

BYLAWS OF THE FIRST PARISH OF NORWELL

Established in 1642, as amended by the
Annual Parish Meeting, June 5, 2022

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. 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 New England Region.

ARTICLE 2. PURPOSE AND MISSION

Section 1. Purpose

It is the purpose of the Parish 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, gathered in 1642, is a non-creedal church where all individuals and families can evolve spiritually, morally, and intellectually through worship, education, service, and outreach to our community, locally and globally.

We are a Welcoming Congregation, unified by our covenant, that provides:

- A place where all persons are respected and cherished, and share mutual care, love, and support.
- An environment for personal and communal exploration of truth and meaning.
- A forum for the discussion of contemporary issues and a catalyst for peace and justice, rooted in our shared history and informed by our Unitarian Universalist Principles.

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 a 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:

- a. Is eighteen (18) years of age or older.
- b. Has signed the Covenant as printed in the membership book.
- c. Has been elected at a duly called meeting of the Parish.
- d. 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 their 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 and/or discussed shall be submitted to the Clerk as agenda item(s).

The Clerk shall notify the Parish of all meetings by posting an agenda (and a Nominating Committee report for an Annual meeting) at least fourteen (14) days before the meeting, including two consecutive (2) Sundays exclusive of the meeting date. The posting and notification shall be publicized in the following manner:

- a. On the Parish Hall bulletin board
- b. On the church website
- c. During Sunday service announcements

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 agenda items 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 meeting agenda for that meeting. The agenda shall include items to be voted on and, optionally, items that do not require a vote. Except where contrary to these Bylaws, "First Parish of Norwell Parliamentary Procedures", as adopted by the Parish, shall prevail at all meetings.

All voting as required in these Bylaws shall be in person without proxy, except in times of an emergency as declared by the Governor, Legislature or a Court of the Commonwealth, where the

physical presence of Parish members is restricted, limited, or prohibited. The Parish Committee and Parish Clerk may establish an alternative method of meeting, casting and recording the votes of Parish members. In such an emergency the notification of the meeting shall be sent only electronically or by U.S. mail.

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 vote to 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 their name presented.

At each Annual Meeting there shall be chosen by ballot:

- a. To serve three (3) years: two (2) members of the Parish Committee.
- b. To serve three (3) years: two (2) members of the Finance Committee.
- c. To serve four (4) years: two (2) members of the Invested Funds Committee every fourth year, one (1) member in every other year.
- d. To serve three (3) years: Moderator, Deputy Moderator, Clerk, and Auditor.
- e. To serve one (1) year: Delegates to the Unitarian Universalist Association General Assembly, and the New England Region Annual Meeting.
- f. To serve three (3) years: Treasurer, unless a shorter term is designated.
- g. To serve three (3) years: three (3) members of the James Library and Center for the Arts Board.
- h. To serve three (3) years: the chair of the First Parish Preschool Executive Committee.
- i. To serve three (3) years: one (1) member of the Nominating Committee.

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 the chair of the First Parish Preschool Executive Committee (see Article 6, Sections 4 & 5).

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.

A majority of committee members must be present at a meeting to decide on matters requiring a vote. Unless otherwise stated in these Bylaws, any matter to be decided by a committee shall require a simple majority vote of all committee members present at the meeting.

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 have transpired. Except for the Treasurer, no individual shall be nominated for or appointed to the Parish Committee unless they meet 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:

- a. Has general charge of all property of the Parish and responsibility for the day-to-day business affairs of the Parish.
- b. May enter into any contract on behalf of the Parish provided that any financial obligation in excess of \$15,000 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 Special Parish Meeting is not required for a contracted expenditure exceeding \$15,000 if the Parish has already approved the expenditure at a legal Parish meeting.
- c. A two-thirds (2/3) vote of the Parish shall be required to sell, transfer, convey, assign, mortgage, or encumber real property, and any other assets in excess of \$15,000, excepting the lease of Kent House.
- d. The Parish Committee chairperson is the duly authorized signatory for the Parish. This includes all maintenance contracts, real estate purchases and sale agreements, and special project contracts, provided that funding for these contracts has previously been approved by the Parish and/or Parish Committee. The Parish Committee may vote to authorize the Treasurer to be the signatory for the Parish if the need arises.
- e. 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.
- f. Presents a summary report of the year's actions at the Annual Meeting.
- g. Recommends to the Parish the creation or removal of an elected committee by amending these Bylaws.
- h. Approves the selection of an investment advisory firm.
- i. May adjust up to 10% of the total General Budget as long as the total budgeted expenditures remain the same.
- j. May appoint other standing and ad hoc committees. Shall monitor the functioning of all committees.
- k. Fills vacancies in elected positions by appointment until the next Annual Meeting. Shall determine the length of term appropriate for any committee in transition.
- l. Removal of a committee member: this action is a last resort when all other means of resolution have been exhausted. The Parish strongly desires that conflicts be resolved through the First Parish of Norwell Right Relations Covenant. If, after multiple attempts, this does not resolve the problem, the Parish Committee by two-thirds (2/3) vote of its members (or one less in case the person affected is a Parish Committee member), may terminate the committee membership of any member, whether elected, standing, appointed or ad hoc, when in the judgment of the Parish Committee it would best serve the interests of the Parish. Possible conditions for removal might include abuse of power, sexual harassment, or a health concern which interferes with performing their duties.
- m. 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. The Finance Committee 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 themselves or any other member until one or more years has transpired.

The duties of the Finance Committee include:

- a. Canvass: organization and completion of the annual Canvass Pledge Campaign.
- b. Endowment: establishing and maintaining an endowment program.
- c. Budget: in consultation with the Treasurer establish an annual budget to account for all sources of income and expenses.
- d. In consultation with the Treasurer and Property Management Committee establish an annual capital budget.

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 themselves 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 they meet the requirements for voting membership of the Parish, 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. Parish 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 Parish. 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.

Assets and monies transferred to the Invested Funds shall be held, managed and invested by the Invested Funds Committee. The Parish 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 Parish present at a meeting thereof.

A Memorial Fund is established and managed by the Invested Funds Committee. This fund is managed with the other investments managed by the committee. A percentage of the Memorial Fund relative to the other investments is determined for accounting and reporting purposes. The Memorial Fund is managed and reported as a single aggregated amount from all contributions made to it.

- a. Any person or entity may give or bequeath money, property or assets to the Invested Funds. All unrestricted gifts/bequests are automatically turned over to the Invested Funds Committee to be added to the Memorial Fund
- b. Upon receipt of a gift or bequest, a member of the Invested Funds Committee shall submit a general announcement to the church office to be published in the church newsletter to acknowledge receipt of the gift and provide information about the donor(s).
- c. The Memorial Fund shall be listed in the Parish annual financial statement, along with the names of all contributors, past and present.
- d. Withdrawals of income and/or principal from the Memorial Fund can only be done by a vote of the Parish at a legal Parish meeting.
- e. If a project is funded from the Memorial Fund, appropriate credit to the fund or donor(s) shall be acknowledged

The Invested Funds Committee shall:

- a. Establish and maintain an asset allocation to reflect and be consistent with the above Management of Invested Funds Guidelines.
- b. 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.
- c. Maintain segregation of the South Scituate Fund, Fogg Fund, and Memorial Fund by accounting and reporting them separately.
- d. Meet at least annually with the investment advisory firm approved by the Parish Committee 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 performance of the investment advisory firm annually and recommend to the Parish Committee whether they should be retained.
- e. 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, in accordance with the provisions of the James Library and Center for the Arts Charitable Trust. The James Library and Center for the Arts building, being the possession of the Parish, shall be under its general control and supervision. The James Board shall have full management of the activities of the Library and Center for the Arts, and they shall conduct the same in a manner which they consider to be in the best interests of the Parish and the 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 the Parish 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. 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 three (3) voting members each serving a three (3) year term. No member who has served for two consecutive full terms shall succeed themselves or any other member until one or more years has transpired. Every effort shall be made to nominate voting members to the Nominating Committee who have not served on the committee before asking an existing member to serve a second term. The Clerk shall provide this committee with a list of positions to be filled for the next fiscal year. This committee shall present its slate of nominees at the Annual Meeting.

Section 7. Called Minister Search Committee

A Called Minister Search Committee may be established when the need arises for selection of a new Called Minister. The committee shall consist of no less than 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 two-thirds (2/3) vote of the Parish. The slate may be amended at the meeting by a majority vote of the Parish.

The Committee shall:

- a. Create a Parish profile.
- b. Establish criteria for selecting a Called Minister.
- c. Develop an agreement including a financial package in consultation with the Finance Committee, Parish Committee, and Treasurer.
- d. Evaluate candidates.
- e. Select a final candidate.
- f. 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 or Contract Minister Search Committee

An Interim or Contract Minister Search Committee (The ICS Committee) shall be established as the need arises. Prior to the establishment of the ICS Committee there will be a duly called meeting of the Parish to determine which method the Parish intends to pursue. The ICS Committee shall consist of three (3) voting members of the Parish each ONE selected by a two-thirds (2/3) vote of the Parish Committee. Vacancies in the ICS Committee shall be filled in the same manner as the original appointments. The ICS Committee shall present its candidate or candidates for Interim or Contract Minister and the proposed terms for engagement to the Parish Committee for approval by two-thirds (2/3) vote of the Parish Committee.

The ICS Committee shall act as a liaison between the Interim or Contract Minister and the Parish until the Interim or Contract minister commences their ministry. At the commencement of the Ministry the ICS Committee shall terminate.

ARTICLE 7. OFFICERS

At each annual meeting there shall be elected by simple majority officers to fill open positions for a Moderator, Deputy Moderator, Clerk, Auditor as well as Delegates to the Unitarian Universalist Association General Assembly and the New England Region Annual Meeting. All officers, except Delegates, so elected shall serve for a term of three (3) years. Delegates are elected annually. These officers may be elected to serve successive terms.

Section 1. Auditor

The Auditor shall examine the fiscal records of the Parish and submit a report within ninety (90) days after the end of the fiscal year. This report will be published with other financial reports for the Fall Special Parish Meeting.

Section 2. Clerk

The Clerk:

- a. Prepares and posts agendas for all annual and special Parish meetings as specified in Article 4.
- b. Maintains, preserves, and ensures the safekeeping of all Parish records.
- c. Records the actions taken on each agenda item for an Annual or Special Parish meeting.
- d. Notifies the Nominating Committee of the offices to be filled at least eight (8) months before the Annual Meeting.
- e. 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 preside. The moderator shall decide all questions of order, and make public declarations of all votes. No person shall address an annual or special meeting without leave of the moderator, and all persons shall, at the request of the moderator, be silent.

Section 4. Treasurer

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

- a. Is responsible for all monies received or disbursed on behalf of the Parish from whatever source and for whatever purpose.
- b. Has the authority to borrow money, when authorized by the Parish or the Parish Committee, and to execute note(s) therefore.
- c. Has the power to execute deeds and to transfer property other than securities, when authorized to do so by vote of the Parish.
- d. 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.
- e. Serves as the duly authorized signatory on behalf of the Parish if authorized by a vote of the Parish Committee. This includes all maintenance contracts, real estate purchase and

sale agreements, and special project contracts provided that funding for these contracts has been previously approved by the Parish and/or Parish Committee.

- f. Is responsible for the oversight of all real and intangible property of the Parish and shall invest, reinvest, and dispose of such property as directed by the Parish and/or Parish Committee..
- g. Works closely with the Finance, Invested Funds, and Property Management Committees.
- h. Is responsible for oversight of Assistant Treasurer/Bookkeeper.
- i. 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 is 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 and the New England Region Annual Meeting.

ARTICLE 8. STANDING COMMITTEES

Standing committees are permanently constituted non-elected committees of the Parish. Standing committees shall include: Activities, Property Management, Pastoral Care, Religious Education, Helen Fogg Outreach, Worship and Music, and Publicity

The Parish Committee may create additional standing committees.

All standing 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 is called by either the recommendation of a Ministerial Search Committee or the conversion of a Contract Ministry to a Called Ministry. In either case the Minister is called 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.

The contract ministry conversion to a Called Ministry shall be subject to Unitarian Universalist Association Transitional Ministry requirements, unless waived by a two-thirds (2/3) vote of the Parish at a duly called meeting of the Parish.

A majority vote taken at a meeting of the Parish shall be necessary for a minister's 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 written notice to the Minister for the termination of their 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 they shall decide to terminate their 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 Committee's attention any matters deemed pertinent to the general interests of the Parish, and to make such recommendations as seem proper. 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

The Parish affirms and promotes the full participation of every individual in all Parish 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 should 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. INDEMNIFICATION

The Officers and each member of an Elected Committee shall be indemnified, defended and held harmless out of Parish property against any liability incurred by them or any of them in the faithful execution of Parish functions hereunder, including, without limitation, liabilities in contract and in tort and liabilities for claims, damages, penalties, and fines.

The Parish Committee shall be required to obtain and maintain Directors and Officers Coverage for Non-Profits in such amounts and with such coverage as the Parish Committee shall from time to time determine, but at least covering each member of each Elected Committee. The Parish Committee may also obtain and maintain such other insurance and fidelity bonds as they may determine necessary or prudent.

ARTICLE 14. AMENDMENTS

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