

BYLAWS
THE FIRST PARISH CHURCH IN WESTON
(with amendments to February 6, 2005)

ARTICLE I
NAME

The name of this religious society is THE FIRST PARISH CHURCH IN WESTON (hereinafter called the "Church"). These Bylaws shall be so interpreted as to preserve and perpetuate the historical and presently existing parish and church.

ARTICLE II
PURPOSE

The purpose of the Church is to maintain public worship and religious education under the covenant: In the love of truth and in the spirit of Jesus Christ, we join for the worship of God and the service of humankind.

ARTICLE III
MEMBERS

A person eighteen years of age or older may become a member of the Church by signing the Church membership book, thereby recognizing that the covenant provides the framework for the public worship and religious education of the Church. Persons who signed the membership book prior to May 31, 1992 shall thereafter be members of the Church. A Member of the Church shall be such until he or she submits a written resignation to the Clerk. Nothing herein shall be interpreted to infringe upon any member's individual freedom of belief.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS

Section 1. Annual and Special Meetings. The annual meeting of the Church shall be held on such date, not later than February 10 in each year, as the Standing Committee shall determine.

Special meetings may be called at any time by the Standing Committee. Upon written application for the calling of a special meeting, addressed to the Standing Committee by twenty or more members qualified to vote at meetings of the Church, stating the matters on which the applicants desire the Church to act thereat and delivered in person to a member of the Standing Committee, that Committee shall, subject to Section 2, call such a meeting for a day not more than thirty days after the date of such delivery, for action upon the matters so stated and any other matters as may be included in the warrant for such meeting.

Section 2. Warrants. Each meeting shall be called by a warrant of the Standing Committee, signed by its members or one or more of them at its direction and stating the place and time of the meeting and the matters to be acted on thereat. Proposed amendments to these Bylaws shall be set forth verbatim in warrants. The Standing Committee shall insert in the warrant for a meeting all matters the insertion of which shall have been requested by a writing signed by twenty or more members qualified to vote at meetings of the Church and delivered in person to a member of the Standing Committee before notice of the meeting shall have been given.

Section 3. Notice. Notice of each meeting shall be given by posting a copy of the warrant therefore in a conspicuous place in the Church premises at least eight days before the date of the meeting, and by announcing the meeting in the Church newsletter.

Section 4. Qualification for Voting. All members of the Church may attend any meeting and may contribute to discussions of any item on the agenda. Only those members qualified may vote at any meeting.

A member shall be qualified to vote at any meeting of the Church if the member has been a member for at least six months and has demonstrated a continuing commitment to the Church. All issues respecting a challenge to the qualification of any member to vote shall be decided by the Standing Committee.

Section 5. Meetings. Each member of the Church qualified to vote shall be entitled to one vote at all meetings. Except as otherwise provided in Article V, Section 4 (p), a majority of the members

qualified to vote who are present and voting shall decide any question. A member may not vote by proxy. A quorum at any meeting shall consist of not fewer than twenty members qualified to vote, but fewer than a quorum may make reasonable adjournments. Except as otherwise provided in Article V, Section 2, voting at meetings shall be in such manner as the Moderator shall designate in each instance. No matter shall be acted on at any meeting unless it shall have been stated in the warrant therefore.

ARTICLE V

OFFICERS and COMMITTEES

Section 1. Enumeration. The officers and committees of the Church shall be a Moderator, a Clerk, a Treasurer-Collector; the following named regular committees: Standing Committee, Music Committee, Senior Church Committee, Church School Committee, Facilities Committee, Membership Committee, Stewardship Committee, Outreach Committee, Denominational Affairs Committee, Memorial Garden Committee, and Nominating Committee; such other officers and regular committees as the Church shall elect; and such special committees as the Church shall establish. The Standing Committee shall consist of sixteen members: the Clerk, the Treasurer-Collector, the liaison member of each of the above named committees other than the Memorial Garden and Nominating Committees; and six members elected at large. All members of the Standing Committee shall be members qualified to vote at meetings of the Church. The other regular committees named above shall each consist of one member elected by the Church as its liaison member to the Standing Committee and such other persons as the Church shall elect, except that the Memorial Garden Committee and the Nominating Committee shall not have any liaison member to the Standing Committee, and except that the members of the Memorial Garden Committee shall be one or more members of the Facilities Committee as the Facilities Committee may determine.

Section 2. Election. Two members at large of the Standing Committee shall be elected at the annual meeting of the Church in each year and shall, except as otherwise provided in Section 3, hold office until the third annual meeting after their election and until their successors shall have been elected. The Treasurer-Collector shall be elected at any annual meeting of the Church when there is a vacancy in the office. The Treasurer-Collector shall, except as otherwise provided in Section 3, hold office until the third annual meeting after his or her election and until a successor shall have been elected. All other members of regular committees and all officers shall be elected at the annual meeting in each year and shall, other than the Moderator and except as otherwise provided in Section 3, hold office until the next annual meeting and until their successors shall have been elected. A person who has been elected as a member at large of the Standing Committee for two consecutive full three-year terms shall not, until at least one year shall have elapsed after the expiration of his or her second term, be elected as a member at large for another such term. Except as otherwise provided in the establishment of a special committee and in Section 3, such special committee shall continue in office until discharged by the Church, and the members of the committee shall serve during the existence thereof. At meetings held for the election of officers, the Moderator shall be elected by ballot. The Clerk and Treasurer-Collector shall be elected by ballot and shall be sworn. The Clerk, or, if he or she be absent, a member of the Standing Committee, shall preside at the election of the Moderator. The chair and secretary of each committee shall be chosen by that committee from time to time.

Section 3. Resignations and Removals. Any officer or member of a committee, other than the Clerk, may resign at any time by giving written notice to the Clerk; and the Clerk may resign at any time by submitting a written resignation to the chair of the Standing Committee. A person who is a member of the Standing Committee as the liaison member of another committee may resign from the Standing Committee and shall thereby cease to be the liaison member of the other committee, but may continue to be an ordinary member of the other committee. Any officer or member of a committee may be removed by the Church at any meeting. A vacancy in any office or in the membership (including any liaison member) of any regular committee may be filled by the Church at any meeting. A vacancy in any special committee may be filled as provided in the establishment of that committee or, if there be no such provision, by the Standing Committee. Pending the filling of any vacancy, the powers of the officer, liaison member or committee member in question may be exercised and his or her duties performed pro tempore by someone

appointed by the Standing Committee. One so appointed to exercise the powers and perform the duties of the Clerk or the Treasurer-Collector shall be sworn.

Section 4. Powers and Duties.

- (a) The Clerk shall make and have custody of the records of the meeting and other doings of the Church and of the Standing Committee; and, as soon as practicable after each meeting, shall furnish to the Treasurer-Collector a statement of all votes affecting the finances of the Church, and shall furnish to each officer and committee a statement of all votes pertaining to him, her or it.
- (b) The Treasurer-Collector shall keep the financial records of the Church and render accountings to the Church or the Standing Committee whenever either shall direct, and shall have custody of the securities and the contracts, insurance policies, and other similar documents of the Church. With respect to the operating funds of the Church, including reserve accounts, the Treasurer-Collector: shall receive and hold the money of the Church; may receive and may sell on behalf of the Church any securities or other property given to the Church in satisfaction of an annual stewardship or other type of pledge; shall prudently invest the operating funds of the Church; and shall disburse such money of the Church in accordance with the appropriations made thereof and upon orders in writing by the proper officers and committees. With respect to the endowment funds of the Church, the Treasurer-Collector: (i) may receive any money, securities or other property given to the Church for addition to the endowment; (ii) may sell any securities or property so given in kind and add the net sales proceeds to any one or more endowment accounts or funds for investment by the Investment Management Committee; (iii) in connection with the bank accounts, mutual fund interests, securities and all other types of investments of the Church, shall sign, execute, endorse, issue and deposit checks, purchase orders, sales orders, transfers, withdrawals and other orders or instruments upon orders in writing by the Investment Management Committee in furtherance of stated investment policies; and (iv) shall sign and execute permanent withdrawal orders from endowment funds in such amounts and for such purposes as have been properly authorized under these Bylaws. An Investment Management Committee, consisting of not fewer than three members of the Church, including the Treasurer-Collector, shall be appointed annually by the Standing Committee. The Investment Management Committee shall be responsible for the prudent management of the endowment funds of the Church and it may, if it finds it advisable, assume responsibility for the prudent management of any reserve account of the Church.
- (c) The Standing Committee shall appoint the sextons and the administrative personnel and fix their compensations; shall have custody and care of all property of the Church not in the custody and care of some other committee or officer, including the buildings of the Church; shall attend to the prosecution, defense and settlement, if any, of legal proceedings by or against the Church (subject to Article V, Section 4, paragraph "p"); shall prepare and present at each annual meeting the Church budget for the year; shall oversee all expenditures from reserve funds; and shall be the chief executive authority of the Church, exercising general control of all its affairs.
- (d) The Music Committee shall have charge of providing music at the Sunday services and on other occasions when required; and shall appoint the organist, music director, and other musicians and singers, and negotiate their compensation, if any, subject to the approval of the Standing Committee.
- (e) The Senior Church Committee shall cooperate with the Ministry in the conduct of the affairs of the Senior Church.
- (f) The Church School Committee shall appoint the personnel of the Church School and negotiate their compensation, if any, subject to the approval of the Standing Committee; shall provide necessary books and other supplies; and shall exercise general supervision over the Church School.
- (g) The Facilities Committee shall have responsibility for planning and supervising the care, repair, replacement, and improvement of the real and tangible personal property of the Church other than those aspects of the Miles and Gertrude Hanson Memorial Garden for which the Memorial Garden Committee has responsibility.
- (h) The Membership Committee shall welcome newcomers and develop a sense of community within the Church.
- (i) The Stewardship Committee shall have responsibility for organizing and conducting an annual program for raising pledges and contributions in support of the financial needs of the Church.

- (j) The Outreach Committee shall bring to the attention of the Church programs worthy of its involvement and support in the areas of human dignity and social justice. Committee members shall maintain ongoing contact with the programs funded, each of which must provide direct service to persons in need.
- (k) The Denominational Affairs Committee shall provide liaison, as delegates or otherwise, between the Church and the Unitarian Universalist Association, its organizations and affiliates, and other religiously oriented bodies. It shall also provide support for the activities of the ministry of the Church relating to such organizations and bodies.
- (l) The Memorial Garden Committee shall have responsibility relating to the Miles and Gertrude Hanson Memorial Garden as set forth in Regulations therefore adopted by the Church at any meeting. The Memorial Garden Committee, with the advice and consent of the Standing Committee, shall set the rate of the Subscription Fee to be paid by Subscribers for interment in the Miles and Gertrude Hanson Memorial Garden.
- (m) The Nominating Committee shall be composed of members qualified to vote at meetings of the Church. The Committee shall present at each annual meeting the slate of officers, liaison members and members of the elected committees to be voted upon at that meeting.
- (n) Each officer and committee shall have, besides the powers and duties given by the Church in these Bylaws or otherwise, such other powers and duties as are customary, and may make such contracts in the name and behalf of the Church as may be incidental to such powers and duties, subject to the approval of the Standing Committee. Such powers may be delegated.
- (o) Except as the Church may otherwise provide at an annual meeting, liabilities in behalf of the Church in excess of the appropriation made for any purpose for any year shall not be incurred, except that in the interval from January 1 to the time of the annual appropriations in each year, liabilities not exceeding ten percent of the appropriation for the corresponding purpose for the previous year may be incurred, and such liabilities shall be charged to the appropriation for the corresponding purpose for the current year when made.
- (p) The Church shall not sell, transfer, encumber or assign any of its property, whether real or personal, which has a value in excess of \$50,000 nor shall the Church incur obligations for monies borrowed or assume any debt for monies borrowed in excess of \$50,000, unless the terms of such sale, transfer, encumbrance, assignment, incurrence or assumption shall have been approved by a majority vote of the Standing Committee and confirmed by a vote of two-thirds (2/3) of the members qualified to vote in attendance in person at any annual or special meeting of the Church. The foregoing prohibition upon the sale, transfer, encumbrance or assignment of property of the Church shall not apply to the investment of the funds of the Church.
- (q) The power of appointing and discharging the Ministry and of fixing their compensation is reserved to the Church, and may be exercised by vote at a meeting of the Church upon a warrant of the character set forth in Article IV, Section 2. The minister or ministers called shall affirm and promote the covenant of The First Parish Church in Weston, but nothing herein shall otherwise impose or authorize any prior restraint upon the freedom of the pulpit. A Minister Emeritus shall be a member of the Church retired from settled ministry and shall have the right to accept such duties as may be delegated to him or her from time to time by the settled ministry of the Church, subject to the approval of the Standing Committee.
- (r) Except as otherwise authorized by the Standing Committee or these Bylaws, all deeds, leases, contracts, bonds, checks, notes and other obligations made or accepted by the Church shall be signed by the chair of the Standing Committee or the Treasurer-Collector.

Section 5. Meetings of the Standing Committee.

- (a) Regular Meetings. Regular meetings of the Standing Committee may be held at such places and at such times as the Committee may determine.
- (b) Special Meetings. Special meetings of the Standing Committee may be held at any time and at any place when called by the chair of the Committee or by two or more members of the Committee.
- (c) Notice of Meetings. Notice of the time and place of each meeting of the Standing Committee shall be given to each member of the committee.
- (d) Quorum. At any meeting of the Standing Committee, forty (40%) percent of the members then in office shall constitute a quorum, but no action shall be taken by such a quorum unless at

least five (5) persons vote in favor of such action. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

(e) Action by Vote. When a quorum is present at any meeting a majority of the members present and voting shall decide any question.

(f) Emergency Situation. A consensus of the Standing Committee may be obtained via any form of communication in the event of an emergency. A vote must be taken at the next Standing Committee meeting.

Section 6. Liability of Officers and Committee Members. The Church shall hold the volunteer officers of the Church and members of the Church committees harmless for any actions taken or not taken, except those arising from malfeasance or gross negligence.

ARTICLE VI AMENDMENTS

These Bylaws may be amended at any meeting of the Church upon a warrant of the character set forth in Article IV, Section 2.