

By-Laws of the Religious Society of Bell Street Chapel

Article 1. Name and Scope

- 1.1 The name of the congregation is the Religious Society of Bell Street Chapel, Inc. (hereinafter known as the “Society”).
- 1.2 Subject to limitations provided by law or the articles of incorporation, these by-laws, as amended from time to time, shall contain the provisions for the regulation and management of the affairs of the Society.

Article 2. Mission and Vision of the Society

- 2.1 Mission – Our mission is to welcome all people into our loving community; to nurture each other; to deepen our spirituality together; and to work for peace and social justice.
- 2.2 Vision – We will provide opportunities for lifelong spiritual growth; lead our community in matters of peace and social justice; and develop comprehensive resources to support our mission.
- 2.3 The values expressed in the foregoing are expected to be applied in all the operations of this Society.

Article 3. Membership

- 3.1 Membership is open to all people, 14 years or older, who meet the following requirements:
 - Participate in an orientation/preparation program about Unitarian Universalism and the Society (Note: This requirement may be waived by the Parish Minister);
 - Support the mission of the Society; and
 - Sign the membership book.
- 3.2 New members are added to the membership rolls during one or more new member in-gathering ceremonies to be held during the year.
- 3.3 The type of membership determines an individual’s participation in the work and governance of the Society.
 - 3.3.1 Active Members are those members who make a reasonable effort to participate in and support the work of the Society’s activities, including making and paying an annual pledge of financial support and, more generally, through individual participation in

the religious, social and work life of the Society. These contributions are to be made at a level consistent with the individual's ability and conscience. Active Members are entrusted with the authority and responsibility for making all the decisions that, by these by-laws, require the membership's approval.

- 3.3.2 Inactive Members are those who, although desiring to continue as members, are unable to sustain reasonable levels of financial contributions and/or participation and/or support of the Society's activities, or active members who request transition to such status.
- 3.4 The Membership Committee, annually, at a time appointed by the Governing Board, is responsible to the Governing Board and the Society as a whole for recommending the active membership list. (See Article 8.3.4.3 and 8.3.4.4)
 - 3.4.1 Membership status is determined by the Governing Board upon the recommendation of the Membership Committee after consultation with the Parish Minister. This process includes inactive members requesting transition to active status.
 - 3.4.2 The Membership Committee shall seek a mutually acceptable resolution of any issues regarding membership status that might arise. In the event that such is not possible, the person(s) concerned can request that the Governing Board review the Membership Committee's decision.
 - 3.4.3 Any member whose status changes shall receive written notification of the change from the Membership Committee no later than one month prior to any Societal meeting requiring a vote.
- 3.5 Involuntary removal from membership, inactive as well as active, shall be based on behavior that violates the mission of the society. This is an extreme action that must be conducted in ways consistent with these values and with due regard for any legal issues that might be involved.
 - 3.5.1 The Society delegates to the Governing Board, in consultation with the Parish Minister, the responsibility for making involuntary removals during an executive (closed) session of the Governing Board.
 - 3.5.2 It is the responsibility of the Governing Board to notify any person who has been involuntarily removed from membership.
 - 3.5.3 Voluntary resignations from membership require a member's written notice to the Governing Board.

Article 4. Denominational Affairs

- 4.1 The Society shall be a voluntary member of the Unitarian Universalist Association of Congregations (UUA) and of its Ballou-Channing District.

- 4.2 It is the Society's intention to make a "fair-share" annual contribution and to participate as actively as possible in the activities of these organizations.

Article 5. Societal Meetings

- 5.1 The Annual Business Meeting of the Society shall be held each spring, no later than June 21. The Governing Board shall fix the specific date.
- 5.1.1 The purposes of the meeting are the election of officers, other members of the Governing Board, and Committee Chairs; approval of the budget for the next fiscal year; and any other business of the Society requiring active members' approval.
- 5.1.2 Written materials including, but not restricted to, notice of the meeting; agenda; budget; reports from the President, Minister(s), Treasurer, and all Standing Committees; and the slate of proposed candidates for elective offices from the Leadership Development Committee shall be provided to all active members at least 10 days prior to the meeting.
- 5.1.3 The presence of a minimum of twenty-five (25) per cent of the total number of active members is required for a quorum for any Societal vote.
- 5.1.4 Abstentions shall be noted, but not included in the calculation of the total vote.
- 5.1.5 Approval of any proposal brought before the meeting requires a simple majority vote of those active members present unless a larger majority is required by an explicit by-law requirement or otherwise specified by a vote of the Society.

5.2 Additional Meetings

- 5.2.1 The Governing Board may call a Societal meeting at a time other than the Annual Business Meeting based upon its own decision. A Societal meeting may also be called by written request to the Governing Board from at least 10 per cent of the active members.
- 5.2.2 Written materials including, but not restricted to, notice of the meeting and agenda shall be provided to all active members at least 10 days prior to the specially called meeting.

Article 6. Nomination Process

- 6.1 In order to be eligible for nomination to the position of officer, at-large member of the Governing Board or Standing Committee Chair, members must have signed the congregational book of membership at least ninety days before the Annual Business Meeting at which time elections occur, and have active membership status within the Society.

- 6.2 The Leadership Development Committee shall develop a slate of nominees, and will review the slate with the Governing Board at the Board's April meeting.
- 6.3 The Governing Board may vote on whether to endorse the slate. Regardless of its endorsement, the Governing Board shall not alter the slate.
- 6.4 The Governing Board shall distribute through the mail the slate of nominees at least 10 days prior to the Annual Business Meeting.
- 6.5 If an eligible member of the Society who was not nominated wishes to be nominated for the position of officer, at-large member of the Governing Board, or Standing Committee Chair, he or she may submit a petition to the Leadership Development Committee no later than one week before the Annual Business Meeting, with the signatures of at least 10% of active Society members. His or her name shall then be added to the ballot.
- 6.6 Nominations shall not be accepted from the floor at the Annual Business Meeting.
- 6.7 If a position is contested, the congregation shall vote by written ballot.

Article 7. The Governing Board

- 7.1 The Governing Board shall act for the Society between Societal meetings.
- 7.2 The Governing Board shall normally consist of a President, President-Elect, Past President, Secretary, Treasurer, and three Members-at-Large. The President-Elect, Secretary, Treasurer, and Members-at-Large shall be elected at the Annual Business Meeting.
 - 7.2.1 The person elected as President-Elect shall serve on the Board for three years as follows: the first year as President-Elect, the second year as President, and the third year as Past President.
 - 7.2.2 The Treasurer and Secretary shall serve two-year staggered terms with a limit of two consecutive terms in any particular office.
 - 7.2.3 The Members-at-Large shall serve three-year staggered terms, with a limit of two consecutive terms.
 - 7.2.4 In the event of a vacancy in the office of the President, the President-Elect shall assume the office of the President.
 - 7.2.4.1 In the event of a vacancy in the office of the President-Elect, the Leadership Development Committee shall present at least one (1) nominee for the position of President-Elect at a special meeting of the congregation held for the purpose of electing a new President-Elect. The President-Elect shall serve until the next

scheduled Annual Business Meeting, at which time he or she shall assume to office of President as outlined in 7.2.1.

- 7.2.4.2 A vacancy in the office of the Past President between Annual Business Meetings shall not be filled.
- 7.2.4.3 Any other open position on the Governing Board or for Standing Committee Chair may be filled by appointment between annual Societal meetings by a vote of the Governing Board, with candidates proposed by the Nominating Committee.
- 7.2.4.4 The term of office for such appointees will be until the date of the next Annual Business Meeting, at which time the Leadership Development Committee will present to the congregation, as part of the nominating slate, a nominee to serve the remainder of position's original unexpired term.
- 7.3 The Governing Board shall meet at least quarterly.
 - 7.3.1 Members of the Governing Board are expected to attend all regularly scheduled meetings to in order to remain on the Board.
 - 7.3.2 Four (4) members of the Governing Board shall constitute a quorum.
 - 7.3.3 Items voted on shall be passed by a simple majority vote. The President shall not vote except in the case of a tie or when required to constitute a quorum.
- 7.4 A member of the Board may resign at any time by giving written notice to the remainder of the Governing Board. The resignation shall take effect on the date specified and the acceptance of such resignation shall not be necessary to make it effective.
- 7.5 Subject to the provisions of these by-laws a Governing Board member may be removed for cause by a majority vote of the Governing Board members including the President.
- 7.6 The Governing Board is responsible for ensuring that the work of the Society is focused on its mission and that its operations are directed with attention to planning and development of operating policies and procedures.
- 7.7 On the basis of the fund drive, other planned fund raising, and the planned objectives these efforts support, the Governing Board shall prepare a proposed budget for the Society's consideration at the Annual Business Meeting.
- 7.8 The Governing Board shall fulfill whatever other duties are defined in these by-laws and are consistent with the Society's mission that are required for the well being of the Society.
 - 7.8.1 The Governing Board has the power to hire employees and independent contractors, to authorize the President to sign contracts on behalf of the Society, as well as to conduct other activities deemed necessary.

7.9 Officer's Responsibilities

7.9.1 President

7.9.1.1 Duties

The President shall exercise general supervision over the affairs of this the Society, except those that are placed by these by-laws, under the administration and supervision of another officer or individual; shall preside at the meetings of the Governing Board and of the Society; shall sign all contracts and agreements to which the Society is a party; and shall perform all other duties usual and incidental to the office.

7.9.1.2 Authority

The President shall act as spokesperson of the Society and as its representative at meetings with other persons, organizations and committees unless otherwise determined. The President shall not obligate or commit the Society unless the obligation or commitment has been specifically authorized by the Governing Board and/or the Society.

7.9.1.3 Succession

7.9.1.4 When a new President assumes office, the retiring President shall turn over to the successor all valuable items and papers relevant to, and belonging to, the Society that are in the President's custody and possession.

7.9.2 President-Elect

7.9.2.1 The President-Elect shall possess all the powers and perform all the duties of the President in the event of the absence or disability of the President or of the President's refusal or failure to act, and shall perform such duties as are properly assigned by the Governing Board or the President. The President-Elect shall automatically become President of the Governing Board in the event of a vacancy in the office of the President due to expiration of term, resignation, death, removal from office, or otherwise.

7.9.2.2 Succession

7.9.2.3 When a new President Elect assumes office, the retiring President Elect shall turn over to the successor all valuable items and papers belonging to the Society that are in the President Elect's custody and possession.

7.9.3 Past President

7.9.3.1 The Immediate Past President of the Board of Trustees shall serve as a member of the Governing Board.

7.9.4 Secretary

7.9.4.1 Duties

The Secretary shall act as the recording Secretary of meetings of the Governing Board and of the Society; shall keep its membership roll; shall oversee the preparation of the annual report for the Society; in collaboration with the President, shall have charge of all matters pertaining to the meetings of the Society, including but not restricted to those duties delineated in Article 5; and shall perform all other duties usual and incidental to the office.

7.9.4.2 Delegation of Authority

The Secretary may delegate to another active member of the Society the actual performance of any or all duties as recording secretary, but shall not delegate the signing of any document requiring the signature of the Secretary.

7.9.4.3 When a new Secretary assumes office, the retiring Secretary shall turn over to the successor all records, valuable items and property belonging to the Society that are in the Secretary's custody and possession.

7.9.5 Treasurer

7.9.5.1 Duties

The Treasurer shall have charge of, and shall exercise general supervision of, the financial affairs and oversee the records and books of account of the Society; shall prepare the budgets, collect amounts due the Society and give receipts for and have custody of its funds and monies and make all disbursements of funds; shall have custody of its securities and papers involving finances and financial commitments; shall conduct correspondence relating to the office; and shall perform all duties usual and incidental to the office.

7.9.5.2 Reports

The Treasurer shall make a written report to each Annual Business Meeting of the Society and a report to each regular meeting of the Governing Board. Each of said reports shall set forth the financial condition of the Society and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of the Society.

7.9.5.3 Delegation of Authority

The Treasurer may delegate to another active member of the Society the actual performance of any or all duties of the office, except as noted below. The Treasurer shall not authorize any other person to sign any check, financial instrument or any other document that requires the signature of the Treasurer, except as noted in Article 11.

7.9.5.4 Succession

When a new Treasurer assumes office, the retiring Treasurer shall turn over to the successor all records and books of accounts, and all monies, securities, and other valuable items and papers belonging to the Society that are in the Treasurer's custody and possession. The incoming Treasurer shall check the same and if found correct, shall give the retiring Treasurer a receipt and a complete release of the retiring Treasurer from any future liability.

7.9.5.5 Liability

The Treasurer shall not be personally liable for any loss of money or funds of the Society or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

7.9.6 At-Large Members

At-Large Members will participate in the activities and work of the Governing Board and share in the responsibility of the same.

Article 8. Committees and Task Forces

8.1 The following committees are defined as Standing Committees:

1. Leadership Development Committee
2. Finance Committee
3. House Committee
4. Membership Committee
5. Committee on Ministry
6. Peace and Social Justice Committee
7. Religious Education Committee
8. Worship Committee
9. Events Committee

8.1.1 The Parish Minister and President are ex-officio members of all Standing Committees with the exception of the Committee on Ministry, and therefore may serve in an advisory, non-voting role on these committees.

8.1.2 The Society may establish or dissolve Standing Committees at a Societal meeting by changing these by-laws following the provisions of Article 12. At any time, the Governing Board may create an ad hoc committee or task force and may specify its charge or mission.

- 8.1.3 Standing Committees shall have at least three active members to function. Inactive members and friends of the Society may serve on standing committees with the exception of the Leadership Development Committee, Finance Committee, and Committee on Ministry. However, only active members may vote on committee business.
- 8.1.3.1 One active member of each committee shall be elected (at the Annual Business Meeting) or appointed (by the Governing Board between Annual Business Meetings) as Chair of the committee.
- 8.1.3.2 The Leadership Development Committee will make all recommendations for the Chair's position of all Standing Committees whether for election or appointment except for the Committee on Ministry and the Ministerial Search Committee, which shall determine their own chairs.
- 8.1.4 The Chair of each Standing Committee shall serve for a two-year term with a maximum of two consecutive terms.
- 8.1.5 Each committee shall have a mission statement defining its part in the accomplishment of the Society's mission and a description of the roles and responsibilities of both its Chair and members.
- 8.1.6 The committees shall meet as they require, but not less than twice yearly, at dates advertised, and in sessions open to members and friends. The exceptions to the requirement for open meetings are the Leadership Development Committee, Committee on Ministry and the Ministerial Search Committee.
- 8.1.7 The following committees require active membership for participation: Committee on Ministry, Leadership Development, Finance and Ministerial Search.
- 8.1.8 At the time and in the format requested by the Finance Committee, each Standing Committee is responsible for submitting in writing its planned objectives and related budgetary requirements for the coming year. This request reflects each committee's intent to link fund raising to the mission of the Society as a whole as well as to its committee's specific mission.
- 8.1.8.1 During a fiscal year any additional request for funds exceeding the budgeted amount by a Standing Committee requires a written proposal to the Governing Board submitted at least 2 weeks prior to the Board's next scheduled meeting. The Board must approve all such requests before expenditures exceeding the budget can be made.
- 8.1.8.2 No Committee or Task Force may engage in fund-raising for its activities without the approval of the Governing Board.
- 8.2 The Governing Board may convene ad-hoc committees (for longer periods) and task forces (for briefer periods) when necessary, and set due dates for the work it expects to be completed.

8.2.1.1 Membership as well as the Chair of such committees or task forces shall be determined by the Governing Board.

8.2.1.2 The Governing Board shall set the charge to each of these groups and expect reports from them on a timely basis.

8.3 The Standing Committees

8.3.1 Leadership Development Committee

8.3.1.1 A standing Leadership Development Committee shall be established. A simple majority is required for election to the Leadership Development Committee at the Society's Annual Business Meeting. In between Annual Business Meetings, the Governing Board's approval is required for any changes in the membership of the Leadership Development Committee. Membership on the Leadership Development Committee is limited to active members only.

8.3.1.2 The Leadership Development Committee operates on behalf of the Society. It is independent and not under the control of the Governing Board.

8.3.1.3 The Leadership Development Committee shall choose its own chair.

8.3.1.4 The Leadership Development Committee is composed of three members. The term of each member shall be for three years, with one member of this committee elected each year to provide for continuity.

8.3.1.5 Each member of the Leadership Development Committee shall have been an active member of the Society for at least one year and shall have been a member of a Standing Committee prior to serving on this committee.

8.3.1.6 The charge of the Leadership Development Committee is to assess the efficacy of the present standing committee chairs and members of the Governing Board, and to propose a slate of names of candidates for the open positions on the Governing Board and the Leadership Development Committee as well as the chairs of the standing committees.

8.3.1.7 The Leadership Development Committee shall make a report of its progress to the Governing Board during the two months prior to the Annual Business Meeting. Approval by the Governing Board of candidates nominated by the Leadership Development Committee is not required for placement on the voting slate.

8.3.2 Finance Committee (Refer also to Article 11)

8.3.2.1 The Finance Committee shall consist of the Finance Chair, the Treasurer (ex-officio), and as many other active members as are necessary to carry on the financial needs of the Society.

8.3.2.2 Only active members of the Society are eligible to serve on the Finance Committee.

8.3.2.3 The Finance Committee shall be responsible for coordinating all financial aspects of the Society including the Annual Canvass campaign. The committee shall work closely with person(s) active in the record keeping of the Society's finances.

8.3.2.4 The Finance Committee shall assist the Governing Board with budgetary issues and with short and long-term financial planning.

8.3.3 **House Committee**

8.3.3.1 The House Committee shall consist of a Chair and as many members as it takes to carry on the business of the committee.

8.3.3.2 The House Committee shall monitor the condition of the Society's buildings and grounds and make recommendations to the Governing Board for changes and improvements.

8.3.4 **Membership Committee**

8.3.4.1 The Membership Committee shall consist of the Membership Chair and as many members as it takes to carry on the business of the committee.

8.3.4.2 The Membership Committee shall be responsible for the duties relating to recruiting and retention of members of the Society.

8.3.4.3 The Membership Committee, at a time appointed by the Governing Board, is responsible to the Governing Board and the Society as a whole for recommending the active membership list upon request. (See Article 3.4)

8.3.4.4 Membership status is determined by the Governing Board upon the recommendation of the Membership Committee after consultation with the Parish Minister. This process includes inactive members requesting to transition to active status. (See Article 3.4)

8.3.4.5 The Membership Committee is expected to seek a mutually acceptable resolution of any issues regarding membership status that might arise. In the event that such is not possible, the person(s) concerned may request that the Governing Board review the decision.

8.3.4.6 The Membership Committee shall notify persons whose status has changed of their current status, in writing, no later than one month prior to any Societal meeting requiring a vote.

8.3.5 **Committee on Ministry**

8.3.5.1 The purpose of the Committee on Ministry is to provide support and counsel to the Parish Minister, to make recommendations regarding the Parish Minister's compensation package to the Governing Board, to reflect and provide feedback on the overall ministry of the Society, and to facilitate communication among the Parish Minister, Governing Board and Society.

8.3.5.2 Within a new Parish Minister's first year, a Committee on Ministry shall be established. The terms of the members of this committee shall expire on a rotating basis to provide continuity for the committee with only one new member added per year after the initial formation of this committee (the nominal term shall be three years with no renewal). The Governing Board shall select the members of the Committee on Ministry from a list of active members prepared by the Parish Minister.

8.3.5.3 No member of the Governing Board shall be a member of the Committee on Ministry.

8.3.5.4 In the case of a vacancy on the committee, the procedure described in 8.3.5.2) shall be followed.

8.3.6 **Peace and Social Justice Committee**

8.3.6.1 The Peace and Social Justice Committee shall consist of the Peace and Social Justice Chair and as many members as it takes to carry on the business of the committee.

8.3.6.2 The purpose of the Peace and Social Justice Committee is to care for the needs of the members of the Society and to identify and address needs in the larger community.

8.3.7 **Religious Education Committee**

8.3.7.1 The Religious Education Committee shall consist of the Religious Education Committee Chair, the Director of Religious Education (ex-officio, if applicable), and as many members as is necessary to carry on the religious education function of the Society.

8.3.7.2 The Religious Education Committee shall develop and oversee the religious education program of the Society and enlist teachers as required to support the program. In the absence of a Director of Religious Education, this committee will supervise teachers of children and youth.

8.3.7.3 The Religious Education Committee shall work in close collaboration with the Parish Minister to accomplish the objectives of the religious education program.

8.3.8 **Worship Committee**

8.3.8.1 The Worship Committee shall consist of the Worship Committee Chair, and as many members as it takes to carry on the business of the committee.

8.3.8.2 The Worship Committee shall collaborate with the Parish Minister to plan lay-led services and to assist with Sunday services and other services as needed.

8.3.9 **Events Committee**

8.3.9.1 The Events Committee shall consist of a Chair and as many members as it takes to carry on the business of the committee.

8.4 Ministerial Search Committee (Non-Standing Committee)

- 8.4.1 When needed, the Ministerial Search Committee shall consist of six active members of the Society chosen by the following process:
1. The Leadership Development Committee shall identify and recommend three active members of the Society who possess the skills and talents necessary for engaging the Society in the search for a settled minister.
 2. The Governing Board shall provide three additional names of active members who possess the skills and talents necessary for engaging the Society in the search for a settled minister.
 3. This slate of six candidates (total) shall then be presented to the Society for a vote at a Societal meeting called for that purpose. If the slate is rejected by the Society then both the Leadership Development Committee and the Governing Board shall repeat the aforementioned procedure for selecting a new slate.
- 8.4.2 The purpose of the Ministerial Search Committee is to conduct a search for a settled Parish Minister as need arises, guided by the procedures suggested by the UUA.
- 8.4.3 The length or tenure of the members of the Search Committee shall not exceed two years unless otherwise approved by the Society. The length of the search process itself shall be ratified at a Societal meeting called for that purpose.

Article 9. The Board of Trustees (Eddy Trust)

- 9.1 The Board of Trustees for the estate of James Eddy owns and maintains the trust property and endowment of Bell Street Chapel as specified in the will of James Eddy. Generally, the property includes the chapel building, the Parish House and all of the fixtures and furnishings therein, along with the real estate on which they sit, and the parking lot.
- 9.2 It is the Board of Trustees' function to disperse funds for the maintenance of the trust property and, at its discretion, to support the operational expenses of the Society.
- 9.3 The President of the Society shall be the primary contact with the Trustees.

Article 10. The Professional Ministry

10.1 Parish Minister

- 10.1.1 The Ministerial Search Committee shall present its recommended candidate to the Society for its approval. The Society and the prospective candidate must mutually agree upon the voting percentage required to issue the call.

- 10.1.2 Upon the calling of a Parish Minister, a letter of agreement shall outline the specific duties of the Parish Minister, his/her compensation, and the spirit of the relationship.
- 10.1.3 The Parish Minister may be dismissed by a simple majority vote of the *total* number of active members of the Society. Such a vote shall be by written ballot at a Societal meeting called for that purpose. This meeting may be called by the Governing Board or by written request of 30% of the active members of the Society.
- 10.1.4 In the event of a dismissal, terms of the letter of agreement defining the Parish Minister's compensation shall be honored.
- 10.1.5 In the event of a Parish Minister's retirement or resignation, she/he will provide the Society with at least three months notice of the date proposed for ending his/her service, unless this is reduced by mutual agreement of the Parish Minister and the Governing Board, acting on behalf of the Society. The terms outlined in the letter of agreement defining compensation shall be honored.
- 10.1.6 The Parish Minister shall have freedom of the pulpit.
- 10.1.7 The Parish Minister is free to express her/his opinion outside the pulpit, but not on behalf of the Society unless receiving prior approval of the Governing Board.
- 10.1.8 The Parish Minister is expected to attend the meetings of the Governing Board as an ex-officio member.
- 10.1.9 The Parish Minister shall keep records of rites of passage.
- 10.1.10 The Parish Minister's agreement with the Society shall be consistent with the content of these by-laws.

10.2 Community Affiliate Minister

- 10.2.1 A Community Affiliate Minister may be called by a simple majority vote at a Societal meeting following the procedures in Article 5.
- 10.2.2 Upon the affiliation of a Community Affiliate Minister, a letter of agreement shall outline the specific duties of the Community Affiliate Minister, his/her compensation, and the spirit of the relationship.
- 10.2.3 The Community Affiliate Minister may be dismissed by a majority vote of written ballots at a Societal meeting.
- 10.2.4 In the event of a dismissal, terms of the letter of agreement defining the Community Affiliate Minister's compensation shall be honored.
- 10.2.5 In the event of a Community Affiliate Minister's retirement or resignation, she/he will provide the Society with at least three months notice of the date proposed for ending his/her service, unless this is reduced by mutual agreement of the

Community Affiliate Minister and the Governing Board, acting on behalf of the Society. The terms outlined in the letter of agreement defining compensation shall be honored.

- 10.2.6 The Community Affiliate Minister shall have freedom of the pulpit.
- 10.2.7 The Community Affiliate Minister is free to express her/his opinion outside the pulpit, but not on behalf of the Society unless receiving prior approval of the Governing Board.
- 10.2.8 The Community Affiliate Minister may actively participate in the work of the Society's committees with the exception of the Governing Board, the Committee on Ministry, the Finance Committee, the Nominating Committee, and the Ministerial Search Committee.
- 10.2.9 The Community Affiliate Minister shall provide reports of his/her activities to the Annual Business Meeting of the Society.
- 10.2.10 The Community Affiliate Minister's letter of agreement shall be consistent with the content of these by-laws.

Article 11. Fiscal Affairs

- 11.1 The Society's fiscal year shall begin on July 1st of each year and end on June 30th of the following year.
- 11.2 There shall be an annual audit of the Society's finances with procedures established by the Finance Committee and approved by the Governing Board.
- 11.3 Cash assets of the Society shall be maintained in checking and savings accounts or monetary instruments in federal banks or similarly sound institutions selected by the Treasurer with the approval of the Finance Committee and the Governing Board.
 - 11.3.1 All invoices and requests for disbursement of Societal funds shall be approved or denied by the President.
 - 11.3.2 Checks and withdrawal slips shall be signed by the Treasurer, Secretary, or President Elect.
 - 11.3.3 Checks and withdrawal slips shall not be approved and signed by the same officer.
- 11.4 The financial records of the Society shall be maintained in a manner consistent with accepted accounting practices. These records may be examined at a convenient time by any active member of the Society.

- 11.5 There shall be a pledging canvass campaign conducted each year with the date and procedures to be determined by the Governing Board, upon the recommendation of the Finance Committee.
- 11.6 The Governing Board, on the basis of the planning process and the pledge drive, is responsible for presenting a proposed annual budget to the Society at the Annual Business Meeting. The budget approved at this meeting will be the Society's annual budget.
- 11.6.1 Changes from the Society-approved budget require approval by the Governing Board.

Article 12. Adoption and Amendments

- 12.1 These by-laws shall be initially adopted by a majority vote of the active members present at a Societal meeting held in accordance with the requirements defined herein.
- 12.1.1 These by-laws fully and completely replace any and all sets of by-laws previously adopted by the Society.
- 12.2 A copy of the by-laws will be made available to the membership at no cost.
- 12.3 Proposals for amendments to the by-laws may be initiated by the Governing Board or by written petition submitted by at least 10 per cent of the active members of the Society.
- 12.4 These by-laws may be amended by a simple majority vote of the active members of the Society present at a Societal meeting.
- 12.5 Notice of this meeting, a complete definition of the changes (i.e., exact wording of the proposed amendment, alteration, or new by-law, or the by-laws proposed to be repealed), and why the changes are to be made, shall be provided to all members at least 10 days prior to the meeting.
- 12.6 At the meeting, active members may modify the changes proposed per the meeting notice. Proposals for new amendments, sections or the repeal of sections not part of the original meeting notice may not be entertained at this meeting.

Article 13. Policies and Procedures

- 13.1 A manual of operating policies and procedures approved by the Governing Board shall govern those operations of the Society not defined or specified in these by-laws.
- 13.2 The Governing Board shall vote on any additions to or changes in these policies and procedures from any proposed source. A simple majority vote is needed for acceptance.

- 13.3 The Governing Board is responsible for reviewing the appropriateness of these Policies and Procedures at least once every three years.
- 13.4 The policies and procedures shall be made available to any active member upon request.

Article 14. Dissolution

- 14.1 Only the provisions of the General Laws of the State of Rhode Island and Providence Plantations, and the limitations found in these by-laws, shall affect dissolution of the Society.
- 14.2 The Society may vote for dissolution at a called meeting of the Society following procedures as specified in Article 5.
- 14.3 A decision to dissolve the Society shall be made by a super-majority of 75% of the *total* number of active members of the Society. Such a vote shall be by written ballot.
- 14.4 Upon dissolution of the Society, the Governing Board of the Society shall, after paying or making provisions for the payment of all liabilities of the Society, transfer the remaining assets of the Society to the UUA for its general purposes. This transfer is to be made in conformance with whatever laws are applicable, especially the Internal Revenue Code and the laws of the State of Rhode Island and Providence Plantations.
- 14.5 The assets owned by the Eddy Trust are not included in these properties and funds.
- 14.6 There shall be no value distribution to any member or employee of the Society or minister affiliated with the Society.
- 14.7 In the event that the Governing Board or their successors fail to act, disposition of assets specified in the foregoing shall be made by a court of competent jurisdiction in the county in which the Society is headquartered.