

1 **Mass Bay District Bylaws**

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3 Adopted April 27, 1985. Amended: April 3, 1993; October 25, 1997; May 2, 1998;
4 April 8, 2006; April 13, 2008.

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6 **ARTICLE I: NAME**

7 Section 1. The name of this organization shall be the Massachusetts Bay District
8 (MBD) of the Unitarian Universalist Association of Congregations (UUA)

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10 Section 2. The headquarters of the organization shall be designated as the MBD
11 District Office of the UUA.

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13 Section 3. The fiscal year of this organization shall be July 1 through June 30.
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17 **ARTICLE II: PURPOSES**

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19 Section 1. The purposes of this organization shall be:

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21 (A) To promote, respond to, and offer leadership to the UUA.

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23 (B) To provide services to member congregations and organizations to
24 facilitate effective communication among them and to assist them to carry
25 out active and effective programming.

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27 (C) To promote healthy, growing and successful Unitarian Universalist
28 congregations.

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30 (D) To promote a positive public image of the UUA.

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32 (E) To provide a prophetic voice in and for the MBD of the UUA.
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36 **ARTICLE III: MEMBERSHIP AND REPRESENTATION**

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38 Section 1. The membership in this organization shall be the congregations
39 geographically within this District which are members of the UUA.
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41 Section 2. Voting members of the District shall be those congregations that have
42 made a financial contribution to the UUA and the District for the preceding fiscal
43 year of the district.
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45 Section 3. Each voting member congregation shall be entitled to three delegates,
46 who shall be members of the congregation or settled ministers of the
47 congregation. These delegates shall be certified in writing prior to each annual or
48 special meeting of the district.

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ARTICLE IV: MEETINGS

Section 1. The Annual Meeting of this organization shall be held in the month of April or May at a time and place to be determined by the Board of Directors.

Section 2. Special Meetings may be called by the Board of Directors and shall be called at the written request of twenty-four (24) delegates representing not less than eight (8) member congregations. At any special meeting only that business for which the meeting is specifically called and which has been stated in the notice calling the meeting shall be acted upon.

Section 3. The Board of Directors shall send notice of any meeting to its own members, to the district moderator, to the chair of the governing board, and to the ministers and the chair of denominational affairs of each member congregation not less than twenty-one (21) days prior to the time of the meeting.

Section 4. Twenty-four (24) delegates representing not less than eight (8) voting member congregations shall constitute a quorum.

Section 5. The privilege of the floor shall be extended to those in attendance who are not voting delegates at the discretion of the chair.

ARTICLE V: ELECTED OFFICIALS OF THE DISTRICT

Section 1. The elected officials of the district shall be the Officers, consisting of the President, Vice-president and Secretary of the Board of Directors, the Directors, the Moderator and the Nominating Committee.

Section 2. All elected officials of the district shall be the members in good standing of one of the voting congregations in the district as defined in Article III, sections 1 and 2. No person shall simultaneously hold more than one of the offices provided for in this Article V, sections 1 and 3. No more than two elected officials shall be members of the same congregation.

88 Section 3. BOARD OF DIRECTORS:

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90 (A) The general direction of the affairs of this organization and the general
91 powers necessary for exercising such direction, together with powers to
92 adopt all needful measures for promoting the interests of this organization,
93 shall be vested in the Board of Directors composed of seven (7) elected
94 directors which shall include the three (3) officers named in Article V,
95 Section 1.

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97 (B) The President, Vice President, and Secretary of the Board shall be
98 elected at the Annual Meeting to serve one-year terms. These officers
99 may serve no more than three consecutive one-year terms.

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101 (C) No director may serve on the Board of Directors for more than two (2)
102 consecutive three (3) year terms. A director who is elected to serve the
103 remainder of an unexpired term may serve for two (2) additional three (3)
104 year terms.

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106 (D) Candidates for election as officers and directors of the board at a
107 district meeting shall consist of a single slate of names submitted by the
108 Nominating Committee, of nominations from the floor, and of names
109 submitted by petition of twenty-four (24) delegates from at least eight (8)
110 congregations, providing such petitions be filed with the Board of Directors
111 together with biographical material on the nominee at least forty-five (45)
112 days before the election.

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114 (E) Officers and Directors elected at an Annual Meeting shall assume
115 office upon adjournment of the meeting.

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117 (F) The Board of Directors shall fill any vacancies that occur between
118 Annual Meetings until the next Annual meeting, when an election to fill
119 such vacancy will be held.

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121 (G) Officers and Directors elected at an annual meeting shall assume
122 office immediately following adjournment of the meeting.

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125 (H) Duties of the Board of Directors:

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127 (1) Meetings of the Board shall be held at least four (4) times a year
128 within the district. Special meetings may be called by the President
129 and must be called upon request of three (3) members of the
130 Board. Notices shall be sent to members at least ten (10) days prior
131 to the time of the meeting. A majority of the members of the Board
132 shall constitute a quorum. A report of the actions of the Board of
133 Directors shall be submitted to the Annual Meeting of the
134 organization.
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(2) The Board:

(a) Shall provide for submission to the Annual Meeting a proposed annual budget to support the effective operation of the program and services of the organization to its member congregations in the succeeding fiscal year. Copies of the proposed budget shall be included in the call and notice of said Annual Meeting.

(b). Shall be responsible for the control of budgetary expenditures as authorized by the Annual Meeting or a special meeting of the District.

(c) Shall have power to employ whatever personnel are provided for in the annual budget.

(d) Shall provide for effective oversight of: the compensation and benefits of employees of the MBD, financial planning and budgeting for the MBD, financial conditions and activities of the MBD; and protection of the assets of the MBD.

(d) Shall cooperate with the UUA in its annual fund activities.

(l) Duties of Officers:

(1) The President shall preside at all meetings of the Board of Directors and shall appoint all committees not otherwise provided for, subject to the approval of the Board of Directors. The President shall advise all persons of their election to office or appointment on any committee. The President shall report in writing on the actions of the Board of Directors at the organization's annual meeting.

(2) The Vice-President shall be vested with all the powers and responsibilities of the President in the event of the latter's absence or inability to serve.

(3) The Secretary shall give notice of and shall keep a complete record of the proceedings of all meetings of the MBD and of the Board of Directors. The Secretary shall include in the notice and call of any annual meeting: (a) the proposed budget for the succeeding fiscal year and (b) the report of the Nominating Committee. The Secretary shall include in the notice and call of any annual or special meeting any proposed amendments to these by-laws which have been submitted by the Board of Directors.

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Section 4. MODERATOR:

(A) There shall be a district moderator, elected for a one-year term by the delegates at each annual meeting. The Moderator shall not hold any other elective office but may serve an indefinite number of terms.

(B) Candidates for election as moderator shall consist of a single nominee submitted by the Nominating Committee, of nominations from the floor, and of names submitted by petition of twenty-four (24) delegates from at least eight (8) congregations, providing such petition be filed with the Board of Directors together with biographical material on the nominee at least forty-five (45) days before the election. The Moderator shall assume office upon adjournment of the Annual Meeting.

(C) Should a vacancy occur in the position of moderator, it shall be filled for the remainder of the term by the Board of Directors.

(D) The duties of the Moderator shall be:

(1) To preside at all special and annual meetings of the District.

(2) To appoint a committee on credentials which shall be responsible for checking the credentials and qualifying voting members; and for the supervision of elections and balloting procedures at annual and special meetings of the organization or by mail.

(3) To rule in regard to any questions of interpretation arising in regard to district bylaws, procedures and rules.

Section 5. NOMINATING COMMITTEE:

(A) There shall be a nominating committee composed of six (6) members elected for staggered three-year terms by the delegates at each annual meeting. Nominating committee members shall not hold any other elective office and shall serve for no more than two (2) consecutive three (3) year terms. A nominating committee member who was elected to serve the remainder of an unexpired term may serve for two (2) additional three (3) year terms.

(B) Candidates for election to the Nominating Committee shall consist of a single slate submitted by the Nominating Committee, of nominations from the floor and of names submitted by petition of twenty-four (24) delegates from at least eight (8) congregations, providing such petition be filed with the Board of Directors together with biographical material on the nominee

232 at least forty-five (45) days before the election. Nominating Committee
233 members shall assume office upon adjournment of the Annual Meeting..

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235 (C) Should a vacancy occur on the Nominating Committee, it shall be filled
236 by election for the remainder of the term at the next annual meeting, and
237 shall be filled until such election by vote of the Board of Directors.

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239 (D) It shall be the duty of the Nominating Committee to present, with the
240 consent of each nominee, a single slate of candidates for each office to be
241 filled at the next annual meeting. A report, containing the single slate and
242 biographical material on each nominee, a description of the open,
243 transparent, and independent process used to solicit and select the
244 nominees shall be submitted to the Board of Directors at least forty-five
245 (45) days prior to the annual meeting. Copies shall be included in the call
246 and notice of said annual meeting.

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248 (E) In developing its slate of candidates, the Nominating Committee shall
249 consider geographical areas and the size of congregations represented by
250 continuing district officers as well as the slate of candidates in order to
251 create a balanced representation among elected officials of the district.

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253 (F) In the event of an election of a trustee from the MBD to the UUA, it
254 shall be the duty of the Nominating Committee to notify the congregations,
255 to select its nominee, and to present all nominations for the office in the
256 manner specified in Article VIII.

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260 **ARTICLE VI: RULES**

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262 Section 1. The Board of Directors, Moderator and Nominating Committee may
263 adopt rules not inconsistent with these Bylaws or the Bylaws of the UUA and may
264 amend or appeal its rules.

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266 Section 2. The Rules contained in the current edition of Robert's Rules of Order
267 Newly Revised shall govern the MBD in all cases to which they are applicable
268 and in which they are not inconsistent with these Bylaws and any Rules that may
269 be adopted hereunder.

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273 **ARTICLE VII: AMENDMENTS**

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275 Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the
276 delegates present and voting at any annual or special meeting providing that the
277 substance of the proposed change shall have been included in the call and
278 notice of the meeting and copies shall have been sent to the ministers, the chairs
279 of the governing boards of member congregations, to all the directors and to the
280 moderator at least twenty-one (21) days before the date of the meeting at which
281 changes are to be acted upon.

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285 **ARTICLE VIII: UUA TRUSTEE**

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287 Section 1. One Trustee of the UUA Board of Trustees shall be elected for a four-
288 year term by the District, as provided in this article and consistent with the
289 Bylaws and Rules of the Unitarian Universalist Association, prior to the regular
290 meeting of the General Assembly in which the District is entitled to elect a
291 Trustee. Only those congregations certified to vote in meetings of the UUA, as
292 defined in its Bylaws and Rules, may participate in the nominating and election
293 process set forth herein.

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295 Section 2. In addition to nominations pursuant to Article V, herein, the district
296 board shall send a request for nominations for this office to all certified
297 congregations in the District no later than 31 October of the year immediately
298 preceding the year of the election or, in case of an election to fill a vacancy, by
299 said date or as soon thereafter as is possible. A nominee must be a legal
300 member of a UUA member congregation and shall live within the geographical
301 area of the district. The district shall distribute, in accordance with Sections 4 & 5
302 of this article, notice of the upcoming election, which shall include an explanation
303 of the rules pursuant to which the election shall be held, a calendar of key dates
304 and deadlines, an official nomination form, and an invitation to the congregations
305 and their members to propose nominees for the office of UUA Trustee.

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307 Section 3. Proposal of a nominee by a congregation may be made in any one of
308 three ways: (a) by action of the congregation at a legal meeting; (b) by action of
309 the governing board; or (c) by petition signed by at least ten voting members of
310 the congregation. No congregation shall propose more than one candidate by
311 congregational and/or governing board action, but no limitation shall apply as to
312 the number of candidates which may be proposed by petition from the same
313 congregation, provided, however, that no individual shall sign more than one
314 petition and, in the event of duplication, all of such duplicate signatures shall be
315 deemed invalid. The names of proposed nominees shall be forwarded to the
316 District Office, postmarked not later than six weeks following the mailing of the
317 notice, provided by Section 2 hereof, and shall be accompanied by a certification
318 by the Secretary or other officer of the proposing congregation as to the action
319 taken at a congregational or governing board meeting or as to the fact that the
320 signatures on a petition are those of voting members of the congregation. Such

321 certification shall also attest to the fact that the proposed nominee meets the
322 eligibility requirements set forth in this article.

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324 Section 4. The nominee(s) for UUA Trustee shall send to the District Office 45
325 days before the Mass Bay District annual meeting biographical and other
326 information on their candidacy for circulation with the call to the annual Meeting.
327 Nominee(s) shall also be given an opportunity to address the annual meeting
328 briefly.

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330 Section 5. Not less than 105 days before the General Assembly of the UUA, an
331 official ballot shall be prepared by or at the direction of the Secretary and mailed
332 to each certified congregation for its action at a duly called meeting of its
333 members. Each congregation shall cast a number of votes equal to the number
334 of legal delegates allowed it for the UUA General Assembly in that year. All
335 ballots must be received by the District Office or, if none, the Secretary, not less
336 than 55 days before the General Assembly of the UUA of the election year. The
337 District President shall select tellers to count the ballots. The Trustee shall be
338 elected by a plurality of the votes cast. In the event of a tie vote, the District
339 Board of Directors shall cast the deciding vote between the candidates so tied.
340 The Secretary shall certify the election of a Trustee to the Secretary of the UUA.
341 A vacancy shall be filled by the District Board of Directors temporarily until the
342 next UUA General Assembly immediately following the year in which the vacancy
343 occurred. An election, pursuant to the foregoing provisions, shall be held to fill
344 the vacancy for the remainder of the term.

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346 Section 6. The elected Trustee shall be a non-voting ex-officio member of the
347 Board of Directors of the Massachusetts Bay District and shall report to the
348 District at its regular and special meetings.

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352 **ARTICLE IX: DISSOLUTION**

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354 Section 1. In the event that the MBD of the UUA shall be dissolved without
355 concurrent incorporation into another replacement organizational entity of the
356 Unitarian Universalist Association or hold no annual meetings of the delegates
357 for a period of three (3) years, the Treasurer shall pay over and deliver such
358 assets as may be the property of the district to the UUA, a corporation of the
359 Commonwealth of Massachusetts, its successors or assigns.

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