

~BYLAWS~
UNITARIAN UNIVERSALIST SOCIETY OF BANGOR
(REVISED 2023-03-19)

Article 1. Name. The name of this corporation is the “Unitarian Universalist Society of Bangor,” (hereinafter referred to as the “Society”). The Society shall be located at its Church facility, situated at 120 Park Street, Bangor, County of Penobscot, State of Maine.

Article 2. Purposes of the Society. The purposes of this Society are as follows:

A. To support the free and disciplined search for truth as the foundation of religious fellowship.

B. To affirm, defend, and promote the inherent worth and dignity of every human person.

C. To contribute to the vision of a world community founded on the values of tolerance, justice, and peace.

D. To form a community of mutual concern, serving the needs of its members, and providing opportunities for personal growth and fulfillment.

E. To encourage living of the principles of the Unitarian Universalist faith among our members and in the world.

F. To perform any and all acts that promotes the foregoing religious purposes.

G. To take and hold by purchase, gift, devise, bequest, or any other lawful means, tangible or intangible personal property or real estate, or both, and to use and apply the whole or any part thereof, including principle or income, for said religious purposes; to sell, convey, encumber, mortgage, pledge, lease, exchange, or otherwise dispose of all or any part of such property of the Society in furtherance of said

purposes; to invest, reinvest, and apply the income or principle in advancement of the foregoing purposes, all as in the judgment of the Council or Trustees, as appropriate, will best promote the purposes of the Society.

Article 3. Denominational Affiliation. The government of the Society is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the laws of the United States and the State of Maine. This Society shall be a member of the Unitarian Universalist Association (UUA) or its successor.

Article 4. Fiscal Year. The Fiscal Year of the Society shall be July 1 through June 30.

Article 5. Membership.

5.1 Membership. Any person who is in sympathy with the Purposes of the Society and who wishes to become involved with the spiritual and financial wellbeing of the Society may become an active member by:

A. Completing a prospective member educational program as specified by Council; and

B. Making a financial pledge to support the purposes of the Society; and

C. Signing the Membership Book.

Membership shall have three classifications – Active, Inactive, and Emeritus. These classifications are described as follows:

An Active Member shall be a person who engages and participates in congregational life activities, including, but not limited to: worship; spiritual exploration; and social justice programs

or leadership. An Active Member also makes an annual pledge of record, except when making such a pledge creates an undue hardship. In the case of hardship, an Active Member shall respond to the annual pledge campaign indicating they are unable to make a pledge commitment at that time.

An Inactive Member shall be a previously Active Member who chooses not to meet the criteria for Active Membership.

An Emeritus Member shall be a person who was previously an Active Member who, by reason of entering a nursing home or of becoming homebound or otherwise unable to attend Society services and activities, chooses this membership. An Emeritus Member shall be entitled to all benefits of Active Membership.

5.2 Other Affiliation. A Friend shall be any person who chooses not to meet the criteria for any of the preceding membership categories, but who wishes to associate themselves with the Society and its Purposes.

5.3 Rights of Membership.

A. Only Active Members are eligible to serve on Council and other elected positions representing the Society.

B. The right to vote at Meetings of the Society shall be extended only to Active and Emeritus members who are present at the meeting. No absentee or proxy votes are allowed. Upon request by any member, voting on any agenda item shall be by secret ballot. A Member shall have the right to vote at the meeting following that in which they are accepted into membership by the Society, or at the meeting following acknowledgement of reestablishment of Active Membership by the Council. Anyone in attendance shall have the right to speak in any meeting in accordance with the rules of the meeting as set forth by the Moderator.

C. The number of Society members reported annually to the UUA shall be the number of Active Members only.

5.4 Termination of Membership.

A. Any member may terminate their membership at any time by notifying the Clerk in writing.

B. If the criteria for Active Membership have not been met during a fiscal year in which a financial waiver was not requested as determined by the Collector, an Active Member shall be an Inactive Member for the following fiscal year. Inactive Members may return to Active Membership by fulfilling the obligations of Active Membership.

C. An individual may appeal any membership status to the Council or to the Society at a meeting of the Society.

D. Council is authorized, through the use of UUSB policy to enact the removal of a member from the membership.

Article 6. Meetings of the Society

6.1 Meetings

A. The Annual Meeting of the Society shall be held in May of each year at the Church, 120 Park Street, Bangor, Maine, except where required by an event or effect that cannot be reasonably anticipated or controlled (force majeure), the meetings of the society may be convened at a location other than the Church or by any other means available to secure the required quorum. Such means may include electronically convened meetings, with the time specified in the notice as directed by Council. Actions to be undertaken at the Annual Meeting include: (1) Review and acceptance of annual reports by the Council, Treasurer, Trustees, and any other committees serving the Society at the request of the Council; (2) Elect and approve Council members, Treasurer, Clerk, Trustees,

and Nominating Committee members for the following fiscal year; and

(3) Approve the budget for the following fiscal year.

B. Special Meetings are limited to their stated purpose. Special Meetings of the Society shall be called by the Clerk on the direction of any two Officers, or on the written request of any four members of Council, or on the written request of ten percent of the Active Members of the Society. Such Special Meetings shall be held within 30 days of such request.

C. Friends of the Society may participate in discussions at Annual and Special Society meetings.

6.2 Notices. The Clerk shall give notice of the Annual Meeting of the Society and of any Special Meetings by posting a written notice signed by the Clerk upon the Church edifice at least seven days prior to the holding of such meetings. Additional notice may be given by other means such as the Church bulletin or newsletter, as the Clerk may deem appropriate. The Clerk shall certify to such notice in the records of the meeting.

6.3 Quorum. At any Meeting of the membership of the Society, twenty percent of the Active Membership shall constitute a quorum.

Article 7. Council.

7.1 Council. The overall supervision of the spiritual, programmatic, business, and all other affairs of the Society, accept those responsibilities specifically assigned elsewhere under these Bylaws, shall be managed by a Council consisting of seven to nine Active Members, four of which are the Officers of the Society. All Council members shall be elected by and from the Active Members of the Society.

7.2 Election and Term.

A. Each member of Council shall be elected for a three-year term, except the Treasurer and Clerk, and except where a member fills the unexpired term of a former Council member. The Treasurer and Clerk are elected annually at the Annual Meeting of the Society. Any person who has served two consecutive three-year terms shall be ineligible for reelection as a member of the Council for one year. Each member of the Council elected to office by the Society at the Annual Meeting of the Society shall begin their term of office at the beginning of the next fiscal year. When a member is elected to fill the unexpired term of a former Council member, the term of office will begin with the election and end when the former member's term would have ended.

B. A Council member who fails to faithfully participate in 25% or more of the scheduled Council activities in any continuous twelve-month period may be removed from Council by a majority vote of all other Council members.

C. A Council Member may be removed for cause as determined by the Council, by an affirmative vote of three-quarters of the Council Members. Any such Council member shall be notified of such pending action and be given the right to speak to the Council prior to any vote for removal.

7.3 Powers and Duties. All the powers of the Society, without limitation except as expressly provided otherwise in these Bylaws, shall be vested in the Council, to be exercised through the Council or through such other agency as the Council directs. The Council shall have the authority to accept resignations and to adopt rules and regulations for the administration of the affairs of the Society under the guidance of the Purposes of the Society as set forth herein. The responsibilities of the Council shall include, but are not limited to the following:

A. To select from Council's membership a Chair and Vice Chair of Council at the first meeting of the Council in the fiscal year immediately following the Annual Meeting. Said meeting shall be convened and facilitated by the Clerk. The Chair and Vice Chair shall serve at the pleasure of the Council for the fiscal year immediately following the Annual Meeting;

B. To give the Executive Committee the authority to act on their behalf in such activities and at such times as specifically stipulated by the Council. This authority may be altered, amended, or terminated at the discretion of Council at any time by vote of the Council;

C. With the exception of the Minister, to work in cooperation with the Minister to hire all regular employees of the Society. Council shall determine conditions of employment, develop and maintain written job descriptions, and fix the compensation of regular employees. Council has sole responsibility to hire and dismiss other contractors of the Society, to prescribe their duties, to determine conditions of employment, to develop and maintain written job descriptions, and to fix their compensation;

D. To incur such indebtedness as they deem prudent and necessary for the current operation of the Society;

E. To see that adequate auditing is provided for all accounts of the Society;

F. To require the Treasurer to keep full and accurate books of accounts, and prescribe their form;

G. To present an operating budget to the Society for approval at the Annual Meeting of the Society;

H. To see that a complete record is kept of all their meetings and accounts by the Clerk;

I. To present to the Society at the Annual Meeting, and at such other times as may be

required, an annual report containing detailed statements of the condition of the Society;

J. To distribute the income from the Deacon's Fund as they deem to be in the interests of the Society, with particular attention given to actions that support caring, membership, and worship;

K. To fill vacant Nominating Committee, Ministerial Search Committee, and Officer of the Society positions by appointing an acting member, who shall serve until the next Annual Meeting or Special Meeting of the Society;

L. To fill vacant Council member positions by appointing an acting Council member, who shall serve until the next Annual Meeting or Special Meeting of the Society;

M. To review the Minister's compensation annually following UUA guidelines for such reviews. The Minister's compensation shall be part of the operating budget submitted for approval at the Annual Meeting;

N. To form committees that shall be responsible for conducting duties and responsibilities as assigned by the Council. The structure and operation of said committees formed by Council shall follow guidelines as set forth by the Council; these guidelines may be altered, amended, or terminated at the discretion of the Council. A Council member shall act as liaison between Council and each committee. Committees formed may be granted authority by Council to act without Council's approval, or may be directed to submit proposed actions and activities for approval by Council;

O. To appoint a Moderator who presides at meetings of the Society. The Moderator shall not be a Council member or an Officer of the Society. The Council shall provide procedural guidelines for the Moderator to follow at such meetings. The Moderator shall conduct meetings of the Society in a judicious and fair

manner following the principles set forth in the Purposes of the Society. The Moderator shall have independent control over meetings of the Society and shall not be unduly directed or influenced by the Council, the Officers of the Society, or members of the Society;

P. To appoint a Collector who shall keep an accurate account of pledge amounts, financial contributions toward such amounts, and membership status of all members of the Society. The Collector shall be an Active Member and shall not be a Council member nor an Officer of the Society. The Collector shall keep all account information in confidence, except as directed otherwise by the Council. The Collector shall provide each pledge unit with quarterly statements summarizing their contributions, shall notify the Clerk of changes to members' membership status, and notify the Clerk of members who have not contributed financially to the Society for the past fiscal year. The Collector shall provide the Treasurer with monthly statements summarizing pledge contribution;

Q. To appoint members of the Stewardship Committee, except the Chair, to plan and implement the annual pledge drive. The Stewardship Committee Chair shall be elected at the Annual Meeting of the Society;

R. To appoint delegates to the Annual Meeting of the UUA; and

S. To manage and disburse for the benefit of the Society all funds not designated as Endowment Funds under Article 11.1. Funds under the control of the Council may, at the Council's discretion or pursuant to a majority vote of the members of the Society present and voting at a Meeting of the Society convened under Article 6, be invested together with Endowment Funds under the care of the General Endowment Trustees.

7.4 Meetings and Notice. The Council shall designate regular monthly meeting dates and places on which meetings may be held without further notice. Other Council meetings may be held at any time and place provided notice of such meetings are made public by any usual means of communication not less than 24 hours before such meetings. Active Members may attend any and all Council meetings. Council shall make time available during its meetings for members in attendance to speak. Council shall have the right to specify the amount of time allocated to such speech. All Council meetings shall generally follow the procedural guidelines provided in the current version of Robert's Rules of Order or other suitable guidelines the Council agrees to use.

7.5 Quorum. At any meeting of the Council, a majority of Council members shall constitute a quorum.

7.6 Action by Written Consent. Any action that may be taken or that may be required by State law to be taken at a meeting of the Council or of the Executive Committee, may be taken without a Council meeting if all of the members of the Council sign written consent setting forth the action taken or to be taken, at any time before or after the intended effective date of said action. Such consent shall be filed with Council minutes and shall have the same effect as a unanimous vote.

Article 8. Officers of the Society.

8.1 Officers and Executive Committee. The Officers of the Society shall consist of the Council Chair, Council Vice Chair, Treasurer, and Clerk. These officers form the Executive Committee of the Society.

8.2 Duties of the Officers. With the approval of Council, the Officers of the Society may act as an agent of the Council by collectively performing any or all duties of the Council as

stipulated by the Council. All actions performed as an agent of the Council shall be recorded by the Clerk and submitted for approval and inclusion in the records of the next Council meeting. In addition to these collective duties, the duties of individual Officers include the following:

A. The Council Chair shall facilitate meetings of the Executive Committee. Unless directed otherwise by Council, Council Chair shall facilitate Council meetings. Outside of duties performed as an Officer, all other duties performed by the Council Chair are performed as a Council member without the distinction of being Chair, unless stipulated otherwise by Council. For example, Council Chair may act as Council spokesperson at the bequest, limitation, and approval of Council.

B. The Council Vice Chair shall be vested with the authority of Council Chair in the absence or disability of the Council Chair, wherein absence and disability are defined by the Council. Outside of duties performed as an Officer, all other duties performed by the Council Vice Chair are performed as a Council member without the distinction of being Vice Chair, unless stipulated otherwise by Council.

C. The Treasurer shall keep safely all monies of the Society in such bank or depositories as shall be designated by the Council, or in the absence of any such designations, in such banks or trust companies as they may choose. The Treasurer shall disburse monies of the Society under the direction of Council. The Treasurer shall provide a financial report to the Council at its regular monthly meeting. A detailed, itemized report shall be made available to Council, upon request. The balances in any and all account shall also be shown. The Treasurer shall also submit a copy of this report or modified version thereof to the Church secretary suitable for publication in the Church newsletter. At each Annual Meeting of the Society, and at such

other times as requested by the Society or Council, the Treasurer shall submit information regarding Society finances as directed by the Society or Council. The Treasurer shall serve as a liaison between the Trustees and the Council.

D. The Clerk shall keep the official records of all Meetings of the Society and those of all Council meetings. These records shall be organized in chronological order and maintained in a format that promotes ease of use by the Council and Society. The Clerk shall provide official notice of all Meetings of the Society and of Council. The Clerk shall hold and protect the official copy of the Bylaws of the Society. The Clerk shall convene and facilitate Council meetings where Council Chair and Council Vice Chair are selected.

8.3 Officer Election and Term. Council Chair and Council Vice Chair are selected annually from Council membership at the Council meeting convened and facilitated by the Clerk as described in Section 8.2.D.

Article 9. Contracts and Obligations. No contract, note of indebtedness, or mortgage executed by this Society shall be valid without the collective signatures of at least three Officers of the Society.

Article 10. Removal. In addition to any other procedures provided under these Bylaws, any person or persons holding a position of leadership or trust in the Society may be removed with or without cause, by a vote of two-thirds of those members voting on the proposed removal at a Special Meeting of the Society called expressly for that purpose.

Article 11. Endowment Funds.

11.1. Endowment Funds. All funds heretofore received by this Society, whether by will, bequest, gift, devise, or otherwise, except the Hersey Bequest, shall be placed in the keeping and charge of five Trustees to be elected as

provided herein, shall be collectively referred to as the Endowment Funds of the Unitarian Universalist Society of Bangor, and shall be cited hereafter as the Endowment Funds. All funds hereafter received by the Society by special gift or bequest, wherein the terms of such gift or bequest specify that the gift or bequest is to be invested in perpetuity or for a defined period for the benefit of the Society and its endeavors, shall be placed in the keeping and charge of the General Endowment Trustees as part of the Endowment Fund according to the terms of the gift or bequest. All other funds received by the Society shall be under the control of the Council, except that responsibility for the control and management of undesignated gifts or bequests equaling or exceeding \$10,000 shall be determined by agreement of the Council and the General Endowment Trustees; or, if a Meeting of the Society is convened under Article 6, to consider the question, it shall be determined by majority vote of the members present and voting at such meeting.

11.2 Trustees. There shall be five Trustees of the Endowment Funds, hereafter referred to as Endowment Trustees, each said Trustee to be elected for a three-year term, terms to be staggered and run consecutively so that two Endowment Trustees shall be elected by the Society for two years and one Trustee shall be elected by the Society in the third year. Each Endowment Trustee shall serve for a term of three years and until their successor shall be elected and qualified. Endowment Trustees may not serve as an Officer of the Society. There shall be no limitation on the number of terms a person may serve as Trustee.

11.3 Vacancy of Trustee. When a vacancy occurs in said Endowment Trustees for any cause, said vacancy shall be filled by Council or at a special Meeting of the Society. If filled by Council, the appointee shall be approved at the next meeting of the Society. Until said vacancy is

filled, the remaining Endowment Trustees shall have the power to transact all business pertaining to said Endowment Funds.

11.4 Trustees' Agent. The Endowment Trustees shall have the authority to employ such assistants or agents as they deem necessary for the safekeeping, accounting, and investing of the fund, the expenses of the same to be paid from the income of the fund.

11.5 Duties of Trustees. The Endowment Trustees shall be charged to care for, manage, and control said funds and pay out the income in accordance with the provision of said wills, votes, or documents creating or pertaining to said funds. They shall keep a full and fair account of all monies received or paid out and of all securities held and investments made by them and at each Annual Meeting make a written report to the Society, signed by said Trustees, of the standing and condition of said funds. Books and accounts of said Endowment Trustees together with all securities held, shall be carefully audited and examined annually prior to the Annual Meeting of the Society by the Council, or at their direction such person or persons as said Committee or the Society shall from time to time direct, and the result of such audit and examination shall be duly reported to the Society at said Annual Meeting. The Trustees shall provide the Council a report of the state of the funds at least quarterly. These conditions for audit and examination shall be deemed to have been met where such accounting has been made by a financial institution engaged by such Endowment Trustees to assist in the management, investment and accounting of said funds, provided that the Endowment Trustees make available such report and other information as they deem necessary upon written request from the Council or upon vote from said Society.

11.6 Trustees' Authority. Without in any way limiting the authority conferred upon the

Endowment Trustees by law, the Endowment Trustees shall be authorized to care for, manage, and control said funds with full power:

A. To sell, assign, convey, lease, mortgage, pledge, or otherwise encumber the whole or any part of the assets of said Fund, real, personal and mixed, as they shall from time to time deem it wise, and for such purposes or any of them to execute and deliver such deeds, assignments, conveyances, options, leases, mortgages, pledges, notes, and other documents with respect thereto as the Trustees shall deem proper;

B. To invest and reinvest the assets of the Fund in common stocks, securities, real estate, and other properties of all kinds as they deem proper;

C. To manage, repair, and improve real estate that may be or become part of or object of the trust estate;

D. To cause any securities at any time held as a part of this Fund to be registered in their names as Trustees hereunder or in the name of any nominee of their choosing, or the Trustees may keep them unregistered, retaining them or any part thereof in their discretion so that they will pass by delivery as in their judgment from time to time will best serve the purpose of the Fund;

E. To employ at the expense of the Fund and on such terms as they may approve, such agents, attorneys, accountants, investment counsel, and others as they deem proper; and

F. To the extent said wills, votes, or other documents creating or pertaining to said Funds do not specifically require the payment over of income for any particular purpose, to decide how such monies shall be handled for the Society's best interests.

Wherever herein the Endowment Trustees are authorized to act, their judgment or discretion

in good faith shall be final, binding, and conclusive upon the Society and its members.

11.7 Severability Provision. To the extent any provision of these Bylaws relating to the care, management and control of any of the funds heretofore or hereafter received by the Society conflict and are incompatible with the provisions of the will, vote, or document creating a particular fund, then these incompatible provision(s) set forth in these Bylaws shall be held inapplicable to such provisions creating said fund and shall not be deemed to cause any such gift or bequest (or any part thereof) to the Society to fail solely for that reason.

Article 12. Hersey Bequest.

12.1 Hersey Bequest. The funds received by this Society under the will of the late Samuel F. Hersey hereafter referred to as the Hersey Bequest shall be in the keeping and charge of three Trustees to be elected as provided herein. For reference, the transcript of that portion of the will of Samuel F. Hersey that refers to the Hersey Bequest is attached in Appendix A.

12.2 Trustees. There shall be three Trustees of the Hersey Bequest, hereafter referred to as Hersey Trustees, each Hersey Trustee to be elected for a three-year term, terms to be staggered and run consecutively so that one Hersey Trustee shall be elected by the Society each year. Hersey Trustees may not serve as an Officer of the Society. There shall be no limitation on the number of terms a person may serve as Hersey Trustee.

12.3 Vacancy of Trustee. When a vacancy occurs in said Hersey Trustees for any cause, said vacancy shall be filled by Council or at a Special Meeting of the Society. If filled by Council, the appointee shall be submitted for approval at the next meeting of the Society. Until said vacancy is filled, the remaining Hersey

Trustees shall have the power to transact all business pertaining to said Hersey Bequest.

12.4 Trustees' Agent. The Hersey Trustees shall have the authority to employ such assistants as they deem necessary for the safekeeping, accounting and investing of the fund, the expenses of the same to be paid from the income of the fund.

12.5 Duties of Trustees. The Hersey Trustees shall be charged to faithfully care for, manage, and control said funds and pay out the income in accordance with the provision of said will or any other documents creating or pertaining to said Hersey Bequest. The Hersey Trustees shall keep a full and fair account of all monies received or paid out and of all securities held and investments made by them and at each Annual Meeting make a written report to the Society, signed by said Hersey Trustees, of the standing and condition of said Hersey Bequest. Books and accounts of said Hersey Trustees together with all securities held, shall be carefully audited and examined annually prior to the Annual Meeting of the Society by the Council, or at their direction by such person or persons as said council or the Society shall from time to time direct, and the result of such audit and examination shall be duly reported to the Society at said Annual Meeting. The Trustees shall provide the Council a report of the state of the funds at least quarterly. These conditions for audit and examination shall be deemed to have been met where such accounting has been made by a financial institution engaged by such Hersey Trustees to assist in the management, investment and accounting of said Hersey Bequest, provided that the Hersey Trustees made available such report and any other information as they deem necessary upon written request from the Council or upon vote from said Society.

12.6 Trustees' Authority. Without in any way limiting the power and authority conferred

upon the Hersey Trustees by law, the Trustees shall be authorized to care for, manage, and control said Hersey Bequest with full power:

A. To sell, assign, convey, lease, mortgage, pledge, or otherwise encumber the whole or any part of the assets of said Hersey Bequest, real, personal, and mixed, as they shall from time to time deem it wise, and for such purposes or any of them to execute and deliver such deeds, assignments, conveyances, options, leases, mortgages, pledges, notes, and other documents with respect thereto as the Trustees shall deem proper;

B. To invest and reinvest the assets of the Hersey Bequest in common stocks, securities, real estate, and other properties of all kinds as they deem proper;

C. To manage, repair, and improve real estate that may be or become part of or object of the trust estate;

D. To cause any securities at any time held as a part of the Hersey Bequest to be registered in their names as Trustees hereunder or in the name of any nominee of their choosing, or the Trustees may keep them unregistered, retaining them or any part thereof in their discretion so that they will pass by delivery as in their judgment from time to time will best serve the purpose of the Bequest;

E. To employ at the expense of the Hersey Bequest and on such terms as they may approve, such agents, attorneys, accountants, investment counsel, and others as they deem proper; and

F. To the extent said will or other documents creating or pertaining to said Hersey Bequest do not specifically require the payment over of income for any particular purpose, to decide how such monies shall be handled for the Society's best interests.

12.7 Severability Provision. To the extent any provision of these Bylaws relating to the care, management and control of any of the Hersey Bequest heretofore or hereafter received by the Society conflict and are incompatible with the provisions of said Will or other document creating or pertaining to said Hersey Bequest, then those incompatible provisions set forth in these Bylaws shall be held inapplicable to said Hersey Bequest and shall not be deemed to cause the Bequest or any part thereof to fail solely for that reason.

Article 13. Standing Committees. In addition to committees formed at the discretion of Council, the following standing committees are hereby specifically formed to aid the Society and Council in fulfilling the Purposes of the Society. Unless stipulated otherwise, these committees cannot set policies or incur expenses without the consent of Council.

13.1 Nominating Committee.

A. There shall be a Nominating Committee composed of three Active Members of the Society, who are not Officers of the Society. One member is to be elected by the Society at the Annual Meeting each year to serve a three-year term and until their successor is appointed.

B. The Nominating Committee shall be responsible for presenting at the next Annual Meeting a slate of nominations for the positions of Clerk, Treasurer, Stewardship Committee Chair, scheduled and unscheduled vacancies in the Council, Endowment Trustees, and Hersey Trustees, and Nominating Committee. All nominations shall be balanced and fair to reflect the diversity and inclusiveness of Society membership as well as reflect the Purposes of the Society.

C. In addition, this Committee may provide nominations to fill the vacancies for other positions within the Society, except the

Minister's position, when requested to do so by Council or by the Society.

D. In the event a vacancy occurs on the Nominating Committee between Annual Meetings, the Council shall appoint an Active Member of the Society to fill such vacancy until the next Annual Meeting.

13.2 Committee on Shared Ministry

A. The Committee on Shared Ministry will support and monitor the health of the ministry of the Society including, but not limited to, activities that directly involve the Minister. The Committee on Shared Ministry shall be composed of four members who are not serving on Council and the term of their service shall be two years. Each year, the Council and the Minister shall each appoint one new member. Those appointed may be someone not currently serving on the Committee, or may be a current member reappointed by the same party that originally appointed the member. If a committee member resigns during their term, a replacement will be chosen by the party that appointed the resigned member. Upon the settlement of a new Minister, that Minister will select one member from the Ministerial Search Committee to replace the outgoing ministerially-selected member. There shall be no limitation on the number of terms a person may serve on the Committee.

B. The Committee on Shared Ministry shall be responsible for meeting at least four times a year with the Minister to review the overall ministry of the Society, its future, and to discuss various aspects of ministry, general policy, performance, and goals. One function of this Committee is to provide the congregation a channel for feedback to the Minister. The Committee reserves the right to dismiss any or all anonymous feedback.

C. The Committee on Shared Ministry shall annually review the Minister's performance and

the overall state of the ministries of the Society following UUA guidelines for such reviews. The Committee on Shared Ministry's annual review will be presented at the subsequent Council meeting.

13.3 Stewardship Committee. A standing committee shall be responsible for:

- A. The Annual Pledge Campaign;
- B. The Planned Giving Campaign; and
- C. Coordinating with the Collector on members who have failed to meet their current pledge.

The committee will consist of a chairperson and a number of members determined by that chairperson. The chairperson will be elected at the Annual Meeting of the Society; the members of the committee will be selected and appointed by the Council. The chairperson will serve for a two-year term and is limited to two terms of office.

Article 14. Minister.

14.1 Minister. The Minister shall be responsible for conducting the spiritual programs of the Society as formulated with the assistance of the Council. The Minister shall be a non-voting, ex-officio member of all Committees.

The Minister shall have freedom of the pulpit and freedom to speak publicly as an individual. The Minister shall not speak for the Society unless given that authority by the Council, the Executive Committee, or the Society.

A. The Minister shall select candidates for hiring as regular employees. The Minister shall be responsible for supervising and reviewing all regular employees. Council shall vote to approve the hiring and dismissal of regular employees. The Minister will have a vote on the hiring and dismissal of regular employees.

14.2 Termination. The Minister shall remain in the position of Minister until a letter of

resignation has been tendered and accepted by Council, or until the Minister has been dismissed by a two-thirds majority vote of the Members voting at an Annual or Special Meeting of the Society duly called for that purpose in accordance with the terms of these Bylaws, with the exception that quorum for such a meeting consist of 40% of the Active Members. In the event the Minister is absent from their duties due to illness, disability, approved leave of absence, or death, the Council shall be responsible for securing temporary or acting replacements on such terms as they deem satisfactory for the Society until such time as a Special Meeting of the Society may be called to discuss this matter and other action by the Society is properly voted.

14.3 Ministerial Search Committee.

A. In the event of a vacancy in the position of Minister, a Search Committee shall be established as a Special Committee in accordance with these bylaws for the purpose of identifying, screening, and bringing to the church, for consideration, candidates for the position of Minister. The Search Committee shall consist of seven members.

To select the Search Committee, the Nominating Committee in conjunction with the Council shall survey the membership for nominations (including self-nominations) of individual member candidates to serve on the Ministerial Search Committee. Then, through a process which reflects the recommendations of the Transition Office of the UUA, these groups shall submit a slate of seven Active Members to be voted upon at a Congregational Meeting called for such purpose. This slate shall be approved by the majority of voting members at said meeting.

B. The Ministerial Search Committee shall organize themselves as quickly as possible and initiate a survey of the Society's membership as

to the qualifications and consideration for a new Minister. Unless directed otherwise by the Society at a Meeting of the Society, the Ministerial Search Committee shall follow the ministerial search and selection guidelines set forth by the UUA. In any case, any person who becomes Minister of the Society must be familiar with Unitarian Universalist beliefs and tenets and have no reservation about ministering under them.

C. When a suitable candidate has been selected by the Ministerial Search Committee and following the candidate's appearance, a Special Meeting of the Society shall be held for the sole purpose of deciding whether to call the candidate as Minister. The Ministerial Search Committee shall present to the Society the terms of the proposed call and the Society shall vote to approve, amend, or reject said call. The votes taken at such meeting shall be by written ballot and shall be tabulated by the Moderator and the Clerk with the assistance of others as they may request. At least a two-thirds majority vote is required to call a Minister.

Article 15. Ratification. All of the acts, deeds, and doings of the Society and by predecessor societies by whomsoever executed in the name of the Society, and for whatever purpose so executed, whether by indenture, escrow, or simple contract shall be, and are, ratified, confirmed, and approved by the Society as now incorporated, and said acts are fully accepted as being the act and deed of the Society from the time of its original organization to the date of acceptance of the Bylaws.

Article 16. Dissolution. Upon the dissolution of the Unitarian Universalist Society of Bangor, all its assets, real and personal property, subject to all just and legal claims upon it, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding

section of any future federal tax code, or shall be distributed to the Unitarian Universalist Association (UUA) or its successor that, at its option and within 30 days of said offer, shall either accept or reject the property. Should the UUA accept the offer, said property will vest in the UUA. Prior to its final dissolution, and as a condition of the dissolution, the church shall make a full and complete disclosure of any and all claims, liens, or encumbrances that may, to its knowledge, attach to said property. The Society's governing body will then execute a deed and any and all other paperwork necessary to effect the transfer of the property in question. All assets received through dissolution shall be managed by the UUA Trustees. The Unitarian Universalist Society of Bangor requests that the principle be held by the UUA for the benefit of a future Unitarian Universalist Society in the Greater Bangor, Maine area for a period of up to 10 (ten) years. The UUA, at its sole discretion, may or may not elect to maintain physical property or be responsible for its upkeep after the dissolution of the Society. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the Penobscot County, exclusively for Internal Revenue Code 501 (c) (3) purposes.

Article 17. Amendments. These Bylaws may be amended by vote of at least two-thirds of those members present and voting at any legal meeting of said Society called for that purpose among others, the notice of which shall include consideration of the proposed amendment(s) as an item of business to be transacted.

Article 18. Effective Date. These Bylaws become effective upon the date of approval by the Society at a Meeting of the Society.

Appendix A. Excerpt from the Will of Samuel F. Hersey. (Bangor Public Library, Circulation No. V947-131H4391)

“...to convey and pay over one tenth (1-10) part to the First Universalist Society of Bangor, Maine, to be by this said Society held in trust, used and appropriated as follow, viz:

From the income to purchase upon some island, or upon some secluded, pleasant location, upon the main land upon the Penobscot Bay, a lot of land large enough to erect a plain, substantial building, of sufficient size and convenient arrangement, to accommodate at one time at least thirty (30) of the children and young people connected with said Society.

The grounds connected with said building to be ample for purposes of rest, relaxation and innocent recreation, to be tastefully laid out into lawns and walks, and ornamented with shrubbery.

Thither, during the summer season, from the income of said fund, to carry and transport, together, together with suitable attendants, at least thirty (30) at a time, of children and young people in the Sunday School, between the ages of six (6) and eighteen (18) years, and such other persons connected with the Parish as the parish may designate, and there to support and take care of said children and persons for such a period of time that all such persons in the Sunday School shall have an equal period of enjoyment of said se-side resort during the year.

The income of said fund thus to be applied forever.

This monument I wish to erect in the heart of the pupils of the Sunday School, which I love so much.

The Location to be called the “Hersey Retreat”, and the Principal Fund to be forever intact. The income only to be used, and if there shall be any

over plus arising from said annual income, the same shall be expended for the greatest good of the greatest number of the Parish, having a special regard to feeding the hungry and clothing the naked...”