

The First Parish in Portland Maine Unitarian Universalist BYLAWS

APPROVED February 1, 2015 at a Special Membership Meeting

Article I: NAME

The name of this religious society is “The First Parish in Portland Maine Unitarian Universalist” (referred to herein as “the society” or “First Parish”)

Article II: PURPOSE

The purpose of this society shall be to sustain the right of religious worship and to promote the principles and purposes of the Unitarian Universalist Association. The society shall operate as a religious institution under the provisions of Section 501(c)3 of the Internal Revenue Code. This society affirms and promotes the full participation of all persons in its activities—including membership, programming and the calling of religious professionals— without regard to race, color, gender, gender expression, physical or mental ability, affectional or sexual orientation, age, class or national origin. Ultimately the society’s practices are guided by its congregational polity and religious principles. The principles that the First Parish affirm and promote are:

- The inherent worth and dignity of all people;
- Justice, equity and compassion in human relations;
- Acceptance of one another and encouragement to spiritual growth in our congregations;
- A free and responsible search for truth and meaning;
- The right of conscience and the use of the democratic process within our congregation and society at large;
- The goal of world community with peace, liberty and justice for all;
- Respect for the interdependent web of all existence of which we are a part.

Article III: DENOMINATIONAL AFFILIATION

First Parish shall be a member of the Unitarian Universalist Association and the Northern New England District of the Unitarian Universalist Association.

Article IV: MEMBERSHIP

Section 1. Any person sixteen years of age or over may become a Voting Member by signing the membership book and by declaring himself/herself in sympathy with the purpose of this society. Membership in First Parish is an important commitment. Voting members are invited and encouraged to participate in and contribute to the life of First Parish, specifically by volunteering their time and talents, by joining the congregation on Sunday mornings and by making a generous financial contribution.

Section 2. Any member may withdraw or transfer his/her membership at any time by so notifying the Clerk.

Section 3. If a member has not attended, financially supported or otherwise contributed to the society for over a year's time, the Clerk shall assign inactive membership status to that person if he/she does not respond within thirty (30) days after being asked if they wish to remain an active member.

Article V: FRIENDS OF FIRST PARISH

A "friend" is defined as an individual who financially supports or otherwise contributes to the society, but wishes to remain a non-member.

Article VI: VOTING

Only Voting Members may vote at any meeting of the society or serve on the Governing Board, the Board of Trustees of First Parish, the Board of Trustees of Youth and Family Outreach, the Committee on Ministry, as Chaplains and as Standing Committee Chairs.

Article VII: MEETINGS

Section 1. The business meetings of this society shall be referred to in these bylaws as "Membership Meetings" and shall be open to members and friends of the society.

Section 2. The Annual Membership Meeting shall be held each year in May or June at a time set by the Governing Board. The business shall be to elect Members of the Governing Board, the Board of Trustees of First Parish, Memorial Garden Trustees, Trustees of Youth and Family Outreach, to hear the Minister's annual report, to hear other reports scheduled by the Governing Board and to transact any other business as may be appropriate.

Section 3. The Governing Board shall set the date, typically at the Annual Membership Meeting, as to when the membership shall vote on the proposed annual budget of the society.

Section 4. Special Membership Meetings also may be called by the Governing Board. The Governing Board shall call a Membership Meeting if petitioned in writing by twenty (20) percent of the active members, notice of such meetings to be given eight (8) days in advance. The petition shall state the business to be considered and the notice of meeting shall be limited to that purpose. The meeting must be held within thirty (30) days of the receipt of the petition by the Governing Board. The business of the Special Membership Meeting shall be limited to the purpose(s) stated by the advance notice.

Section 5. Twenty (20) percent of the active membership shall constitute a quorum for a Regular or Special Membership Meeting.

ARTICLE VIII. THE GOVERNING BOARD

The Governing Board shall consist of the elected officers of First Parish and four members-at-large who shall be nominated from the members of the congregation. The Minister and the Director of Religious Exploration shall serve in ex officio capacity. The members of the Board shall be elected at the Annual Membership Meeting and shall serve terms which shall be staggered to allow continuity.

Section 1. Membership and Terms of Office

President	Two-year term	
Vice President	Two-year term	Served jointly with the President's term
Clerk	Two-year term	To be staggered with the President and VP's term
At-Large (Four Positions)	Limit of two consecutive three-year terms staggered among the four At-Large members	At-Large representatives shall be assigned to Finance, Personnel, Denominational Affairs, and Nominating Committees.

Section 2. Duties of the Governing Board

- a. The Governing Board shall be responsible for the general administration of the affairs of First Parish with the power to conduct and approve all business transactions of First Parish consistent with and defined within First Parish policies and procedures.
- b. The Governing Board shall be responsible for the promotion and monitoring of First Parish programs and supporting ministries including but not limited to: Worship, Music, Caring, Religious Exploration, Membership, Faith in Action, Buildings and Grounds, Communications and Leadership Development.
- c. The Governing Board shall be responsible for strategic planning as it relates to the First Parish mission and the Unitarian Universalist principles and purposes.
- d. The Governing Board shall be responsible for managing expenses in relation to revenues to maintain a balanced budget. (If a deficit is planned, such deficit must be recommended with reasons by the Governing Board and authorized at a membership meeting. If a revenue shortfall or extraordinary expense seriously threatens plans for a balanced budget, the Governing Board is responsible for communicating with the membership and seeking advice or necessary remedial authorizations).
- e. The Governing Board shall, after consultation with the Finance Committee Chair, approve the Income Treasurer and the Expense Treasurer.

Section 3. Duties of the Governing Board Officers

- a. The President shall preside at all meetings of First Parish and the Governing Board. The President shall represent First Parish as appropriate and directed by the Governing Board.
- b. The President shall not cast a vote except to do so in the event of a tie.
- c. The Vice President shall act in place of the President during any absence of the President or at the request of the President and shall perform other duties as may be delegated by the President or as identified within these bylaws or First Parish policies and procedures.
- d. The Clerk shall maintain accurate recording of meetings of the Governing Board and Membership Meetings of First Parish. The Clerk shall maintain a current and accurate record of the status of First Parish members, post notices of all Membership Meetings

and shall be responsible for official correspondence of First Parish.

e. The Minister shall, after consultation with the Personnel Committee and the Governing Board, be responsible for the employment and dismissal of all employees not called by the membership.

Section 4. Steering Committee

a. The Steering Committee of the Governing Board shall consist of the President, Vice President, Chair of the Committee on Ministry, the Lead Minister and a Trustee representative as necessary.

b. The Steering Committee shall meet monthly, or as necessary, to formalize the agenda for Governing Board meetings and to identify those items not specific to the Governing Board agenda by assigning such items to the various committees, teams and ministries.

c. The Governing Board may delegate additional powers and responsibilities to the Steering Committee on an ad hoc basis.

Section 5. Governing Board Meetings

a. Meetings of the Governing Board shall consist of a quorum of no fewer than five (5) members of the Governing Board.

b. All meetings, except closed sessions, of the Governing Board shall be open to members and friends of First Parish and to invited guests.

c. The Governing Board shall hold a minimum of four (4) meetings per year.

d. Meetings shall be called by the President, or in the absence of the President, by a designated Officer.

e. Notice of the time of Board meetings shall be given to each member of the Governing Board and announced to the general membership through all mediums determined appropriate and necessary by an officer of the Board.

f. Governing Board members with two (2) or more unexcused absences during a term of office may be asked to resign.

g. Proxy votes shall not be allowed.

Article IX. STANDING COMMITTEES

The Standing Committees are those committees that help to serve the essential business functions of the Governing Board and First Parish Church.

Section 1. Finance Committee shall consist of a Chair, one at-large representative from the Governing Board, a member of the Board of Trustees and two or more other members approved by the Governing Board.

a. The Finance Committee shall

(i) supervise the annual canvass and pledge drive;

(ii) oversee financial matters of the society other than those already delegated to the Trustees of First Parish;

(iii) communicate with the Governing Board and the congregation regarding First Parish's finances;

- (iv) advise and make recommendations to the Governing Board;
 - (v) work with the Governing Board, committees, teams and ministries to prepare a draft annual budget for review, discussion and approval by the Board and to present a proposed budget at the Annual Membership Meeting;
 - (vi) arrange for and review the results of an annual audit or other review of the Financial records;
 - (vii) prepare occasional long-range planning forecasts and budgets and update and review such forecasts and budgets as necessary; and
 - (viii) assist in coordinating and encouraging fund-raising events.
- b. The Finance Committee may appoint such necessary regular or ad hoc Teams as may be required to carry out its duties; e.g. a Canvass Team and/or a Fund Raising Team.
- c. The Finance Committee will recommend for approval by the Governing Board one Income Treasurer and one Expense Treasurer.

Section 2. The Personnel Committee shall include the Vice President, a member of the Trustees and up to three members approved by the Governing Board.

- a. The Chair shall create overlapping terms of service on the Personnel Committee to ensure continuity.
- b. The Personnel Committee shall prepare and recommend to the Governing Board job descriptions, salaries, benefits and terms of employment for employees not called by the membership.
- c. The Personnel Committee shall hear the concerns of and about such employees.
- d. The Personnel Committee shall, in consultation with the Lead Minister, provide to the Governing Board an annual evaluation of all employees not called by the membership.
- e. It shall, in consultation with the Lead Minister and the Religious Exploration Ministry, recommend to the Governing Board the employment of a Director of Religious Exploration.

Section 3. The Nominating Committee shall consist of a Chair and at least three other members elected to staggered three-year terms, and include one at-large representative to the Governing Board. The First Parish Membership shall elect one member of the Nominating Committee and fill any vacancy on the Nominating Committee for the remainder of a term at each Annual Meeting. The Governing Board may appoint members to fill any vacancies on the Nominating Committee until the next Annual Meeting. The Nominating Committee shall:

- a. Recommend officers and individuals to serve on the Governing Board, chairs of the Standing Committees as appropriate, members of the Board of Trustees of First Parish, members of the Trustees of the Memorial Garden, members of the Trustees for Youth and Family Outreach and the liaison for Youth and Family Outreach;
- b. Present a full slate of candidates as required to the membership at the Annual Meeting;
- c. Recommend to the Governing Board individuals to fill openings that may occur until the next Annual Meeting;
- d. Solicit the advice of appropriate members, committees, boards and/or professional staff in completing its duties.

Section 4. The Denominational Affairs Committee shall consist of a Chair, one at-large representative to the Governing Board and at least two other members approved by the Governing Board. The Denominational Affairs Committee shall:

- a. Provide to the congregation information on developments and issues relating to the Unitarian Universalist Association (UUA) and the Northern New England District (NNED);
- b. Assist in seeking ways to acquaint and involve First Parish with the work of the Denomination;
- c. Seek to connect First Parish with the resources of the UUA and NNED;
- d. Ascertain the necessary financial support of First Parish to the larger denomination and to advocate such support in the annual budget;
- e. Be involved with such other areas as will enhance and benefit First Parish.

Section 5. The Buildings and Grounds Committee shall consist of a Chair, one representative from the Steering Committee, and at least two other members approved by the Governing Board. The Buildings and Grounds Committee shall:

- a. Assist in supervising the Sexton on his routine repair and maintenance responsibilities;
- b. Oversee the routine maintenance of the church grounds, except for the Memorial Garden, and recommend to the Board of Trustees, in consultation with Governing Board, major building and grounds maintenance projects or alterations;
- c. Oversee the ongoing routine maintenance and repair of the structure and the mechanical and electrical systems for First Parish property.

ARTICLE X: SPECIAL AND APPOINTED COMMITTEES

Section 1. The Committee on Ministry (COM) shall consist of three members who shall be appointed for two-year staggered terms, with two members appointed in odd years and one in even years by the Governing Board. Each member shall not serve more than two successive terms. The Lead Minister shall submit two names of active members for each available seat on the COM to the Governing Board for approval. For a newly settled ministry, the Lead Minister may select the Ministerial Search Committee members, members of the negotiating team or outgoing officers to act as the Committee on the Ministry for the first six (6) months of any new Lead Minister's ministry. After the first six months, the new Lead Minister may submit names to the Governing Board for approval as a subsequent Committee on Ministry. In the event of a vacancy, members shall be replaced following the above guidelines. The COM shall establish its own working guidelines for planning meetings and fulfilling its duties as set forth below.

- a. The COM shall meet regularly for the following purposes:
 - (i) to function as a support group for the Minister;
 - (ii) to function as a communication channel between the Minister and the congregation;
 - (iii) to interpret for the congregation the nature and scope of the work of the Minister;
 - (iv) to review and discuss the Minister's periodic reports with her/him in relation to the church's Strategic Plans and policy governance;

- (v) to work with the Minister on his/her professional development program and sabbatical planning and to recommend such plans to the Governing Board and congregation;
- (vi) to be familiar with professional codes of ethics and UUA guidelines, and work to ensure their implementation.

Section 2. The Ministerial Search Committee shall be established in the event of a vacancy in the Ministry, which includes Assistant or Associate Ministers or a Minister of Religious Education. This Committee shall consist of seven (7) active members of First Parish, including not more than two (2) members of the Governing Board. The President of First Parish shall be ineligible to serve on the Ministerial Search Committee.

- a. The Ministerial Search Committee shall be elected from nominations submitted by the Nominating Committee and nominations from the floor at a Membership Meeting of the society, called and conducted in accordance with Article VII of these bylaws.
- b. The Ministerial Search Committee shall proceed in accordance with procedures recommended by the Department of Ministerial and Congregational Services of the Unitarian Universalist Association, and shall work in consultation with the Ministerial Settlement Representative of the Unitarian Universalist Association.
- c. To be eligible for election as a Lead Minister or an Assistant or Associate Minister or a Minister of Religious Education, a candidate must hold, or be applying for, a Ministerial Fellowship with the Unitarian Universalist Association, and must thereafter maintain such Fellowship to continue the ministry of this society.
- d. The Ministerial Search Committee members shall be responsible for drafting a Letter of Agreement, in consultation with a separate negotiating team as appointed by the Committee (which team may include the President of First Parish), between any new Minister and First Parish.
- e. The Ministerial Search Committee's duties shall end after the new Minister is settled.

Section 3. The Program Council shall consist of three to five members and shall be appointed annually by the Governing Board (GB). The Program Council shall establish its own working guidelines for the term and length of membership, filling vacancies, planning meetings and fulfilling its duties as set forth below:

- a. Program Support
 - i. To implement the GB's vision;
 - ii. To bring relevant topics of concern that arise at the program level to the GB.
 - iii. To know each committee, team, ministry and their process completely;
 - iv. To assist the GB with quarterly meetings of all committee, team and ministry chairs to evaluate the overall implementation of the First Parish Mission and Vision.
- b. Congregational Support: The members of the Program Council will be available to any member of the congregation who has concerns about the work of

any of the committees, teams and/or ministries that fall under the purview of the Program Council.

The Governing Board shall appoint the Chair of the Program Council from among the members of the Council. The Chair of the Program Council shall sit on the Steering Committee.

ARTICLE XI: BOARDS AND AUXILIARY ORGANIZATIONS

Section 1. The auxiliary organizations shall consist of any groups as the Governing Board may approve.

Section 2. The Board of Trustees of First Parish is a supportive organization of First Parish. Subject to the Declaration of Trust dated April 30, 1906, the purpose of the Board of Trustees of First Parish is to receive and hold in trust for the use of First Parish, or any successor organization, any and all funds and other property, real or personal, that may be donated, devised, bequeathed or conveyed to said Trustees. Members to the Board of Trustees are elected by the membership of First Parish in accordance with the Trustees' Declaration of Trust. The Trustees shall give a report at the Annual Meeting of First Parish.

Section 3. The purpose of The Board of Trustees for Portland Ministry at Large (dba Youth and Family Outreach) shall be to promote the religious and charitable improvement and condition of the Greater Portland community by such modes of relief and administration as the Trustees may judge best suited to the object, all in support of and in furtherance of the purpose of First Parish. Members of the Board of Trustees for Portland Ministry at Large are elected by the membership of First Parish in accordance with Portland Ministry at Large bylaws. The Trustees shall give a report at the Annual Meeting of First Parish.

Section 4. The Trustees of the Memorial Garden (TMG), an auxiliary group approved by the Governing Board, shall have the responsibility for overseeing the long-term care, preservation and improvement of the Memorial Garden.

- a. The TMG shall have at least one member of the Board of Trustees and one member appointed by the Trustees of First Parish.
- b. The TMG is empowered to receive and expend for the care, preservation, improvement, or benefit of the Memorial Garden any and all property that may hereafter be devised, bequeathed, conveyed or delivered to said TMG.
- c. The TMG is also empowered to receive and expend for the care, preservation, improvement or benefit of the Memorial Garden any and all funds appropriated to it, from time to time, by the Governing Board.

ARTICLE XII: MINISTER(S)

Section 1. Letter of Agreement

- a. There shall be a separate Letter of Agreement between First Parish and the Lead Minister and any Assistant or Associate Minister or such additional ministers of First Parish, which letter shall detail the rights, obligations, and remuneration of the Minister. This agreement shall be signed by the Minister and the President of First Parish, and shall be reviewed annually.
- b. The agreement shall be approved by the Governing Board and shall be consistent with the bylaws of First Parish.

Section 2. Election or Dismissal

- a. A candidate for the office of Minister of First Parish shall be nominated as outlined in Article X, Section 2, by the Ministerial Search Committee.
- b. A Minister may be called or dismissed by a two-thirds (2/3) vote of the active members present at any Regular or Special Membership Meeting. In the event of such election or dismissal, the advice of the following should be sought:
 - (i) Unitarian Universalist Association.
 - (ii) Unitarian Universalist Ministers Association

Section 3. Terms of Office

- a. Each Minister shall begin his/her ministry at First Parish at such time as his/her acceptance of the terms as voted by the membership, and shall continue for as long as is mutually agreed upon by the Minister and the membership.
- b. Each Minister shall have every right to express his/her views and values when in the pulpit or through other channels of communications.
- c. Each Minister shall have every right to associate himself/herself with a particular cause, organization or activity according to his/her own desires, and has the freedom to speak and act upon the truth as he/she understands it.
- d. Each Minister shall have every right to speak for himself/herself, but not for the Governing Board or the congregation unless authorized to do so by the Governing Board or by official action of the congregation.

Section 4. Duties

- a. The Senior Minister shall provide a full-time professional ministry to First Parish, and shall perform such duties normally expected of a minister and as agreed upon in the Letter of Agreement. Any additional minister shall provide full- or part-time professional ministry and shall perform such duties as needed or as agreed upon in the Letter of

Agreement.

b. The Senior Minister supervises the ongoing activities of the Director of Religious Exploration, the Organist/Music Director, the Sexton, the Church Administrator, and any other church staff, and shall work in cooperation with the staff, the Governing Board, Trustees of First Parish, Trustees of Youth and Family Outreach, and all Committees, Teams and Ministries in fulfilling the duties of the ministry. The Minister in consultation with the Governing Board and Personnel Committee remains responsible for employment, discipline, dismissal and compensation of the staff.

c. The Minister(s) shall be an ex officio member of the Governing Board and all Committees, Teams and Ministries, except as is inconsistent with these bylaws. The Minister(s) shall offer support and consultation to church Committees, Teams and Ministries as may be appropriate.

Section 5. Additional Ministers. After consultation with the Minister, additional Ministers may be called and will serve in accordance with Article XI, Section 2 and this Article.

ARTICLE XIII: FISCAL YEAR

The fiscal year shall be July 1–June 30 or such other year as set by the Governing Board.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order, Revised shall govern in all issues to which they are applicable, to the extent they are consistent with the bylaws or special rules or order adopted by the active members in the course of the Membership Meeting to which said special rules of order are to apply.

ARTICLE XV: BYLAWS

These bylaws shall supersede all previous bylaws.

ARTICLE XVI: AMENDMENTS AND REVISIONS

Revision or amendments of these bylaws may be presented by the Governing Board or by a committee appointed by the Governing Board for that purpose or by petition of twenty (20) percent of the members of this society qualified to vote. Notice of any proposed revision or amendments shall be presented in full, in notice of the meeting at which said amendments or revisions are to be acted upon. These bylaws may be amended or revised at any Membership Meeting of this society called in accordance with Article VII.