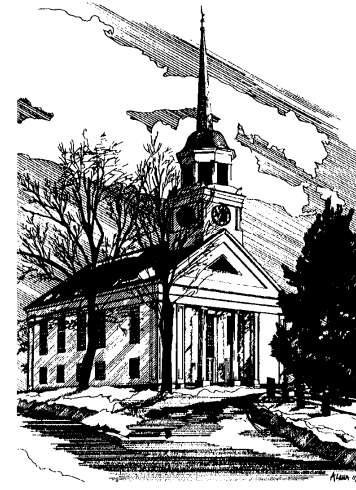


21 May 2006

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BYLAWS

of the

FIRST PARISH CHURCH OF GROTON, UNITARIAN UNIVERSALIST

(1 Powder House Road)
P.O. Box 457
GROTON MA 01450
(978) 448-6307, 448-5106

Last Amended, May 2006

Bylaws
of
The First Parish Church of Groton,
Unitarian Universalist

ARTICLE I
GENERAL

Section 1. Name

The official name of the organization shall be: The First Parish Church of Groton, Unitarian Universalist, hereinafter referred to as the "Church."

Section 2. Purposes

The purposes of the Church shall be:

- To come together for worship and spiritual nourishment;
- To promote the highest principles of our Judeo-Christian heritage and those of other world religions;
- To honor the right of individual conscience and the freedom of personal belief;
- To teach our young and to encourage the ongoing spiritual growth of adults;
- To foster concern and care for our community and our world;
- To support and promote the seven principles of the Unitarian Universalist Association.

Section 3. Polity

The Church shall preserve its heritage of congregational autonomy. The ultimate authority for Church decisions is vested in the meetings and votes of the members of the Church.

All meetings of Church boards and committees shall be open except during Executive Sessions.

Section 4. Affiliation

The Church shall be a member of the Unitarian Universalist Association and the Clara Barton District and shall participate in activities of and honor responsibilities toward the Association and the District.

Section 5. Non-Discrimination

The Church welcomes and celebrates diversity in the Church community.

The Church recognizes and affirms its special responsibility to provide a safe and supportive religious community for fellow seekers of all backgrounds.

The Church does not discriminate on the basis of age, ability, race, color, national origin, gender or gender identity, affectional or sexual orientation, socio-economic or family situation, past religious affiliation, or adherence to a particular religious belief or creed.

Section 6. Fiscal Year

The fiscal year of the Church shall begin July 1 and end June 30 of the calendar year following.

Section 7. Procedures for Amendments

These Bylaws may be amended or replaced at any legally called meeting of the Church by a two-thirds vote of those members present and voting. Notice of any proposed change to these Bylaws shall be contained in the Warrant of the meeting. Copies of the Bylaws as amended shall be made available to the congregation in a timely fashion.

ARTICLE II **MEMBERSHIP**

Section 1. Becoming a Member

A person may become an active member of the Church who is at least 13 years of age, who is in sympathy with its purpose and programs, who makes an annual contribution to its program life, who has met either with the Minister or a Deacon, and who has entered his/her name in the Church Record.

Section 2. Membership Status

To maintain their active status, members shall attend Church services, contribute financially, or participate in Church activities, and shall return a pledge card before each Annual Meeting of the Church. Members who fail to meet these requirements over the course of a Church year and who have been duly notified by mail may be moved to inactive status by the Board of Deacons. Active status may be restored when the Board of Deacons is satisfied that the requirements for active membership are again being met. Members shall not be arbitrarily removed from Church membership.

Members of the Church shall not be eligible for paid staff positions in the Church, except for temporary appointments as approved by the Board of Trustees.

Any member may withdraw from the Church by notifying the Board of Deacons or the Minister in writing.

Section 3. Privileges of Membership

Individuals who have been members for at least 30 days shall have the right to hold elected office and to vote at all meetings of the Church.

Section 4. Involuntary Termination of Membership

If a member of the Church persistently or disruptively opposes the Purposes of the Church (see Article I, Section 2) in a manner the Board of Deacons considers sufficient to warrant such action, the Board of Deacons, after due notice and opportunity of hearing, and every possible kindly effort to make such action unnecessary, may, upon majority vote, terminate his/her membership.

Section 5. Ineligibility for Membership

Paid staff of the Church are not eligible to become members.

ARTICLE III **MEETINGS**

Section 1. Annual Meeting of the Church

The purpose of the Annual Meeting is to vote on the articles placed in the Warrant by the Board of Trustees. At each Annual Meeting, the membership shall elect members to all positions as called for in these Bylaws. Nominations for those positions shall be made by the Leadership Development Committee and can also be made from the floor. The Annual Meeting of the Church shall be held each year after April 15 and before May 31.

Section 2. Special Meetings

Special Meetings of the Church may be called by the Board of Trustees and/or the Board of Deacons at their discretion or when either receives a written petition setting forth the purpose of such meeting and signed by no fewer than ten percent of the Church membership.

Section 3. Quorum and Voting

Ten percent of the active membership shall constitute a quorum for a legal meeting. Voting privileges are accorded members who are present and have had active status for at least 30 days.

Section 4. Notice of Meetings

The Warrant for a legal meeting, setting forth the business to be transacted, shall be posted by the Clerk near the outer front door of the Meeting House and shall be mailed to each household represented by a member at least seven days before such meeting.

Section 5. Conduct of Meetings

Robert's Rules of Order shall guide the conduct of meetings except when those rules are superseded by these Bylaws or a majority vote of the membership.

ARTICLE IV OFFICERS

Section 1. Officers and Terms

The Church shall have a Moderator, a Clerk, a Treasurer, and an Assistant Treasurer, all of whom shall be elected by and from the active membership at the Annual Meeting of the Church. They shall be elected for a term of one year and shall serve during the ensuing year. If an officer is unable to serve out his/her full term, a replacement shall be appointed by the Board of Trustees to serve until the next Annual Meeting of the Church.

Section 2. Authority, Responsibilities, and DutiesModerator

The Moderator shall be familiar with Robert's Rules of Order and with the articles of the Warrant.

The Moderator shall preside at the Annual Meeting and all Special Meetings of the Church.

Clerk

The Clerk is the recording officer of the Church and as such shall keep a current copy of the Bylaws and true and accurate records of meetings of the Church and the Board of Trustees.

The Clerk shall be responsible for establishing and maintaining a

consistent policy format and for maintaining a hardcopy of each approved policy on the Church premises.

The Clerk shall give notice of, and post the Warrant for, all Meetings of the Church as required by these Bylaws.

The Clerk shall be an ex-officio member of the Board of Trustees. The Clerk shall have such other duties as assigned by the Board of Trustees.

Treasurer

The Treasurer, supported by the Assistant Treasurer, shall keep a full and accurate account of all receipts and expenditures, sign all checks, and make disbursements as directed by the Board of Trustees.

The Treasurer shall make a full fiscal report at each Annual Meeting of the Church and shall make periodic reports as requested by the Board of Trustees.

The Treasurer shall be an ex-officio member of the Board of Trustees and shall be a Trustee of the Groton Ministerial Fund.

The Treasurer shall be bonded at the expense of the Church.

Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer in the performance of his/her duties and report regularly to the Treasurer.

The Assistant Treasurer shall serve as Treasurer in the case of the Treasurer's absence.

The Assistant Treasurer shall be bonded at the expense of the Church.

ARTICLE V BOARD OF TRUSTEES

Section 1. Authority, Responsibilities, and Duties

There shall be a Board of Trustees (BOT) responsible for the general oversight of all assets of the Church (see Article XII), for conducting its business, raising funds, and controlling its administration. The BOT shall submit an estimated budget for

the ensuing year at each Annual Meeting of the Church. The BOT may authorize additional spending for unforeseen expenses. This authorization shall not exceed a total of five percent of the annual budget in any fiscal year without prior approval of the members of the Church. The BOT shall have responsibility for the accepting, or declining, and recording of all gifts made to the Church, except those designated for the Endowment Fund (see Article XII-B).

Section 2. The Board Structure

The Board of Trustees shall comprise three voting members who shall be elected by and from the membership of the Church at the Annual Meeting. Each member shall be elected for a three-year term. Terms shall be staggered. No person shall serve more than two consecutive terms. The BOT shall elect a Chair and a Vice Chair from its members at its first meeting following the Annual Meeting. The Chair of the BOT shall serve as Chair of the Executive Committee and shall be the Chair of the Church. The Chair shall be responsible for maintaining ongoing communication with the Senior Deacon and shall coordinate activities and decisions with the Senior Deacon as necessary. The Treasurer, Clerk, and Minister shall be ex-officio members of the BOT.

Section 3. Meetings, Quorum

The Board of Trustees shall hold its first meeting within one month after the Annual Meeting of the Church, and thereafter at such times as it deems prudent. A quorum shall consist of two members. Any member absent for three consecutive meetings may be considered to have resigned, and the BOT may appoint a replacement to fill the vacancy until the next Annual Meeting of the Church, at which time a member shall be elected to complete the vacated term.

Section 4. Committee Oversight

The Board of Trustees shall establish and have oversight over a Buildings and Grounds Committee, a Finance Committee, and other committees as appropriate, and delegate to each such authority, responsibilities, and duties as it deems necessary. It may assign a member of the BOT as liaison to any appointed committee that it oversees. The BOT shall have oversight of the Sexton(s) through the Buildings and Grounds Committee and the Church Office Administrator(s) or similar administrative person(s) through the Minister.

Section 5. Reporting to the Church

The Board of Trustees shall provide written reports of its activities and the accomplishments of those committees it oversees at each Annual Meeting of the Church. The BOT shall keep the Church membership abreast of BOT activities through regular reports.

ARTICLE VI **BOARD OF DEACONS**

Section 1. Authority, Responsibilities, and Duties

There shall be a Board of Deacons (BOD) responsible for providing leadership for the religious aspects of the Church. The BOD shall cooperate with the Minister in serving the spiritual and educational interests of the Church community. The BOD shall advise and assist the Minister as appropriate and required but not interfere with the Minister's freedom of the pulpit. The BOD shall be responsible for maintaining an up-to-date membership list according to the rules of membership established by these Bylaws in Article II.

Section 2. The Board Structure

The Board of Deacons shall comprise five voting members who

shall be elected by and from the membership of the Church at the Annual Meeting. Each member shall be elected for a two-year term. Terms shall be staggered. No person shall serve more than three consecutive terms. The BOD shall elect a Chair and a Vice Chair from its members at its first meeting following the Annual Meeting. The Chair and Vice Chair shall also serve as the Senior Deacon and Junior Deacon, respectively, for purposes of representation on the Trustees of the Groton Ministerial Fund, or for any other purpose requiring those positions. The Senior Deacon shall serve on the Executive Committee. The Senior Deacon shall be responsible for maintaining ongoing communication with the Chair of the Board of Trustees and shall coordinate activities and decisions with the Chair of the Board of Trustees as necessary. The Minister shall be an ex-officio member of the Board of Deacons.

Section 3. Meetings, Quorum

The Board of Deacons shall hold its first meeting within one month after the Annual Meeting of the Church and thereafter at such times as it deems prudent. A quorum shall consist of three members. Any member absent for three consecutive meetings may be considered to have resigned, and the BOD may appoint a replacement to fill the vacancy until the next Annual Meeting of the Church, at which time a member shall be elected to complete the vacated term.

Section 4. Committee Oversight

The Board of Deacons shall establish and have oversight over a Religious Education Committee, Worship Committee, Music Committee, Membership Committee, and other committees as appropriate, and delegate to each such authority, responsibilities, and duties as it deems necessary. The BOD may assign one of its members as liaison to any appointed committee that it oversees. The BOD shall have oversight of the Music Director and the Director of Religious Education and shall be responsible for the

review of the Music Director and the Director of Religious Education, in concert with their respective committees.

Section 5. Reporting to the Church

The Board of Deacons shall provide written reports of its activities and accomplishments and those of the committees it oversees at each Annual Meeting of the Church. The BOD shall keep the Church membership abreast of BOD activities through regular reports.

ARTICLE VII **LEADERSHIP DEVELOPMENT COMMITTEE**

Section 1. Authority, Responsibilities, and Duties

There shall be a Leadership Development Committee (LDC) responsible for helping to meet the needs for leadership within the Church.

The LDC shall present at the Annual Meeting of the Church a slate of nominations for all elective positions as called for in these Bylaws. The LDC shall plan for and provide training to members of the Church in techniques for effective participation and leadership on Church boards and committees.

The LDC shall perform their duties in consultation with the Membership Committee, who will help identify members' interests and talents, and the LDC shall be available to help identify candidates to serve on other, non-elected, Church committees.

The LDC shall publish, in September of each year, the names and terms of those who serve on all committees and boards of the Church.

The Chair of the LDC shall serve on the Executive Committee.

Section 2. Committee Structure

The Leadership Development Committee shall comprise three

voting members, who shall be elected by and from the members of the Church at the Annual Meeting. Each member shall be elected for a three-year term. Terms shall be staggered. No member shall serve more than two consecutive terms. The LDC shall elect a Chair and a Vice Chair at its first meeting following the Annual Meeting.

Section 3. Meetings, Quorum

The Leadership Development Committee shall hold its first meeting within one month after the Annual Meeting of the Church and thereafter at such times as it deems prudent. A quorum shall consist of two members. Any member absent for three consecutive meetings may be considered to have resigned, and the LDC shall appoint a replacement to fill the vacancy until the next Annual Meeting of the Church, at which time a member shall be elected to complete the vacated term.

Section 4. Reporting to the Church

The Leadership Development Committee shall provide written reports of its activities and accomplishments at each Annual Meeting of the Church. The LDC shall keep the Church membership abreast of LDC activities through regular reports.

ARTICLE VIII **EXECUTIVE COMMITTEE**

Section 1. Authority, Responsibilities, and Duties

There shall be an Executive Committee (EC) responsible for setting and reviewing goals for the ministry of the Church and for resolving disputes and other issues brought before it by the governing boards or the Church membership. The EC shall be responsible, in collaboration with the Minister, for setting and reviewing annual goals for the Church. The EC shall be responsible for periodically reviewing the ministry of the

Church as regards the fulfillment of our Purposes as a Church (see Article I, Section 2).

The EC shall consider any matters referred to it by the Board of Trustees or Board of Deacons, or, following a majority vote at a legally called meeting, by the Church membership, and shall consider any other business that comes before it.

The EC shall serve as the final arbiter of any disputes that may arise in the Church.

Section 2. Committee Structure

The Executive Committee shall comprise the Chair of the Board of Trustees, the Senior Deacon, and the Chair of the Leadership Development Committee. The Minister shall be an ex-officio member of the Executive Committee. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee.

ARTICLE IX **THE MINISTER**

Section 1. Responsibilities and Duties

The Minister shall be responsible for the conduct of all worship services and religious rites of passage in the Church.

The Minister shall have freedom of the pulpit as well as freedom to express opinions outside the pulpit.

In order to promote the best interests of the Congregation, the Minister shall cooperate with the Board of Deacons and the Board of Trustees to establish priorities as to programs and activities for the Church.

Section 2. Procedures for Selecting

When it becomes necessary for the Church to choose a new Minister, the Leadership Development Committee shall nominate a Search Committee of no fewer than seven members of the Church, including one representative each for the Board of

Deacons and the Board of Trustees who shall be recommended by those bodies, with the other members chosen from the membership at large. The names of the nominees for the Search Committee shall be submitted for approval by a majority vote of members present at a legally called meeting of the Church. The Search Committee shall conduct a thorough and extensive search for a new Minister in accordance with UUA guidelines.

At a legally called meeting of the Church, the Search Committee shall present its candidate for Minister. The Minister shall be called by a vote of no less than four-fifths of the Church members present.

After having obtained the approval of the Board of Trustees as to form and content, the Search Committee shall negotiate a contract with the newly called Minister. The contract shall be ratified by a vote of no less than four-fifths of the Church members present at a legally called meeting of the Church.

Section 3. Ex-Officio Privilege

The Minister shall be an ex-officio member of the Board of Trustees, the Board of Deacons, and of all committees of the Church.

Section 4. Notice of Resignation and Terms of Dismissal

Should the Minister choose to resign, he/she shall deliver a notice in writing to the Board of Deacons no less than ninety days prior to the effective date of resignation.

The Minister may be dismissed by a majority vote of the members present and voting by written ballot at a legally called meeting of the Church called for that express purpose. Notice of dismissal shall be delivered in writing to the Minister no less than ninety days prior to the effective date of dismissal.

The Minister and the Board of Deacons may mutually agree to waive or modify the ninety-day notice provision.

ARTICLE X **THE DIRECTOR OF RELIGIOUS EDUCATION**

Section 1. Responsibilities and Duties

The DRE shall provide leadership for a Life Span Religious Education (RE) Program for the children, youth, and adults of the Church. The Director of Religious Education (DRE) shall function under the direction and supervision of the Board of Deacons and in cooperation with the Religious Education Committee.

The DRE shall oversee RE classes for all grade levels (Sunday morning and youth groups) and provide for the trustworthy care of the children and youth of the Church.

The DRE shall provide a supportive educational environment through policies and through training of RE teachers, youth advisors, and other adults who interact with the children and youth of the Church.

The DRE shall be a resource for the UU Curriculum and shall promote the Unitarian Universalist Principles in all aspects of the intergenerational RE Program.

Section 2. Procedures for Selecting

When it becomes necessary for the Church to choose a new Director of Religious Education (DRE), the Board of Deacons shall choose a DRE Search Committee of no fewer than five members of the Church, including one representative each for the Board of Deacons, the Board of Trustees, and the Religious Education Committee who shall be recommended by those bodies, with the other members chosen from the membership at large.

The DRE Search Committee shall conduct a thorough and extensive search for a new DRE in accordance with current UUA guidelines. At a legally called meeting of the Church, the Search Committee shall present its candidate for DRE. The DRE candidate shall be approved by a vote of no less than two-thirds of the Church members present.

After having obtained the approval of the Board of Trustees as to form and content, the Board of Deacons and Religious Education Committee shall negotiate a contract with the approved candidate. The contract shall be executed on behalf of the Church by the Chairs of the Board of Deacons and Board of Trustees.

Section 3. Ex-Officio Privilege

The DRE shall be an ex-officio member and attend all regular meetings of the Religious Education Committee.

Section 4. Notice of Resignation and Terms of Dismissal

Should the DRE choose to resign, he/she shall notify the Board of Deacons in writing no less than ninety days prior to the effective date of resignation.

Upon recommendation by the Board of Deacons, the DRE may be dismissed by a majority vote of the combined Boards of Deacons and Trustees, with each board represented by at least a quorum of its members, at a meeting called for that purpose. Notice of dismissal shall be delivered in writing to the DRE no less than ninety days prior to the effective date of dismissal. The combined boards may make the dismissal effective immediately if the reason for dismissal is to protect any person(s). The DRE and the Board of Deacons may also mutually agree to waive or modify the ninety-day notice provision.

ARTICLE XI **POLICIES**

Section 1. Definition

A policy is a statement that defines how the Church intends to operate.

Section 2. Formulation, Approval, Modification, and Cancellation

Policies may be proposed by an elected board or committee, by a committee reporting to a board, or, exceptionally, by an individual member of the Church. Only an elected board or committee can approve a policy proposed by that board or committee or by a committee that reports to it, except for those policies governing the Ministerial Fund and the Endowment Fund (see Article XII). Policies shall be approved with a simple majority vote. Modifications and cancellations are handled similarly.

Section 3. Communication

Within two weeks of its approval, a policy shall be communicated by the responsible board in writing (which may be by electronic means) to everyone holding a position elected by the membership of the Church and to all committee chairs; the policy shall be published widely within 4 weeks.

Section 4. Document Control

The Clerk is responsible for document control (see Article IV).

Section 5. Awareness and Implementation

The Church community shall be urged from time to time by the Board of Trustees to review policies. Committee chairs shall report to their overseeing boards as requested as to how they have maintained policy awareness in their committees. Each board or committee establishing policies shall include in its annual report how widely policies it has approved are understood and followed.

Section 6. Deviations from Policy

The responsible board, in consultation with directly affected committee chairs if practicable, may authorize a temporary deviation from policy in advance and in writing. Unauthorized

deviations from policy shall be reported as soon as possible to the responsible board, which shall consider and act on the deviation.

The action shall include:

- deciding whether or not the deviation is acceptable after the fact,
- deciding whether or not any permanent change to the policy is required,
- recording these decisions in board minutes, and
- informing, in writing, the directly affected committee(s) and the person(s) who deviated from policy.

ARTICLE XII **CHURCH ASSETS**

Section 1. Description

The assets of the Church include the Meeting House, the Parish House, the parcels of land upon which the buildings rest, the physical assets within those buildings, the Groton Ministerial Fund, the Endowment Fund, the Church Communion Silver, and the bank accounts that hold the Church's operating and special funds. The Church may accept donations of assets but is under no obligation to do so. The following paragraphs describe certain of these assets in more detail.

Section 2. Responsibilities

The Board of Trustees is solely responsible for establishing prudent investment, usage, and maintenance policies that shall ensure that the Church Assets are carefully invested, spent, or maintained, as appropriate. The Board of Trustees shall keep a detailed accounting of all financial assets, shall maintain an inventory of the more valuable furniture, art, and furnishings, and shall establish policies for the periodic auditing of Church Assets as appropriate. The Board of Trustees shall adopt and maintain policies consistent with these Bylaws for accepting or declining

donations of assets to the Church and for selling, donating, or disposing of Church Assets.

SUBARTICLE XII-A: GROTON MINISTERIAL FUND

Section 1. Purpose

The Groton Ministerial Fund was established in 1804 by an act of the Legislature of the Commonwealth of Massachusetts to "establish a fund for the support of the Gospel ministry in the first parish of the Town of Groton." It is still used today to pay a portion of the Minister's salary.

Section 2. Governance

The Groton Ministerial Fund shall be governed by five Trustees: three active members of the Church elected annually; the designated Junior Deacon; and the Treasurer of the Church. A quorum shall consist of three members. In the event of a vacancy among the three elected Trustees, the remaining Trustees shall appoint a replacement to fill the vacancy until the next Annual Meeting of the Church.

Section 3. Trustees Organization

The Trustees of the Groton Ministerial Fund shall elect their own Chair. An affirmative vote of a majority of the Trustees present shall carry any resolution. The Trustees shall hold their first meeting within one month after the Annual Meeting of the Church, and thereafter at such times as they deem prudent. Any member absent for three consecutive meetings may be considered to have resigned.

Section 4. Investment and Distribution Policy

The Trustees of the Groton Ministerial Fund shall act as fiduciary managers of the Groton Ministerial Fund and shall, as requested, serve as a board of investment for the Church. In consultation

with the Board of Trustees, the Trustees of the Groton Ministerial Fund shall develop and implement a “Groton Ministerial Fund Investment and Distribution Policy” that shall be adopted (and amended as necessary) by a vote of a majority of the members present at an Annual or Special Meeting of the Church called pursuant to the Bylaws. This policy shall provide for the protection of the principal of the Groton Ministerial Fund over the long term, outline the parameters of prudent investment, provide a process for additions to and disbursements from the Fund, and detail an organizational structure and processes for the Trustees’ activities. Acting with their sole judgment and discretion as they deem wise and prudent, the Trustees of the Groton Ministerial Fund shall manage the assets of the Fund pursuant to the “Groton Ministerial Fund Investment and Distribution Policy.”

Section 5. Auditing and Fiscal Reporting

The Groton Ministerial Fund shall be audited in accordance with Board of Trustees policies.

The Fund Trustees shall provide a report to the Board of Trustees on a quarterly basis and shall provide a written report to the members at the Annual Meeting of the Church. Additions to and disbursements from the Groton Ministerial Fund, if any, shall be reported in the Annual Report to the members.

SUBARTICLE XII-B: ENDOWMENT FUND

Section 1. Purpose

There shall be a First Parish Church of Groton, Unitarian Universalist Endowment Fund (hereafter referred to as the Endowment Fund), separate from the Groton Ministerial Fund and the funds managed by the Treasurer, to provide a mechanism for generous members and friends to benefit the Church and its mission in perpetuity, to assure the long-range financial future of the Church, to help the Church manage and survive financial emergencies, and to fund capital needs and special projects that

further the mission of the Church, both within the Church and within our worldwide community.

Section 2. Governance

The Endowment Fund shall be governed by an Endowment Board that shall consist of three active members of the Church. Board members shall be elected at the Annual Meeting of the Church and shall serve staggered three-year terms. A quorum shall consist of two members. No member shall serve more than two consecutive three-year terms. A former board member may be re-elected after a lapse of at least one year. No member shall serve on the Endowment Board while also serving on the Board of Trustees, or the Board of Deacons, or as an elected officer of the Church. In the event of a vacancy on the Endowment Board, the remaining members of the board shall appoint a replacement to fill the vacancy until the next Annual Meeting of the Church, at which time a member shall be elected to complete the vacated term.

Section 3. Board Organization

The Endowment Board shall elect its own Chair. An affirmative vote of a majority of the members of the board present shall carry any resolution. The board shall hold its first meeting within one month after the Annual Meeting of the Church, and thereafter at such times as it deems prudent. Any member absent for three consecutive meetings may be considered to have resigned.

Section 4. Investment and Distribution Policy

In consultation with the Board of Trustees, the Endowment Board shall develop and implement an “Endowment Fund Investment and Distribution Policy” that shall be adopted (and amended as necessary) by a vote of a majority of the members present at an Annual or Special Meeting of the Church called pursuant to the Bylaws. This policy shall provide for the protection of the principal of the Endowment Fund over the long term, outline the

parameters of prudent investment, provide a process for additions to and disbursements from the Endowment Fund, and detail an organizational structure and processes for the Endowment Board's activities. The Endowment Board shall manage the assets of the Endowment Fund pursuant to the "Endowment Fund Investment and Distribution Policy," acting in its sole judgment and discretion as it deems wise and prudent.

Section 5. Formal Name, Auditing, and Fiscal Reporting

All assets of the Endowment Fund shall be held in the name of "First Parish Church of Groton, Unitarian Universalist Endowment Fund."

The Endowment Fund shall be audited in accordance with Board of Trustees policies.

The Endowment Board shall provide a report to the Board of Trustees on a quarterly basis, and the board shall provide a written report to the members at the Annual Meeting of the Church. Additions to and disbursements from the Endowment Fund, if any, shall be included in the Annual Report to the members.

SUBARTICLE XII-C: COMMUNION SILVER

Section 1. Description

The Communion Silver of the Church consists of a can, tankards, and chalices donated by the Lawrence, Prescott, and Sartell families in the 18th and 19th centuries.

Section 2. Storage

The Board of Trustees shall ensure that the Communion Silver is properly cared for and protected from fire, theft, and misuse at all times. They shall secure storage and arrange for transport, when necessary, in a manner consistent with this responsibility.

Section 3. Liquidation of Church Communion Silver

If any piece of the Church Communion Silver is to be considered for liquidation by sale or auction or for donation to any entity, the Board of Trustees shall present a proposal for such action to the members at a legally called meeting of the Church, and this proposal shall be approved by a two-thirds majority of the members present.

ARTICLE XIII **DISSOLUTION**

Section 1. Purpose

Should it be deemed necessary by the governing boards of the Church and further by a two-thirds majority vote of the membership of the First Parish Church of Groton, Unitarian Universalist to dissolve, the actions identified in Section 2 of this article shall be taken by the Board of Trustees.

Section 2. Process

All debts shall be paid or bankruptcy court orders fulfilled. The Staff shall be terminated with sufficient notice and payment. The Church building with its land shall be conveyed to the Town of Groton in accordance with Decision Docket No. 32536 of the Massachusetts Land Court at Middlesex County (Document 702753 filed at the Middlesex Registry of Deeds – Registered Land Division). The investments in the Groton Ministerial Fund shall be converted to U.S. dollars for distribution in a manner approved by the Division of Public Charities of the Attorney General's Office of the Commonwealth of Massachusetts. The Parish House with its land, the Church Communion Silver, and all remaining assets shall be transferred to the Unitarian Universalist Association.

ARTICLE XIV
IMPLEMENTATION

Section 1. Terms of Elective Positions

When necessary to satisfy the stipulations elsewhere in these Bylaws to provide for staggered terms for the members of a board or committee, one or more members shall be elected to serve for a shorter term than otherwise specified for that board or committee. For members so elected, their abbreviated terms do not count toward the normal term limits for the board or committee in question.

Revision History:

- 23 Mar 1997 – joining members must be making active contributions to church life*
- 1 Jun 1997 – lower BoT size to three members; change Clerk and Treasurer ex officio members of BoT*
- 28 Sep 1998 – decreased Church quorum to 10%, BoT quorum to 2, warrant notice to 7 days; require Nominating to publish committee list*
- 12 May 1999 – allowed BoT to spend \$1500 over-budget; moved sole review of Minister from BoD; provide member's direct appeal to Exec. Comm.; added Ministry Review Comm.*
- 10 May 2000 – made explicit BoD oversight of Worship, Music, and other committees; changed BoT limits to two 3-year terms*
- 6 May 2001 – housekeeping to fix a typo in polity section and reflect affiliation with the newly-created Clara Barton District*
- 28 Oct 2001 – added explicit non-discrimination Section as part of becoming a welcoming congregation*
- 27 Jan 2002 – allow Annual Meeting to be as late as 31 May*
- 17 May 2005 – lower Nom. Comm. size to 3 w/ up to 2 3-year terms; rework Implementation Art. for change to Nom. Comm.*
- 21 May 2006 – added articles on DRE, Church policies, Endowment Fund, Silver; combined all asset management under BoT, extensive reorganization and clean-up*