

# **The First Universalist Church of Yarmouth, Maine**

97 Main Street, Yarmouth, Maine 846-4148

## **Constitution and Bylaws**



~ REVISED JUNE 2, 2019 ~

**Our Mission Statement:** Connected by Unitarian-Universalist principles,

We join hands in open-minded and caring community

To support spiritual exploration and growth,

To celebrate and honor life's journey,

And to inspire engagement in an evolving world.

### **The UUA's "Statement of Principles and Purposes"**

WE, THE MEMBER CONGREGATIONS OF THE UNITARIAN UNIVERSALIST ASSOCIATION, COVENANT  
TO AFFIRM AND PROMOTE:

- ☞ the inherent worth & dignity of every person;
- ☞ justice, equity, and compassion in human relations;
- ☞ acceptance of one another and encouragement to spiritual growth in our congregations;
- ☞ a free and responsible search for truth and meaning;
- ☞ the right of conscience and the use of the democratic process within our congregations and in society at large;
- ☞ the goal of world community with peace, liberty, and justice for all;
- ☞ respect for the interdependent web of all existence of which we are a part.

THE LIVING TRADITION WE SHARE DRAWS FROM MANY SOURCES:

- ☞ Direct experience of that transcending mystery and wonder, affirmed in all cultures, which moves us to a renewal of the spirit and an openness to the forces that create and uphold life;
- ☞ Words and deeds of prophetic women and men which challenge us to confront powers and structures of evil with justice, compassion, and the transforming power of love;
- ☞ Wisdom from the world's religions which inspire us in our ethical and spiritual life;
- ☞ Jewish and Christian teachings which call us to respond to God's love by loving our neighbors as ourselves;
- ☞ Humanist teachings which counsel us to heed the guidance of reason and the results of science, and warn us against idolatries of the mind and spirit
- ☞ Spiritual teachings of Earth-centered traditions which celebrate the sacred circle of life and instruct us to live in harmony with the rhythms of nature.

Grateful for the religious pluralism which enriches and ennobles our faith, we are inspired to deepen our understanding and expand our vision. As free congregations we enter into the covenant, promising to one another our mutual trust and support.

*as a Bylaw by the 1984, 1985 and 1995 General Assemblies*

— *Adopted*

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# First Universalist Church of Yarmouth, Maine

## Constitution and Bylaws

Revised by vote of the congregational meeting, June 2019

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### ARTICLE I – NAME

#### *Section 1 – Declaration*

The name of this organization shall be **First Universalist Church of Yarmouth, Maine**.

#### *Section 2 – Evolution*

This church is the successor to The First Universalist Society in Yarmouth, Maine, organized in 1834, which in 1947 changed its name to the First Universalist Church of Yarmouth, Maine, and the Central Parish of Yarmouth, organized in 1859. The two organizations merged and adopted a new set of bylaws in 1962, to become the First Universalist Church of Yarmouth, Maine, which was incorporated under the laws of the State of Maine in 1980.

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### ARTICLE II - AFFIRMATION OF PURPOSE

- ☞ We are united in seeking to increase love with justice and to constitute a free church open to all people.
- ☞ Mindful of our past and drawing upon modern knowledge, we respond to the spiritual needs of persons and are devoted to the common good in community, nation and world.
- ☞ We cherish the integrity of each individual and search for truth with reason as our guide.
- ☞ We respect differences of opinion and strive to be a democratic community.
- ☞ We are concerned with this world, and open to the future.

### ARTICLE III – AFFILIATION

This church is a member of

- the Unitarian Universalist Association and
- the Northeast District of the Unitarian Universalist Association or its successors

This church may affiliate or disaffiliate with other organizations, as its voting members shall determine.

### ARTICLE IV – AFFIRMATION OF INCLUSION

This congregation affirms a policy of open inclusiveness and promotes the full participation of persons in all our activities and endeavors without regard to race, color, gender identity and expression, physical or mental challenge, affectional or sexual orientation, class, or national origin.

### ARTICLE V – MEMBERSHIP

#### *Section 1 – Adult*

Any person at least eighteen years of age who indicates sympathy with the principles of the Unitarian Universalist Association and the First Universalist Church of Yarmouth and affirms a commitment to an ongoing and deepening spiritual life expressed in service may become a member by signing the register of members in the presence of the minister or, in the minister's absence, the clerk or president. The welcome of the church shall be extended to new members at least yearly during a religious service.

### ***Section 2 – Youth***

Youth memberships are available to any individual fourteen to eighteen years old who

- has completed the “*Coming of Age Program*” or the “*Newcomer Orientation*” class or their current equivalent,
- is actively participating in the working life of the church or its affiliated organization, and
- has expressed a desire for membership by signing the membership book in the presence of the minister, or in the minister's absence, the clerk or president, thus indicating sympathy with the principles of the Unitarian Universalist Association and the First Universalist Church of Yarmouth and affirming a commitment to a spiritual life.

Youth members are entitled to all the rights, privileges, and responsibilities of active members with the exceptions that, under the laws of the State of Maine, persons under the age of eighteen may not vote on or be responsible for an organization's financial matters.

### ***Section 3 – Responsibilities***

Members are expected to:

- regularly attend religious services at the church, or participate in the religious exploration program, or participate in a small group affiliated with the church; or serve on a church committee, task force, working group, etc., and
- annually make an identified financial contribution to the church, unless such financial contribution is waived by the minister.

### ***Section 4 – Termination***

Membership terminates when a member

- applies to the clerk or minister or president requesting transfer to another church or fellowship, or
- resigns by written notice, or
- dies, or
- is no longer participating actively as described in Section 3 above, or
- is terminated in accordance with the church's disruptive behavior policy.

## **ARTICLE VI – CONGREGATIONAL MEETINGS**

### ***Section 1 – Annual Meeting***

The members of this church (sometimes referred to herein as the "congregation") shall meet annually in **June** to receive reports of officers, committees, and the church staff; to elect members to open positions on the board of trustees and the leadership development committee, as provided herein; to adopt a budget for the forthcoming fiscal year beginning July 1; and to act upon any and all matters concerning the affairs and purposes of the church, that may properly be brought before the meeting.

### ***Section 2 – Special Meetings***

A special congregational meeting shall be called by the clerk

- upon the request of a majority of the board of trustees, or
- upon the written request of at least **fifteen** percent of the members qualified to vote, after notifying the president and the minister that such a meeting is to be called.

### ***Section 3 – Posting Meeting Notices***

Notice of any annual or special meeting of the congregation shall be posted in a public and conspicuous place at least fourteen days prior to the meeting, stating the business to be considered.

### ***Section 4 – Participation***

The chair shall recognize persons other than active members who desire to speak at a business meeting, unless the voting members present take action to restrict the discussion to active members only.

### ***Section 5 – Voting***

A quorum shall consist of 20% of the current church membership. To be eligible to vote, a member must have signed the register three months or more prior to the date of the meeting. A majority vote of those present shall decide any question, unless otherwise specified herein. Upon the request of three voting members, any ballot to be taken on any matter shall be secret. No member may vote by proxy.

### ***Section 6 – Procedural Rules***

*Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters not covered in these bylaws.

## **ARTICLE VII – CHURCH OFFICIALS**

### ***Section 1 – Definition***

1. The Church Officers shall be called the Executive Committee of the Church. Clarification of the Executive Committee's duties:

The Executive Committee will consist of the officers of the Board: President, Vice President, Treasurer, and Clerk. The Executive Committee will carry forward the program and plans of the Church and Board. It shall exercise the powers and duties of the Board when necessary between meetings of the Board. It shall prepare an agenda for each Board meeting and shall gather and evaluate relevant data pertaining to each item of the agenda. Any action taken by the Executive Committee must be presented to the full Board at the next meeting.

The board of trustees of the church shall consist of

1. the four officers
2. four at-large members

### ***Section 2 – Nomination and Election***

Officers and at-large members of the board of trustees shall be nominated by the leadership development committee and elected at the annual meeting. Elected members of the board of trustees shall be active members of the congregation and shall serve two-year terms. There shall be a limit of two consecutive terms (4 years) for any board position and a general limitation on board membership of eight consecutive years.

### ***Section 3 – Terms of Office***

The terms of the board members shall be staggered as follows:

- in odd-numbered years elect the president, vice president and two at-large members, and
- in even-numbered years elect the clerk, treasurer, and two at-large members.

### ***Section 4 – Effective Date of Election***

Persons elected to the board of trustees shall assume office upon the first day of the new fiscal year (July 1).

### ***Section 5 – Resignation of Elected Officials***

Any member of the board of trustees who is absent from three consecutive meetings without good cause will be considered to have resigned. In the event of a resignation of a board member, the leadership development committee will appoint an active member of the congregation to fill the vacancy.

## **ARTICLE VIII – RESPONSIBILITIES OF OFFICERS**

### ***Section 1 – President***

The president shall

- coordinate, in cooperation with the minister, the activities of the church for its general welfare,
- preside at meetings of the congregation and the board of trustees, and at such meetings shall have no vote except in the case of a tie vote,

- be an ex-officio member without vote of all committees,
- not serve on the leadership development committee or the committee on shared ministry,
- represent the church on appropriate occasions, and
- be authorized to sign checks on behalf of the church, in the absence of the treasurer.

***Section 2 – Vice President***

The vice president shall

- work cooperatively with the president in carrying out their responsibilities,
- be the acting president in the president’s absence, and
- serve as a voting member of the board.

***Section 3 – Clerk***

The clerk shall

- attend all congregational meetings and shall keep a true record of all business transacted, this record to be accepted or corrected by the congregation,
- attend all meetings of the board of trustees, and keep a record of the proceedings,
- give notice in proper form of all congregational meetings, and of regular and special meetings of the board of trustees, and
- conduct correspondence on behalf of the board.

***Section 4 – Treasurer***

The treasurer shall

- be the custodian of all funds of the church, whether current, invested, endowed or in trust and payable to the church, and of any documents or other materials reflecting church ownership of property,
- monitor distributions made from endowment funds, giving faithful attention to the intended purpose of those distributions,
- disburse the funds of the church as the board of trustees shall determine,
- keep an accurate record of all transactions, which record shall remain the property of the church, and shall be open for inspection at any time by the board,
- submit an annual report at the annual congregational meeting in such manner as shall be required by the board of trustees,
- report the current state of the treasury at each regular meeting of the board of trustees, and furnish such other information from the records as may be requested,
- be authorized to sign checks, and
- be available to train/assist the new treasurer as s/he assumes the role.

A qualified reviewer designated by the board shall review the records of the treasurer annually; the report of the reviewer shall be made to the board at the end of the quarter following the close of the fiscal year.

**ARTICLE IX – RESPONSIBILITIES AND AUTHORITY OF THE BOARD OF TRUSTEES**

***Section 1 – Leadership Overview***

The board shall provide the leadership for the church and is charged with promoting the church’s mission and purpose and with ensuring that the articulated vision of the church is congruent with the vision of the congregation. It shall be the responsibility of the board of trustees, acting on behalf of the congregation and following the direction given to it by the membership at annual and special meetings, to

- receive and respond to the reports of the minister, treasurer, and operating committees,
- oversee all business affairs of the church other than those requiring a vote of the congregation, and

- establish policies that further the committees, mission, and purpose of the church.

***Section 2 – Responsibilities Regarding Property***

The board shall have responsibility for

- all church property, including the land and buildings owned by the church, and
- establishing policies and procedures for the use of the spaces and equipment within the church.

The board shall have no authority to transfer real estate of the church without a vote of the congregation.

***Section 3 – Fiscal Responsibilities***

The board shall

- annually prepare a balanced budget to support the effective operation of the church for the next fiscal year,
- be ultimately responsible for raising the funds required to meet the budget,
- take necessary steps to keep the church financially sound, and
- have no authority to make any contract involving the expenditure of over 10% of the annual budget without a vote of the congregation.

***Section 4 – Employment Responsibilities***

The board shall have the power to employ or discharge and to determine the conditions of service of all employees except the minister.

***Section 5 – Authorization of Signatories***

The board shall designate by a vote such officer or officers to sign contracts, notes, documents, and other legal papers on behalf of the church in its name, and no person or persons other than those so designated by the board of trustees shall have the power to bind the church.

***Section 6 – Meeting Time/Place***

The board shall designate and publicize a regular time and place of meeting, which shall be open to the congregation unless voted into Executive Session.

***Section 7 – Quorum Definition and Voting***

The board cannot make binding decisions without a Quorum. Six board members shall constitute a quorum, and a majority of those members present shall decide any questions.

***Section 8 – Calling Special Board Meetings***

A special meeting of the board shall be called by the clerk at the request of the president or minister, or of not fewer than four of its members. The clerk shall give three days notice to the board of a special meeting.

**ARTICLE X – MINISTER**

***Section 1 – Role Overview***

The minister shall be the spiritual head of the church, and, in cooperation with the Board of Trustees, its leader in the making and execution of the church program.

***Section 2 – Responsibilities***

The minister shall

- be responsible for the regular and special religious services of the church,
- have freedom of the pulpit, as well as freedom to express opinions outside the pulpit,
- render ministerial service to individuals and families, including but not limited to: pastoral counseling, spiritual direction, and rites of passage,
- consult and advise with the board of trustees as to the management of the affairs of the church,
- attend all meetings of the board,
- keep in touch with any and all phases of church life, and have access to all facts, as circumstances suggest and as time permits,

- be a member ex-officio, without vote, of the board and all committees, but may not serve on a ministerial search committee,
- bring to the attention of the board or committees or other organizations related to the church, any matters, including recommendations, that seem to the minister pertinent to the welfare of the church, although a final decision as to policy or procedure remains with the church,
- present a written report at the annual meeting covering both the activities as minister and the state of the church,
- be available for consultation on the hiring, evaluation, and termination of church personnel, and at the minister's request such consultation shall take place,
- supervise church staff,
- record in a Parish Register belonging to the church: marriages, dedications of children, and funeral or memorial services.
- take active part in the affairs of the Unitarian Universalist Association, and of the district and area organizations to which the church belongs,
- represent the church on suitable occasions in the community,
- be free to participate personally in public affairs
- perform such other duties as the board may direct.

### ***Section 3 – Minister's Service Outside the Church***

The minister may accept requests for ministerial service to persons outside the congregation and compensation for such services, but may not undertake any additional employment for compensation that interferes with the minister's availability for ministerial service to the church and its congregation, without the annual approval either of the board of trustees or of a congregational meeting.

### ***Section 4 – Conditions of Employment***

The minister shall be directly responsible to the church membership and shall be considered to have an indeterminate tenure. Salary and conditions of employment will be determined from year to year by the board. A written contract between the minister and the church shall be updated each year by the board following the annual meeting.

### ***Section 5 – Dismissal***

The minister may be dismissed by a majority vote of the voting members present at a church meeting legally called for that purpose. In the event of dismissal, the board may request that the minister vacate the premises promptly. A reasonable severance shall be provided determined by the board based on recommended guidelines of the UUA and in consultation with the UUA.

### ***Section 6 – Resignation***

The minister may resign by giving three months notice.

### ***Section 7 – Interim Minister***

Upon the resignation, permanent disability, death or dismissal of the minister, the board may choose to seek the aid of an interim minister. If it does, it shall follow the procedures outlined by the Unitarian Universalist Association (UUA). The board shall organize a committee to seek out and consider candidates for the position, and shall make the ultimate decision as to whom to hire. It is understood that the interim minister cannot become a candidate for the called position that is then open and cannot serve for a period greater than three years. The interim minister shall be compensated at a level comparable to the minister just departing. The interim minister shall carry out all the responsibilities of the ministry outlined in Section 2 above.

### ***Section 8 – Search Committee***

Upon the resignation, permanent disability, death, or dismissal of the minister, a congregational meeting shall be called for the purpose of selecting a ministerial search committee, which shall consist of active members identified in accordance with procedures recommended by the Unitarian Universalist Association. The function of this

committee shall be to propose for the ministry of this church, a candidate from the official list of qualified ministers maintained by the Transitions Office of the Unitarian Universalist Association.

### *Section 9 – Electing a Minister*

Election of the minister shall be by written ballot and shall require a two-thirds vote of the voting members present at a meeting legally called for that purpose. Salary and other matters to be included in a letter of contract shall be approved by a majority of the voting members present. If this candidate fails of election, the search process begins again.

## **ARTICLE XI – ORGANIZATIONAL STRUCTURE**

### *Section 1 – Overview*

The board of trustees and the minister shall be considered coequal partners charged with moving forward the mission and purpose of the church. They, in turn, will support the staff and the committee chairs in the implementation of the church’s vision through the committees, task forces, working groups, and ministry teams that will come into and go out of existence as necessary to further the work of the church.

A regularly updated Policies and Procedures document will contain detailed descriptions of the authority and responsibilities of all current committees, working groups, task forces, ministry teams, etc., as well as all other information deemed useful and necessary to implementing the mission and purpose of the church.

### *Section 2 – Healthy Congregation Team*

#### **PURPOSE**

The purpose of the Healthy Congregation Team (HCT) is to be a team of trained volunteers who, guided by the congregation’s mission, provide ongoing education, training and support to the First Universalist congregation. With an emphasis on healthy systems and pro-active wellness, the HCT will seek to promote members’ ability to:

- listen openly to the views of others;
- take personal responsibility for communication;
- be respectful of each other’s views;
- model kindness and generosity of spirit; and
- resolve concerns in healthy ways.

#### **FUNCTION**

The HCT has no governance function or authority within the congregation but is charged with:

- finding opportunities to educate and remind our church community that our mission is owned by the congregation, which is responsible and accountable for its fulfillment, and that all we do to fulfill our mission is ministry;
- supporting the health and effectiveness of all the church’s ministries, with training in goal-setting and ongoing communications;
- consulting with councils, committees, lay leaders, ministers and other agents of the congregation on their efforts to support the mission of the church;
- being attentive to stresses, conflicts, and other actions or expressed intentions within the congregation that may impede efforts toward fulfillment of the mission and, as appropriate:
  - o bringing these matters to the attention of the lay and professional leadership of the church, who may, at their discretion, implement church policies and access district resources, or
  - o implementing the Church’s Safe Congregation or Disruptive Behavior policies; and
  - o providing a report to the Board of Trustees annually of the committee’s work and any resulting recommendations it may have.

#### **STRUCTURE**

The Healthy Congregation Team is a committee of the Board, is appointed by the Board and Minister, and reports to the Board. Members are selected for their skills as calm leaders and thoughtful problem solvers. The team, which meets monthly, is comprised of six members of the congregation plus the Minister. Members may serve for two terms each, and after being off the Team for three years may serve again. (During the initial stages, to provide for

continuity, the team consists of two members who will serve one year, two for two years and two for three years, after which each new term will be three years.)

Each church year, one member of the HCT will be designated a Liaison to the Board of Trustees to ensure optimal communications. A member of the Board may be a member of the HCT but it is not required. Any vacancies between annual meetings shall be filled by persons selected by agreement of the Board president and the minister.

All proceedings of the HCT shall be confidential unless otherwise agreed by the Committee and minister or unless otherwise provided in this section of the Bylaws.

### ***Section 3—Leadership Development Committee***

The Leadership Development Committee shall consist of no fewer than three members, including a chairperson. Committee members shall be elected by the congregation at the annual meeting. The term of each committee member shall be three years and shall be staggered.

The leadership development committee shall support the board with the following functions:

- Personnel development:
  - Maintains policies and procedures on personnel, including job descriptions, performance reviews and annual compensation packages for all church employees.
  - Advises and consults with the minister, as staff supervisor, on personnel issues.
  - Advises the board on grievances, discipline and termination of staff.
  - Holds leadership retreats to develop and sustain effective leaders, engender creativity and synergy around problems or future directions, discuss issues at a deep and thoughtful level
- Governance
  - Help the board to maintain high standards of performance.
  - Help the board to live up to its role in governance, its meeting practice, and its expectations of board members.
  - Lead a training session for new board members, to which retiring board members are invited, and facilitate an annual review of the board covenant.
- Nominating
  - Work with board to identify future leadership needs in light of members who are rotating off the Board.
  - Ensure that when board vacancies are filled, the board will have the diversity of personal characteristics and experience that it needs.
  - Propose for election at the annual meeting a slate of persons to fill open positions on the board of trustees and leadership development committee

The Leadership Development committee has no staff management authority and does not participate in supervision or personnel decision making. When it is necessary to hold a hearing on a staff grievance, the board will appoint an ad hoc committee in each case.

## **ARTICLE XII—ENDOWMENT AND RESERVE FUNDS, DISPOSITION OF PROPERTY**

### ***Section 1 – Endowment Funds***

The church endowment shall consist of the following funds:

- *The Spirit of Life Fund.* This fund is designed to support the overall mission and activities of the church in perpetuity. The board may authorize distributions from the Spirit of Life Fund that may be used for any purpose to further the work of the church.
- *The Building Endowment Fund.* This fund is designed to support the maintenance and non-maintenance improvements to the buildings and grounds of the church in perpetuity. The board may authorize

distributions from the building endowment fund that may only be used for projects to maintain, restore or improve the buildings and grounds of the church.

- *The Outreach Endowment Fund.* This fund is designed to support outreach programs of the church in perpetuity. The board may authorize distributions from the outreach endowment fund that may be used only for the purposes defined by the church as outreach or social service.
- *Restricted Gifts Endowment Fund.* This fund is designed to accept restricted endowment gifts directed to support in perpetuity programs or needs defined by individual donors and not provided for by the Spirit of Life, Building or Outreach Endowment Funds. Distributions from the restricted gifts endowment fund must be used for programs and projects defined by the donor(s) to the fund.

The endowment funds are designed to appreciate in value over time and to provide supporting distributions to the church in perpetuity.

In addition to the endowment funds, the church shall maintain a building reserve fund, an outreach reserve fund, and one or more other restricted reserve funds. These reserve funds are short and medium-term holdings that may be used for the designated purposes on an active basis.

The board of trustees shall adopt an Endowment and Reserve Fund Policy to govern the funds, and may alter or amend that policy as it may determine to be in the best interests of the church. However, the policy must provide that distributions from each endowment fund may not exceed 6 percent per year of the average fair market value of the funds, as calculated by the investment manager in a fiscally prudent manner.

The church may authorize one or more emergency loans from the Endowment Funds, provided that the total amount of the loans from each fund does not exceed 20 percent of the assets in each fund. Any loan from the endowments of the church must be accompanied by a plan, including an agreed upon interest rate, to repay the loan fully within five years. This term may be extended to ten years for major building and maintenance loans. Endowment loans must be approved by 80% of the church members present at a congregational meeting at which a quorum is present.

### ***Section 2 – Disposition of Property***

In the event that the First Universalist Church of Yarmouth ceases to exist through merger, its property and assets, including endowment and reserve funds shall be transferred to the merged entity. All endowment funds transferred to the merged entity shall continue to be held as endowments for the benefit and perpetual support of the merged entity, reflecting as much as practicable the intentions of the original donors. All reserve funds transferred to the merged entity shall be maintained, distributed or expended for purposes deemed appropriate and in keeping with the policies of the merged entity.

Should this church hold no religious services for a period of three years, and should it not be possible, upon the call of the clerk, or any other member of the church, to gather a meeting of as many as five voting members to vote to resume religious services as a Unitarian Universalist Church, in fellowship with the Unitarian Universalist Association and the Northeast District of the Unitarian Universalist Association, then and thereupon all property shall be transferred to the Northeast District of the Unitarian Universalist Association or its successor with the understanding that said property will be used by the district for its general purposes; and this paragraph shall apply to all property of the church however received or acquired except endowment and reserve funds, unless intent or conditions attached to its receipt expressly provide otherwise.

In the event that the First Universalist Church of Yarmouth ceases to exist through dissolution, the remaining assets of the endowment and reserve funds shall be deposited into an account to be overseen by the Unitarian Universalist Association (UUA). The account shall be entitled the "First Universalist Church of Yarmouth Fund." The UUA is directed to use subsequent distributions from the Fund in a way that best represents its interpretation of the intent of the original donors, as well as can be determined in the absence of the original beneficiary.

## **ARTICLE XIII – INDEMNIFICATION**

The church shall indemnify any person who is or was an employee, agent, representative, member of the board of trustees or volunteer of the church against any liability asserted against such person and incurred in the course and

scope of that person's duties or functions within the church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentionally, willfully, or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members, or otherwise.

#### **ARTICLE XIV – AMENDMENTS**

The bylaws may be amended or repealed by a two-thirds vote of those present and voting at a regular or special congregational meeting, provided that the proposed amendment has been set forth in full in the notice of the meeting at which it is to be considered.