

ARTICLE VI. MEMBERSHIP MEETINGS

Section 6.1. Annual Membership Meeting.

An annual business meeting of the Members of the Society (the "Annual Membership Meeting") shall be held on the third Sunday in May at the Society's building for the purposes of electing Trustees, the Clerk, the Moderator and the Leadership Development Committee, adopting the Society's budget, including compensation of the Called Ministers, and transacting any other business that may be properly brought before it.

Section 6.2. Special Membership Meetings.

Special business meetings of the Members of the Society (each a "Special Membership Meeting") may be called by the Board, and shall be called on the written request of at least ten Members. The Annual Membership Meeting and any Special Membership Meeting are sometimes referred to as a "Membership Meeting."

Section 6.3. Notice of Membership Meetings.

The Trustees shall cause notice of the date, time and place of a Membership Meeting to be sent to each Member at the email address or other electronic address or, if none is on record, by mail to the mailing address shown for that Member on the Society's membership records, to be posted on the Society's website and to be announced orally at a public worship service and in the order of service for a public worship service. The notice of the Annual Membership Meeting shall be given at least 30 days in advance, and the notice of a Special Membership Meeting shall be given at least 10 days in advance. The notice shall specify the agenda for the Membership Meeting, including the names of any persons nominated for election as Trustees, Clerk, Moderator, the Leadership Development Committee, or Delegates of the Society, and shall state whether the Membership Meeting will be conducted only in person or also by telecommunication.

Section 6.4. Meeting by Telecommunication; Quorum; Voting Eligibility; Voting Requirements.

(a) The Board may determine that one or more Members may attend and be counted as present at a Membership Meeting by telecommunication. However, no Member shall be counted present at a Membership Meeting unless that Member can hear and be heard by all other Members attending the meeting in person or by telecommunication.

(b) Except as otherwise provided in these By-Laws, the quorum requirement to take action at a Membership Meeting shall be the presence of at least 40 Members.

(c) All Members that have been on the Membership Roll for at least 60 days and, in the case of the Annual Membership Meeting, have signed a membership renewal form for the upcoming fiscal year that includes a pledge of financial support for that fiscal year shall be eligible to vote at a Membership Meeting. The right of any person to vote may be challenged by any person present at the Membership Meeting. The Clerk shall resolve any question as to the eligibility of a person to vote by reference to the Membership Roll.

(d) Unless otherwise provided in these By-Laws, all questions shall be decided at a Membership Meeting by a majority of the Members present and voting on the question.

Section 6.5. Procedures for Membership Meetings.

(a) The ~~Moderator or the Moderator's designee Clerk~~ (or, in case of absence or inability of the ~~Clerk~~ Moderator, or of any vacancy in that office, such person as shall be designated by the Board of Trustees) shall determine if a quorum exists and call the meeting to order, determine if a quorum exists and call for nomination and election of two inspectors of election. The Clerk or other designee shall then turn the meeting over to the Moderator or the Moderator's designee.

(b) The Moderator shall appoint a parliamentarian. If any votes are to be held at the meeting, the Moderator then shall appoint a timekeeper and shall call for nomination and election of two inspectors of election who are present in person at the meeting and, if any Members are attending by telecommunication, one additional inspector of election who is in communication with all Members attending by telecommunication.

~~(b)(c)~~ The meeting shall be conducted in accordance with the General Rules for a Congregational Meeting last approved by a majority of the Members at a Membership Meeting and posted on the Society's website (the "General Rules"). The Board may propose procedural rules for any particular Membership Meeting that are different from the General Rules, in which case the Moderator shall call for a motion to adopt those rules as the first before proceeding with any other order of business. Any questions regarding the interpretation and application of rules during the Membership Meeting shall be decided by the appointed parliamentarian.

~~(c)(d)~~ Except as provided below in this subsection (~~ed~~), all questions shall be decided by voice vote and the Moderator shall announce the result.

(i) The Moderator may, and, if demanded by any Member shall, call for a show of hands on a question, either before or after a voice vote, in which case the inspectors of election shall count the votes and announce the result.

(ii) A contested election for any position shall be conducted by secret written ballot, in accordance with Section 6.6(c). The inspectors of election shall count the ballots and announce the result.

~~(d)(e)~~ Any matter may be raised for discussion or information at a Membership Meeting, but no final action shall be taken on any matter that was not included in the agenda for that Membership Meeting, except for motions directing the Board or an officer to consider a matter or make a report about a matter to the Membership.

Section 6.6. Special Procedures for Elections.

(a) In addition to candidates proposed by the Leadership Development Committee, other Members for any position to be filled by election may be nominated by a petition signed by at least ten Members and submitted to the Clerk at least five days before the Membership Meeting. Except to the extent the Leadership Development Committee has not nominated a person eligible and willing to serve in a position, no nominations may be made from the floor.

(b) All unopposed nominees for election may be elected as a slate.

(c) In a case where more than one person has been nominated for a position:

(i) Voting shall be by secret paper ballot for all Members present in person. Voting by Members attending by telecommunication shall be by means of the technology available at the Membership Meeting and shall be kept secret to the extent reasonably permitted by the technology in use at that Membership Meeting. Each Member shall have one vote for each position to be filled and a majority of votes cast shall be required for election to any position. The inspectors of election shall count the ballots and announce the result.

(ii) If no nominee received a majority of the votes cast for a position, a runoff shall be held between the two top vote-getters.

(iii) If there are not as many nominees receiving a majority of votes cast on the first ballot as there are positions to be filled, the nominee or nominees, if any, who did receive a majority on that ballot shall be declared elected and additional ballots shall be had among the other nominees who received votes on the next preceding ballot (except, in each instance, as many nominees who received the lowest number of votes on the next preceding ballot as shall be necessary to omit in order that the remaining number of nominees shall exceed the remaining number of positions to be filled by one shall be omitted, or, if tie votes make it impossible to so reduce the remaining number of nominees, by such number in excess of one as results from the inclusion of nominees who are so tied) until as many nominees as there are positions to be filled shall have received a majority of votes cast on a ballot.

(iv) If on any ballot more nominees received a majority than there are positions to be filled, such positions shall be filled by the nominees receiving the highest number of votes; provided, however, that if it shall be necessary to resolve a tie vote in order to fill such positions, a new ballot involving only the nominees so tied shall be taken.