered to have served such term for purposes of determining whether such person is eligible for a term.
			5. After a lapse of one year following service, eligibility is reestablished.
		3. **RESPONSIBILITIES**

The Standing Committee, subject to the authority of the Congregation, is the principal policy forming body of First Parish. The Standing Committee has full authority and responsibility, except as limited by these bylaws, to act on the business and programs of First Parish in Cambridge.

* + 1. **FREQUENCY, MEANS, AND NOTICE OF MEETINGS**
			1. Regular meetings of the Standing Committee shall be held at a location and on dates and times it determines.
			2. Special meetings of the Standing Committee may be called by the Chair, or by the Clerk on the written request of any two Standing Committee members.
			3. Meetings may be held by telephone, videoconference, or similar means, provided that any action taken is subsequently ratified at the next in-person meeting.
			4. Individual members may participate in Standing Committee meetings by telephone, videoconference, or other means, provided that all members can hear one another and have the opportunity to participate.
			5. Written notice of both regular and special meetings shall be sent to each member at least four days before the date of the meeting.
		2. **QUORUM**

A quorum for conducting business is four (4) Standing Committee members or a majority of those currently in office, whichever is greater.

* + 1. **OPEN MEETINGS**

Regularly scheduled meetings shall be open to the Congregation and minutes of each meeting shall be made available to the congregational membership. Congregants who are not Standing Committee members may speak at Standing Committee meetings, but may not make motions or vote.

* + 1. **MINUTES**
			1. Complete and accurate minutes shall be kept of any and all regular or special meetings of the Standing Committee excluding executive sessions. A record set of final approved minutes shall be kept in indexed form at a place determined by the Standing Committee to be safe from loss or damage.
			2. A second set of such minutes shall be kept in a place and under conditions that shall make them readily available to all Members of the Congregation.
			3. All recorded minutes shall be formally approved, and shall be signed by the Clerk certifying that such minutes are as approved by the Standing Committee.
		2. **OTHER PROVISIONS**

In the event of a vacancy, the Standing Committee shall have the authority to appoint a replacement to serve until the next annual business meeting, at which time a person shall be elected to fill the unexpired term, if any, of the person being replaced. If the office of Chair becomes vacant, the appointee must be a present member of the Standing Committee.

* + 1. **COMMITTEES**

Standing Committee shall from time to time appoint and charge such advisory committees and limited-term task forces as it deems helpful in carrying out its responsibilities.

* 1. **OFFICERS**
		1. **COMPOSITION**

The Officers of First Parish in Cambridge are the Standing Committee Chair, the Vice Chair, the Clerk, and the Treasurer.

* + 1. **RESPONSIBILITIES**
			1. The Chair of the Standing Committee is the chief governance officer of First Parish and in that capacity is responsible for assuring that these bylaws are followed and that the policies of First Parish are adhered to. The Chair will from time to time review the policies to assure that they are adequate for the moment.
			2. In addition to exercising the powers and duties of their respective offices, each elected Officer shall have any further duties and responsibilities assigned to them by the Standing Committee.
1. **MINISTERS**
	1. **RELATIONSHIP AND RESPONSIBILITY**

The Minister and the Congregation shall share responsibility for the wellbeing of First Parish and for collaborating intentionally and fruitfully in support of its striving to live into its Mission. The Congregation looks to its Minister for spiritual leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional, inspired administration. It is a basic premise of this Congregation that a Minister has the right to express personal views and values when in the pulpit or through any other means of communication.

* 1. **QUALIFICATIONS**
		1. The Minister shall be in fellowship with the Unitarian Universalist Association and shall remain in fellowship.
		2. The Lead Minister shall be a member in good standing of the Unitarian Universalist Ministers Association and adhere to that organization’s code of conduct.
	2. **THE LEAD MINISTER**
		1. **RESPONSIBILITIES**

The Lead Minister shall be responsible to the Standing Committee for implementing the policies determined by the Standing Committee, and shall operate under the general supervision of the Standing Committee. The Lead Minister shall supervise all staff, including the ministerial staff, and programs.

* + 1. **CALLING THE LEAD MINISTER**
			1. **MINISTERIAL SEARCH COMMITTEE**

The Standing Committee shall appoint a Search Committee from among the Voting Members of the Congregation, upon notification of an immediate or future vacancy of a lead ministerial office. Such committee shall recommend its candidate to the Standing Committee and then to the Voting Members for approval.

* + - 1. **PLURALITY OF CALL**

The Lead Minister shall be selected by 90% of those Members voting at a special meeting called for such purpose. Any candidate considered for selection shall first have been recommended for consideration by the membership by affirmative approval of the Standing Committee.

* 1. **DISMISSAL AND TERMINATION OF CALL**

The contractual relationship between Ministers and First Parish, acting through a majority vote of the Congregation, may be dissolved by either party for any reason upon three months’ written notice. Such provision shall be incorporated in any contractual agreement.

1. **OTHER PROFESSIONAL AND SUPPORT STAFF**
	1. All staff shall be responsible to the Lead Minister, who shall determine direct lines of reporting as appropriate to a staff member’s job duties and responsibilities.
	2. The Congregational Administrator shall be operations director of First Parish and shall be responsible to the Standing Committee in conjunction with the Lead Minister for overseeing the day-to-day operations of First Parish.
2. **FISCAL MATTERS**
	1. **FISCAL YEAR.** The fiscal year shall begin July 1 and end June 30.
	2. **THE FIRST PARISH ENDOWMENT.** The generosity of several generations of First Parish Members brought about creation of the Endowment with the intent that it be maintained on a long-term basis, providing support for the Congregation’s Mission into the future. The Endowment comprises both donor-restricted and Standing Committee-restricted funds. Standing Committee is responsible for managing the Endowment on behalf of the First Parish Mission in a justice-seeking and fiduciary responsible manner.
	3. **LOANS FROM THE FIRST PARISH ENDOWMENT.** Standing Committee may borrow funds, pledge or assign, or otherwise use assets from the Endowment when the following conditions are met:
		1. Receipt of a needs statement including purpose of the loan, amount, and interest rate, with a feasible repayment plan including payment schedule and identification of the source of revenue from which to repay the loan.
		2. Favorable recommendation by any advisory group on finance it may have appointed.
		3. A 66% favorable vote by the Standing Committee.
		4. Early dissemination to the Members of a detailed written notification, including the rationale for the loan.
		5. A 66% favorable vote by the Members at a congregational business meeting.
	4. **WITHDRAWALS FROM THE FIRST PARISH ENDOWMENT.** Standing Committee may withdraw funds in excess of the annual distribution without the intention to repay when the following conditions are met:
		1. Favorable recommendation by any advisory group on finance it may have appointed.
		2. A 66% favorable vote of the Standing Committee.
		3. Early dissemination to the Members of a detailed written notification, including the rationale for with withdrawal.
		4. A 66% favorable vote of the Members taken at the second of two consecutive congregational business meetings at which the withdrawal is discussed.
	5. **PURCHASE OR SALE OF CAPITAL PROPERTY.** Standing Committee may purchase, encumber, or sell capital property when the following conditions are met:
		1. Favorable recommendation by any advisory group on finance it may have appointed.
		2. A 66% favorable vote of the Standing Committee.
		3. Early dissemination to the Members of a detailed written notification, including the rationale for the purchase or sale.
		4. A 66% favorable vote of the Members at the second of two consecutive congregational business meetings at which the purchase or sale is discussed.
3. **DISSOLUTION**

Any action to dissolve First Parish in Cambridge must be approved by a 66% favorable vote of the Members taken at the second of two meeting called specifically to consider such action, for which a detailed written notice, including the rationale for dissolution, has been issued to all Members eligible to vote in accordance with the provisions of these bylaws. Should First Parish cease to function and the Membership vote to disband, any assets, if any remain after paying debts, shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with whatever laws are applicable.

1. **OTHER PROCEDURAL, FINANCIAL, LEGAL, AND INSURANCE PROVISIONS**
	1. **PROCEDURE.** At all meetings of the Standing Committee and Congregation, the current version of Robert’s Rules of Order, as approved by the Robert’s Rules Association, shall be the applicable authority on matters of parliamentary procedure to the extent that they are not inconsistent with these bylaws, the Articles of Incorporation, or applicable law. The Standing Committee may appoint a parliamentarian and such other persons as may be necessary to assist at each membership meeting.
	2. **INDEMNIFICATION.** A Standing Committee member, Officer, employee, or agent of First Parish in Cambridge shall not be personally liable to First Parish or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from: (1) any intentional breach of duty or loyalty to First Parish or its Members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. First Parish shall indemnify any person and their estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as a Standing Committee member, Officer, employee, or agent of First Parish.
	3. **LEGAL**
		1. **OPEN RECORDS.** All records of First Parish other than those of a personal nature shall be made available for inspection by any Member during reasonable office hours.
		2. **INTERPRETATION.** These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of First Parish in Cambridge in order to accomplish the purposes stated in its Mission Statement.
		3. **BONDING.** The Chair, Vice Chair, Treasurer and other authorized signatories may be bonded at the expense of First Parish in an amount determined by the Standing Committee.
		4. **PROTECTION OF NON-PROFIT STATUS.** Neither the Standing Committee nor any Officer or employee of First Parish in Cambridge shall take any action or allow any activity or use of it property that shall endanger the non-profit status or charitable, tax-exempt status of First Parish in Cambridge or its property or alter its exemption as a religious society from the federal and state tax and corporate reporting requirements that apply to other charitable organizations. Nothing in these bylaws shall be construed to allow a violation of this section.
		5. **REPRESENTATION.**
			1. The Chair, or any other Member of First Parish who is specifically authorized by the Members or the Standing Committee may represent the entire Congregation in any public or private meeting.
			2. The Social Justice Council, having been authorized by the Congregation, may act or speak on a social action issue that is within its purview, provided the action is consistent with Unitarian Universalist principles. Such speech or action will represent the views of the Council, and not necessarily the entire Congregation.
2. **AMENDMENT**

These bylaws, so far as allowed by law, may be amended or replaced at the annual or any special congregational business meeting by a 66%vote of those present and voting. Proposed changes shall be included in the written notification distributed prior to the meeting.