

BY-LAWS
of the
UNITARIAN UNIVERSALIST CHURCH OF GREATER
LYNN

ARTICLE I

Purpose and Affiliation

The Unitarian Universalist Church of Greater Lynn (hereinafter called the Parish) is a church organized for religious, charitable, and educational purposes. The Parish is a member of the Unitarian Universalist Association and the Massachusetts Bay District of Unitarian Universalist Churches.

ARTICLE II

Membership

SECTION 1. The membership of the Parish shall consist of:

- (a) all persons who at the time of the adoption of these By-Laws were members of the Unitarian Church of Lynn or members of the First Universalist Parish of Lynn; and
- (b) any persons who are at least sixteen years of age and whose membership has been confirmed by acceptance of the Right Hand of Fellowship extended on behalf of the Parish by a Minister of the Parish with the approval of the Board of Trustees of the Parish or of such other entity as shall have been designated for the purpose by said Board of Trustees.

SECTION 2. The Board of Trustees shall establish procedures for continuation and termination of membership, except that any member of the Parish may withdraw from such membership by written notice to the Parish Clerk.

SECTION 3. Any members shall be entitled to vote at any business meeting of the Parish, or to hold any elective office of the Parish, if during the Parish year at the time current he or she is a contributor to the support of the Parish by some method established or approved by the Board of Trustees.

ARTICLE III

Meetings of the Parish

SECTION 1. The annual meeting of the Parish shall be held during the month of May or June in each year, at such time and place on premises of the Parish as the Board of Trustees shall determine.

SECTION 2. Special meetings of the Parish shall be held upon

(a) call by the Board of Trustees, or

(b) written call by any ten members of the Parish entitled to vote thereat, addressed to the Parish Clerk, specifying the time and place on premises of the Parish of such special meeting.

SECTION 3. Notice of each meeting of the Parish shall be posted by the Parish Clerk, at least seven days before the day fixed for the meeting, in one or more conspicuous places, in or on a Parish building where regular Sunday morning religious services are held.

Also, at least seven days before each meeting of the Parish, notice thereof shall be read from the pulpit by a Minister of the Parish or a member of the Board of Trustees at a regular Sunday morning religious service, and/or shall be mailed to each member of the Parish. Each notice of a meeting of the Parish shall specify the time and place of the meeting and shall summarize the purposes for which it is being held.

SECTION 4. At any meeting of the Parish, fifteen members entitled to vote thereat shall constitute a quorum for the transaction of business, but less than a quorum may adjourn the meeting to a definite time.

ARTICLE IV

Board of Trustees

SECTION 1. The membership of the Board of Trustees shall be composed of six members (herein called "Elected Trustees") elected as hereinafter provided in this Section 1, and in addition, as ex officio members, with full voting rights, such of the following Parish officers as shall not have been likewise elected as members of the Board of Trustees: Parish President, Parish Vice President, Parish Past President, Parish Clerk and Parish Treasurer. Each Elected Trustee shall (except as hereinafter provided in this Section 1 in the case of a vacancy) be elected by ballot at an annual meeting of the Parish. The term of office of each Elected Trustee (other than any Elected Trustee elected to fill a vacancy) shall be three years and until his or her successor is elected. Any vacancy in the office of Elected Trustee shall be filled by election by the Board of Trustees until the next annual meeting of the Parish, when a successor Elected Trustee shall be elected for any balance then remaining of the original term of office. No Elected Trustee elected at any annual meeting of the Parish shall be eligible for re-election as such for any other term beginning within one year after the expiration of the term for which he or she shall have last previously been elected.

SECTION 2. The Board of Trustees shall, subject to the controlling power of the Parish which may have been exercised prior to action taken by the Board of Trustees and except as otherwise specifically provided by law or by these By-Laws, have complete charge of all property of the Parish (except that there shall be no acquisition or disposal of a "Meeting House" except pursuant to an affirmative vote adopted at a duly held meeting of the Parish by majority vote of those present thereat entitled to vote, notice of the

proposal to be voted upon having been included in the notice of such meeting), and of all insurance thereon, and of the operation of all Parish affairs, including the raising of money and the determination of salaries and other compensation. The Board of Trustees shall have general control of the policies and activities of all subsidiary organizations within the Parish, insofar as they affect the Parish as a whole. The Board of Trustees may appoint such other committees and other agents as it deems advisable and define their duties. The Board of Trustees may direct the Investment Committee to provide funds for any such use by the Parish as such Board may determine upon. All requests for the use of any building or facilities shall be passed on by the Board of Trustees or such other committees as said Board of Trustees shall designate. All requests for membership in the Parish shall be referred for approval to the Board of Trustees or to such other committee as shall have been designated for the purpose by said Board. All questions as to who are, under the provisions of these By-Laws, members of the Parish hereunder and as to which members thereof are entitled, under such provisions, to vote or hold elective office shall be determined by vote duly adopted by the Board of Trustees or by such other committee as shall have been designated for the purpose by said Board.

SECTION 3. Regular meetings of the Board of Trustees shall be held monthly from September to June of each year, at such time and place as said Board may determine upon. Special meetings of the Board of Trustees may be called at any time by the President or by any three members of said Board. At least twenty-four hours prior notice shall be given to each member of said Board of each special meeting of the Board.

SECTION 4. At any meeting of the Board of Trustees, a simple majority of members then in office shall constitute a quorum for the transaction of business, but less than a quorum may adjourn the meeting to a definite time.

ARTICLE V

Officers

SECTION 1. The officers of the Parish shall consist of the following: Parish President, Parish Vice President, Parish Past President, Parish Clerk, Parish Treasurer and Parish Assistant Treasurer, each elected by ballot at an annual meeting of the Parish for a term of one year and until his or her successor is elected. Any vacancy in any of the foregoing offices shall be filled by election by the Board of Trustees until the next annual meeting of the Parish. The President, Vice President and Past President shall each be eligible for election as such for additional terms. However, no individual may serve more than two consecutive years in any of the three executive offices. An individual who has served six consecutive years in these three offices shall not be eligible for reelection to any of these offices until one full-year term has elapsed.. Neither the Clerk, Treasurer nor Assistant Treasurer shall be eligible for election as such for any full-year term beginning within one year after the expiration of the fifth successive full-year term for which he or she shall have last previously been elected.

SECTION 2. The President shall preside over all meetings of the Parish and of the Board

of Trustees, and shall have such other powers and duties as said Board may from time to time designate.

SECTION 3. The Vice President shall, in the absence of the President, preside over meetings of the Parish and of the Board of Trustees, and shall have such other powers and duties as said Board may designate.

SECTION 4. The Past President shall be any person who has previously served as President of the Parish. The Past President shall, in the absence of the President and the Vice President, preside over meetings of the Parish and of the Board of Trustees, and shall have such other powers and duties as said Board may designate.

SECTION 5. The Parish Clerk shall keep a true record of the proceedings of all meetings of the Parish and of the Board of Trustees, and shall also keep, or cause to be kept, a membership book of the Parish in which the name of every member shall be duly listed, indicating those qualified to vote and hold office and showing the date of the commencement and termination of the respective memberships. A report in writing shall be presented by the Parish Clerk at each annual meeting of the Parish. The Parish Clerk shall have such other powers and duties as the Board of Trustees may designate.

SECTION 6. The Treasurer shall receive all funds and securities of the Parish and of any charitable trusts managed by it, and shall also receive all insurance policies of the Parish. Funds of the Parish shall be paid out by the Treasurer, subject to any such directions as may be given by the Board of Trustees. Except as otherwise provided by any applicable trust or testamentary instrument, disposition of funds of any charitable trusts managed by the Parish shall be subject to the recommendations of a Grants Committee which shall be designated by the Board of Trustees. Proper accounts of all receipts and payments shall be maintained by the Treasurer, who shall, after the close of each fiscal year of the Parish, present a written report to the Board of Trustees in a timely manner. The report shall include a statement of the financial condition of the Parish at the close of such fiscal year and the details of receipts and expenditures for such fiscal year, which report shall be open to inspection by all members of the Parish at any time. A summary of such report shall be presented by the Treasurer at the next following annual meeting of the Parish. The Treasurer shall have such other powers and duties as the Board of Trustees may designate. The provisions of this section shall not apply to a Minister's Discretionary Fund established under Article VIII, Section 2.

SECTION 7. The Assistant Treasurer shall assist the Treasurer in such manner as the Treasurer shall from time to time determine, and shall have such other powers and duties as the Board of Trustees may designate.

ARTICLE VI

Investment Committee

SECTION 1. There shall be an Investment Committee consisting of four members elected by the Board of Trustees, together with the Treasurer (who shall have full voting rights). At the first meeting of the Board of trustees after each annual meeting of the Parish, the Board of Trustees shall elect to the Investment Committee (or re-elect, if said Board so determines) one member of the Parish to hold office as a member of the Investment Committee for a four-year term then commencing. Any vacancy in the membership of the Investment Committee shall be filled by the Board of Trustees for any balance then remaining of the unfilled term of office. No member of such Committee shall be eligible for reelection as such for any full four-term term beginning within one year after the expiration of the second successive full four-year term for which he or she shall have last previously been elected.

SECTION 2. The Investment Committee shall have charge of the investment and reinvestment of all funds and securities of the Parish and (except as otherwise provided by any applicable trust or testamentary instrument) all funds and securities of any charitable trusts managed by the Parish. Proper accounts of all funds and securities and investment income shall be maintained by the Investment Committee, and within forty-five days after the close of each fiscal year of the Parish the Investment Committee shall present to the Board of Trustees a written report detailing the investment income during the fiscal year and listing the funds and securities held, and the book values and market values at the beginning and end of the fiscal year, which report shall be open to inspection by all members of the Parish at any time. A summary of such report shall be presented by the Investment Committee in writing at the time of the next following annual meeting of the Parish. Securities owned or held by the Parish may for convenience be maintained in street or nominee form. Responsibility for custody of all securities owned or held by the Parish (whether in a safe deposit box or in a bank custodial account or elsewhere) shall, subject to the other following sentence, remain with the Treasurer and such other member or members of the Investment Committee, if any, as may be designated by the Investment Committee. The Treasurer (together with any one or more other members of the Investment Committee) may

- (a) execute and deliver transfers and assignments of, or custodial directions with respect to, shares or stock, notes, bonds or other securities which are at any time owned or held by the Parish, and/or
- (b) execute and deliver probate petitions, bonds and other instruments, and do all other things, which in the judgment of the Investment Committee in any case may be necessary or beneficial to the Parish with relation to any matters in its charge, including the right to appear for the Parish in any manner pending in any court and to assent to any probate accounts or other court proceedings.

SECTION 3. The Investment Committee shall adopt its own rules of procedure and elect its own Chairperson. A certificate of the Parish Clerk as to any action of the Committee, and/or as to its membership, shall be conclusive in favor of any person or corporation acting in reliance thereon.

ARTICLE VII

Leadership Development and Nominating Committee

SECTION 1. There shall be a Leadership Development and Nominating Committee, consisting of five members appointed by the Board of Trustees for three-year staggered terms, no more than two of whom shall be members of the Board of Trustees. Members of this committee may not be reappointed, until at least one full year has elapsed, except that a member appointed to fill a vacancy shall be eligible for appointment to a full three-year term.

SECTION 2. The Leadership Development and Nominating Committee shall identify, encourage, and develop leadership within the Congregation including nominating officers and trustees.

SECTION 3. Annually, on or before the thirty-first day of March, the Leadership and Nominating Committee shall (a) prepare a list of nominations for the offices and trustee positions to be filled at the next annual meeting of the Parish and (b) file such list of nominations with the Parish Clerk, who shall as promptly as possible give notice thereof to the members of the Parish, or cause such notice to be given. This committee shall also assist the Board of Trustees in the selection of members of committees to be appointed by the Board of Trustees, and in the selection of trustees and officers to fill any vacancies which may have at any time occurred. It shall advise the Parish Minister in the selection of ministry team chairpersons.

SECTION 4. The Committee shall adopt its own rules of procedure and elect its own Chairperson.

ARTICLE VIII

Grants Committee

SECTION 1. There shall be a Grants Committee consisting of six members, four of whom shall be appointed by the Board of Trustees for three-year staggered terms. An appointed member who has served two consecutive three-year terms shall not be eligible for reappointment to a full three-year term until at least one year has elapsed, except that a member appointed to fill a vacancy shall be eligible for appointment and/or reappointment to full one or two three-year terms. The Parish Minister, or his or her designee, and the Treasurer shall be members ex officio with full voting rights.

SECTION 2. The Grants Committee shall be responsible for the disposition of funds in accordance with the provisions of the charitable trusts administered by the parish, and for other disbursements that the Board of Trustees may authorize.

SECTION 3. The Committee shall adopt its own rules of procedure and elect its own chairperson.

SECTION 4. The committee shall provide written reports to the Board of Trustees annually and/or at such other intervals as the Board of Trustees may direct.

ARTICLE IX

Minister

SECTION 1. The Parish Minister shall be in fellowship with the Unitarian Universalist Association of Congregations, and shall be called or dismissed only by an affirmative vote adopted at a duly held meeting of the Parish, by at least three-fourths of the members of the Parish present thereat entitled to vote; provided, always, that interim or temporary Ministers may be provided by the Board of Trustees for a period not exceeding thirty-six months for any one person.

SECTION 2. With the consent of the Board of Trustees, the Parish Minister may establish a Minister's Discretionary Fund, to be expended at the sole discretion of the Minister for the charitable and religious purposes of the Parish. Such account or accounts shall contain any funds designated or given to the Parish or to the Parish Minister specifically for the Minister's Discretionary Fund, and any additional sums as designated by the Board of Trustees. The Minister's Discretionary Fund shall not be subject to the provisions of Article V, Section 6, of these By-Laws.

SECTION 3. The Parish Minister shall serve as the spiritual, programmatic, and administrative leader of the congregation. He/she shall guide a team of professional staff toward the vision of the congregation and cause to be established such Ministry Teams as seems appropriate. The intended style of leadership is consultative, collegial, and inclusive. The Parish Minister shall attend meetings of the Board of Trustees and bring to its attention all matters which seem pertinent to the general welfare of the congregation.

ARTICLE X

Fiscal Year

The fiscal year of the Parish shall be the twelve-month period beginning with the first day of July.

ARTICLE XI

Indemnification

The Parish shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, a member of the Board of Trustees, a member of a committee of the Parish, a volunteer teacher or group leader, or in any similar volunteer capacity on behalf of the Parish, or as a Minister, student minister or other employee of the Parish, and the heirs, executors and administrators of all such persons, against all expenses and liabilities, including, without limitation, counsel fees,

judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred or imposed in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which a person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless the proceeding was authorized by a majority of the Board of Trustees); provided that no indemnification shall be provided with respect to any matter as to which the person seeking indemnification shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Parish. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Trustees shall have been furnished with an opinion of counsel for the Parish to the effect that such settlement or compromise is in the best interest of the Parish and that the person seeking indemnification appears to have acted in good faith in the reasonable belief that the action was in the best interests of the Parish, and if the Board of Trustees shall vote to approve such settlement or compromise. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

ARTICLE XII

Amendments

These By-Laws may be amended by the affirmative vote, adopted at a duly held meeting of the Parish, by at least three-fourths of the members of the Parish present thereat entitled to vote; if there shall have been set forth in each of the notices of such meeting given pursuant to the provisions of ARTICLE III, Section 3, either the proposed amendment or amendments in full or a summary thereof.

As adopted at organizational meeting September 26, 1966 and incorporating amendments voted at Annual Meeting - September 11, 1967, Special Meeting - May 17, 1971, Annual Meeting - September 19, 1976, Annual Meeting - Reopened October 25, 1981, Annual Meeting - September 29, 1991, Annual Meeting - September 26, 1993, Special Meeting – March 7, 1999, Annual Meeting – June 5, 2005, Annual Meeting - June 8, 2008, Special Meeting -February 13, 2010, Annual Meeting – June 5, 2011, and Annual Meeting – June 3, 2012.