

BY-LAWS OF THE FIRST PARISH OF NORWELL

established in 1642, as amended by the
Annual Parish Meeting, June 3, 2018

PREAMBLE - EARLY HISTORY

First Parish of Norwell, originally known as the South or Second Parish, Scituate, was gathered in 1642. First Parish religious tradition has deep roots dating back to the year 1631 when a group of settlers who were seeking to escape religious persecution arrived in Scituate that then encompassed Norwell and other surrounding towns. This group organized formally in 1634 but in 1639 they divided over the sacrament of baptism and in 1642 members in the southerly end of the village, known as South Scituate, gathered a society of their own.

ARTICLE 1. NAME AND AFFILIATION

The name of this religious organization shall be the First Parish of Norwell hereafter referred to as the Parish. The Parish shall be a member of the Unitarian Universalist Association and the Ballou-Channing District.

ARTICLE 2. PURPOSE AND MISSION

Section 1. Purpose

It is the purpose of the First Parish of Norwell to maintain a Church in Norwell, Massachusetts, for the practice of Liberal Religion as expressed in its covenant:

IN THE BONDS OF FELLOWSHIP AND LOVE, WE UNITE
TO CULTIVATE REVERENCE
TO PROMOTE SPIRITUAL GROWTH AND ETHICAL COMMITMENT
TO MINISTER TO EACH OTHER'S NEEDS AND TO THOSE OF HUMANITY
TO CELEBRATE THE SACRED MOMENTS OF LIFE'S PASSAGE,
AND TO HONOR THE HOLINESS AT THE HEART OF BEING.

Section 2. Mission

First Parish of Norwell is a religious community where adults, youth and children can evolve spiritually, morally, and intellectually through worship, education, and service to the community and the world. Recognizing no distinction of class, sex, nationality, race, color, age, religion (creed), disability, political affiliation, sexual orientation, gender identity or gender expression, we are a welcoming congregation that stresses the need for community amidst the impersonality of the secular world. We unite to:

- Create a safe place in which to nurture our spirituality and celebrate life's passages.
- Provide a place where all persons are accepted and respected and can find mutual care and support.
- Welcome and gather strength from diversity.
- Sustain and promote Unitarian Universalist principles and purposes and participate in the larger fellowship of the Unitarian Universalist Association.
- Be a forum for the discussion of contemporary issues and a catalyst for social action.
- Support outreach to the community, to both children and adults, and through educational and artistic programs of both the performing and fine arts.

This mission is grounded in a nearly four hundred year history as a congregation.

ARTICLE 3. MEMBERSHIP

Membership: Any person who has indicated a wish to become a member of the Parish, has signed the Covenant as printed in the membership book, and has been elected at any duly called meeting of the Parish is a member. No person shall be required to ascribe to any particular religious belief or creed as a requirement for membership.

Voting Membership: A voting member is entitled to vote at all Annual and Special Parish Meetings. A voting member is any person who:

- Is eighteen (18) years of age or older.
- Has signed the Covenant as printed in the membership book.
- Has been elected at any duly called meeting of the Parish.
- Has been a member for at least thirty days

Membership reporting to UUA: For the purposes of membership reporting, membership shall mean the number of voting members.

Any member may terminate his or her membership by written notice to the Parish and duly recorded by the Clerk.

Parish members who, for a period of two (2) years, have not been in communication with the Parish may, by vote of the Parish Committee, be removed from the voting membership list.

Any person removed from the voting membership list may be reinstated to voting membership upon request.

ARTICLE 4. MEETINGS

There shall be two types of meetings of the Parish: Annual and Special.

The Annual Meeting shall be held prior to the end of each fiscal year at such time and place as shall be determined by the Parish Committee.

Special Meetings shall be called by the Parish Committee or upon written request of ten (10) voting members submitted to the Clerk. The purpose of the Special Meeting and the proposal(s) to be acted upon shall be submitted to the Clerk in the form of a Warrant.

All meetings of the Parish shall be warned by the Clerk by causing a true copy of the Warrant (and the Nominating Committee report, in the case of the Annual meeting) to be posted in the Meeting House at least fourteen (14) days before the meeting, including two consecutive (2) Sundays exclusive of the meeting date. Notice of the meeting shall also be sent electronically or by U.S. mail to every member of the Parish not less than eight (8) days before the meeting date. All articles must be received by the Parish Clerk at least 21 days prior to the date of the meeting.

The business to be transacted at any meeting of the Parish shall be specified in the Warrant for that meeting. Except where contrary to these by-laws, Robert's Rules of Order, Newly Revised, shall prevail at all meetings.

All voting as required in these bylaws shall be in person without proxy.

A quorum shall consist of the lesser of twenty (20) voting members or 50% of the total membership except as provided in Article 10, the calling and dismissal of a Minister. A quorum is required to transact all business of a duly called meeting. A majority of those present may adjourn the meeting.

Friends of the Parish or non-voting members shall be welcome at all meetings and shall be allowed to speak. This privilege may be withdrawn by majority vote at the meeting.

ARTICLE 5. ELECTIONS

At each Annual Meeting, the Nominating Committee shall present a slate, previously published in the official call to the meeting, with at least one nominee for each office to be filled; additional nominations may be made from the floor; the consent of each nominee must be obtained to have his or her name presented.

At each Annual Meeting there shall be chosen by ballot:

- To serve three (3) years: two (2) members of the Parish Committee.
- To serve three (3) years: two (2) members of the Finance Committee.
- To serve four (4) years, two (2) members of the Invested Funds Committee every fourth year (beginning 2008), one (1) member in every other year.
- To serve one (1) year, Moderator, Deputy Moderator, Clerk, Auditor as well as Delegates to the Unitarian Universalist Association General Assembly, the New England Region Annual Meeting, and the Ballou Channing District Annual Meeting.
- To serve three (3) years (beginning 2018), Treasurer, unless a shorter term is designated.
- To serve three (3) years, three (3) members of the James Library and Center for the Arts Board.
- To serve three (3) years, one (1) Trustee of the James Library and Center for the Arts Charitable Trust.
- To serve three (3) years (beginning 2005), the chair of the First Parish Preschool Executive Committee.
- To serve three (3) years, one (1) member of the Nominating Committee every third year (beginning 2005), two (2) members every other year.

Voting members only are eligible for election to office or elected committees except the Treasurer, James Library and Center for the Arts Board members and Charitable Trust Trustees, and the chair of the First Parish Preschool Executive Committee (see Article 6, Sections 5 & 6).

ARTICLE 6. ELECTED COMMITTEES

Elected committees of the Parish shall be: Parish Committee, Finance Committee, Invested Funds Committee, James Library and Center for the Arts Trustees, Nominating Committee, Called Minister Search Committee and the Interim Minister Search Committee.

Each elected committee shall elect its chair at its first meeting following the Annual Meeting.

Section 1. Parish Committee

The Parish Committee shall consist of six (6) voting members, each serving a three (3) year term. The Treasurer shall serve as the 7th voting member of the Parish Committee provided they are a voting member of the Parish; otherwise they will serve as a non-voting advisory member. Any member who is appointed to fill a vacancy of two years or less is eligible to be elected for a full term otherwise no member shall serve a second term until one or more years has transpired. Except for the Treasurer, no individual shall be nominated for or appointed to the Parish Committee unless he or she meets the requirements for voting membership, has been a member for three years, and has previously served on an elected or standing committee.

The Parish Committee:

- Has general charge of all property of the Parish and responsibility for the day-to-day business affairs of the Parish.
- May enter into any contract on behalf of the Parish provided that any financial obligation in excess of \$7500 be approved by a majority vote of the Parish except for a) contracts of employment, b) expenses for investment management, and c) justifiable emergencies. A 2/3's vote of the Parish shall be required to sell, transfer, convey, assign, mortgage, or encumber any real property, securities, and any other assets in excess of \$10,000 excepting the lease of Kent House.
- May authorize the Treasurer to borrow money other than from Parish invested funds provided that any loan that exceeds 5% of the annual budget be approved by a majority vote of the Parish.
- Presents a summary report of the year's actions at the Annual Meeting.
- Recommends to the Parish the creation of Elected Committees.
- May appoint other standing and ad hoc committees. Shall monitor the functioning of all committees.
- Fills vacancies in elected positions by appointment until the next Annual Meeting. Shall determine the length of term appropriate for any committee in transition.
- Interprets these Bylaws or any matter of policy not provided for in these Bylaws.

Section 2. Finance Committee

The Finance Committee shall consist of six (6) voting members each serving a three (3) year term. The Treasurer shall serve as the 7th voting member of the Finance Committee provided they are a voting member of the Parish; otherwise they will serve as a non-voting advisory member. They shall have oversight of all financial affairs of the Parish and make recommendations to the Parish Committee. No member who has served for two consecutive full terms shall succeed himself/herself or any other member until one or more years has transpired.

The duties of the Finance Committee include:

- Canvass - organization and completion of the annual Canvass Pledge Campaign
- Endowment – establishing and maintaining an endowment program
- Budget – in consultation with the treasurer establish an annual budget to account for all sources of income and expenses.

Section 3. Invested Funds Committee

The Invested Funds Committee shall consist of seven (7) voting members: five (5) voting members each serving a four (4) year term, one (1) voting member elected annually by the Finance Committee from its members, and one (1) voting member elected annually by the Parish

Committee from its members. No member who has served for two consecutive full terms shall succeed himself/herself or any other member until one or more years has transpired. It is recommended that members elected by the Parish and Finance Committees serve at least two consecutive one-year terms. No individual shall be nominated for or appointed to the Invested Funds Committee unless he or she meets the requirements for voting membership of First Parish of Norwell, has been a member for three years, and has previously served on an elected or standing committee.

Management of Invested Funds Guidelines:

First Parish Invested Funds are a foundation for our future and provide for long-term vitality of our church. Church Invested Funds shall be managed prudently to provide growth of capital, protect against inflation, and provide a consistent payment stream to support the needs of the church. The distribution or payout rate of the Invested Funds shall be determined carefully so as not to limit the long-term growth prospects for the Funds nor limit the ability of the Funds to survive into perpetuity. Complete and accurate books of account for the Invested Funds shall be maintained by the Parish.

Any person or entity may give or bequeath money, property or assets to the Invested Funds. Assets and monies transferred to the Invested Funds shall be held, managed and invested by the Invested Funds Committee. The Church may borrow from the Invested Funds. The Invested Funds Committee will propose the amount of the loan, a repayment schedule, and a rate of interest (under most circumstances the market rate) to the Parish Committee, for approval by the voting members of the Church present at a meeting thereof.

The Invested Funds Committee shall:

- Establish and maintain an asset allocation to reflect and be consistent with the above Management of Invested Funds Guidelines.
- Establish a payout rate for the Invested funds. The payout rate should be based on expected investment returns, prudent management practices, changing market conditions and inflation expectations.
- Distribute income from that portion of the invested funds previously known as the South Scituate First Parish Fund, consistent with the historical method of maintaining individual fund accounts, to insure the integrity of the purpose and intent of past bequests and gifts.
- Meet at least annually with the Parish Committee-approved investment advisory firm to review performance, including: achievement of established benchmarks; a level of liquidity adequate to assure availability of funds designated expendable; and appropriate adjustment of the portfolio.
- Evaluate the current investment advisory firm every 5 years and recommend to the Parish Committee whether they should be retained.
- Meet at least quarterly. The Invested Funds Committee shall report semiannually to the Finance Committee and Parish Committee and annually to the Parish at the Annual Parish Financial Meeting on the status of the Church Invested Funds, including: the Fund(s)' value, any change in the asset allocation strategy, and the performance of the investment advisory firm.

Section 4. James Library and Center for the Arts Board and Charitable Trust Trustees

The Board of the James Library and Center for the Arts, hereafter referred to as the “James Board”, shall consist of nine (9) members each serving a staggered three (3) year term. A majority of the James Board shall be voting members of the Parish. The Trustees of the James Library and Center for the Arts Charitable Trust, hereafter referred to as “Trustees”, shall consist of three (3) members each serving a staggered three (3) year term. Trustees shall be appointed by the James Board subject to ratification by the voting members of First Parish of Norwell, in accordance with the provisions of the James Library and Center for the Arts Charitable Trust. The James Board will submit the name(s) of the Trustees to the First Parish of Norwell Nominating Committee. The James Library and Center for the Arts, being the possession of the First Parish of Norwell, shall be under its general control and supervision. The James Board shall have full charge of the Library and Center for the Arts, and shall conduct the same in a manner, which they consider will best serve the interests of the Parish and general community. The Trustees shall manage the provisions of the James Library and Center for the Arts Charitable Trust. The James Board and the Parish Committee shall consult with each other on matters of mutual concern.

Section 5. First Parish Preschool Executive Committee

At the Annual Meeting the voting members of First Parish Church shall elect the chair of the First Parish Preschool Executive Committee. The chair shall be an Alliance member and shall serve a three (3) year term beginning 2005. The chair may serve successive terms. The Alliance of the First Parish of Norwell will recommend the name of the chair to the First Parish of Norwell Nominating Committee.

Section 6. Nominating Committee

The Nominating Committee shall consist of five (5) voting members each serving a three (3) year term. No member who has served a full three-year term shall succeed himself/herself or any other member until one or more years has transpired. The Clerk provides this committee with a list of positions to be filled for the next fiscal year. This committee presents its slate of nominees at the Annual Meeting.

Section 7. Called Minister Search Committee

A Called Minister Search Committee shall be established when the need arises for selection of a new Called Minister. The committee shall consist of no less that seven (7) and no more than nine (9) voting members of the Parish. The Parish Committee shall solicit names from the membership and nominate a slate of candidates to be approved by a 2/3rds vote of the Parish. The slate may be amended at the meeting by a majority vote of the Parish.

The Committee shall:

- create a Parish profile
- establish criteria for selecting a Called Minister
- shall develop an agreement including a financial package in consultation with the Finance Committee, Parish Committee, and Treasurer
- evaluate candidates
- select a final candidate
- present the final selected candidate to the Parish Membership.

The committee shall elect a Chairperson by unanimous vote of its members. One member of the Parish Committee shall serve as liaison between the committee and the Parish Committee.

The committee shall terminate after presentation of the final selected candidate to the Parish membership. If the presented candidate is not endorsed by the Parish (as per Article 10) or otherwise fails or refuses to accept a position, a new Called Minister Search Committee shall be formed. Prior service on a Called Minister Search Committee shall not disqualify service on another such committee.

Section 8. Interim Minister Search Committee

An Interim Minister Search Committee shall be established as the need arises. The committee shall consist of three (3) voting members of the Parish each selected by two-thirds vote of the Parish Committee. Vacancies in the committee shall be filled by two-thirds vote of the Parish. The committee shall present its candidate for Interim Minister and the proposed terms for engagement to the Parish Committee for approval by two thirds vote of the Parish Committee.

The committee shall act as a liaison between the Interim Minister and the Parish until the interim minister commences his ministry. The Interim Minister Search Committee shall terminate at commencement of the interim's ministry.

ARTICLE 7. OFFICERS

At each annual meeting there shall be elected by simple majority a Moderator, Deputy Moderator, Clerk, Auditor as well as Delegates to the Unitarian Universalist Association General Assembly, the New England Region Annual Meeting, and the Ballou Channing District Annual Meeting. All officers so elected shall serve for a term of one year until the adjournment of the next Annual Meeting. These officers may be elected to serve successive terms.

Section 1. Auditor

The Auditor shall make an examination of the fiscal records of the Parish to be completed within ninety (90) days after the end of the fiscal year. Their report will be published with other financial reports for the Fall Special Parish Meeting.

Section 2. Clerk

The Clerk:

- Prepares and post warrants for all annual and special Parish meetings as specified in Article 4.
- Maintains, preserves, and ensures the safekeeping of all Parish records.
- Records the actions taken on each article contained in the Warrant for an Annual or Special Parish meeting.
- Notifies the Nominating Committee of the offices to be filled at least sixty (60) days before the Annual Meeting.
- Maintains the official list of voting members of the Parish.

Section 3. Moderator and Deputy Moderator

The Moderator shall preside over all annual and special meetings of the Parish. In the event that the Moderator is unable to preside over a meeting, the Deputy Moderator shall take his/her place.

Section 4. Treasurer

The Treasurer shall serve a three (3) year term (beginning 2018) unless a shorter term is designated. The Treasurer may serve successive terms. The Treasurer:

- Is responsible for all moneys received or disbursed on behalf of the Parish from whatever source and for whatever purpose.
- Has the authority to borrow money when authorized by the Parish or the Parish Committee, and to execute note(s) therefore.
- Has the power to execute deeds and to transfer property other than securities, when authorized to do so by vote of the Parish.
- Serves as a voting member of the Parish Committee and the Finance Committee provided they are a voting member of the Parish, otherwise they will serve as a non-voting advisory member.
- Keeps true and accurate accounts of all financial transactions of the Parish, and shall make a written report of receipts and expenditures to the Parish Committee and/or any committee of the Parish and report at a Special Parish Meeting.

Section 5. Delegates

The number of delegates elected are based on First Parish's membership, as certified with the Unitarian Universalist Association the year in which the delegates are elected. If a delegate is unable to attend denominational or district meetings, the Denominational Affairs Committee or the Minister may appoint an alternate. Delegates represent the Parish at the Unitarian Universalist Association General Assembly, the New England Region Annual Meeting, and the Ballou Channing District Annual Meeting.

ARTICLE 8. STANDING COMMITTEES

Standing committees are permanently constituted non-elected committees of the Parish. Standing committees shall include: Activities, Building & Grounds, Capital Improvement, Committee on Shared Ministry, Legacy Gifts, Membership, Music, Partner Church, Pastoral Care, Personnel, Religious Education, Helen Fogg Service, and Worship.

The Parish Committee may create additional standing committees.

These committees shall perform the duties usually associated with such committees and shall report to the Parish at the Annual Meeting.

ARTICLE 9. FISCAL YEAR

The fiscal year shall be from July 1st to June 30th.

ARTICLE 10. MINISTER

The Minister shall be called upon recommendation of the Ministerial Search Committee by a ninety percent (90%) majority of voting members who are present at a duly called meeting of the Parish. The quorum for such a meeting is forty percent (40%) of the voting members rather than twenty (20) voting members as called for in Article 4.

A majority vote taken at a meeting of the Parish shall be necessary for his/her dismissal. The quorum for such a meeting is forty percent (40%) of the voting members rather than twenty (20) voting members as called for in Article 4. The Parish shall give no less than three (3) months

notice to the Minister for the termination of his/her service unless such termination shall be for cause, in which case the Parish Committee shall determine the length of notice, if any. The Minister shall provide at least three (3) months notice, unless a shorter time is agreed upon by the Minister and the Parish Committee, if he/she shall decide to terminate his/her service.

The Minister is the spiritual leader of the church and shall be accorded a free pulpit. It shall be the duty of the Minister to meet regularly with the Parish Committee, to bring to the attention of the Parish Committee any matters which seem to him/her pertinent to the general interests of the Parish, and to make such recommendations as seem proper; but the final decision in matters of policy and procedure shall remain with the Parish Committee or a duly called meeting of the Parish.

ARTICLE 11. STATEMENT OF INCLUSION

We affirm and promote the full participation of persons in all our activities; including membership, programming, hiring practices, and the calling of religious professionals; without regard to class, sex, nationality, race, color, age, religion (creed), disability, political affiliation, sexual orientation, gender identity or gender expression.

ARTICLE 12. DISSOLUTION

Should this Parish cease to function and the membership vote to disband, any assets of the Parish will be transferred to the Unitarian Universalist Association for its general purpose. This transfer shall be made in full compliance with applicable law. As long as there are ten (10) voting members who wish to maintain the Parish, it shall not disband. In the event dissolution is deemed necessary, independent legal advice shall be sought to determine the lawful dissolution and disposition of assets of the Parish.

ARTICLE 13. AMENDMENTS

These by-laws may be amended at any legal meeting by a 2/3rds vote of those present and voting provided the proposal has been set forth in the official call to the meeting.