



By-Laws of the Religious Society of Bell Street Chapel

As of June 16, 2024

Article 1 Name and Scope

1.1 The name of the congregation is the Religious Society of Bell Street Chapel, Inc. (hereinafter known as the “Society”).

1.2 Subject to limitations provided by law or the articles of incorporation, these by-laws, as amended from time to time, shall contain the provisions for the regulation and management of the affairs of the Society.

Article 2 Mission and Vision of the Society

2.1 Mission – Our mission is to welcome all people into our loving community; to nurture each other; to deepen our spirituality together; and to work for peace and social justice by dismantling the culture of white supremacy.

2.2 Vision – We will provide opportunities for lifelong spiritual growth; lead our community in matters of peace and social justice; and develop comprehensive resources to support our mission.

2.3 The values expressed in the foregoing are expected to be applied in all the operations of this Society.

Article 3 Membership

3.1 Membership is open to all people, 14 years or older, who meet the following requirements:

- Participate in an orientation/preparation program about Unitarian Universalism and the Society (Note: This requirement may be waived by the Parish Minister);
- Support the mission of the Society; and
- Sign the membership book.

3.2 New members are added to the membership rolls during one or more new member in gathering ceremonies to be held during the year.

3.3 The type of membership determines an individual’s participation in the work and governance of the Society.

3.3.1 Active Members are those members who make a reasonable effort to participate in and support the work of the Society’s activities, including making and paying an annual pledge of financial support and, more generally, through individual participation in the religious, social and work life of the Society. These contributions are to be made at a level consistent with the individual’s ability and conscience. Active Members are entrusted with the authority and responsibility for making all the decisions that, by these by-laws, require the membership’s approval.

3.3.2 Inactive Members are those who, although desiring to continue as members, are unable to sustain reasonable levels of financial contributions and/or participation and/or support of the Society’s activities, or active members who request transition to such status.

3.3.3 Membership status is determined by the Governing Board upon the recommendation after consultation with the Parish Minister. This process includes inactive members requesting transition to active status.

3.3.4 Any member whose status changes shall receive written notification of the change from the Governing Board no later than one month prior to any Societal meeting requiring a vote.

3.4 Involuntary removal from membership, inactive as well as active, shall be based on behavior that violates the mission of the society. This is an extreme action that must be conducted in ways consistent with these values and with due regard for any legal issues that might be involved.

3.4.1 The Society delegates to the Governing Board, in consultation with the Parish Minister, the responsibility for making involuntary removals during an executive (closed) session of the Governing Board.

3.4.2 It is the responsibility of the Governing Board to notify any person who has been involuntarily removed from membership.

3.4.3 Voluntary resignations from membership require a member's written notice to the Governing Board.

Article 4 Denominational Affairs

4.1 The Society shall be a voluntary member of the Unitarian Universalist Association of Congregations (UUA) and of its Ballou Channing District.

4.2 It is the Society's intention to make a "fair-share" annual contribution and to participate as actively as possible in the activities of these organizations.

Article 5 Societal Meetings

5.1 The Annual Business Meeting of the Society shall be held each spring, no later than June 21. The Governing Board shall fix the specific date.

5.1.1 The purposes of the meeting are the election of officers, other members of the Governing Board, Nominating Coordinator, approval of the budget for the next fiscal year; and any other business of the Society requiring active members' approval.

5.1.2 Written materials including, but not restricted to, notice of the meeting; agenda; budget; reports from the President, Minister(s), Treasurer, and all Coordinators; and the slate of proposed candidates for elective offices from the Nominating Coordinator shall be provided to all active members at least 10 days prior to the meeting.

5.1.3 The presence of a minimum of twenty-five (25) per cent of the total number of active members is required for a quorum for any Societal vote.

5.1.4 Abstentions shall be noted, but not included in the calculation of the total vote.

5.1.5 Approval of any proposal brought before the meeting requires a simple majority vote of those active members present unless a larger majority is required by an explicit by-law requirement or otherwise specified by a vote of the Society.

5.2 Additional Meetings

5.2.1 The Governing Board may call a Societal meeting at a time other than the Annual Business Meeting based upon its own decision. A Societal meeting may also be called by written request to the Governing Board from at least 10% of the active members.

5.2.2 Written materials including, but not restricted to, notice of the meeting and agenda shall be provided to all active members at least 10 days prior to the specially called meeting.

Article 6 Nomination Process

6.1 In order to be eligible for nomination to the position of officer, at-large member of the Governing Board, or Nominating Coordinator, members must have signed the congregational book of membership at least ninety days before the Annual Business Meeting at which time elections occur, and have active membership status within the Society.

6.2 The Congregation shall elect a Nominating Coordinator at the annual meeting. The Nominating Coordinator shall serve a one-year term, and may be elected for one additional term.

6.3 The Nominating Coordinator shall develop a slate of nominees, and will review the slate with the Governing Board at the Board's April meeting.

6.4 The Governing Board may vote on whether to endorse the slate. Regardless of its endorsement, the Governing Board shall not alter the slate.

6.5 The Governing Board shall distribute through the mail the slate of nominees at least 10 days prior to the Annual Business Meeting.

6.6 If an eligible member of the Society who was not nominated wishes to be nominated for the position of officer, at-large member of the Governing Board, or, he or she may submit a petition to the Nominating Coordinator no later than one week before the Annual Business Meeting, with the signatures of at least 10% of active Society members. His or her name shall then be added to the ballot.

6.7 Nominations shall not be accepted from the floor at the Annual Business Meeting.

6.8 If a position is contested, the congregation shall vote by written ballot.

Article 7 The Governing Board

7.1 The Governing Board shall act for the Society between Societal meetings.

7.2 The Governing Board shall normally consist of a President, Secretary, Treasurer, and three Members-at-Large. The President, Secretary, Treasurer, and Members-at-Large shall be elected at the Annual Business Meeting.

7.2.1 The President, Vice-President, Treasurer, and Secretary shall each serve a two-year term. The person elected President shall have served for at least one term (two years) on the Board immediately prior to accepting the position of President. In the event there is not a member of the Bell Street Chapel meeting this requirement, another member in good standing may be a candidate for the office.

7.2.3 The Members-at-Large shall serve two-year staggered terms, with a limit of two consecutive terms.

7.2.4 In the event of a vacancy in the office of the President, the Governing Board shall fill this position from within its ranks until the next Societal Annual Meeting or another special scheduled meeting of the Society.

7.2.4.1 Any other open position on the Governing Board or Nominating Coordinator may be filled by appointment between annual Societal meetings by a vote of the Governing Board.

7.2.4.2 The term of office for such appointees will be until the date of the next Annual Business Meeting, at

which time the Nominating Coordinator will present to the congregation, as part of the nominating slate, a nominee to serve the remainder of position's original unexpired term.

7.2.4.3 Partners may not serve at the same time on the Governing Board of the Religious Society of Bell Street Chapel.

7.3 The Governing Board shall meet at least quarterly.

7.3.1 Members of the Governing Board are expected to attend all regularly scheduled meetings to in order to remain on the Board.

7.3.2 Three (3) members of the Governing Board shall constitute a quorum.

7.3.3 Items voted on shall be passed by a simple majority vote. The President shall not vote except in the case of a tie or when required to constitute a quorum.

7.4 A member of the Board may resign at any time by giving written notice to the remainder of the Governing Board. The resignation shall take effect on the date specified and the acceptance of such resignation shall not be necessary to make it effective.

7.5 Subject to the provisions of these by-laws a Governing Board member may be removed for cause by a majority vote of the Governing Board members including the President.

7.6 The Governing Board is responsible for ensuring that the work of the Society is focused on its mission and that its operations are directed with attention to planning and development of operating policies and procedures.

7.7 On the basis of the fund drive, other planned fund raising, and the planned objectives these efforts support, the Governing Board shall prepare a proposed budget for the Society's consideration at the Annual Business Meeting.

7.8 The Governing Board shall fulfill whatever other duties are defined in these by-laws and are consistent with the Society's mission that are required for the well-being of the Society.

7.8.1 The Governing Board has the power to hire employees and independent contractors, to authorize the President to sign contracts on behalf of the Society, as well as to conduct other activities deemed necessary.

7.9 Officer's Responsibilities

7.9.1 President 7.9.1.1 Duties

7.9.2 The President shall exercise general supervision over the affairs of this the Society, except those that are placed by these by-laws, under the administration and supervision of another officer or individual; shall preside at the meetings of the Governing Board and of the Society; shall sign all contracts and agreements to which the Society is a party; and shall perform all other duties usual and incidental to the office.

7.9.2.1 Authority

7.9.2.2 The President shall act as spokesperson of the Society and as its representative at meetings with other persons, organizations and committees unless otherwise determined. The President shall not obligate or commit the Society unless the obligation or commitment has been specifically authorized by the Governing Board and/or the Society.

7.9.3 Secretary

7.9.3.1 Duties

7.9.3.2 The Secretary shall act as the recording Secretary of meetings of the Governing Board and of the Society; shall keep its membership roll; shall oversee the preparation of the annual report for the Society; in collaboration with the President, shall have charge of all matters pertaining to the meetings of the Society, including but not restricted to those duties delineated in Article 5; and shall perform all other duties usual and incidental to the office.

7.9.3.1 Delegation of Authority

7.9.3.2 The Secretary may delegate to another active member of the Society the actual performance of any or all duties as recording secretary, but shall not delegate the signing of any document requiring the signature of the Secretary.

7.9.4 Treasurer

7.9.4.1 Duties

7.9.4.2 The Treasurer shall have charge of, and shall exercise general supervision of, the financial affairs and oversee the records and books of account of the Society; shall prepare the budgets, collect amounts due the Society and give receipts for and have custody of its funds and monies and make all disbursements of funds; shall have custody of its securities and papers involving finances and financial commitments; shall conduct correspondence relating to the office; and shall perform all duties usual and incidental to the office.

7.9.4.3 Reports

7.9.4.4 The Treasurer shall make a written report to each Annual Business Meeting of the Society and a report to each regular meeting of the Governing Board. Each of said reports shall set forth the financial condition of the Society and its income and expenditures for the period of the report and the Treasurer's recommendations on matters relating to the finances and general welfare of the Society.

7.9.4.5 Delegation of Authority

7.9.4.6 The Treasurer may delegate to another active member of the Society the actual performance of any or all duties of the office, except as noted below. The Treasurer shall not authorize any other person to sign any check, financial instrument or any other document that requires the signature of the Treasurer, except as noted in Article 11.

7.9.4.7 Liability

7.9.4.8 The Treasurer shall not be personally liable for any loss of money or funds of the Society or for any decrease in the capital, surplus, income or reserve of any fund or account resulting from any acts performed in good faith in conducting the usual business of the office.

7.9.14 At-Large Members

7.9.15 At-Large Members will participate in the activities and work of the Governing Board and share in the responsibility of the same.

7.9.16 The Governing Board can determine essential functions of the congregation as needed and assign coordinators to functions in whatever manner it deems most efficient.

7.9.17 The Governing Board shall, no later than its first meeting of fiscal year, review the following essential

functions and determine how these functions will be coordinated over the fiscal year. Examples of essential functions are as Formatted.

7.9.18 Moderator - The Society shall have a Moderator whom shall be elected by and from the active membership at the Mid-Year or Annual Meeting of the Church. They shall be elected for a term of one year commencing with the beginning of the ensuing fiscal year. If the Moderator is unable to serve out his/her full term, a replacement shall be appointed by the Governing Board to serve out the remainder of the vacated term.

7.9.18.1 Authority, Responsibilities, and Duties - The Moderator shall be familiar with Robert's Rules of Order and with the articles of the Warrant. The Moderator shall preside at the Annual Meeting and all Special Meetings of the Church.

Article 8 Committees and Task Forces

8.1 The Governing Board may convene committees and task forces when necessary and set due dates for the work it expects to be completed.

8.1.1.1 Membership as well as the Chair of such committees or task forces shall be determined by the Governing Board.

8.1.1.2 The Governing Board shall set the charge to each of these groups and expect report from them on a timely basis.

8.2 Committee on Shared Ministry

8.2.1.1 The purpose of the Committee on Shared Ministry is to provide support and counsel to the Parish Minister, to make recommendations regarding the Parish Minister's compensation package to the Governing Board, to reflect and provide feedback on the overall ministry of the Society, and to facilitate communication among the Parish Minister, Governing Board and Society.

8.2.1.2 Within a new Parish Minister's first year, a Committee on Shared Ministry shall be established. The terms of the members of this committee shall expire on a rotating basis to provide continuity for the committee with only one new member added per year after the initial formation of this committee (the nominal term shall be three years with no renewal). The Governing Board shall select the members of the Committee on Shared Ministry from a list of active members prepared by the Parish Minister.

8.2.1.3 No member of the Governing Board shall be a member of the Committee on Shared Ministry.

8.2.1.4 In the case of a vacancy on the committee, the procedure described in 8.3.5.2 shall be followed.

8.3 Ministerial Search Committee (Non-Standing Committee):

8.3.1 When needed, the Ministerial Search Committee shall consist of six active members of the Society chosen by the following process:

8.3.2 The Nominating Coordinator shall identify and recommend three active members of the Society who possess the skills and talents necessary for engaging the Society in the search for a settled minister.

8.3.3 The Governing Board shall provide three additional names of active members who possess the skills and talents necessary for engaging the Society in the search for a settled minister.

8.3.4.1 This slate of six candidates (total) shall then be presented to the Society for a vote at a Societal meeting

called for that purpose. If the slate is rejected by the Society, then both the Nominating Coordinator and the Governing Board shall repeat the aforementioned procedure for selecting a new slate.

8.3.4.2 The purpose of the Ministerial Search Committee is to conduct a search for a settled Parish Minister as need arises, guided by the procedures suggested by the UUA.

8.3.4.3 The length or tenure of the members of the Search Committee shall not exceed two years unless otherwise approved by the Society. The length of the search process itself shall be ratified at a Societal meeting called for that purpose.

8.4 The Trust Committee shall consist of three members of the congregation. The members of the Trust Committee will be elected at the Annual Meeting or other specially called Congregational Meeting. The Nominating Coordinator or in the absence of such position, the Governing Board, will present nominations for the Trust Committee to the Congregational Membership. Except in the initial elections, when shortened terms will enable a staggered rotation of members, the term of each committee member shall be three years. No member may serve more than two consecutive three-year terms. After a lapse of one-year, former committee members may be re-elected. No member may serve on the Trust Committee while also serving on the Church Governing Board or as an elected officer of the congregation.

Article 9 The James Eddy Trust

9.1 The Board of Trustees for the estate of James Eddy owns and maintains the trust property and endowment of Bell Street Chapel as specified in the will of James Eddy. Generally, the property includes the chapel building, the Parish House and all of the fixtures and furnishings therein, along with the real estate on which they sit, and the parking lot.

9.2 It is the Board of Trustees' function to disperse funds for the maintenance of the trust property and, at its discretion, to support the operational expenses of the Society.

9.3 If and when at such time that the Board of Trustees for the estate of James Eddy unanimously agree to resign as Trustees and the Superior Court of the State of Rhode Island approves such resignation and also approves the transfer of responsibility for the Trust funds to the Religious Society of Bell Street Chapel, then the Religious Society of Bell Street Chapel shall take over the responsibility of owning and maintaining the trust property and the endowment of Bell Street Chapel as specified in the will of James Eddy. The property includes that which is described in 9.1 above, unless said Parish House has been sold.

9.4 Each year, the Religious Society of Bell Street Chapel will use a total return process with their investment company by drawing down 5% of the value of the Trust based on the average of the most recent 12 quarters. Of that amount, 78% (or 3.9% of the average value of the Trust) will be allotted directly to the Society as income for the operational budget. The remaining 22% of the withdrawal from the Trust (or 1.1% of the average value of the Trust for based on the average value for the most recent 12 quarters, will be set aside for taxes, insurance, accounting and non-routine maintenance and repair expenses for the Chapel and the Parish House.

9.5 A Trust Committee (further defined in Article 8.12: Committees and Task Forces) shall govern the Trust and shall serve as the custodian of the Trust Investment and Distribution Policy. A vote to approve the proposed use of the James Eddy Trust principal must be passed by Ninety Percent of those attending a specially called Congregational Meeting at which 50% of the Voting Members are present. At such time that the Congregational Membership exceeds 100 people, then only a 2/3 vote of those attending a specially called Congregational Meeting at which 50% of the Voting Members are present, is required. This policy shall provide for the protection of the income (corpus) of the Trust over the long term and shall require the Committee to exercise the utmost of care to respect the integrity of restrictions as

specified in the will of James Eddy.

9.6 A unanimous vote of the members of the Trust Committee is needed to carry any motion or resolution. The Committee shall elect its own chairperson. The Committee shall report to the Governing Board on a quarterly basis and provide a written report to the congregation at the annual meeting of the congregation.

9.7 The Trust Committee is empowered, acting through its elected chair, to recommend changes to the investment policies and holdings which will be managed by an Institutional Financial Advisor. The Committee shall act in its sole judgment and discretion, as it deems wise and prudent and in keeping with the values of the Religious Society of Bell St. Chapel and the Unitarian Universalist Association.

9.8 Trust Committee members shall not be liable for any losses incurred by the Trust fund except to the extent that such losses arise out of acts or omissions of willful misconduct or gross negligence. Each member shall be liable for his, her or their acts or omissions of willful misconduct or gross negligence and not for the acts or omissions of other members. No member of the Committee shall engage in any self-dealing or transactions with the Trust fund in which the member has a direct or indirect financial interest. Members shall refrain at all times from conduct in which his, her or their personal interests would conflict with the interest of the Trust Fund.

Article 10 the Professional Ministry

10.1 Parish Minister

10.1.1 The Ministerial Search Committee shall present its recommended candidate to the Society for its approval. The Society and the prospective candidate must mutually agree upon the voting percentage required to issue the call.

10.1.2 Upon the calling of a Parish Minister, a letter of agreement shall outline the specific duties of the Parish Minister, his/her compensation, and the spirit of the relationship.

10.1.3 The Parish Minister may be dismissed by a simple majority vote of the total number of active members of the Society. Such a vote shall be by written ballot at a Societal meeting called for that purpose. This meeting may be called by the Governing Board or by written request of 30% of the active members of the Society.

10.1.4 In the event of a dismissal, terms of the letter of agreement defining the Parish Minister's compensation shall be honored.

10.1.5 In the event of a Parish Minister's retirement or resignation, she/he will provide the Society with at least three months' notice of the date proposed for ending his/her service, unless this is reduced by mutual agreement of the Parish Minister and the Governing Board, acting on behalf of the Society. The terms outlined in the letter of agreement defining compensation shall be honored.

10.1.6 The Parish Minister shall have freedom of the pulpit.

10.1.7 The Parish Minister is free to express her/his opinion outside the pulpit, but not on behalf of the Society unless receiving prior approval of the Governing Board.

10.1.8 The Parish Minister is expected to attend the meetings of the Governing Board as an ex officio member.

10.1.9 The Parish Minister shall keep records of rites of passage.

10.1.10 The Parish Minister's agreement with the Society shall be consistent with the content of these by-laws.

10.2 Community Affiliate Minister

10.2.1 A Community Affiliate Minister may be called by a simple majority vote at a Societal meeting following the procedures in Article 5.

10.2.2 Upon the affiliation of a Community Affiliate Minister, a letter of agreement shall outline the specific duties of the Community Affiliate Minister, his/her compensation, and the spirit of the relationship.

10.2.3 The Community Affiliate Minister may be dismissed by a majority vote of written ballots at a Societal meeting.

10.2.4 In the event of a dismissal, terms of the letter of agreement defining the Community Affiliate Minister's compensation shall be honored.

10.2.5 In the event of a Community Affiliate Minister's retirement or resignation, she/he will provide the Society with at least three months' notice of the date proposed for ending his/her service, unless this is reduced by mutual agreement of the Community Affiliate Minister and the Governing Board, acting on behalf of the Society. The terms outlined in the letter of agreement defining compensation shall be honored.

10.2.6 The Community Affiliate Minister shall have freedom of the pulpit.

10.2.7 The Community Affiliate Minister is free to express her/his opinion outside the pulpit, but not on behalf of the Society unless receiving prior approval of the Governing Board.

10.2.8 The Community Affiliate Minister may actively participate in the work of the Society's committees with the exception of the Governing Board, the Committee on Ministry, the Finance Committee, the Nominating Committee, and the Ministerial Search Committee.

10.2.9 The Community Affiliate Minister shall provide reports of his/her activities to the Annual Business Meeting of the Society.

10.2.10 The Community Affiliate Minister's letter of agreement shall be consistent with the content of these by-laws.

Article 11 Fiscal Affairs

11.1 The Society's fiscal year shall begin on July 1st of each year and end on June 30th of the following year.

11.2 There shall be an annual audit of the Society's finances with procedures established and approved by the Governing Board.

11.3 Cash assets of the Society shall be maintained in checking and savings accounts or monetary instruments in federal banks or similarly sound institutions selected by the Treasurer with the approval of the Governing Board.

11.3.1 All invoices and requests for disbursement of Societal funds shall be approved or denied by the President.

11.3.2 Checks and withdrawal slips shall be signed by the Treasurer, Secretary, or President-Elect.

11.3.3 Checks and withdrawal slips shall not be approved and signed by the same officer.

11.4 The financial records of the Society shall be maintained in a manner consistent with accepted accounting practices. These records may be examined at a convenient time by any active member of the Society.

11.5 There shall be a pledging canvass campaign conducted each year with the date and procedures to be determined by the Governing Board.

11.6 The Governing Board, on the basis of the planning process and the pledge drive, is responsible for presenting a proposed annual budget to the Society at the Annual Business Meeting. The budget approved at this meeting will be the Society's annual budget.

Article 12 Adoption and Amendments

12.1 These by-laws shall be initially adopted by a majority vote of the active members present at a Societal meeting held in accordance with the requirements defined herein.

12.1.1 These by-laws fully and completely replace any and all sets of by-laws previously adopted by the Society.

12.2 A copy of the by-laws will be made available to the membership at no cost.

12.3 Proposals for amendments to the by-laws may be initiated by the Governing Board or by written petition submitted by at least 10 per cent of the active members of the Society.

12.4 These by-laws may be amended by a simple majority vote of the active members of the Society present at a Societal meeting.

12.5 Notice of this meeting, a complete definition of the changes (i.e., exact wording of the proposed amendment, alteration, or new by-law, or the by-laws proposed to be repealed), and why the changes are to be made, shall be provided to all members at least 10 days prior to the meeting.

12.6 At the meeting, active members may modify the changes proposed per the meeting notice. Proposals for new amendments, sections or the repeal of sections not part of the original meeting notice may not be entertained at this meeting.

Article 13 Policies and Procedures

13.1 A manual of operating policies and procedures approved by the Governing Board shall govern those operations of the Society not defined or specified in these by-laws.

13.2 The Governing Board shall vote on any additions to or changes in these policies and procedures from any proposed source. A simple majority vote is needed for acceptance.

13.3 The Governing Board is responsible for reviewing the appropriateness of these Policies and Procedures at least once every three years.

13.4 The policies and procedures shall be made available to any active member upon request.

Article 14 Dissolution

14.1 Only the provisions of the General Laws of the State of Rhode Island and Providence Plantations, and the limitations found in these by-laws, shall affect dissolution of the Society.

14.2 The Society may vote for dissolution at a called meeting of the Society following procedures as specified in Article 5.

14.3 A decision to dissolve the Society shall be made by a super-majority of 75% of the total number of active members of the Society. Such a vote shall be by written ballot.

14.4 Upon dissolution of the Society, the Governing Board of the Society shall, after paying or making provisions for the payment of all liabilities of the Society, transfer the remaining assets of the Society to the UUA for its general purposes. This transfer is to be made in conformance with whatever laws are applicable, especially the Internal Revenue Code and the laws of the State of Rhode Island and Providence Plantations.

14.5 The assets owned by the Eddy Trust are not included in these properties and funds.

14.6 There shall be no value distribution to any member or employee of the Society or minister affiliated with the Society.

14.7 In the event that the Governing Board or their successors fail to act, disposition of assets specified in the foregoing shall be made by a court of competent jurisdiction in the county in which the Society is headquartered.

Bylaws as amended June 16, 2024