

**BY LAWS**  
OF THE  
**Massachusetts Congregational Charitable Society,**

*as adopted at the Annual Meeting, May 21, 2020.*

**ARTICLE I. NAME AND PURPOSE**

This religious corporation, founded March 24, 1786 by an act of incorporation by the Commonwealth of Massachusetts, shall be called The Massachusetts Congregational Charitable Society (hereafter the “Society”). It provides financial relief and support for retired persons who have served as Congregational ministers in Massachusetts or Maine, and for the spouses, widows/widowers, children, or former spouses of persons who have served as Congregational ministers in Massachusetts or Maine. For the purposes of this Society, Congregational ministers shall be defined as ministers who have served Congregational, United Church of Christ, Unitarian, Universalist, or Unitarian Universalist churches.

**ARTICLE II. BENEFICIARIES**

Applications of eligible beneficiaries shall be submitted to the Secretary (or other officer as the membership designates) who shall make such examination as such officer deems appropriate and refer the application if and when complete, to the Committee on Appropriations. The Committee on Appropriations, with the approval of the members of the Society, has full power and authority and broad discretion (consistent always with and subject to the purposes of this Society) from time to time to determine a) the form and content of applications for assistance, and b) whether an applicant is eligible for pecuniary assistance and, if so, the amount of, and any terms and conditions on which, pecuniary aid should be given to such eligible applicant. The amount so given to any person may vary from time to time, and be greater or lesser than that given to others, as the Committee on Appropriations determines after considering all relevant information in its hands, including regarding such person’s comparative necessities. The Treasurer shall disburse the pecuniary aid awarded.

**ARTICLE III. OF MEETINGS, ANNUAL AND SPECIAL**

The Society may fix the date and time and place of its annual meeting during the month of May in each year, and may determine the number of its stated general meetings to be held in each year. Special meetings called by the direction of the President, or in case of the President’s death or absence, by direction of the Vice President, or, in case of a similar absence of both, then by any two members of the Executive Committee may also be held after a suitable notice; -- all notifications of a special meeting shall announce the special business for which they are called. A quorum at meetings of the Society and Committees is required, and shall consist of 50% of the members.

#### ARTICLE IV. OF THE CHOICE OF OFFICERS

A President, a Vice-president, a Treasurer and a Secretary, shall, at each annual meeting, be chosen as prescribed in the Act of Incorporation, and shall hold their offices till other persons are duly elected and qualified to fill them respectively. These officers, together with the chair of the Committee on Appropriations, shall be designated as the Executive Committee, with the authority to meet from time to time as considered necessary to conduct the business of the Society. The Executive Committee shall advise any officer of the Society in the discharge of that officer's duties whenever requested by said officer so to do, or whenever they may deem it for the interest of the Society that it should be done. The Executive Committee may also act for the Society if and when it becomes impossible to obtain a quorum of members at a special meeting of the Society.

#### ARTICLE V. OF THE PRESIDENT AND VICE PRESIDENT

The President or, in the President's absence, the Vice-President, shall preside at all meetings of the Society; and, in the absence of both, a President *pro tempore* shall be chosen by a hand vote of the members present.

#### ARTICLE VI. OF THE TREASURER

The Treasurer shall keep regular accounts which shall always be open to every member of the Society. The Treasurer shall at every annual meeting report to the Society on all relevant doings during the year preceding, and of the amount and condition of all the property of the Society in the Treasurer's hands. The Treasurer shall :

- A. Pay each year to the Treasurer of the Massachusetts Convention of Congregational Ministers the income of the Convention Fund.
- B. Notify the Massachusetts Convention of Congregational Ministers at its annual meeting, or the Scribe of the same, what is the amount of the Funds of said Convention in trust with this Society and what is the amount of the income of said funds for the year preceding, as both shall have been set forth in the last accounts of the Treasurer of this Society.
- C. Make all necessary changes in investments with the approval of the Investment Committee. In case of the Treasurer's absence or inability to carry out these duties, the President shall act as Treasurer until the next meeting of the Society.

#### ARTICLE VII. OF THE SECRETARY

The Secretary, or, in case of the Secretary's death or inability, the Chairperson of the Committee on Appropriations shall warn all meetings of the Society by notifications sent to each member, not less than four nor more than ten days before the time appointed for the meetings respectively; such notifications specifying any vacancy or vacancies that may have occurred by death or otherwise among the members of the Society since the last annual meeting. The Secretary shall notify of their election all the persons who may be chosen members of the Society. And the Secretary shall keep a nomination book as hereinafter provided, and an exact record of all the proceedings of the Society at all its meetings, with the names of the members

present at each; entering in full the Treasurer's annual accounts and statements, the annual list of beneficiaries and all reports of committees that may have been accepted by the Society.

#### ARTICLE VIII. OF COMMITTEES.

The following Committees shall be appointed by the President at each annual meeting  
The President shall at the annual meeting, designate one of the members of each committee to serve as chairperson of that committee.

*First: A Committee on Appropriations consisting of the Secretary and Treasurer, *ex officio*, and not less than three nor more than five other members, who shall at the next annual meeting after their appointment, report the names of the persons whom they consider most suitable to become beneficiaries of the Society for the year next following the presenting of such report.*

*Second: A Committee on Nominations consisting of three members who shall, at the next following annual meeting, present in nomination the names of one or more members for election to each of the four offices, and present the names of persons for election as members of the Society to fill vacancies in the membership. The Committee can refer to the Nominations Book for prospective names.*

*Third: A Committee on Investments consisting of not less than three nor more than five members, of whom the Treasurer shall be one, who shall advise the Treasurer on investments of the Society's funds during the ensuing year. They shall also provide at the Society's expense for the services of an independent professional auditor to review the records of the Treasurer and report thereon at the annual meeting of the Society.*

#### ARTICLE IX. OF MEMBERS.

All members shall be chosen at the annual meetings by ballot as required by the Act of Incorporation. Membership in the society should consist of approximately equal numbers of clergy and laity. These members shall also consist of approximately equal numbers of Unitarian Universalist and United Church of Christ membership and/or affiliation. The number of members shall not exceed thirty.

A member, at the time of nomination, must be a legal resident of the Commonwealth of Massachusetts or the State of Maine. If a member shall fail to attend two successive annual meetings without a written acknowledgement of the notice of the meeting that person's membership shall cease. This paragraph shall be inserted as a part of the notice of each annual meeting of the Society.

#### ARTICLE X. OF THE FISCAL YEAR.

The Fiscal year of the Society shall be from April 1 of each year through March 31 of the following year.

## ARTICLE XI. OF INDEMNIFICATION

The members and officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. Further, any member or officer shall be indemnified by the Society for all amounts paid or payable by such person as a judgment, penalty or fine; as reasonable amounts paid in settlement; and as reasonable expenses, including legal fees and disbursements, incurred as a result of any claim or proceeding in which such person may be involved by reason of such person's serving or having served in either capacity, or by reason of any action taken or omitted by such person in either capacity. However, such indemnification shall be provided only if such person acted in good faith and in the reasonable belief that such person's conduct was in the best interests of the Society.

## ARTICLE XII. OF AMENDMENTS.

These by-laws may be amended at any annual or special meeting of the Society by the affirmative vote of not less than two-thirds of the members present and voting at such meeting: provided notice of the proposed amendment or amendments, or of the substance thereof, shall have been included in the notice of the meeting.