



Ballou Channing District

Bylaws of the Ballou Channing District

As Amended by Delegates to the Annual District Meeting of April 25, 2015

Article I — Name

The name of this corporation shall be the Ballou Channing District of the Unitarian Universalist Association, Incorporated.

Article II — Purpose

The purpose of this corporation shall be to support and strengthen Unitarian Universalism. It will do so by working to promote relationships among member congregations and the Unitarian Universalist Association (UUA); to link information and resources of the UUA and member congregations; to serve as fiduciary custodians of district assets; and to support the UUA.

Article III — Geographic Boundaries

This corporation, hereinafter called the District, shall operate primarily within the State of Rhode Island and Providence Plantations and the following counties of the Commonwealth of Massachusetts: Barnstable, Bristol, Dukes, Nantucket, Norfolk and Plymouth. Nothing in this article shall prevent the District from admitting members outside said boundaries or cooperating with and assisting churches, parishes, fellowships and organizations outside said boundaries.

Article IV — Membership and Representation

Section 1. Members: All churches, parishes, and fellowships that are member societies of the District at the time of adoption of these revised bylaws shall be recognized as member societies of the District. A congregation that identifies itself as Unitarian Universalist, has been accepted by our UUA as a member society, and is geographically located within the area described in Article III or in adjoining areas will become a member of the District upon acceptance by the District Board of Directors (hereinafter referred to as “the District Board”) of a written application for membership from the governing board of such society. The society shall in its application pledge to subscribe to the purposes of the District and to provide annual financial support to the District, New England Region, and/or UUA. Any member society may change its district affiliation in accordance with applicable provisions of the UUA bylaws and rules.

Section 2. Conditional Members: The District Board may grant conditional membership for a period of up to two (2) years to a congregation that is newly forming and in the process of affiliating with the UUA. Conditional

membership congregations may receive support and services from the District but may not vote at District meetings.

Section 3. Representation: A member society of the District that is in active membership status with the UUA and has made a financial contribution to the District in the current or preceding fiscal year may be represented by voting delegates at District meetings:-

Article V — District Meetings

Section 1. Annual and Special Meetings

- (a) The Annual Meeting shall be held in either April or May of each year at a time and place to be determined by the District Board for the purpose of electing officers and directors, receiving reports including budgets, adopting or amending the bylaws, and conducting other such business as may be brought before the meeting.
- (b) Special meetings may be called by the District Board or shall be called at the written request of five (5) member societies which has been adopted by a majority vote of the societies' governing bodies stating the specific purpose of the meeting. No other business may be brought before a special meeting beyond that stated in the official notice of the meeting.

Section 2. Delegates

- (a) Each member society of the District shall have five lay delegates. Each delegate shall be a legal member of the society represented.
- (b) Ordained minister(s) serving a society in the District, minister(s) emeritus/a of a society in ministerial fellowship with the UUA, ordained community minister(s) voted by a society to be in official association with that society, and directors of religious education engaged by a society are entitled to represent that society as a delegate.
- (c) All members of the District Board shall be voting delegates at all meetings.
- (d) Each delegate shall have only one vote.

Section 3. Agenda and Notice of Meeting

- (a) The District Board shall set the agenda for all official District meetings. A congregation may submit an item(s) to the District Board to be placed on an agenda provided that each item has the written support of at least one additional congregation and has been adopted by a majority vote of the societies' governing bodies.
- (b) The Secretary shall send electronic notice at least twenty-one (21) days prior to any District Annual or Special Meeting. The notice of the meeting to the member society offices which shall state the date, time, and location of the meeting and shall include the agenda for the meeting. The Secretary shall also include in the notice of the Annual Meeting the

report of the Nominating Committee, the proposed budget, and other reports, resolutions, and information relevant to the business upon which delegates will vote.

- Section 4. Quorum:** Twenty (20) delegates from at least eight (8) member societies shall constitute a quorum for the conduct of business at any Annual or special meeting except that a lesser number may adjourn the meeting to another date, time, and place.
- Section 5. Conduct of the Meeting:** Rules of procedure for conducting the meeting shall be adopted at each District meeting. At the discretion of the presiding officer, the privilege of speaking to the meeting may be extended to individuals in attendance who are not voting delegates. Only that business for which the meeting has been called and which has been stated in the official notice of the meeting shall be acted upon at a District meeting except that at the Annual Meeting a motion or resolution for nonofficial business actions related to greetings, acknowledgment of anniversaries or special occasions, statements of witness, or similar matters may be offered by a delegate(s) and may be admitted to the agenda by the presiding officer.
- Section 6. Voting:** Voting at all meetings shall be by those present and properly credentialed.
- Section 7. Credentialing:** The Secretary, or his/her designee, shall affirm the voting credentials of delegates, report to the meeting the number of delegates registered, supervise elections and balloting procedures, and report the results of voting. A delegate shall be any member, minister or religious educator of a member congregation who presents themselves as a delegate; up to five per society.

Article VI — Officers and Directors

- Section 1. Board of Directors:** The Board of Directors of the District shall be comprised of four officers and five directors, as defined in the following sections. In determining the length of service, only full years shall be counted. For the purpose of this Article of the bylaws, a year shall mean the period from July 1 to June 30.
- Section 2. Officers:** The following officers shall be elected by ballot annually for terms of one year each at the annual meeting: President, Vice President, Secretary and Treasurer. Each officer may be elected to an office for two (2) additional successive terms. No officer shall be eligible for reelection to that office until after one year has elapsed after the expiration of such three terms.
- Section 3. Directors:** Five directors shall be elected by ballot annually for terms of three years at the annual meeting. Each director may be re-elected for two additional successive terms. No director shall be eligible for re-election to that office until after one year has elapsed after the expiration of three terms.
- Section 4. Eligibility:** To be eligible to serve on the District Board a person shall: be a member of a member society of the District and shall not have served on the District Board more than nine (9) consecutive years unless one year has

elapsed since serving nine (9) consecutive years, No more than one member of the same member society shall serve as a member of the District Board at the same time. This restriction shall not apply to any District Board member who changes his/her membership to a member society already represented by another District Board member. When nominated to serve as an officer or Director, the nominee shall designate the member society of which he/she is a member, and, if requested by the Nominating Committee or the Secretary, shall provide evidence of such membership. If more than one member of a member society is nominated, the member receiving the most votes shall be elected.

- Section 5. Assumption of Office:** All Officers and Directors elected at the annual meeting shall assume office on July 1 following the annual meeting.
- Section 6. Absences and Vacancies:** If any Officer or Director shall be absent from three consecutive meetings of the District Board, the District Board by a two-thirds vote of those present and voting may declare the position vacant. Vacancy in any office elected by the Annual Meeting may be filled by the District Board in consultation with the Nominating Committee until the next Annual Meeting, at which time the unexpired portion of the term for that office shall be filled by election by the Annual Meeting.
- Section 7. Resident Agent:** The Secretary of the Board shall serve as a Resident Agent for the District. If the secretary is not a resident of Massachusetts, the President will appoint an officer of the Board who is a Massachusetts resident to serve as Resident Agent.

Article VII — Duties of Officers

- Section 1. President:** The President shall preside at all meetings of the District and of the District Board, serve as liaison to the New England staff, and officially represent the District as appropriate, serve as ex officio member of all committees except the Nominating Committee, and engage in such actions as are normally expected of an organization president.
- Section 2. Vice President:** The Vice President shall perform tasks designated by the President and, in the absence or inability of the President to serve, shall be vested with the powers of and shall perform the duties of the President.
- Section 3. Secretary:** The Secretary shall be responsible for keeping full records of the official actions of the meetings of the District Board and of the District. The Secretary shall give notice of Annual meetings of the District as specified in Article V. The Secretary shall advise individuals of their election to office and report results of District elections electronically to the member societies.
- Section 4. Treasurer:** The Treasurer shall oversee the receipt and deposit of all monies collected under the authority of the District and the payment of all expenses authorized within the budget or by the District Board. The Treasurer shall keep faithful accounts of and archive all financial transactions, maintain a balance sheet, submit written income and expense reports to the Board on a timely basis. The Treasurer shall be ex officio a nonvoting member of the Endowment Committee as provided in Article X, section 2(a).

Article VIII — Duties of the Board and the Executive Committee

Section 1. Powers: The general direction of the affairs of the District and the general powers necessary for exercising such direction and promoting the interests of the District shall be vested in the District Board. The District Board is empowered to:

- (a) authorize the Treasurer, to make disbursements;
- (b) employ whatever personnel are deemed necessary and for whom the necessary funding is included in the budget adopted by the District;
- (c) form such operating committees as may be needed from time to time to fulfill its responsibilities and appoint the chairs of those committees;
- (d) authorize the Treasurer or any officer or committee to open an account at any bank or other financial institution and execute such agreements as are usual for the opening and maintaining of such accounts without further action of the District Board;
- (e) provide for an audit or financial review as needed and report any such audit to the next Annual Meeting;
- (f) establish a financial asset management policy; and
- (g) perform other appropriate tasks as determined by the Board from time to time.

Section 2. Meetings

- (a) Meetings of the District Board shall be held at least four (4) times during the year. Special meetings of the District Board may be called by the President and must be called upon request by five (5) members of the District Board. Meetings of the District Board require ten (10) days notice. Five (5) members of the District Board shall constitute a quorum.
- (b) A summary of the minutes of all meetings of the District Board shall be available electronically to member societies. A report of the actions of the District Board during the preceding year shall be submitted to the Annual Meeting.

Section 3. Executive Committee: There shall be an Executive Committee consisting of the President, the Vice President, the Secretary, the Treasurer, and one Director to be chosen annually by the District Board. During the intervals between meetings of the District Board, the Executive Committee may, but shall not be required to, establish Board meeting agendas, perform other tasks as directed by the Board, and in emergency and time-limited situations may exercise powers vested in the District Board and shall report any such actions to the next full meeting of the District Board.

Article IX — Committees and Task Forces

Section 1. Nominating Committee

- (a) There shall be a Nominating Committee of three (3) persons serving terms of three (3) years with one member elected at the Annual Meeting each year. Members of the Committee shall not be eligible for

reelection for one year after serving a full term. The Chair of the Committee each year shall be selected by the Committee from its membership. The District Board in consultation with the Nominating Committee shall fill vacancies until election at the next Annual Meeting.

- (b) The Committee shall prepare a slate of nominees for each position to be filled by election at the Annual Meeting. The report of the Nominating Committee shall be submitted to the Secretary at least thirty (30) days prior to the date of the Annual Meeting. The Committee may submit a report without all positions filled and may subsequently offer an amended report at the Annual Meeting with the names of individuals for the vacant positions. In making nominations the Committee shall take into account the need for fair balance of geographic representation as described in Article III insofar as possible and should strive for a balance among ministers, religious education leaders, and lay persons within the District. In addition, the committee may assist the District Board with identifying individuals for committees and task forces.
- (c) Nothing herein contained shall be construed as limiting or abridging the right of delegates to nominate from the floor candidates for offices to be filled. Every nomination, whether made by the Nominating Committee or from the floor, shall be made only with the consent of the nominee and shall be accompanied by a brief statement of personal qualifications.

Section 2. Endowment Committee

- (a) The District Board shall appoint an Endowment Committee composed of three (3) members who are members of a society in the District. No more than one member of the same society shall serve on the committee at the same time. The President, , and the Treasurer shall be ex officio nonvoting members of the Endowment Committee. Any member of the Endowment Committee may be removed from office by an affirmative vote of two-thirds of District Board members present and voting. The District Board shall fill any vacancies.
- (b) Each member shall serve a term of three (3) years except that the initial committee members shall be appointed to staggered terms of one, two, and three years such that the term of one member will end each year. Members may be appointed to no more than two (2) consecutive terms including partial terms of less than three (3) years.
- (c) The Endowment Committee shall meet at least twice a year. A quorum at any meeting shall consist of two (2) voting members. The Committee may establish its own operating policies and procedures.
- (d) The Endowment Committee shall advise the Board concerning the management of funds designated by the Board as endowment funds, including investment and reinvestments of such funds. Recommendations shall be made in accordance with a financial asset

management policy established by the District Board. The Endowment Committee shall provide reports at least annually to the Treasurer for his/her report to the Annual Meeting.

Section 3. Appointed Committees and Task Forces Appointed committees and task forces shall conduct programs or engage in studies as determined by the District Board. The District Board shall specify the charge to the committee or task force and its duties and responsibilities, and shall determine the number and terms of its members. The District Board may require any committee or task force to make reports to the District Board and to the Annual Meeting.

Article X — General Provisions

Section 1. Fiscal Year: The fiscal year shall be from July 1 to June 30.

Section 2. Seal: The seal of this corporation shall be circular in form and contain the name of the corporation and the words: Incorporated 1964.

Section 3. Dissolution: In the event of the dissolution of this corporation or if no Annual Meeting of delegates shall be held over a period of three (3) years, all its property, both real and personal, shall become the property of the UUA.

Article XI — Indemnification

Section 1. Except as otherwise stated in this section, no officer, director, committee member, employee, or other agent named or appointed shall be held personally liable or accountable for any error or mistake of fact, law, or judgment, or any act or omission of any agent, proxy, attorney, other manager, or any person to whom he/she may delegate his/her powers, or any other person or by reason of the invalidity, irregularity or non-enforceability of these bylaws or its provisions, or by reason of any action taken or omitted in good faith or in the belief that he/she is acting in accordance with the provisions and intent of these bylaws, or be liable or accountable for more money or other property than he/she actually receives, or be so liable or accountable by reason of the existence or failure to disclose the existence of any known personal or adverse interest, or by reason of anything. No officer, director, committee member, employee or other agent shall be liable or accountable by reason of any action taken, suffered or omitted in accordance with or in reliance upon an opinion or legal advice of legal counsel employed by the District (who may be a member of a law firm of which an officer, director, committee member, employee or other agent is a member). This indemnification does not extend to any officer, director, committee member, employee, or other agent engaged in individual willful misconduct with the knowledge or belief that his/her action is in violation of his/her powers.

Section 2. The corporation shall indemnify each person who is serving, and each person, or the estate or heirs of any such person, who has served as an officer, director, committee member, employee or other agent, upon receipt of a written request for indemnification from the person or his/her estate or heirs. Indemnification extends to all of the expenses incurred in defending any criminal or civil action or proceeding arising out of or connected with

any act or omission of such person while acting within the scope of his/her office as an officer, director, committee member, employee or other agent. Indemnification extends to the payment of any judgment, or, if the District gives its written approval in advance, to any settlement. The provisions of this section do not apply if the person, or his/her estate or heirs, is adjudicated not to be entitled to indemnification under the provisions of G. L. c. 180 s. 6 of the Commonwealth of Massachusetts, as amended from time to time. Any person, or his/her estate or heirs, who requests indemnification prior to the final determination of any civil or criminal action or proceeding must agree in writing at the time the request is made to repay to the District any indemnification payment made if such person or his/her estate or heirs is adjudicated not to be entitled to indemnification.

Article XII — Amendments

These bylaws may be amended only by a two-thirds (2/3) vote of the delegates present and voting at any Annual or Special meeting provided that the substance of the proposed amendment shall have been included in the notice of the meeting, copies of which having been sent to member society offices at least twenty-one (21) days before the date of the meeting at which the amendment is to be acted upon.