

The First Parish in Portland Maine Unitarian Universalist BYLAWS

APPROVED December 08, 2019

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 First Parish affirms and promotes 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 Member with voting privileges by signing the membership book and by declaring to be in sympathy with the purpose of this society. Membership in First Parish is an important commitment. 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. Members may withdraw or transfer their membership at any time by so

notifying the Minister.

Section 3. If a member has not attended, financially supported or otherwise contributed to the society for over a year's time, the Minister shall assign inactive membership status to that person if the person 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 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, or serve 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, and Trustees of Youth and Family Outreach; and 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 shall serve in an 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 correspond with the President's term
At-Large (Four Positions)	Limit of two consecutive three-year terms staggered among the four At-Large members	At-Large representatives shall participate in Finance, Personnel, Denominational Affairs, and Nominating Committees as described in the First Parish Board Policies.

*If necessary, a one-year interim Vice President position may be utilized for the first year of the Vice President's term

Section 2. Duties of the Governing Board

a. The Governing Board shall be responsible for visioning, developing Board policies, monitoring and oversight of Ministry, and monitoring and protection of resources, as described in the latest version of the First Parish Board Policies. .

Section 3. Duties of the Governing Board Officers

a. The duties of all Governing Board Officers are described in the most current version of First Parish Board Policies.

b. 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

c. The President shall not cast a vote except to do so in the event of a tie.

d. 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.

e. The Clerk shall maintain accurate recording of meetings of the Governing Board and Membership Meetings of First Parish. The Clerk shall, post notices of all Membership Meetings.

Section 4. Steering Committee

a. The Steering Committee shall consist of, at a minimum, the President, the Ministry Leadership Team Chair, P, , and the Lead Minister. Additional members may be added by the Minister as necessary.

b. The Steering Committee shall meet monthly, or as necessary, to promote good communication and address emerging issues at First Parish that may require the development of new policies or revision of existing policies by the Board or which may otherwise constitute church-wide issues that merit joint Board- Ministry response.

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 First Parish Church. These Committees are part of Ministry and serve to advise the Minister, but may be called to report to the Governing Board as well.

Section 1. Finance Committee shall consist of a Chair and four or more other members

approved by the Minister. One member of the Governing Board shall serve as a liaison to the Finance Committee, as described in First Parish Board Policies.

- a. The Finance Committee shall
 - (i) supervise the annual Stewardship drive;
 - (ii) oversee financial matters of the society other than those already delegated to the Trustees of First Parish;
 - (iii) communicate with the Minister and, as necessary, the Governing Board and the congregation regarding First Parish's finances;
 - (iv) advise and make recommendations to the Minister;
 - (v) work with the Minister, 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 Stewardship Team and/or a Fund Raising Team.
- c. The Finance Committee will recommend for approval by the Minister one Income Treasurer and one Expense Treasurer.

Section 2. The Personnel Committee shall consist of a Chair and at a minimum two members approved by the Minister. One member of the Governing Board shall serve as a liaison to the Personnel Committee, as described in First Parish Board Policies.

- a. The Chair shall create overlapping terms of service on the Personnel Committee to ensure continuity.
- b. The Personnel Committee, in consultation with the Minister, shall prepare and recommend to the Minister job descriptions, salaries, benefits and terms of employment, and all other personnel policies for employees not called by the membership.
- c. The Personnel Committee shall hear the concerns of and about such employees.

Section 3. The Nominating Committee shall consist of a Chair and at least two other members elected to staggered three-year terms, and include one representative to the Governing Board who shall assist in identifying and obtaining candidates for 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 or Special Meeting where a vote on the position is held. 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, at a minimum, one at-large representative of 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, and at least two other members approved by the Minister. 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 the 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 Minister. Each member shall not serve more than two successive terms. For a newly settled ministry, the Lead Minister must select members from the Ministerial Search Committee, the negotiating team, or outgoing officers to act as the Committee on the Ministry for the first six months of any new Lead Minister's ministry. After the first six months, the new Lead Minister may independently select members for a subsequent Committee on Ministry. 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 the Minister 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 Exploration. 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 Exploration, 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 Ministry Council shall consist of the chairs of First Parish Ministry Committees and Teams.

The First Parish Ministry Leadership Team (MLT) shall consist of at least five members, each of whom is responsible for monitoring and supporting the work of a defined number of Committees. Members of the MLT shall be appointed or approved annually by the Minister. The Minister shall appoint the Ministry Council Chair who shall oversee both the MLT and, with the help of MLT members, the Ministry Council (MC). The Ministry Council Chair shall sit on the Executive Committee. The MLT 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

To assist and coordinate the work of First Parish Teams and Committees as they implement the Governing Board's vision;

(i) To know each committee, team, ministry and their process;

(ii) To help resolve disputes within and between groups, to assist groups in obtaining necessary resources, to monitor general group actions for compliance with First Parish policies, and to identify and communicate staffing needs to the Membership Coordinator.

(iii) To bring relevant topics of concern that arise at the program level to the attention of the Minister .

(iv) To identify and communicate to the Board the need for additional Board policies or for changes to existing policies

(v) To conduct meetings with the chairs of all committees, team and ministries as needed to promote the overall implementation of the First Parish Mission and Vision.

b. Congregational Support: The members of the MLT 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 MLT.

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 objectMembers 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 Head of the Trustees, 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 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.

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 the First Parish Governing Board, 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 that consists of 40% of active Members. Prior to calling a Membership Meeting to consider the dismissal of the Minister, the advice of the following shall be sought by the President of the Governing Board:

- (i) Unitarian Universalist Association.
- (ii) Unitarian Universalist Ministers Association

Section 3. Terms of Office

a. Each Minister shall begin ministry at First Parish at such time as the Minister accepts 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 Ministers' terms of employment shall be outlined in a Letter of Agreement, to be signed by the President of the Governing Board and the Minister and renewed annually.

c. The Minister shall have the right to freedom of the pulpit, in accord with the tenets of the latest version of the First Parish Governing Board Policies

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. All activities of the Minister shall be in accord with the First Parish Governing Board Policies.

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 X 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.