

## Overview BYLAWS REVISIONS

This document describes the set of proposed changes to the current set of First Parish bylaws (last revised June 7, 2020), to be finalized and proposed for a vote at the Spring 2023 semi-annual meeting. While there are detailed language changes to be reviewed, the overall set of changes can be summarized as follows:

1. Align language to reflect 8<sup>th</sup> Principle diversity and inclusion ideas
2. Close gaps between what the bylaws directs us to do and what we do in practice
3. Clarify the relationship to committee charters
4. Propose composition of Standing Committees
5. Redefine some of the specific Board positions

## Schedule

There will be a series of meetings throughout the year to review specific sections of the bylaws using this document as a guide. Each meeting will focus on one of the general areas described above, addressing any questions or concerns about the content and specific language and to gather feedback.

- 12/4 – Overview of Bylaws changes / Covenant
- 1/8 – Board/Officer Structure Changes
- 2/5 – Shared Ministry
- 3/12 – Charters
- 4/2 – Charters / Covenant
- 5/7 –

## How to navigate this document

The accompanying Bylaws revision document is annotated with line numbers and specific changes. In the table below, there are four columns:

- Line Number: The specific line numbers where the changes occur
- Current Bylaws text: What the bylaws currently say
- Proposed Revision: what the Governance Task Force proposes be changed
- Rationale for Revision: why we are proposing this change

## Legend

<u>Red Underlined Text</u>	New text added
<u>Red Strikethrough text</u>	Text being removed
<u>Blue Bolded Text</u>	Article header
<u>Black Bolded Text</u>	Section header

PROPOSED BYLAW REVISIONS SPRING 2023

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
1	First Parish in Lexington	<b>First Parish in Lexington</b> <u>Unitarian Universalist</u>	Represent the full name of the congregation
8	<b>ARTICLE I Name and Affiliation</b> <b>Section 1. Name</b> This society (formerly known as the First Congregational Society)	<b>ARTICLE I Name and Affiliation</b> <b>Section 1. Name</b> This <u>congregation</u> (formerly known as the First Congregational Society)	-Use current language of 'congregation' to replace 'society'.
11-13	<b>ARTICLE I Name and Affiliation</b> <b>Section 2. Affiliation with Unitarian Universalist Association</b> This society shall be a member of the Unitarian Universalist Association. Where appropriate, the designation (Unitarian Universalist) may appear as part of the official name of the society.	<b>ARTICLE I Name and Affiliation</b> <b>Section 2. Affiliation with Unitarian Universalist Association</b> This <u>congregation</u> <u>society shall be</u> <u>is</u> a member of the Unitarian Universalist Association <u>(UUA)</u> . Where appropriate, the designation (Unitarian Universalist) may appear as part of the official <u>name</u> of the <u>congregation</u> .	-Use current language of 'congregation' to replace 'society'.
16-22	<b>Article II: Purpose</b> <b>Section 1. Purpose</b> The purpose of this society is: to provide the place, resources, and mutual support for each person to enhance the quality of life, to form his or her own beliefs, to act upon them, and to celebrate together the discoveries of a free and responsible faith.	<b>Article II: Purpose</b> <b>Section 1. Purpose</b> The purpose of this congregation is <u>to fulfill its Vision, Mission, and Covenant. We seek to establish a loving community and create spiritual practices that</u> celebrate together <u>the discoveries of</u> a free, responsible, <u>inclusive, liberatory, and covenantal</u> faith. <u>We provide</u> resources and mutual support for each person to enhance the <u>ir quality of life</u> <u>faith development</u> , form <u>their</u> own beliefs <u>consistent with our UU principles, sources, and values, and</u> act upon these to	-Place emphasis on three congregational components: Vision, Mission. Add the third component of Covenant.  -Emphasize current theological, foundational understandings. -Include three foci: within, among (FP community), and beyond (larger world).  -Include all UU principles, sources, and values as indicated in an included Appendix 1: UU Principles and Sources

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		<p><u>build beloved community within our congregation and in the larger world, and to celebrate together the discoveries of a free and responsible faith. (See Appendix 1).</u></p>	
24-28	<p><b>Article II: Purpose</b></p> <p><b>Section 2. Affirmation of Non-Discrimination</b></p> <p>This society affirms and promotes the full participation of persons in all its activities, including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, gender, gender expression, physical ability, affectional or sexual orientation, age or national origin.</p>	<p><b>Article II: Purpose</b></p> <p><b>Section 2. Affirmation of Non-Discrimination</b></p> <p>This congregation affirms and promotes the full participation of <u>people</u> in all its activities, including membership, programming, hiring practices, and the calling of religious professionals, without regard to <u>race, color, gender, gender expression, physical ability, affectional or sexual orientation, age, socioeconomic status, physical, mental, or behavioral ability, or race, ethnicity, or</u> national origin.</p>	Add additional language for inclusion.

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
30-37	<p><b>Article III: Membership</b></p> <p><b>Section 5. Categories of Commitment</b></p> <p>There shall be two categories of commitment:</p> <p>a) Friend; in which an individual has demonstrated continued interest by attendance, fiscal support, or participation in any Parish activity; and</p> <p>b) Member ; in which an individual has demonstrated a commitment as Friend and has been added to the Membership List as referred to in Section 1.</p> <p>Section 1. Process of Becoming a Member Section 2. Right to Vote</p>	<p><b>Article III: Membership</b></p> <p><b>Section 1. Categories of Commitment</b></p> <p>There are two categories of commitment:</p> <p>1) <b>Friend</b>: an individual <u>who</u> demonstrates <u>continued support of the purpose and covenant of First Parish interest</u> by attendance, fiscal support, and/or participation in congregational activities; and</p> <p>2) <b>Member</b>: an individual <u>who</u> has demonstrated a commitment as Friend and has signed the Membership Book <u>as referred to in Sections 1 and 2 to express their support of the purpose and covenant of First Parish.</u></p>	<p>Re-order and clarify Section to begin with revised definitions of two categories, then provide Sections for Process of Becoming a Member, Right to Vote (no substantive changes)</p> <p>Remove 'his/her' language and replaced with 'their' throughout document</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
38-43	<p><b>Article III: Membership</b></p> <p><b>Section 1. Process of Becoming a Member</b></p> <p>Any person at least 16 years of age, or who has completed the ninth grade, who subscribes to the purpose of this society may become a member by signing the Membership Book in the presence of the Parish Minister or, in his/her absence, one of the following: another Minister on staff, the Clerk, or Chair of the Membership Committee, provided, however, an exception to this policy may be made by a unanimous vote of the Parish Board.</p>	<p><b>Article III: Membership</b></p> <p><b>Section 2. Process of Becoming a Member</b></p> <p>Any person at least 16 years of age, or who has completed the ninth grade, who subscribes to the purpose of this congregation may become a <u>Member</u> by signing the Membership Book in the presence of the <u>Senior</u> Minister or, in their absence, one of the following: another Minister on staff, the Clerk, or Chair of the <u>Members and Friends</u> Committee. <u>However, an exception to this policy may be made by a unanimous vote of the Board for just cause.</u></p>	<ul style="list-style-type: none"> <li>- Clarify Senior Minister title</li> <li>- Consistency of "Members and Friends" terminology</li> </ul>
44-47	<p><b>Article III: Membership</b></p> <p><b>Section 2. Right to Vote</b></p> <p>Members are entitled to vote in Parish Meetings and to hold elective office immediately upon signing the member book. Members of less than legal age shall not vote where prohibited by law.</p>	<p><b>Article III: Membership</b></p> <p><b>Section 3. Right to Vote</b></p> <p>Members are entitled to vote in Parish Meetings and to hold elective office immediately upon signing the <u>Member Book</u>. <u>Members of less than legal age shall not vote where prohibited by law.</u></p>	

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
48-59	<p><b>Article III: Membership</b></p> <p><b>Section 3. Withdrawal From Membership</b></p> <p>Any member may withdraw membership by notification to the Clerk or the Chair of the Membership Committee. It is expected that the Minister(s), the Clerk, or a Member of the Membership Committee will call upon such person before the name is removed from the membership list, but in any event the name shall be removed within two months of notification.</p> <p><b>Section 4. Membership Committee Review of Membership List</b></p> <p>Any member may, upon recommendation of the Membership Committee, be removed from the membership list if said member has failed, for a period as specified by membership policies, to demonstrate interest by attendance, fiscal support, and participation in any Parish activity. The Committee or Clerk shall communicate such action to said member.</p> <p>At least once a year the Committee shall review the Membership List with the Minister(s) in compliance with the terms of this section.</p>	<p><b>Article III: Membership</b></p> <p><b>Section 4. Withdrawal From Membership</b></p> <p>Any <u>Member</u> may withdraw membership by notification to the Clerk or the Chair of the Members and Friends (M&amp;F) Committee <u>(see Article X, Section Y).</u> <u>It is expected that the Minister(s), the Clerk, or a member of the Committee will call upon such person before the name is removed from the membership list, but in any event the name shall be removed within two months of notification.</u> Any <u>Member</u> may <u>also</u>, upon recommendation of the <u>M&amp;F</u> Committee, be removed from <u>the</u> membership list if <u>that Member</u> has failed, for a period as specified by membership policies <u>(see Appendix 2)</u>, to demonstrate interest by attendance, fiscal support, and participation in any Parish activity, <u>or by a unanimous vote of the Board for just cause.</u> The <u>Minister, Clerk, or M&amp;F Committee</u> <u>will</u> communicate <u>with any Member prior to removing their name from the membership list.</u> <u>At least once a year the Committee shall review the Membership List with the Minister(s) in compliance with the terms of this section.</u></p>	<p>Revised Section 4</p> <p>Remove all text which belongs in Committee Charter rather than ByLaws, such as, time frame for removal</p> <p>Update Membership Committee to Members &amp; Friends Committee</p> <p>Add 'for just cause' to 'unanimous vote' language</p> <p>Membership policies to be outlined in Appendix 2</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
62-66	<p><b>ARTICLE IV Meetings of First Parish</b></p> <p><b>Section 1. Two Annual Meetings</b></p> <p>The members of the Parish shall meet twice annually at such time as the Parish Board may determine, in the spring to approve the annual operating budget and elect members of the Parish Board and Officers of the Church, and in the fall to receive the reports of the Minister(s), the Trustees, the Treasurer, the Parish Board, and the chartered Committees of the Parish</p>	<p><b>ARTICLE IV Meetings of First Parish</b></p> <p><b>Section 1. Two Annual Meetings</b></p> <p>The <u>Members</u> of <u>the congregation</u> shall meet twice annually at <u>specific</u> times <u>chosen by the Board: first</u> in the <u>Spring</u> to approve the annual operating budget and elect members of <u>the</u> Board and <u>other Parish</u> Officers, and <u>then</u> in the <u>Fall</u> to receive the reports of the Minister(s), the Trustees, the Treasurer, the <u>First</u> Parish Board, and the chartered Committees, <u>and to review the Board's Vision, Mission, and Covenant.</u></p>	<ul style="list-style-type: none"> <li>- Provide clarity</li> </ul>
68-69	<p><b>ARTICLE IV Meetings of First Parish</b></p> <p><b>Section 2. Special Meetings</b></p> <p>Special meetings may be held whenever deemed necessary by the Parish Board, and it shall call a meeting whenever requested in writing by ten or more members of the Parish.</p>	<p><b>ARTICLE IV Meetings of First Parish</b></p> <p><b>Section 2. Special Meetings</b></p> <p>Special meetings may be held whenever deemed necessary by <u>the</u> Board, and it shall call a meeting whenever requested in writing by ten or more <u>Members</u> of the <u>congregation</u>.</p>	

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
71-73	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 3. Definition of a Quorum</b></p> <p>Thirty members shall constitute a quorum for the transaction of business, but a smaller number may adjourn the meeting to another specified time.</p>	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 3. Definition of a Quorum</b></p> <p><u>Fifteen percent of registered Members (based on the annual tally by the M&amp;F Committee) will</u> <u>Thirty members shall</u> constitute a quorum for the transaction of business <u>at meetings of the congregation</u>, but a smaller number may adjourn the meeting to another specified time.</p>	<p>Section 3. Quorum:</p> <ul style="list-style-type: none"> <li>- Change to make quorum more flexible based on the number of our membership roll</li> </ul>
75-79	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 4. Meetings Called by a Warrant</b></p> <p>Every meeting of the Parish shall be called by a written warrant of the Parish Board directed to the Clerk, who shall give notice of the Meeting by mailing a copy of the warrant to each member of the Parish at the address which appears upon the records of the Clerk, at least ten days before the time fixed for the meeting. No final action shall be taken at any meeting unless the subject manner thereof shall have been substantially set forth in the warrant.</p>	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 4. Meetings Called by a Warrant</b></p> <p>Every meeting of <u>the congregation will</u> be called by a <u>written</u> warrant of the Board <u>issued by</u> the Clerk <u>on behalf of the Board</u>, who shall give notice of the Meeting by <u>mailing</u> <u>sending</u> a copy of the warrant to each <u>Member of the congregation</u> at the address <u>that appears in</u> the records of the Clerk, at least ten days before the time fixed for the meeting. No final action shall be taken at any meeting unless the subject manner thereof shall have been substantially set forth in the warrant.</p>	<ul style="list-style-type: none"> <li>- Flexibility in the mechanism(s) for communicating Warrant</li> </ul>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
80-83	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 5. Documents Available Prior to Parish Meetings</b></p> <p>Any documents to be discussed at a Parish meeting shall be available, in the form to be presented, in the Church office, at least seven days before the meeting.</p>	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 5. Documents Available Prior to <u>First</u> Parish Meetings</b></p> <p>Any documents to be discussed at a <u>congregational</u> meeting <u>will be made</u> available <u>in the First Parish office by the Congregational Administrator in the form to be presented, in the Church office,</u> at least seven days before the meeting.</p>	

<p><b>84-99</b></p> <p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 6. Voting</b></p> <p>If so voted by the Parish Board and announced in the Warrant for the meeting, voting on specified Warrant articles for officially called Meetings of the Parish shall be by paper ballot.</p>	<p><b>Article IV: Meetings of the Parish</b></p> <p><b>Section 6. <u>Elections and Voting</u></b></p> <p><u>The Parish Board will define the method of voting, consistent with inclusivity practices, and will accommodate absentee voting if warranted. The method of voting for each article will be explained in the Warrant for each congregational meeting.</u></p> <p><u>The candidates for First Parish Officers and Trustees will be put forward by the Committee on Leadership and Service (COLS) as a slate for a single vote in the SAM warrant. If there is more than one member nominated by COLS for an Officer or Trustee position, a separate vote of the congregation will be held for that particular position, and the rest of the slate will be voted on together.</u></p> <p><u>The slate of candidates will be voted on first, but if the majority of the voting Members vote down the combined slate, then the vote would shift to separate votes on individual candidates. At this point, nominations for any elected position may be made from the floor in connection with any election by the Parish.</u></p> <p><u>The provisions of Articles V and VI for election of governing boards and officers shall be satisfied, unless more than one name is placed in nomination or some member at the time objects, by a ballot</u></p>	<p>-Expand Voting to include Elections, moved from current Article V.</p> <p>-Board to determine ballot method, considering inclusive and accommodating practices, for specific articles.</p>
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		<i>east by the Clerk in obedience to a vote of the Parish.</i>	
100-103	<b>Article IV: Meetings of the Parish</b>	<p><b>Article IV: Meetings of the Parish</b></p> <p><b><u>Section 7. Moderator</u></b></p> <p><u>At the opening of each meeting of First Parish, a Member of the congregation, who is not an Officer or member of the Board, is elected to serve as Moderator of that meeting only. The Moderator has no other duties.</u></p>	<p>New section</p> <p>Include a Section 7. Moderator into revised Article 4 as Moderator role relates to Meeting, previously in Article V Section 3.</p> <p>Article V dedicated to Parish Officers</p>
104	<b>Article V: Parish Board, Officers</b>	<b><u>ARTICLE V Governance Structure Parish Board Officers</u></b>	<p>Revised Article V now titled Governance with re-named sections.</p> <p>Re-named as Governance Structure to include supporting governing documents, personnel and essential processes. Moved some outlined duties and processes to Charters.</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
105-107	<p><b>Article V: Parish Board, Officers</b></p> <p><b>Section 1 Parish Board Section 2: Offices of the Parish</b></p> <p>The business and prudential affairs of this Parish shall be managed by a committee of seven elected at-large members of the Parish, along with the duly elected Clerk, and the Chair of the Finance Committee, to be known as the Parish Board. The Board shall also be responsible for the care of the real and tangible personal property of the Parish and for all paid personnel of the Parish. In keeping with our religious principles and working with the ministers and congregation, the Parish Board shall prepare long-term plans or initiatives that address major issues facing the Parish.</p> <p>The Board shall be responsible for approving the establishment or dissolution of any standing committee. Further, the Board shall review and approve the charter for any committee.</p>	<p><b>ARTICLE V Governance Structure Parish Board Officers</b></p> <p><b>Section 1. Bylaws and Charters</b></p> <p><u>Members and Friends, Staff, the Board, and Committees of First Parish are expected to adhere to these Bylaws. See Appendices for Board and Committee charters.</u></p>	<p>Added new Section 1. Bylaws and Charters as essential elements of the governance structure</p> <p>Section 1: (new) Bylaws and Charters with expectations for all within congregational community</p> <p>Revisions made to include only essential processes, such as terms and vacancies.</p> <p>Additional procedures to be included in Charters (Charter/Bylaw clarification).</p>

108-130	<p><b>Article V: Parish Board, Officers</b></p> <p><b>Section 1 Parish Board</b> <b>Section 2: Offices of the Parish</b></p>	<p><b>ARTICLE V Governance Structure Parish Board Officers</b></p> <p><b>Section 2. First Parish Officers</b></p> <p><u>Officers of First Parish are defined as congregational Members who are nominated by Committee on Leadership and Service (COLS) and elected by the Congregation at the Spring Semi-Annual Meeting (SAM) into the specific positions below.</u></p> <p><u>Officers include:</u></p> <ul style="list-style-type: none"> <li>● <u>Nine Board Members, including seven “at-large” members, a Clerk, and the Chair of the Finance Committee, all of whom are voting members and constitute “The Board”;</u></li> <li>● <u>Two Auditors: one Auditor of the Treasurer, and one Auditor of the Trustees.</u></li> <li>● <u>Three Trustees</u></li> </ul> <p><u>Board Members hold office for three years, renewable for one additional consecutive 3-year term, except for the Clerk (see below). Terms commence at the start of the new fiscal year. If a vacancy occurs in the Board or other Officer, the remaining Board members shall fill it by appointment, at the recommendation of the Committee on Leadership and Service, who will serve</u></p>
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Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
		<p><u>until the next Semi-Annual Meeting, when the vacancy will be filled by vote of the congregation for the unexpired term.</u></p> <p><u>The Clerk serves for one year, renewable up to 6 consecutive years.</u></p> <p><u>The Two Auditors hold office for one year, renewable up to 6 consecutive years. They take office at the start of the new fiscal year and report to the Board.</u></p> <p><u>The Three Trustees hold office for a three-year term, renewable for one additional consecutive 3-year term.</u></p> <p><u>Members can hold only one officer position at a time, and staff cannot also be Officers.</u></p>	

132-163	Article V: Parish Board, Officers	<p><b>Section 1 Parish Board Section 2: Offices of the Parish</b></p> <p><b>ARTICLE V Governance Structure Parish Board Officers</b></p> <p><b>Section 3. First Parish Board</b></p> <p><u><a href="#">The First Parish Board (or “Board”) is the principal fiduciary, policy-defining and administrative body of the congregation. The Board has full authority and accountability, except as limited by these bylaws, to act on the business and programs of the congregation. The Board defines and executes the Vision, Mission, and Covenant of First Parish as developed and approved by the congregation (see Appendix 3).</a></u></p> <p><u><a href="#">The Board consists of</a></u> seven elected at-large <u><a href="#">Members of the congregation</a></u>, along with the duly elected Clerk and <u><a href="#">the Chair of the Finance CommitteeTreasurer</a></u>. <u><a href="#">This group constitutes the attendees of the Board’s Executive Session. Five members constitute a quorum for transaction of business by the Board. The Board determines its schedule of regularly held meetings and elects its Chair and Vice-Chair. Board meetings will be open to the congregation and staff except for when the Board meets in Executive Session.</a></u></p> <p><u><a href="#">The Board shall also be responsible for the care of the real and tangible personal property of the Parish and for all paid personnel of the Parish.</a></u> In keeping with <u><a href="#">our</a></u></p>
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UU religious principles and congregational practices, and working with the ministers and congregation, the Board is accountable for preparing long-term plans, initiatives, and strategic objectives that align with First Parish's Vision, Mission, and Covenant.

The Board has the following additional accountabilities in keeping with the Vision, Mission, and Covenant:

- 1) Caring of all First Parish property, and oversight of dedicated funds, and paid personnel;
- 2) Creating the warrant for Semi-Annual Meetings;
- 3) Goal-setting with and evaluation of the Senior Minister on a regular basis;
- 4) Constituting and dissolving any Committee or Task Force; reviewing and approving charters; and ensuring committees are acting in accordance with their charters and these Bylaws; in the event that a Standing Committee cannot be formed due to lack of congregational volunteers, the Board will assume that responsibility until a committee Chair is named and approved.
- 5) Ensuring that Board Members receive appropriate training (and

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		<p><u>funding for such) to allow them to support and lead the congregation in its Vision, Mission, and Covenant; and</u></p> <p><u>6) Ensuring that First Parish operates as a Safer Congregation.</u></p> <p><u>7) Reviewing these Bylaws on a regular basis, at least every 5 years.</u></p> <p><u>For additional information see the Board Charter in Appendix 4.</u></p>	

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164-173	<p>Subsection A. The Board Chair and Vice Chair  The terms for both Chair and Vice-Chair shall be one year, renewable for up to three years.</p> <p>Upon the ending of the current Chairperson's term, s/he will remain on the Board as a non-voting, <i>ex officio</i> member for one year... The outgoing Chairperson will be expected to attend all Board meetings...</p>	<p><b><u>ARTICLE V Governance Structure Parish Board Officers</u></b></p> <p><b><u>Section 4. Board Chair and Vice Chair</u></b></p> <p><u>Each year the Board elects its Chair and Vice-chair from among its members. The terms for both Chair and Vice-Chair are one year, renewable up to the termination of their Board terms. If the Board Chair has to step down for any reason before their term is up, the Vice-Chair will assume the Board Chair role until the Board elects a new Board Chair.</u></p> <p><u>After the end of their term, a Chairperson is expected to remain on the Board as a non-voting member for one more year. This will serve the purpose of supporting the new Chairperson during their first year as they transition into the role as well as provide for institutional continuity. The outgoing Chairperson will be expected to attend all Board meetings. In addition, the new Chairperson may call upon the outgoing Chair as they see fit during the one year term.</u></p>	<p>Section 4. Its own Section- eliminated Sub-Sections</p> <p>Terms for Chair and Vice-Chair clarified. See Charters for more specifics.</p> <p>Additional Revision is Chair is no longer required to stay on the Board for an additional year, after their 3 year- term Board term is completed. Has not been regularly practiced. (Not an <i>ex officio</i> member)</p> <p>Specific language and duties clarified for these Officers</p> <p>Added Just Cause and 2/3 majority for removing Office</p> <p>See previous section for Quorum</p> <p>See Charters for additional Officer Duties and Trust Processes</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
174-181	<p><b>Article V: Parish Board, Officers</b></p> <p><b>Section 6. Duties of the Clerk</b></p> <p>The Clerk shall keep a record of the acts and doings of the Parish and the Parish Board; mail all warrants; be responsible for making available a true list of the full names and addresses of all members of the Parish; and perform such other duties as are incident to the office of Clerk. The Clerk shall make and deliver to the Chair of the Parish Board a certified copy of these bylaws, and from time to time as any change or addition occurs, furnish revised certified copies of the same. The Clerk shall make and deliver certified copies of excerpts of the bylaws or minutes of meetings as required by the officers or Trustees in discharge of their duties. The Clerk shall be expected to attend all meetings of the Parish and the Parish Board, and shall preside at meetings of the Parish until a Moderator shall have been elected. Should the Clerk be absent from any meeting of the Parish, one of the Parish Board shall preside in the choice of Moderator, after which a clerk may be chosen, either pro tempore or to fill the vacancy, if one exists.</p>	<p><b>ARTICLE V Governance Structure Parish Board Officers</b></p> <p><b>Section 5. Clerk</b></p> <p><u>The Clerk is accountable for the official durable record of First Parish.</u> The Clerk creates minutes of Board meetings and the SAM; sends out Board agendas and SAM warrants; <u>and is accountable for ensuring updated Membership information, personnel records, and bylaws.</u> The Clerk attends all meetings of the congregation and the Board and presides at meetings of the congregation until a Moderator is elected. If the Clerk is absent from any meeting of the <u>congregation</u>, one of the Board <u>members</u> will preside in the choice of Moderator, after which a temporary Clerk may be chosen to fill the vacancy for that meeting.</p>	<ul style="list-style-type: none"> <li>- Provide clarity of the Clerk role</li> </ul>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
182-184,	<b>ARTICLE V: Parish Board, Officers</b>	<b>ARTICLE V Governance Structure Parish Board Officers</b>	
200-202	<p><b>Section 7. Duties of the Treasurer</b></p> <p>The Treasurer shall have the custody of all monies, funds, and vouchers of the Parish, other than Trust Funds; collect all monies due the Parish; make payments under the direction of the Parish Board; or some committee appointed for the purpose; receive and give receipts for all bequests made to the Parish; submit at the fall Parish Meeting a statement in detail of the receipts and disbursements for the preceding fiscal year, and perform such other duties as are incident to the office of Treasurer. A vote of the Parish is required for the Treasurer to make payments during a fiscal year which exceed by more than 5% the annual operating budget for that year. The Treasurer shall give bond to the Parish, to assure faithful performance of duties, in such amount and with such surety as the Board shall determine. Such bond will be paid for by the Parish. The Treasurer shall serve as a member of the Finance Committee.</p>	<p><b>Section 6. Treasurer</b></p> <p><u>The Treasurer is accountable to First Parish for all monies collected and disbursed, with the exception of the Trust Funds.</u> A vote of the <u>congregation</u> is required for the Treasurer to make payments during a fiscal year that exceed by more than 5% the annual operating budget for that year.</p> <p>...</p> <p><u>Any Collector shall give bond to the Parish for the faithful performance of duties; in such amount and with such surety as the Parish Board shall determine. Such bond will be paid for by the Parish.</u></p>	<ul style="list-style-type: none"> <li>- Provide clarity of the Treasurer role</li> </ul>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
203-208	<p><b>ARTICLE V: Parish Board, Officers</b></p> <p><b>Section 9. Duties of the Auditors</b></p> <p>The auditors shall examine the books and accounts of the Treasurer and of the Trustees and make a report in writing at each fall Annual Meeting</p>	<p><b>ARTICLE V Governance Structure Parish Board Officers</b></p> <p><b>Section 7. Auditors</b></p> <p><u>Auditors are separate individuals, distinct from other Officers. There are two Auditors: one of the Treasurer, and one of the Trustees. Their duties are to</u> examine the books and accounts of the Treasurer and of the Trustees and make a report in writing at each <u>Fall Semi</u>-Annual Meeting.</p> <p><u>If the Auditors have any concerns over the handling of First Parish finances by the Treasurer or Trustees, they report their concerns immediately and directly to the Board.</u></p>	<ul style="list-style-type: none"> <li>- Provide clarity of the Auditor role</li> </ul>

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Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
209-217		<p><b><u>ARTICLE V Governance Structure Parish Board Officers</u></b></p> <p><b><u>Section 8. Trustees</u></b><del><b>Section . Election of Officers and Trustees</b></del></p> <p><del>The provisions of Articles V and VI for election of governing boards and officers shall be satisfied, unless more than one name is placed in nomination or some member at the time objects, by a ballot cast by the Clerk in obedience to a vote of the Parish.</del><b><u>Section . Power of Parish to Remove Officers and Trustees</u></b></p> <p><del>The Parish at an Annual Meeting or any special meeting called for the purpose the power to remove from office any elected officer, Trustee, member of the Parish Board, or a standing committee.</del></p>	Trustees as Parish Officers included/condensed into Article V Governance Section 8. Trustees with specific Fund information found in Charter

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
218-221	<p><b>ARTICLE VI Trustees and Trust Funds</b></p> <p><b>Section 1. Duties of the Trustees.</b></p> <p>Number of Trustees. There shall be three Trustees who manage and care for the funds held in trust by the Parish as well as such other funds as the Parish shall have heretofore or may hereafter place in the control of the Trustees.</p>	<p><b>ARTICLE V Governance Structure Parish Board Officers</b></p> <p><b>ARTICLE VI Trustees and Trust Funds</b></p> <p><b>Section 1. Duties of the Trustees. Number of Trustees.</b></p> <p>There <u>are</u> three Trustees who manage and care for the funds held in trust by <u>First</u> Parish, as well as <u>any</u> other funds the <u>congregation</u> <u>places</u> in the control of the Trustees.</p>	

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
222-228	<p><b>ARTICLE VI Trustees and Trust Funds</b></p> <p><b>Section 2. Power of Trustees to Manage Funds</b></p> <p>The Trustees shall have full power and authority in the management of such funds to sell and transfer any securities held by them, to invest and reinvest said funds, and to determine what constitutes principal and what income, not inconsistent with the terms of the trust instruments under which such trust funds are held or with the directions of the Parish as to such other funds as shall have been placed with the Trustees. The signature of any two Trustees shall be sufficient for the transfer of any securities held by the Trustees and shall be conclusive evidence of their authority to make such transfers.</p>	<p><b>Section 2. Power of Trustees to Manage Funds</b></p> <p>The Trustees <u>have the</u> authority <u>to</u> manage <u>First Parish</u> funds, to sell and transfer any securities held by them, to invest and reinvest <u>the</u> funds, and to determine what constitutes principal and income. <u>This management must be</u> consistent with the <u>Vision and Mission of the church, the</u> terms of the trust instruments under which such trust funds are held, <u>and any specific</u> directions by the congregation that are based on a vote at the SAM. The signature of any two Trustees <u>is</u> sufficient for the transfer of any securities held by the Trustees.</p>	

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
229-234	<p><b>ARTICLE VI Trustees and Trust Funds</b></p> <p><b>Section 3. Election and Term of Trustees</b></p> <p>The Trustees shall be elected by ballot, one at each spring Meeting of the Parish and each shall serve for a term of three years and until their successors shall be elected and shall qualify. Any vacancy shall be filled for the unexpired term at the next meeting of the Parish.</p> <p><b>Section 4. Trustee Reports</b></p> <p>Twice each year the Trustees shall report to the Finance Committee and the Parish Board on the status of the Trust Funds. The annual report of the Trustees shall be given at the fall Parish Meeting.</p>	<p><b>Section 3. Election and Term of Trustees</b></p> <p><del>The Trustees elected by ballot, one at each spring Meeting of the Parish and each serve for a term of three years and until their successors elected and shall. Any vacancy be filled for the unexpired term at the next meeting of the Parish.</del><b>Section 4. Trustee Reports</b></p> <p>Twice each year the Trustees report to the Finance Committee and <u>the</u> Board on the status of the Trust Funds. The annual report of the Trustees <u>is</u> given at <u>each Fall Semi-Annual</u> Meeting.</p>	
235-239	<p><b>ARTICLE V Parish Board, Officers</b></p> <p><b>Section 10. Power of Parish to Remove Officers and Trustees</b></p> <p>The Parish at an Annual Meeting or any special meeting called for the purpose shall have the power to remove from office any elected officer, Trustee, member of the Parish Board, or a standing committee.</p>	<p><b>ARTICLE V Governance Structure Parish Board- Officers</b></p> <p><b>Section 9. Power of First Parish to Remove Officers</b></p> <p>The <u>congregation</u> at a <u>Semi-Annual</u> Meeting or any special meeting called for the purpose has the power to remove from office any <u>elected</u> Officer, Trustee (see Article VI), member of the Parish Board, or member of a standing committee for just cause, by a 2/3 majority of those present.</p>	

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
241-249	<p><b>ARTICLE VII Committees</b></p> <p><b>Section 1. List of Standing Committees and Their Duties</b></p> <p>Standing committees shall be created and disbanded by the Parish Board as specified in Article V. They shall exist in perpetuity until the Board approves their dissolution. Standing committees shall have a charter that is reviewed and approved by the Board.</p> <p><b>Subsection A</b></p> <p>Unless otherwise specified and agreed to by the Board, all standing committees shall have the following duties:</p> <ul style="list-style-type: none"> <li>1.) to elect a chairperson;</li> <li>2.) to present a written report to the Board for inclusion in the Annual Report of the Parish;</li> <li>3.) to present a proposed budget annually to the Finance Committee on a timely basis for use in budget planning by the Board;</li> <li>4.) to call upon members and friends of the Parish to assist in fulfilling the duties of the committee;</li> <li>5.) to meet at least once a month through the year, unless otherwise stated;</li> <li>6.) to maintain communications with the Board and Parish through appropriate means.</li> <li>7.) create and/or maintain their charter</li> </ul>	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 1. Standing Committees</b></p> <p>Standing Committees are created and disbanded by the Board <u>to perform services that are essential for First Parish to achieve its Vision and Mission</u>. These committees exist in perpetuity until the Board approves their dissolution. Standing committees will create a charter to be reviewed and approved by the Board. <u>Committee Chairs must be Members of First Parish and are expected to serve no more than two consecutive three-year terms. Committees beyond the standing committees may be formed either by the Board or by congregation Members, and their charters will be reviewed and approved by the Board. See Appendix 5 for more details on Standing Committees and other committees.</u></p>	<p>Previous 4 Standing Committees- adding Building and Grounds and Shared Ministry Adding Building and Grounds- due to historic nature of our building</p> <p>Designated Term limitations for Standing Committee Chair terms and that these Chairs need to be members.</p> <p>Revisions made to align with Best practices 8th Principle, Charter/Bylaws Clarification and to Close Gaps</p>

250-274	<p><b>ARTICLE VII Committees</b></p> <p><b>Section 1. List of Standing Committees and Their Duties</b></p> <p><b>Subsection B</b></p> <p>The Parish shall have the standing committees described hereinafter.</p> <p>a.) A Finance Committee, which shall be responsible for advising the Parish Board on the fiscal policy of the Parish, for preparing and recommending for approval, in consultation with the Personnel Committee, the budget of the Parish by the Parish Board, for recommending policy relative to Trust Funds, and, if deemed necessary, for the proposal of fund raising activities of the Parish.</p> <p>b.) A Membership Committee, which shall be responsible for providing orientation for newcomers, for providing newcomers with information about First Parish, and encouraging participation in First Parish Activities. It shall be responsible for maintaining the membership rolls and mailing lists for the Parish.</p> <p>c.) The Personnel Committee, which shall advise the Parish Board regarding compensation and benefits of the Minister(s) and the staff, and provide guidance in other personnel issues to the various committees of the Parish. The committee shall consist of three members of the congregation. Each year a new member of congregation will be appointed by the Parish Board for a three-year</p>	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 1. Standing Committees</b></p> <p>First Parish has the following Standing Committees:</p> <p><b>1) Buildings and Grounds (B&amp;G), which is responsible for providing a facility that is safe and secure, worshipful, and aesthetically beautiful, and for upholding the historic value of the building and its furnishings.</b></p> <p><b>2) Committee on Leadership and Service (COLS), which is responsible for presenting candidates for vacancies for Offices and Trustees to the congregation for election, for recruiting volunteers to fill Standing Committee openings as needed, and for leadership training and development.</b></p> <p><b>3) Finance Committee, which is responsible for advising the Board on the fiscal policy of the congregation; for preparing and recommending for approval, in consultation with the Personnel Committee, the budget of the congregation by the Board; for recommending policy relative to Trust Funds; and for proposing and managing fund-raising activities of First Parish. The Treasurer is a permanent member of the Finance Committee.</b></p> <p><b>4) Members &amp; Friends (M&amp;F) Committee, which is responsible for providing</b></p>	<p>Committees other than standing committees not essential to Church Bylaws. Sr. Minister Evaluation now responsibility of Board.</p> <p>Additional Committee specifics – see Charters</p> <p>See Appendix 5 for list of other Committees- no longer in ByLaws, no ‘special committees’</p> <p>No Sub sections, separate Sections for clarity</p> <p>Adding Shared Ministry to elevate the effectiveness of the congregation’s ministry in fulfillment of its mission/strategic objectives and to do so from the standpoint of this ministry’s holistic nature and synergistic possibilities</p>
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<p>rotating term to replace the outgoing member. The Personnel Committee shall annually review and make recommendations to the Parish Board concerning contracts and employment agreements with all paid personnel, oversee the annual evaluation procedures of the Minister(s) and staff, consult as needed with members of the congregation, committees, ministerial relations committees, and other personnel regarding job performance issues, clarification of job descriptions and performance expectations for all paid personnel.</p> <p>d.) The Committee on Leadership and Service, which shall be responsible for leadership training and development, recruiting volunteers to fill standing committee openings and for presenting candidates for vacancies on the Parish Board, Parish offices, and Trustees to the congregation. The committee consists of five (5) members, serving on three-year rotating, non-consecutive terms, and appointed by the Parish Board.</p> <p>The Committee on Leadership and Service shall nominate, at the times so designated, Parish members for service on the Parish Board, and as officers and Trustees of the Parish and can assist the various standing committees of the Parish in recruiting their members. The committee's report to the Parish shall accompany the warrant for any meeting at which elections are to be held. The report to the Parish shall include the names, biographies, and history of church involvement of nominees for office. The Nominating Committee shall publicly solicit</p>	<p><a href="#"><u>orientation for newcomers, for providing newcomers with information about First Parish, for encouraging participation in congregational life, and for maintaining the membership rolls and mailing lists for the congregation, with support from First Parish staff.</u></a></p> <p><b>5) Personnel Committee</b>, which is responsible for advising the Board regarding compensation and benefits of the Minister(s) and the staff, providing guidance in other personnel issues to the various <a href="#"><u>Committees</u></a>, reviewing and making recommendations to the Board concerning contracts and employment agreements with all paid personnel, <a href="#"><u>and</u></a> overseeing the evaluation procedures of the Minister(s) and staff.</p> <p><b>6) Shared Ministry Committee</b>, which is responsible for the spiritual health of the entire ministry of the congregation, through ongoing collaborative assessment processes to ensure that its ministries, both lay and professional, are serving the congregation's mission.</p>	
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Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
	volunteers for Parish office and committee vacancies at appropriate times throughout the year. Nominations from the floor may be made in connection with any election by the Parish.		

<p><b>275-288</b> <b>ARTICLE VI Committees</b></p> <p><b>Section 2. Appointment of Committee Members and their Terms</b></p> <p>The standing committees shall each select and appoint their own members, with assistance from the Nominating Committee if necessary. Each Committee shall elect its Chair, Scribe, as well as such other officers as deemed necessary, who will take office immediately following adjournment of the spring Parish Meeting, and each of whom shall serve no more than three consecutive one-year terms. No committee shall engage paid staff without the approval of the Parish Board.</p>	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 2. Duties of Standing Committees</b></p> <p><u>Unless otherwise specified and agreed to by the Board, all committees have the following duties in keeping with the Vision, Mission, and Covenant:</u></p> <ol style="list-style-type: none"> <li><u>1) To elect a chairperson;</u></li> <li><u>2) To create and/or maintain their charter (reviewed by the Board) and act in accordance to this;</u></li> <li><u>3) To present a written report to the Board for inclusion in the Annual Report of the congregation;</u></li> <li><u>4) To present a proposed budget annually to the Finance Committee on a timely basis for use in budget planning;</u></li> <li><u>6) To determine an appropriate and regular meeting schedule;</u></li> <li><u>7) To maintain communications with the Board and congregation through appropriate means; and</u></li> <li><u>8) To call upon Members and Friends of First Parish to assist in fulfilling the duties of the committee.</u></li> </ol>
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Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
290-302		<p><b>Section 3. Ministerial Support and Evaluation Committees</b></p> <p>a.) A Ministerial Support Committee will be appointed by the Parish Board to support and advise the minister, including advice on ways to strengthen the shared ministry. The Committee will consist of three to five members, to serve staggered three year terms. Each year the minister will nominate three members for each open position on the Committee, from which the Board will select the new member(s).</p> <p>b.) A Lifespan Religious Education Committee will be appointed by the Parish Board to support and advise the Lifespan Religious Education staff. The Committee will consist of at least three to five members, to serve staggered three year terms. Each year the Lifespan Religious Educator will nominate three members for each open position on the Committee, from which the Board will select the new member(s).</p>	<p>Eliminate Ministerial Support Committee and Shared Ministry Evaluation Committee (Board responsible for minister evaluation)</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
304-311	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 3. Ministerial Support and Evaluation Committees</b></p> <p>a.) A Ministerial Support Committee will be appointed by the Parish Board to support and advise the minister, including advice on ways to strengthen the shared ministry. The Committee will consist of three to five members, to serve staggered three-year terms. Each year the minister will nominate three members for each open position on the Committee, from which the Board will select the new members(s).</p> <p>b.) A Lifespan Religious Education Committee will be appointed by the Parish Board to support and advise the Lifespan Religious Education staff. The Committee will consist of at least three to five members, to serve staggered three-year terms. Each year the Lifespan Religious Educator will nominate three members for each open position on the Committee, from which the Board will select the new member(s).</p> <p>c.) A Shared Ministry Evaluation Committee will be appointed by the Parish Board for the sole purpose of evaluating the minister's performance and the strength of congregational engagement in the shared ministry. The Committee will consist of three to five members, to serve staggered three-year terms. Appointees will be chosen to represent the congregation's various constituencies, and each year the board will appoint replacements for those members whose terms have expired.</p>	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 3. Appointment of Committee Members and their Terms</b></p> <p>The <del>standing</del> committees <ins>will</ins> select and appoint their own members, with assistance from the <ins>COLS</ins> if necessary. Each Committee <ins>will</ins> elect its Chair, <ins>who needs to be a Member of First Parish, and any other officers deemed necessary. The Chair, who will take office immediately following adjournment of the spring Parish Meeting, and each of whom shall will</ins> <del>ideally</del> serve no more <ins>two</ins><del>three</del> consecutive <ins>three</ins><del>one</del>-year terms. <ins>to achieve this, the committee will make a congregational call for a new committee Chair at the appropriate time.</ins> No committee <ins>will hire</ins> staff without the approval of the <del>Parish</del>-Board.</p>	<ul style="list-style-type: none"> <li>- Provide clarity of term limits</li> </ul>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
315-317	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 4. Special Committees</b></p> <p>In addition to standing committees of the Parish, the Parish Meeting or the Parish Board may appoint such special committees as are deemed necessary or advisable. Their duties shall be outlined as in Subsection A</p>	<p><b>ARTICLE VI Committees</b></p> <p><b>Section 4. Special Committees</b></p> <p><i>In addition to standing committees of the Parish, the Parish Meeting or the Parish Board may appoint such special committees as are deemed necessary or advisable.</i></p>	<p>Processes moved to Appendix 5. Delineated Standing Committees from other Committees</p>

319-332	<p><b>ARTICLE VII Ministry</b></p> <p><b>Section 1. Appointment, Termination or Resignation of a Minister</b></p> <p>a) A Minister shall be appointed by a 90 percent vote of those present at a Parish Meeting duly called for that purpose.</p> <p>b) The appointment of a Minister may be terminated, with a minimum of three months notice, by a two-thirds (2/3) vote of those present at a Parish Meeting duly called for that purpose.</p> <p>c) A Minister may resign, effective three months or more after notice has been given in writing to the Parish Board or upon such shorter notice as shall be mutually acceptable.</p>	<p><b>ARTICLE VII Ministry</b></p> <p><b>Section 1. <u>Appointment, Termination or Resignation of a Senior Minister</u></b></p> <p><u>The Senior Minister is responsible for the conduct of worship and the spiritual practice and development of its members.</u>  <u>The Minister has freedom of the pulpit as well as the freedom to express their opinion outside of the pulpit.</u></p> <p>A <u>Senior</u> Minister <u>is</u> appointed by a 90 percent vote of those present at a <u>congregational</u> meeting <u>duly-specifically</u> called for that purpose.</p> <p>The appointment of a <u>Senior</u> Minister may be terminated, with a minimum of three months' notice, by a two-thirds (2/3) vote of those present at a <u>congregational</u> meeting <u>duly-specifically</u> called for that purpose.</p> <p>A <u>Senior</u> Minister may resign, effective three months or more after notice has been given, <u>in</u> writing to the Board or upon such shorter notice as shall be mutually acceptable.</p> <p><u>The Senior Minister reports into and is evaluated by the Board on a regular basis to be established by the Board. Other Ministers and senior staff report into and are evaluated by the Senior Minister.</u></p>	<ul style="list-style-type: none"> <li>- Provide clarity of Ministry function and structure</li> </ul>
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Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
333-337		<p><b>ARTICLE VII Ministry</b></p> <p><b><u>Section 2. Other Ministers</u></b></p> <p><u>In addition to the Senior Minister, Assistant Ministers (reporting to the Senior Minister) may be ordained by a 2/3 congregational vote (e.g. Ministers of Music, Religious Education, Community, Social Justice, Emeritae, etc.) The title of "Minister" in this case applies to their role at First Parish and does not transfer with them if they move to another congregation.</u></p>	<ul style="list-style-type: none"> <li>- Provide clarity of Ministry function and structure</li> </ul>
338-341		<p><b>ARTICLE VII Ministry</b></p> <p><b><u>Section 3. Minister(s) are Member(s) <i>Ex Officio</i> of Board and Committees</u></b></p> <p>The Minister(s) <u>shall be <i>ex officio</i> (based on their Ministerial office) members of the Board and of the committees</u><del>meet with the Parish Board as a member(s), except at such times as when</del> the Board meets in Executive Session <u>(see Board Charter)</u>.</p>	<ul style="list-style-type: none"> <li>- Provide clarity of Ministry function and structure</li> </ul>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
342-348		<p><b>Article VIII. Insurance Coverage and Indemnification of Ministry Leaders, Employees, and Volunteers</b></p> <p><u>Section 1. Insurance</u></p> <p><u>First Parish will purchase and maintain liability insurance on behalf of any and all persons who are or were a director, officer, leader, employee, committee member or volunteer of First Parish, to protect such persons from covered loss resulting in liability asserted against them in connection with their activities on behalf of First Parish.</u></p>	<p>NEW Article</p> <p>First Parish Bylaws missing this section – usual Bylaw Best Practice to address need</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
349-358		<p><b>Article VIII. Insurance Coverage and Indemnification of Ministry Leaders, Employees, and Volunteers</b></p> <p><b>Section 2. Indemnification Requests and Decisions</b></p> <p><u>Should any director, officer, leader, employee, committee member or volunteer of First Parish incur any liability as a result of their affiliation with or service to First Parish that is not covered by the First Parish insurance policy, and should such liability result in any out-of-pocket cost to such individual, then that individual may request indemnification from First Parish. The granting of full or partial indemnification is at the discretion of the Parish Board. The indemnification decision (whether to indemnify the requesting individual, and the dollar amount of such indemnification), by the Parish Board will be final. If the indemnification request is being made by a person who is currently serving on the Parish Board, then the indemnification decision will be made by the remaining disinterested members of the governing board and will be final.</u></p>	<p>NEW Article</p> <p>First Parish Bylaws missing this section – usual Bylaw Best Practice to address need</p>

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
359-364	<p><b>ARTICLE IX Dissolution</b></p> <p><b>Section 1. Disposition of Parish Assets on Dissolution</b></p> <p>In the event that the First Parish in Lexington shall be dissolved without concurrent or prior incorporation into a replacement or successor organization, any remaining assets of the Parish shall be paid over and delivered to the Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts, its successors or assignees.</p>	<p><b>ARTICLE IX Dissolution</b></p> <p><b>Section 1. Disposition of <u>First</u> Parish Assets on Dissolution</b></p> <p>In the event that the First Parish in Lexington <u>is</u> dissolved without concurrent or prior incorporation into a replacement or successor organization, any remaining assets of the <u>congregation will</u> be paid over and delivered to the Unitarian Universalist Association, a corporation of the Commonwealth of Massachusetts, its successors or assignees.</p>	
365-370	<p><b>ARTICLE IX Dissolution</b></p> <p><b>Section 2. Purchase or Sale of Valuable Property</b></p> <p>It shall require a two-thirds (2/3) vote of those present at a Parish Meeting to buy or sell property with a fair market value of one-hundred thousand dollars (\$100,000) or more or to sell property of significant historical interest. Detailed information regarding any such potential transaction shall be made available before the meeting as specified under ARTICLE IV (Meetings of the Parish).</p>	<p><b>ARTICLE IX Dissolution</b></p> <p><b>Section 2. Purchase or Sale of Valuable Property</b></p> <p>It <u>will</u> require a two-thirds (2/3) vote of those present at a <u>congregational</u> meeting to buy or sell property with a fair market value of one-hundred thousand dollars (\$100,000) or more or to sell property of significant historical interest. Detailed information regarding any such potential transaction <u>will</u> be made available <u>before the meeting as specified under ARTICLE in accordance with IV-(m)eetings of the congregation.</u></p>	

Line Number	Current Bylaws text	Proposed Revision	Rationale for Revision
373	<p><b>ARTICLE X Amendments</b></p> <p><b>Section 1. Method of Bylaw Amendment</b></p> <p>These Bylaws may be altered, amended, or repealed at any meeting of the Parish by a two-thirds vote of those present and voting, provided that notice of the substance of any proposed alteration, amendment, or repeal shall have been given in, or attached to, the warrant for the meeting. Duly enacted changes shall be effective immediately upon adjournment of the meeting unless otherwise specifically provided.</p>	<p><b>ARTICLE X Amendments</b></p> <p><b>Section 1. Method of Bylaw Amendment</b></p> <p>These Bylaws may be altered, amended, or repealed at any meeting of the <u>congregation</u> by a two-thirds vote of those present and voting, provided that notice of the substance of any proposed alteration, amendment, or repeal shall have been given in, or attached to, the warrant for the meeting. Duly enacted changes shall be effective immediately upon adjournment of the meeting unless otherwise specifically provided.</p>	