

**BYLAWS OF
THE FIRST PARISH IN HINGHAM, MASSACHUSETTS**

Adopted May 18, 2014

Amended March 6, 2016; May 15, 2022, May 18, 2024

ARTICLE I

Name

The name of this religious corporation shall be The First Parish in Hingham, Massachusetts, and shall be referred to in these bylaws as the Parish. It is traditionally and affectionately called the Old Ship Church.

ARTICLE II

Purposes

By Acts dated April 24, 1746 and June 28, 1786, the General Court of Massachusetts created this corporation to provide for the maintenance and support of one or more ministers or public teachers of religion in the north part of the Town of Hingham and for the building and repairing of one or more houses of public worship therein.

The Parish promotes and affirms the principles of the Unitarian Universalist Association of Congregations and its living tradition which draws from many sources. The Parish adopts the following covenant:

As a congregation committed to Unitarian Universalist principles, we join with one another in the spirit of respect, reverence, humility, and love:

To seek truth freely,

To nurture spiritual growth and ethical commitment,

To care for one another,

And, seeking justice, peace, and ecological sustainability, to serve life.

To these ends the Parish shall provide services of public worship and religious education, fellowship, and encourage the pursuit of justice. Because individual freedom of belief is inherent in the tradition of the Parish, nothing in these bylaws shall be construed to require a member to subscribe to any particular religious belief or creed.

ARTICLE III

Membership

Section 1. Membership Requirements. Any person, at least sixteen (16) years of age (or, in the case of a person who has completed the Old Ship Coming of Age program, at least fourteen (14) years of age), may become a member of this Parish by:

- Demonstrating sympathy with its spirit, purposes, and programs;
- Supporting it through financial and/or personal participation;
- Signing the membership book.

Membership is open to all qualified persons regardless of race, color, sex, affectional or sexual orientation, gender identity, disability, or national origin.

Section 2. Voting Membership. Each member who, either individually or as part of a pledging unit, has made a recorded financial contribution toward the general support of

the Parish within eighteen (18) months immediately preceding the date on which notices of any Parish meeting shall be posted shall be entitled to vote at such meeting. The decision of the presiding officer shall be final in event of a dispute as to the qualification of any member to vote at a particular meeting. Nothing in this section should be seen as limiting the individual financial participation of any member of the Parish, including youth members.

Section 3. Waiver of Financial Contribution as a Requisite for Voting Membership. The Board of Deacons may waive the financial contribution of voting membership for any person so requesting, and shall so advise the Board of Trustees, or its designee.

Section 4. Members' Rights. Individual rights for voting members shall include the privilege of voting at Parish meetings and the right to hold office. Notwithstanding anything else contained in these by-laws, only members who are at least eighteen (18) years of age shall be entitled to hold the following offices: President, Vice President, Treasurer, Clerk, Collector, Assistant Collector or Trustee of Invested Funds. Expression of members' views is assured, as are the rights to speak at Parish meetings, committee meetings, meetings of the Board of Trustees, and to the Minister.

Section 5. Membership Roster. The Board of Trustees, or its designee, shall ensure that a current list of both voting and non-voting members is available at every Parish meeting, and this list shall be reviewed and published at least every two years. Copies of the membership roster shall be given to the Clerk and filed with the records of the Parish.

Section 6. Eligibility for Office. No person shall be elected to a committee or office of the Parish who is not at the time of election a voting member of the Parish. No member, except for a member of the Board of Deacons, shall hold more than one elective office at the same time.

Section 7. Open Meetings. All meetings of the Board of Trustees and committees (with the exception of the Board of Deacons) shall be open to all members as observers, who may speak when recognized by the chairperson, except in the limited instances when these bodies go into executive session. No final or formal action may be taken while the body is in executive session.

Section 8: Inactive Membership. A member who for one year is voluntarily absent from all participation in the life of the Parish may be ruled inactive, and in such case, may not vote at a meeting, serve as an elected officer, or be included in the official membership count. The Board of Trustees at its discretion may at any time strike names of inactive members from the membership list and adopt such rules as it may deem necessary with respect to the removal of any member deemed inactive.

Section 9: Termination or Removal of Membership. Members may terminate or resign their membership through written request to the Clerk. The Board of Trustees shall remove a person from membership when that person has died.

ARTICLE IV

Meetings

Section 1. Annual Meeting. The annual meeting of the Parish shall be held on the third Sunday of May each year, unless another date is authorized by the Board of Trustees because of extraordinary circumstances. Ordinarily, the annual meeting shall be in person. The Board of Trustees is authorized to call for an electronic meeting when appropriate to do so. In considering whether to conduct a meeting in person or electronically, factors to be considered include the best way to complete the business of the Parish, the safety of the gathering, and the financial cost of the meeting. A blend of an in person and an electronic meeting is permissible.

Section 2. Special Meetings. Special meetings of the Parish may be called by the Board of Trustees. The Board also shall call a special meeting after receiving a request signed by fifteen (15) voting members of the Parish specifying the purpose for the meeting. Ordinarily, special meetings shall be in person. The Board of Trustees is authorized to call for an electronic meeting when appropriate to do so. In considering whether to conduct a meeting in person or electronically, factors to be considered include the best way to complete the business of the Parish, the safety of the gathering, and the financial cost of the meeting. A blend of an in person and an electronic meeting is permissible.

Section 3. Electronic Meetings. Electronic meetings must provide for simultaneous aural communication among all participants in order to allow for discussion of the issues being considered. Collaborative technologies such as Zoom or Skype meet this requirement. The Board of Trustees may use other appropriate technology as long as it allows for members of the Parish to access the technology and participate in the meeting.

Meetings held electronically shall abide by the same policies and procedures as in person meetings. This provision permits committee meetings to be held electronically as long as the above requirements are met.

Section 4. Quorum. At any meeting of the Parish a quorum shall consist of twenty percent (20%) of voting members.

Section 5. Warrant. Each meeting of the Parish shall be called by a Warrant, signed by a majority of the Board of Trustees, which shall specify the matters to be brought before the meeting. Any member of the Parish may submit an article or articles for insertion in the Warrant for the annual meeting, provided, however, that each such article be delivered to a member of the Board of Trustees not later than fourteen (14) days prior to the date of such meeting.

Section 6. Notices. Notice of each meeting of the Parish shall be given to the Clerk, or to any member of the Board of Trustees. The Clerk shall post the warrant for such meeting in the vestibule of the Meeting House, in the foyer of the Parish House, and on the Old Ship internet website and mail and/or e-mail a copy to each voting member of the Parish at least ten (10) days before such meeting.

Section 7. Voting. Each voting member of the Parish shall be entitled to one vote on each matter submitted for a vote at annual or special meetings of the Parish. No member can vote who is not present either in person or electronically at the annual or special meeting at which the matter is discussed and completely submitted for a vote. Members present using such electronic media may be considered present for the vote.

Votes may be taken by paper ballot at the discretion of the Board of Trustees.
(Section revised per Parish approval on March 6, 2016)

ARTICLE V
Officers and Committees

Section 1. Officers and Elected Committees. The officers and elected committees shall consist of:

- a. President
- b. Vice President
- c. Treasurer
- d. Clerk
- e. Collector
- f. Assistant Collector
- g. Five Trustees of Invested Funds
- h. A Board of Trustees of seven members, which shall include the President, Vice President, Treasurer, Clerk, and three trustees-at-large. The immediate Past President shall serve for one year as an *ex-officio* member with the right to vote.
- i. A Board of Deacons of not less than three, nor more than five.
- j. A Nominating Committee of five members.

Section 2. Nomination of Officers and Elected Committee Members. With the exception of the Board of Deacons, officers and members of elected committees shall be nominated by the Nominating Committee and be elected at the Annual Meeting. A list of candidates so nominated shall be filed with the Clerk not less than fourteen (14) days prior to the Annual Meeting, and a copy of such list shall be mailed, or e-mailed, by the Clerk to all voting members of the Parish not later than ten (10) days prior to the Annual Meeting. Other nominations may be made from the floor.

The Nominating Committee shall inform the membership of the Parish of the list of positions open for nomination and the names of the members of the Nominating Committee and shall request suggestions for possible candidates.

Section 3. Election and Terms of Officers and Elected Committee Members.

- a. The President, Vice-President, Treasurer and Clerk shall serve terms of one year. Each may be elected to that office for two (2) additional successive terms. No officer shall be eligible for reelection until after one year has elapsed after the expiration of such three terms
- b. Members of the Board of Trustees shall be elected to serve terms of three (3) years or, as the case may be, to the end of the unexpired term of the vacant position to which elected. The terms of the Trustees shall be staggered so that two terms begin each year. No Trustee, after serving two (2) successive full terms, shall be eligible for re-election until one year shall have elapsed after the expiration of such two terms.

After a member of the Board of Trustees has failed to attend three consecutive meetings of the Board, the President or the President's designee shall determine the Trustee's interest in continuing on the Board. After the third consecutive Board meeting missed, a Trustee may be removed by a majority vote of the Board. Trustees so removed shall be notified in writing by the President. The removal of a Trustee does not, in and of itself, make that Trustee ineligible for future election to the Board.

- c. The Collector and Assistant Collector shall serve for one (1) year, or until a successor is elected. No person, after serving three (3) successive full terms, shall be eligible for reelection to such office until one (1) year shall have elapsed after the expiration of the last of such terms.
- d. The members of the Board of Deacons shall be elected by the Parish from candidates nominated jointly by the Board of Trustees and the Board of Deacons, whose names shall be set forth in an article in the Warrant for the Annual Meeting. The term of the office of each Deacon shall be indefinite.
- e. The Trustees of Invested Funds shall serve for a term of five (5) years or, as the case may be, to the end of the unexpired term of the vacant position to which elected, and in each case, until a successor is elected. Terms of the Trustees of Invested Funds shall be staggered so that one (1) term begins each year. No person, after serving a full term, shall be eligible for re-election until one (1) year shall have elapsed after the expiration of such term. The Trustees of Invested Funds shall elect its chairperson who shall also serve as a voting member of the Finance Committee.

After a member of the Trustees of Invested Funds has failed to attend three (3) consecutive meetings of the Trustees of Invested Funds, the Chairperson or the Chairperson's designee shall determine the Trustee's interest in continuing as a Trustee. After the third consecutive Trustees' meeting missed, a Trustee may be removed by a majority vote of the Trustees of Invested Funds. Trustees so removed shall be notified in writing by the Chairperson. The removal of a Trustee does not, in and of itself, make that Trustee ineligible for future election to the Trustees of Invested Funds.

- f. The Nominating Committee shall consist of five (5) persons serving for a term of one year. The committee shall name its own chairperson within ten (10) days following the Annual Meeting. No person after having served three (3) successive terms shall be eligible for reelection until one (1) year shall have elapsed after the expiration of such term.
- g. A vacancy shall exist in any of the aforementioned offices or committees should it be determined by the Board of Trustees or its designee that an incumbent is no longer a voting member of the Parish.

Section 4. Standing Committees. The Board of Trustees, in consultation with the members of the respective committees, shall by June 30 following the Annual Meeting, appoint chairpersons of the following Standing Committees: Building and Grounds, Committee on Ministry, Memorial Garden, Religious Education, Finance, and Worship and

Music. Chairpersons shall be appointed for one (1) year, or until a successor is elected. No person, after serving three (3) consecutive year terms, shall be eligible for reappointment as Chairperson of such committee until one (1) year shall have elapsed after the expiration of the last such term.

The Religious Education Committee shall be appointed by the Board of Trustees in consultation with the incumbent committee by June 30 following the Annual Meeting and shall consist of at least six (6) members whose terms shall be three (3) years and shall be staggered.

The Committee on Ministry shall be appointed by the Board of Trustees in consultation with the incumbent committee by June 30 following the Annual Meeting and shall consist of six (6) members whose terms shall be three (3) years and shall be staggered.

A roster of all committee appointments shall be posted by the Clerk on the Parish's internet website.

Section 5. Delegates to the U.U.A. General Assembly. The Board of Trustees will appoint delegates to the U.U.A. General Assembly and to the Ballou Channing District Annual Meeting, or their successors, on a yearly basis. These delegates will be instructed to vote their conscience. Any absentee ballots will be voted at the discretion of the Board of Trustees.

Section 6. Ad Hoc Committees, Task Forces, and Councils. The Board of Trustees shall appoint ad hoc committees, task forces, and councils as necessary to serve the ministries of the Parish.

Section 7. Vacancies. Vacancies in any office (except that of Deacon) or committee shall be filled by the Board of Trustees, and a person so appointed shall serve until the next Annual Meeting.

ARTICLE VI

Board of Trustees - Powers and Duties

Section 1. General Power. Subject to provisions of law, and except as may be otherwise provided, the Board of Trustees shall be responsible for the finances, safety, administration, property, and business affairs of the Parish. It shall keep the Parish informed of its actions.

The Board of Trustees shall have charge of all Parish property, including its rental and occupancy; employ, direct and dismiss its non-ministerial personnel; and perform such other duties as may from time to time be required of it by the Parish and these bylaws. The Board of Trustees shall provide for an independent financial review of the Parish's finances every three (3) to five (5) years.

Section 2. Limitations of Powers. Except in case of contracts for emergency repairs or supplies to protect or preserve the Parish's property, the Board of Trustees shall make no contract requiring the expenditure of more than \$25,000, nor sell, encumber, or otherwise dispose of real or personal property of the Parish (other than consumable supplies and obsolescent, outworn, or broken articles of personal property of insubstantial value)

except when authorized by a vote of two-thirds (2/3) of the voting members of the Parish present at a meeting thereof.

Section 3. Meetings. The Board shall hold at least eight (8) monthly meetings annually. The President or any two (2) members of the Board may call a special meeting by giving at least twenty-four (24) hours' notice personally, by e-mail, or by mail to the other members. Five members shall constitute a quorum. When voting, four "yes" votes are required to pass any item or resolution. The President shall preside at meetings of the Board, or in the President's absence, the Vice-President shall preside. Should both the President and Vice-President be absent, the assembled members shall elect a chairperson, pro-tem.

ARTICLE VII

Board of Deacons - Powers and Duties

The Board of Deacons shall:

1. Assist the Minister in meeting the spiritual needs of the Parish, including assisting in services when so requested by the Minister or, in the absence of the Minister, by the Board of Trustees.
2. May waive the financial contribution of voting membership for any person so requesting, and shall so advise the Board of Trustees, or its designee.
3. Arrange for pulpit supply in the absence of the Minister, if requested by the Minister prior to such absence.
4. Be responsible, in the event of vacancy in the office of Minister, for religious services, subject to approval by the Board of Trustees.
5. Receive donations, legacies, and other funds, specifically entrusted to its care by the donors thereof or by the Parish.
6. The Board of Deacons may, with the approval of no fewer than three (3) of its members, disburse funds entrusted to its care as follows: a) to provide relief to persons in need of financial assistance, who are friends, members or employees of the Parish, or b) to provide financial assistance to the Parish for purposes deemed necessary for the welfare of parishioners.

ARTICLE VIII

Elected Officers - Powers and Duties

Section 1. President. The President shall serve as the lay leader of the congregation, shall serve as liaison between the Board of Trustees and the Minister, and shall preside at meetings of the Board of Trustees and at meetings of the Parish. The President will represent the Parish on all appropriate occasions. The President is an ex-officio member of all standing committees, except the Committee on Ministry.

Section 2. Vice President. The Vice President shall assist the President and shall serve as President pro-tem whenever the President is unavailable.

Section 3. Clerk. The Clerk shall prepare and maintain the records of the Parish and shall record meetings of the Parish and the Board of Trustees. The Clerk shall ensure that paper copies of such records are archived in the Parish office.

Section 4. Treasurer. The Treasurer shall receive and disburse the funds of the Parish, keep appropriate books of accounts and other necessary records of receipts and expenditures, and perform all other duties normally pertaining to the office. The Treasurer is authorized to nominate an Assistant Treasurer, to be appointed by the Board of Trustees, to assist the Treasurer in performing these duties. The Treasurer and Assistant Treasurer shall be voting members of the Finance Committee, and shall be bonded.

Section 5. Collector. The Collector shall be responsible for collecting and accounting to the Treasurer for plate collections, including envelope contributions on account of pledges. The Collector shall be bonded.

Section 6. Assistant Collector. The Assistant Collector shall assist the Collector. The Assistant Collector shall be bonded.

Section 7. Trustees of Invested Funds. The Trustees of Invested Funds shall invest and reinvest the funds of the Parish, subject to any restrictions or instructions established by the Parish at its meetings. The Trustees of Invested Funds shall arrange for the payment of the income or portion thereof, as may be determined by the Board of Trustees, to the Parish at appropriate intervals. The Chairperson of the Trustees of Invested Funds shall be a voting member of the Finance Committee. The Chairperson of the Trustees of Invested Funds shall be bonded.

Section 8. Nominating Committee. The Nominating Committee shall nominate officers and committee members of the Parish as provided in these bylaws. The Nominating Committee shall assist in the regular recruitment of volunteers for committees and assist in the development of leaders for the Parish. Following the election of new officers and members of elected committees, the Nominating Committee will assist in the orientation of new officers and members of elected committees, if necessary.

ARTICLE IX

Parish Ministries; Standing Committees-Powers and Duties

Section 1: The Parish has identified and created five (5) ministries that serve its purposes. These ministries are:

1. Nurturing the Spirit: To offer meaningful and beautiful opportunities to soothe and grow the spirit.
2. Educating Hearts and Minds: To offer paths to all ages for fuller understanding of ourselves, our faith, and our world.
3. Nurturing Community: To offer all a warm welcome, loving support, and a path to deep engagement with the Old Ship community.
4. Serving Others: To mobilize the community to serve others; make a better world through unified, focused, and long-term congregation-wide commitments; and strengthen our denominational relationships.

5. **Stewarding Resources:** To strengthen the human, physical, and financial resources entrusted to us.

All of the standing committees exist to support the work and functions of one or more of these ministries. Additionally, the Board of Trustees shall appoint ad hoc committees, task forces, and councils as necessary to further support the work and functions of these ministries. Each appointed ad hoc committee, task force, or council shall submit a written annual report of its activities to the Parish, and shall submit their financial records to the Board of Trustees upon request.

Section 2. Appointed Committee Membership. Membership on appointed committees is open to non-members as well as voting members and members. The Committees shall meet as soon as possible after their appointment to assume their duties and to establish the times of their meetings. The Chairpersons of the appointed committees listed in this Article shall meet together at least once a year to discuss the work of the committees and the ministries of the Parish. The meeting shall be called by the President of the Board, or the President's designee.

Section 3. Standing Committees. Each standing committees shall have the following powers and duties. Each standing committee shall submit a written annual report of its activities to the Parish, and shall submit their financial records to the Board of Trustees upon request.

- a. Building and Grounds Committee. The Building and Grounds Committee shall regularly inspect the condition of the Parish's real property, shall make recommendations to the Board of Trustees with respect to repairs and improvements, and shall supervise the performance of such work as may be authorized by the Board of Trustees.
- b. Committee on Ministry. The Committee on Ministry shall keep the Minister advised concerning conditions within the congregation as they affect relations between the Minister and the members, with its main thrust being to improve relations, and to strengthen the overall ministry of the Parish.
- c. Memorial Garden Committee. The Memorial Garden Committee shall have supervision over the establishment, care and management of a Memorial Garden, as authorized by the Board of Trustees.
- d. Religious Education Committee. The Religious Education Committee shall have general supervision of all church school and youth activities and shall appoint such teachers and counselors for these purposes as it may deem necessary. The Religious Education Committee shall recommend a candidate for Director of Religious Education for appointment by the Board of Trustees and shall supervise the Director of Religious Education.
- e. Finance Committee. The Finance Committee shall supervise the overall financial affairs of the Parish. It shall submit to the Board of Trustees for approval, not less than thirty (30) days prior to the Annual Meeting, a budget for the ensuing fiscal year, and the Clerk shall mail a copy of such budget, as approved, to each member of the Parish not less than ten (10) days prior to

such meeting. The Committee shall plan and direct the raising of funds to meet such budget. The Treasurer, Assistant Treasurer, and Chairperson of the Trustees of Invested Funds are designated as members of the Finance Committee in these by-laws.

- f. Worship and Music Committee. The Worship and Music Committee shall, in consultation with the Minister, observe, nurture, enhance, and support the quality of worship at Old Ship. The committee shall recommend a candidate for Music Director for appointment by the Board or Trustees, and shall supervise the Music Director and have general oversight of the music program.

ARTICLE X

Minister

Section 1. Authority and Duties. The Minister shall have the responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to members of the Parish. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit. The Minister shall be a member, *ex officio*, without the right to vote, of all elected committees, except the Nominating Committee, and of all appointed committees, and the Board of Trustees. Other specific duties shall be negotiated between the minister, the Ministerial Search Committee, if applicable, and the Board of Trustees.

Section 2. Calling a Minister. A Ministerial Search Committee shall be selected by the Parish when necessary. Rules and procedures concerning the Committee's composition and operation shall be approved by the Parish at a meeting with selection of the Committee in its call, with the only restriction being that employees of the Parish shall not be eligible to serve on the Committee.

Section 3. Election. The Ministerial Search Committee shall present a ministerial candidate to the Parish. At a special meeting for the purpose of calling a minister, four-fifths (4/5) of the voting members present must approve a candidate for minister. The quorum for such a meeting is forty percent (40%) of the voting members, rather than the twenty percent (20%) of the voting members required for other Parish meetings.

Section 4. Tenure. The tenure of the Minister shall be indefinite. The Minister may be dismissed by a majority vote of the voting members of the Parish present and voting by secret ballot at a meeting of the Parish, such dismissal to take effect upon the date determined by vote of the Parish at such meeting. If such dismissal shall take effect less than ninety (90) days after such meeting, the Minister's salary and allowances shall be continued for such ninety (90) days.

Section 5. Resignation. In the event that the Minister resigns, he or she shall give the Parish not less than ninety (90) days' notice in writing. This period of notice may be altered by mutual consent.

ARTICLE XI

Endowment

Section 1. Definition. The endowment shall consist of all the current invested funds of the Parish except for (1) the Deacons' Fund and (2) other such funds entrusted by organizations to the Trustees of Invested Funds for their management.

Section 2. Purposes and Goals: The endowment shall be composed of no more than three (3) funds to accomplish the following purposes:

- a) The Building Reserve Fund consisting of designated gifts and bequests restricted for the purpose of preserving and maintaining the buildings and grounds of the Meeting House.
- b) The Social Outreach Reserve Fund consisting of designated gifts and bequests restricted for the purpose of benefiting charitable and humanitarian causes not directly connected to the Parish.
- c) The General Reserve Fund consisting of all other invested funds in the endowment. The primary purpose of the General Reserve Fund is to provide for the survival of the Parish in the event of financial catastrophe and to assure the presence of the Parish for future generations. The secondary purpose of this fund is to provide yearly discretionary funds for use by the Parish.

Section 3. Management of the Endowment. The Trustees of Invested Funds shall manage the endowment and endeavor to invest the assets in a socially responsible manner. The Trustees shall follow guidelines for income distribution and investment goals that are provided by the Board of Trustees or the Parish or these bylaws. These guidelines shall include a cap of four percent (4%) of the assets of the General Reserve Fund that may be distributed to the Parish as annual income, unless a different percentage is authorized by three-fourths (3/4) of the voting members present at a Parish meeting. Distributions from the Building Reserve Fund are limited to income or total return on investment, whichever is greater. Distributions from the Social Outreach Reserve Fund will be recommended by the Coming of Age Program, and are limited to income or total return on investment whichever is greater, unless two-thirds (2/3) of both the Coming of Age Program and the Board of Trustees vote to withdraw a greater amount from the Fund. Distributions from the Social Outreach Reserve Fund are not intended to replace social outreach spending from the operating budget.

Section 4. Loans from the Endowment. The Parish may borrow funds from any of the endowment funds provided the amount of the loan, a repayment schedule, and a rate of interest are approved by three-fourths of the voting members of the Parish present at a Parish meeting.

ARTICLE XII

Reports

The President, Treasurer, Clerk, Collector, the Chairperson of each Committee, elected and appointed, the Director of Religious Education and the Minister shall make a written report on their respective activities and recommendations to the Parish at its Annual Meeting and at any special meeting the warrant for which contemplates such a report. Each such report shall be filed by the Clerk with the records of such meeting and shall be available for inspection by any member of the Parish. Such reports may be distributed electronically

by e-mail, placed on the internet website, and a paper copy shall be placed in the archives of the Parish.

ARTICLE XIII
Fiscal Year

The fiscal year of the Parish shall end June 30.

ARTICLE XIV
Denominational Affiliation

The Parish shall be a member of the Unitarian Universalist Association of Congregations and of the Ballou-Channing District or their successors. It is the intention of the Parish to make Annual Fair Share contributions to the Association and to the District, or their successors.

ARTICLE XV
Dissolution

Should the Parish cease to function and the members vote to disband, its assets will inure to the Unitarian Universalist Association of Congregations for its general purposes.

ARTICLE XVI
Amendments and Rules of Order

Section 1. Amendments. These bylaws may be amended by a two-thirds (2/3) vote of the voting members present and voting at any annual or special meeting of the Parish, except for Article XI, which requires a three-fourths (3/4) vote of voting members present and voting. The warrant for such meeting shall state the wording and the purpose of the bylaw amendment. Amendments will take effect immediately upon adoption unless otherwise stated in the Warrant Article.

Section 2. Rules of Order. The rules contained in *Robert's Rules of Order* shall govern meetings of the Parish in all cases to which they are applicable and not inconsistent with provisions of law or of these bylaws.

ARTICLE XVII
Indemnification

The Parish shall indemnify any person who is, or was, an employee, agent, representative, member of the Board of Trustees, or volunteer of the Parish against any liability asserted against such person and incurred in the course and scope of such person's duties or functions within the Parish 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 intentional, 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, or otherwise.

ARTICLE XVIII
Affiliated Groups

Voluntary organizations, designed to further the ministries of the Parish, may be formed with the approval of the Board of Trustees. Such groups shall be regarded as integral parts of the Parish. The group may use the facilities of the Parish, under the supervision of the Board of Trustees. Each Affiliated Group shall submit a written annual report of its activities to the Parish, and shall submit their records, including their financial records, to the Board of Trustees upon request. Affiliated Groups shall not take any actions which shall endanger the non-profit or charitable, tax-exempt status of the Parish or its property.

ARTICLE XIX
Effect of Bylaws

Section 1. Effective Date. These bylaws shall be in effect immediately following the Annual Meeting at which they are adopted.

Section 2. Repeal of votes. All former votes in conflict with these bylaws are hereby repealed and annulled.