

BYLAWS OF THE FIRST UNIVERSALIST SOCIETY
in FRANKLIN
effective June 8, 2025

ARTICLE I: NAME AND PURPOSE

A. NAME

The name of this religious organization shall be The First Universalist Society in Franklin. Whenever such words as "church", "meetinghouse", or other descriptive phrases are used in conjunction with this Society they shall be subordinate to the official name.

B. PURPOSE

The Purpose of this Society is to bring together a spiritual community which celebrates diversity where all are welcome, to create and promote an atmosphere of acceptance and spiritual nourishment where our Unitarian Universalist principles can flourish, to maintain a church organization where these principles will be practiced and proclaimed, and to encourage service within our church family as well as to the local and global communities.

C. INCLUSION

This Society affirms and promotes the full participation of all persons who support our UU principles in our activities and endeavors without regard to race, color, gender identity, physical or mental challenge, affectional or sexual orientation, age, class, or national origin.

D. AFFILIATION

This Society acknowledges our historic affiliation with the Unitarian Universalist Association and regards itself as pledged to support and extend the interests of said denomination.

ARTICLE II: MEMBERSHIP

A. ELIGIBILITY

Any person sixteen years of age or older who is in sympathy with the purpose of this Society may become a member by signing the Membership Book. No test of creed, faith, national origin, race, color, gender, physical or mental challenge, affectional or sexual orientation, or other similar test shall be imposed as a condition of membership.

B. ACTIVE AND INACTIVE MEMBERS

Members who participate in the activities of this Society and make an annual contribution of record for the current fiscal year shall be considered active members of the Society. All other members shall be considered inactive members of the Society.

ARTICLE II: MEMBERSHIP (cont'd)

C. CHANGES IN MEMBERSHIP

Any person wishing to change their membership status or to withdraw from membership in this Society may do so by notifying the Minister, Office Administrator, or Membership Coordinator. An active member may be designated as inactive through recommendation of the Board of Trustees when that member no longer meets the conditions for active membership and when said member is notified in advance of the change in membership status. A member may also be removed from membership through recommendation of the Board of Trustees when the member has died, moved away, cannot be located. Membership may be withdrawn for cause by recommendation of the Board of Trustees with notification to the member provided in writing.

D. TRANSFER

Upon written request, a member may receive from the Membership Coordinator or Minister a letter of transfer to another parish or denomination.

ARTICLE III: ORGANIZATION

A. BOARD OF TRUSTEES

There shall be a Board of Trustees of this Society elected by the Society and composed of active members of the Society. The Board of Trustees shall include the Officers (President, Vice President, Treasurer, and Clerk) and up to five additional Trustees. All Officers and a majority of the Trustees shall be able to perform their duties and responsibilities in compliance with any age restrictions imposed under the laws of the Commonwealth of Massachusetts. One of the Trustees may be elected to represent the youth of the Society. The Minister shall be an ex-officio non-voting member of the Board of Trustees.

B. MODERATOR

There shall be a Moderator of this Society elected by the Society. The Moderator shall be an active member of the Society.

C. COMMITTEES

1. A Council of Committees may be established by the Board of Trustees as deemed advisable and necessary with a chairperson appointed by the Board of Trustees and a representative from each Committee then in existence. The Minister shall be an ex-officio non-voting member of the Council of Committees.

There shall be a Nominating Committee elected by the Society and composed of at least three and not more than five active members of the Society.

ARTICLE III: ORGANIZATION (cont'd)

3. Administrative Committees shall be established to manage the assets, finances and employed staff of the Society including the Asset, Finance, Fund Raising, Music, Religious Education, Personnel, and Stewardship committees. Chairpersons of the Administrative Committees shall be active members of the Society, shall be selected by the members of the Committee and shall be confirmed by a majority vote of the Board of Trustees.
4. Support Committees may be established by the Board of Trustees as deemed advisable and necessary for supporting the Minister and other persons employed by the Society. Leadership of each Committee shall be determined by the members of the Committee.
5. Program Committees may be established by the Board of Trustees as deemed advisable and necessary for managing the continuing programs and activities of the Society. Leadership of each Committee shall be determined by the members of the Committee.
6. Ad Hoc Committees may be established by the Board of Trustees as deemed advisable and necessary for the proper conduct of the purposes of this Society. Leadership of each Committee shall be determined by the members of the Committee unless otherwise specified by the Board of Trustees.

D. AFFILIATED GROUPS

Voluntary organizations which are largely made up of members and friends of the Society and whose existence and function benefit both the Society and the community may be recognized by the Society as Affiliated Groups.

ARTICLE IV: DUTIES AND RESPONSIBILITIES

A. BOARD OF TRUSTEES

The Board of Trustees shall have general charge of the affairs and property of the Society; conduct routine business; have the power to accept, reject, and administer gifts, bequests, and endowments; administer and recommend changes to the Society's policies; manage the Society's property; have the authority to establish Support, Program, and Ad Hoc Committees; designate a member of the Board of Trustees to serve as a liaison to the Council of Committees; approve the selection and dismissal of all persons employed by the Society, excepting the Minister; recommend the level of financial and other compensation for the Minister and all persons employed by the Society; and, provide for the periodic review and evaluation of all persons employed by the Society. The Board of Trustees shall make all decisions, detailed above, relative to the Minister and all persons employed by the Society, without regard to race, color, gender, physical challenge, affectional or sexual orientation, age, class, or national origin.

ARTICLE IV: DUTIES AND RESPONSIBILITIES (cont'd)

B. OFFICERS

1. President
The President shall preside at all business meetings of the Board of Trustees; be an ex-officio non-voting member of all Administrative Committees; have signatory authority [with the Treasurer] for all leases and contracts; and, represent the Society on all appropriate occasions.
2. Vice President
The Vice President shall act in the place of the President during any absence of the President; ensure the Society operates in agreement with the Bylaws; and, perform any related duties as assigned by the Board of Trustees.
3. Clerk
The Clerk shall keep a permanent record of all business meetings of the Society and the Board of Trustees and of events of importance to the Society; have charge of all personal correspondence of the Society and the Board of Trustees.
4. Treasurer
The Treasurer shall receive all funds and deposit them in established accounts; keep a complete account of the finances of the Society; make all expenditures authorized by the Board of Trustees; assist the Finance Committee in preparing the annual budget; report on the finances of the Society to the Board of Trustees at each regular meeting and to the Society at the annual meeting; and, have signatory authority [with the President] for all leases and contracts. The Treasurer may request that the Board of Trustees appoint an Assistant Treasurer. The Treasurer and Assistant Treasurer may be bonded at the request of the Board of Trustees and at the expense of the Society.

C. TRUSTEES

The Trustees shall perform the duties and responsibilities of the Board of Trustees.

D. MODERATOR

The Moderator shall preside at all annual and special meetings of the Society to ensure that meetings are conducted in accordance with the purposes of the meeting and the rules of order.

E. COMMITTEES

The Council of Committees, when established by the board of Trustees, shall designate a committee member as a representative to the Council of Committees; report on Committee activities and status at meetings of the Council and at the annual meeting; prepare an annual Committee budget for review by the Board of Trustees and submittal to the Finance Committee; and, ensure the Committee operates in accordance with its duties and responsibilities as defined below or as defined by the Committee or its establishing organization.

ARTICLE IV: DUTIES AND RESPONSIBILITIES (cont'd)

1. Council of Committees

The Council of Committees shall coordinate and maintain a schedule of Committee and Society programs, events and resources and shall assist in recommending persons to fill vacancies on Committees.

2. Nominating Committee

There shall be a Nominating Committee elected by the Society and composed of at least three and not more than five active members of the Society.

The duties and responsibilities of the Nominating Committee shall be to present a slate of nominees for all elected positions to be filled at the annual meeting of the Society. When Administrative Committees are unable to recommend a Chair from within the committee, the Nominating Committee (in coordination with the Council of Committees Chair) will present a list of nominees to the Board.

3. Administrative Committees

The duties and responsibilities of the Administrative Committees of this Society are as defined below.

- a. The Asset Committee shall have charge of the use and maintenance of any buildings and properties owned or leased by the Society and perform any related duties as the Board of Trustees may designate. The Asset Committee shall have charge of the use and maintenance of any buildings and properties owned or leased by the Society, the application of any capital funds to be used for expenses not covered in the annual use and maintenance, and perform any related duties as the Board of Trustees may designate.
- b. The Finance Committee shall manage the funds for the proper support of the business of the Society, advise on the annual budget, invest and manage the permanent funds of the Society, designate a person or persons to audit the Treasurer's books and records at least every three years, and perform any related duties as the Board of Trustees may designate.
- c. The Fundraising Committee shall coordinate all fund raising activities of the Society with the exception of the annual canvass and perform any related duties as the Board of Trustees may designate.
- d. The Music Committee, in collaboration with the minister, shall have general supervision of the music selection and programs provided for worship and for enrichment of the Society, advise the Board of Trustees on compensation for the music staff, and perform any related duties as the Board of Trustees may designate.

ARTICLE IV: DUTIES AND RESPONSIBILITIES (cont'd)

- e. The Religious Education Committee shall have general supervision of the religious education of the children, youth, and adults of the Society, advise the Board of Trustees on compensation for the Religious Education staff, and perform any related duties as the Board of Trustees may designate.
- f. The Personnel Committee shall create and maintain policies and procedures for managing all persons employed by the Society.
- g. The Stewardship Committee shall prepare and conduct the annual canvass of the Society, provide the canvass results to the Finance Committee for use in preparing the income portion of the annual budget, and perform any related duties as the Board of Trustees may designate.

4. Support Committees

Support Committees shall serve as support groups for the Minister and other persons employed by the Society, act as a liaison for communication between the Society and the Minister and other persons employed by the Society.

5. Program Committees

Program Committees shall manage the continuing programs and activities of the Society. The duties and responsibilities of each Program Committee shall be defined at the time of its establishment and shall be reviewed and maintained by the Board of Trustees.

6. Ad Hoc Committees

Ad Hoc Committees shall manage short duration and one time programs and activities of the Society. The duties and responsibilities of each Ad Hoc Committee shall be defined at the time of its establishment and shall be reviewed and maintained by the Board of Trustees.

F. GENERAL ASSEMBLY REPRESENTATIVE

The member or members of the Society elected by the Society at a congregational meeting to represent the Society at the Unitarian Universalist Association General Assembly shall represent the good purposes of the Society to the General Assembly; vote the Society's decision, where directed, on any question or issue that may come before the General Assembly; and report to the Society on their attendance at and participation in the General Assembly.

G. AFFILIATED GROUPS

Affiliated Groups shall be responsible for their own finances; administer their own programs and activities; and communicate periodically to the Society as may be requested by the Board of Trustees or the Society. Affiliated Groups may designate a non-voting representative to the Council of Committees.

ARTICLE V: MINISTERIAL LEADERSHIP

A. SELECTION

A Minister for the Society shall be called by at least a nine tenths majority vote of the active members of the Society present and voting at a special meeting to select a Minister. The Minister's compensation shall be established at the time of selection and shall be reviewed annually by the Board of Trustees. The selection and compensation of the Minister shall not be restricted on the basis of race, color, gender, physical challenge, affectional or sexual orientation, age, or national origin.

B. DUTIES AND RESPONSIBILITIES

It shall be the responsibility of the Minister to provide for worship and teaching; to provide pastoral services; to make reports and recommendations to the Board of Trustees; The Minister, in keeping with our tradition of the free pulpit and the free pew, is to preach the truth as the minister sees it, without fear of any person and with respect for all persons.

C. DISMISSAL AND TERMINATION

A three-fourths majority vote by written ballot of the voting members of the Society present and voting at a Special Meeting of the Society called for that purpose shall be necessary for termination of the Minister. Three months' written notice shall be given by either the Society or the Minister before the termination of the Minister's relationship or contract, unless the Minister and the Board of Trustees waive this requirement in writing. The Minister's performance shall be evaluated annually by the Board of Trustees, and the minister shall be informed of the results of the evaluation.

ARTICLE VI: MEETINGS

A. ANNUAL MEETING

The annual meeting of this Society shall be held each year in the fourth quarter of the fiscal year at a time and place fixed by the Board of Trustees. The meeting shall be called by the Clerk or the President and the members of the society shall be notified in writing at least thirty days prior to the date set for the meeting. The notice shall specify the business to be transacted at the annual meeting, the persons nominated for election at the annual meeting, and shall include an article permitting the introduction of any other business which may properly come before the meeting.

B. SPECIAL MEETINGS

Special meetings of the Society may be called by a majority of the members of the Board of Trustees or ten percent of the members of the Society. The members of the Society shall be notified in writing at least ten days prior to the date set for the meeting. The notice shall specify the purpose of the meeting. No business other than that for which the special meeting has been called may be transacted at any special meeting.

ARTICLE VI: MEETINGS (cont'd)

C. BOARD OF TRUSTEES MEETINGS

The Board of Trustees shall have regular meetings at times fixed by themselves which may be changed as necessary. A majority of the members of the Board of Trustees may call other meetings of the Board of Trustees by giving at least twenty-four hours notice to the members of the Board of Trustees.

D. COUNCIL OF COMMITTEES MEETINGS

The Council, when established by the Board of Trustees, shall have regular meetings at times fixed by themselves which may be changed as necessary. Any two or more member Committees may call other meetings of the Council by giving at least twenty-four hours notice to the other member Committees of the Council.

E. COMMITTEE MEETINGS

Committees shall have regular meetings at times fixed by themselves which may be changed as necessary.

F. OPEN MEETINGS

All meetings of the Society, the Board of Trustees and the Committees shall be open to attendance by any member of the Society, except in limited cases when the Board of Trustees and the Committees go into executive sessions. No final or formal actions may be taken by the Board of Trustees or Committees while in executive session. Members of the Society shall be notified in advance of all regular meetings of the Board of Trustees and the Committees and shall be notified of all other meetings and executive sessions of the Board of Trustees and the Committees.

G. RULES OF ORDER

Unless otherwise agreed to by two thirds majority vote of the active members present and voting, Robert's Rules of Order shall govern the conduct of meetings for this Society.

ARTICLE VII: VOTING PROCEDURES

A. QUORUM

Twenty percent of the active members of this Society shall constitute a quorum for the transaction of business at any duly called meeting of the Society. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of appropriate business at Board of Trustee meetings.

B. VOTING POWERS

1. Annual and Special Meetings

All active members of this Society may vote at any duly called meetings of the Society except on matters of significant business as defined in Paragraph D of this Article. Only those members who have been active members for six months or more shall be eligible to vote on matters of significant business.

2. Board of Trustees and Committee Meetings

All members of the Board of Trustees may vote at any duly called meetings of the Board of Trustees. All members of the Council of Committees, with the exception of Affiliated Group representatives, may vote at any duly called meetings of the Council of Committees. All members of the Nominating, Administrative, Support, Program and Ad Hoc Committees may vote at any duly called meetings of the Committee of which they are a member.

C. CONDUCT OF BUSINESS

A quorum as defined in paragraph A of this Article must be present to conduct business at any duly called meetings of the Society and the Board of Trustees. Under no circumstances shall a proxy vote be allowed. The Board of Trustees, at their discretion, may allow for absentee voting. Any members of the Society present at a duly called meeting of the Society or the Board of Trustees may call for a quorum to be present to conduct business. The Moderator shall be responsible for determining that a quorum is present at any duly called meeting of the Society. The Clerk shall be responsible for determining that a quorum is present at any duly called meeting of the Board of Trustees.

1. Annual and Special Meetings

Decisions at any duly called meeting of the Society shall be by a majority vote of the active members present and voting, except on matters of significant business as defined in Paragraph D of this Article. Decisions on matters of significant business shall be by a three fourths majority vote of those members present and voting who have been active members for six months or more. The Society by a two thirds majority vote of the active members present and voting, except on matters of significant business, may require a greater than majority vote for a decision at any duly called meeting of the Society. The Society, by a three fourths majority vote of those members present and voting who have been active members for six months or more, may require a greater than three fourths

ARTICLE VII: VOTING PROCEDURES (cont'd)

majority vote for decisions of significant business at any duly called meeting of the Society.

2. Board of Trustees and Committee Meetings

Decisions at any duly called meetings of the Board of Trustees and Committees shall be by a majority vote of the members present and voting, except for a decision to meet in executive session which shall be by a unanimous vote of the members present and voting. The Board of Trustees or Committees by a two thirds vote of the members present and voting may require a greater than majority vote for a decision.

D. SIGNIFICANT BUSINESS

Matters of significant business to the Society are (a) calling a new minister, (b) the dismissal or termination of the Minister, (c) the dissolution of the legal organization, and (d) the purchase or sale of more than twenty-five percent of the Society's assets. Matters of significant business may be transacted only at an annual or special meeting of the Society.

E. DUE NOTICE FOR SIGNIFICANT BUSINESS

A minimum of thirty days notice shall be given to the members of the Society of any intent to transact matters of significant business.

ARTICLE VIII: ELECTIONS, TERMS OF OFFICE AND RESIGNATIONS

A. ELECTIONS

There shall be elected at each annual meeting a President, Vice President, Treasurer, Clerk, and Moderator. The Trustees and members of the Nominating Committee shall be elected at the annual meeting on a two year rotational basis. All elected persons shall be active members of the Society.

B. TERMS OF OFFICE

The President, Vice President, Treasurer, Clerk and Moderator will serve for one year and may be elected for a total of four successive terms. Each Trustee and member of the Nominating Committee will serve for two years and may be elected for a total of two successive terms. For the purposes of terms of office, a year shall be defined as the fiscal year following the election of the office holder.

C. ASSUMPTION OF OFFICE

All elected persons shall assume their responsibilities at the beginning of the next fiscal year (July 1st) following the annual meeting at which they are elected and shall continue to serve until their term of office expires. The beginning and end of the trustee and officer terms of office coincide with the church's fiscal year.

ARTICLE VIII: ELECTIONS, TERMS OF OFFICE AND RESIGNATIONS (cont'd)

D. RESIGNATIONS

The Minister shall notify the Board of Trustees of their intent to resign at least three months prior to the effective date of their resignation. In the event of the Minister's termination, their possible severance package shall be decided at that time by the Board of Trustees, in consultation with the Finance Committee. All persons elected or employed by the Society, and Administrative Committee chairpersons shall notify the Board of Trustees of their intent to resign at least thirty days prior to the effective date of their resignation. All Support, Program and Ad Hoc Committee chairpersons shall notify the Board of Trustees of their intent to resign at least two weeks prior to the effective date of their resignation. All Administrative, Support, Program and Ad Hoc Committee members must notify the chairperson of the Committee of their intent to resign at least one week prior to the effective date of their resignation.

E. TERMINATION AND REMOVAL FROM OFFICE

Excepting the Minister, one month's notice shall be given by the Board of Trustees before the termination of any person employed by the Society, unless the Board of Trustees or the person being terminated waive this requirement in writing. All persons elected by the Society may be removed from office for cause by the Board of Trustees. Persons terminated or removed from office may appeal their termination or removal to the Society at a special meeting called for that purpose.

F. FILLING OF VACANCIES

1. Elected Positions

Vacancies in elected positions shall be filled by a two thirds majority vote of the Board of Trustees. Persons filling vacancies in elected positions shall serve only until the next annual meeting at which time the Society shall elect a person to serve the remainder of the term of office for the elected position so filled. Persons filling vacancies in elected positions shall be subject to the terms of office contained in Paragraph B of this Article.

2. Committees

Vacancies in the Council of Committees, with the exception of the chairperson, shall be filled by the members of the Committee for which the Council vacancy exists.

Vacancies in Administrative Committee chairpersons shall be filled by recommendation of the Committee and shall be confirmed by a majority vote of the Board of Trustees. When Administrative Committees are unable to recommend a Chair from within the committee, the Nominating Committee (in coordination with the Council of Committees Chair) will present a list of nominees to the Board.

Vacancies in Support, Program, and Ad Hoc Committee chairpersons shall be filled by the members of the Committee. Vacancies in Administrative, Support, Program and Ad Hoc Committee members shall be filled by the members of the Committee.

ARTICLE IX: DISSOLUTION

A. DISSOLUTION OF THE SOCIETY

Should this Society cease to function and vote to dissolve the legal organization, all outstanding debts shall be paid and the remaining assets shall become property of the Unitarian Universalist Association (UUA), or a UUA affiliate organization, in accordance with a three fourths majority vote of the members present and voting who have been active for six months or more. In the event that a three fourths majority vote is not achieved, any remaining assets of the Society shall become property of the UUA.

B. DISSOLUTION OF COMMITTEES

Support, Program, and Ad Hoc Committees of this Society may be dissolved by a majority vote of the active members present and voting at any annual or special meeting of the Society. Notice of any proposed Committee dissolution shall be contained in the notice of the meeting.

ARTICLE X: FISCAL YEAR

A. FISCAL YEAR END

The fiscal year of the Society shall end on June 30.

ARTICLE XI: AMENDMENTS

A. AMENDMENTS

These By-laws, in-so-far as allowed by the law, may be amended or repealed at any annual meeting or special meeting of the Society by a three-fourths majority vote of members present and voting who have been active six months or more. Notice of any proposed change shall be contained in the notice of the meeting.

B. NOTICE OF EFFECT

These Bylaws become effective on June 8, 2025 and supersede all previous Bylaws.

C. PREVIOUS BYLAWS

Copies of Bylaws dating back to 1959 are on file in the church records. Copies may be obtained by request from the Minister or the Clerk of the Society.