

## UUCEL By-Laws

(Originally adopted September 1957, amended March 1958, September 1965, April 1969, revised September 1979, amended February 1980, May 1968, revised April 1993, revised December 1998, revised December 2003, revised May 2009, revised May 2017, revised April 2018, revised June 2019)

### ARTICLE ONE: NAME

The name of this organization shall be: UNIVERSALIST UNITARIAN CHURCH OF EAST LIBERTY hereinafter referred to as the “Congregation.”

### ARTICLE TWO: AFFILIATION

This Congregation shall be a member of the Unitarian Universalist Association and the Mid-America Region and/or their ecclesiastical successors, striving to pay its fair share of financial support.

### ARTICLE THREE: MISSION

#### Section 1: Mission

The mission of the Universalist Unitarian Church of East Liberty is to be a church where people of diverse beliefs can worship in a spirit of reason, tolerance, freedom and loving fellowship, committed to social justice, enriched by religious education and sustained by spiritual nourishment.

#### Section 2: Free Faith

This Congregation of free faith is open to all.

### ARTICLE FOUR: MEMBERSHIP

#### Section 1: Non discriminatory

This Congregation affirms, promotes, and welcomes the full participation of all individuals in carrying out its mission regardless of their race, religion, color, gender, age, class, national origin, ancestry, marital status, sexual orientation or physical or mental ability. No particular interpretation of religion or any particular religious belief or creed is required or imposed as a condition of membership.

#### Section 2: Qualifications for Membership

Any person, sixteen years of age or older, who is in sympathy with the mission and ministry of the Congregation may become a member of the Congregation by signing the Membership Register in the presence of the Minister or an officer or trustee, after completing one of the following: 1) Participation in a class designed for new members, 2) having a conversation about membership with the minister, 3) attendance for three months, or 4) having demonstrated prior membership in another UU church.

#### Section 3: Life Members and Inactive Members

Life Members and Inactive Members are those persons who have been active members of the Congregation and wish to continue a nominal affiliation with the Congregation and have been so assigned by the Board. For purposes of reporting membership to the UUA and Mid-America

Region, only voting members shall be counted. Life Members and Inactive Members do not have voting privileges.

#### Section 4: Loss of Membership

Any member failing to maintain for a period of one year an active interest in the Congregation, as defined in Section 2 of this Article, shall cease to be a voting member after written communication with the board. To maintain accurate membership records, the membership roll will be reviewed annually. Inactive members (those who have not been involved in any program or pledged for the past year) will be contacted using their last known contact information. Members will be removed at their request or if they cannot be contacted within 60 days.

#### Section 5: Withdrawal of Membership

Any member may withdraw voluntarily from membership by communicating with the board.

#### Section 6: Reinstatement

Any prior member or inactive member whose voting membership has ceased may become a voting member again by Board communicating with the board the intent to resume an active interest in the Congregation and resuming such active interest.

#### Section 7: Access to Information

All members are entitled to view copies of the current Bylaws, the current Letter of Agreement between the Congregation and the Minister, all personnel contracts, the annual financial statement, the minutes of the Board, the Membership Register, the financial records of the Congregation the Congregation newsletter, and any other document except pledge records, background checks and executive session minutes.

### ARTICLE FIVE: CONGREGATIONAL AUTHORITY AND MEETINGS

#### Section 1: Contract Approval

In addition to powers stated elsewhere in these Bylaws, the Congregation has the exclusive authority to approve contracts for the purchase or lease (in which the Congregation is the lessee) of real estate and to approve contracts for borrowing an amount in excess of five percent (5%) of the annual budget.

#### Section 2: Final Authority

The Congregation has the authority to modify or overrule any action of the Board and to take any other action at a Congregation meeting in accordance with procedures set forth in this Article.

#### Section 3: Annual Meeting

The annual meeting of the Congregation is held each year in the second quarter of the year at such time and place as determined by the Board. The purpose of the annual meeting is to adopt a final annual budget, elect trustees, members of the Nominating Committee and delegates to the General Assembly (if convened) and to hear reports from the past year from committees, organizations and the Minister, and to conduct such other business as may legitimately come before the meeting. The right to vote at Annual Meetings is reserved for Congregation Members.

#### Section 4: Special Meetings

Special meetings of the Congregation are called by a majority of the Board or will be called by

the President if presented with a petition signed by 10% of voting members of the Congregation. The subject of the meeting must be stated in the call or in the petition. The right to vote at Special Meetings is reserved for Congregation Members.

#### Section 5: Notice of Meetings

All meetings are called by the Secretary, or such member of the Congregation as the Board may name, by posting a true copy of the notice at the church at least 15 days before the date of the meeting. The meeting will also be announced from the pulpit at least two Sundays before the date of the meeting. Notice of the meeting will be given by electronic or paper mailing to every voting member of the Congregation at least fifteen days before the date of the meeting. The notice specifies the place, day, and hour of the meeting and the business to be transacted. No action binding on the Congregation is taken at any meeting other than the business specified in the notice.

#### Section 6: Agenda for Meetings

The Board determines the agenda for any meeting of the members, subject to revision by action at the meeting. Members may submit to the Board matters that they wish to have included on the agenda of any meeting. Upon a written request signed by 10% of members eligible to vote on the matter requested, and submitted seven days in advance, the Board will include on the agenda any matters specified in such request.

#### Section 7: Quorum and Voting

Quorum: Twenty-five percent of the members having voting privileges constitutes a quorum. A majority vote by the members present at a meeting is required to adopt a motion.

Proxy and Absentee Voting: The Board may decide to disallow proxy votes for a given resolution; such decision must be included in the notice of meeting. Proxy votes are permitted on resolutions made available in writing prior to a Congregation meeting. Proxy votes must be submitted in writing to the Secretary in advance of the voting at the meeting.

Super Majorities: On specific issues, the Board may recommend that a vote shall be determined by a super majority of 80%. The congregation has the right to vote on whether or not the item will be decided by a supermajority.

#### Section 8: Capital Expenses and Incurring Debt

Votes to dispose of or acquire real property or to incur debt more than 50% of the annual budget must be held on two separate occasions, at least 14 days apart.

Section 9: Procedural Matters: All meetings of the Congregation are conducted in accordance with Roberts Rules of Order (rev.).

### ARTICLE SIX: CHURCH BOARD

Section 1: The executive power of this Congregation is vested in its Board, consisting of six members, designated "trustees", two of whom are elected at each Annual Meeting for terms of three years. Board members may serve for two consecutive three-year terms.

#### Section 2: Eligibility

To serve on the Board, a person must be a member of the congregation. No person serving two consecutive full terms shall be eligible for re-election as trustee until one year after the expiration of those two terms.

### Section 3: Nominations for the Board

Nominating Committee: A Nominating Committee selects nominees to the Board at least equal in number to the vacancies to be filled at the annual meeting. The Nominating Committee will consist of three (3) people, one appointed by the Board.

### Section 4: Vacancies

- (a) If the position of any trustee or officer shall become vacant, the remaining trustees, even if less than a quorum, will, within six weeks, choose a successor to serve until the next Congregation annual meeting.
- (b) The Board may declare an officer's or trustee's position vacant if that officer or trustee fails to attend or to participate in the activities of the Board on a regular basis. The Board may declare a vacancy when a member of the Board misses three regular meetings in a row.

### Section 5: Responsibilities

- (a) Except for those powers reserved for the Congregation by these Bylaws, the Board has the authority to act for the Congregation.
- (b) The Board has the authority to hire and terminate all employees of the Congregation with the counsel of the Minister. A Settled Minister is not considered an employee of the church.
- (c) The Board recommends a budget for consideration at the annual Congregation meeting.
- (d) The Board is authorized to collect all monies due the Congregation.
- (e) The Board is authorized to expend any funds allocated in the annual budget. In addition, the Board may reallocate up to thirty percent (30%) of any line item of the budget. If expenditures are projected to exceed the total budget by more than five percent (5%) of the total amount approval of the Congregation is required.
- (f) The Board is authorized to borrow sums of money without consent first being obtained from the Congregation, provided that the total of all funds borrowed without the Congregation's consent and still owing shall not exceed five percent (5%) of the annual operating budget. Any amount exceeding the five percent (5%) limitation must be approved by the Congregation at a Congregation meeting.
- (g) The Board is empowered to act by signature or otherwise on behalf of the Congregation in such legal capacity as may be required by law for the possession and/or disposition of the property of the Congregation and the conduct of the business of the Congregation (see Article IX).
- (h) All board members and others that have access to church funds need to be bonded through the church liability insurance policy.
- (i) The Board sets policy for the use of the Congregation's facilities and equipment by members and by outside groups.
- (j) The Board maintains accurate and up to date congregational records including policies, procedures and a list of members.
- (k) The fiscal year, along with the Congregation's program year, shall begin on the first day of July and shall end on the last day of June.

### Section 6: Board Meetings

- (a) The Board makes such rules for its governance as it deems advisable, subject to the provisions of the Articles of Incorporation and these Bylaws.
- (b) The Board holds at least ten meetings per year on a regular schedule.
- (c) A Board quorum consist of four Trustees.

(d) Meetings of the Board are open to members of the Congregation, but the Board retains the power to go into executive session based on due cause.

(e) A special meeting of the Board may be called by the President or any two board members by giving 24-hour notice of the purpose, time and place of such meeting to each member of the Board, may be given either in writing or orally.

## ARTICLE SEVEN: OFFICERS

The trustees elect from among themselves, at the first Board meeting following the annual meeting of the Congregation: a President, a Vice President, a Secretary, and a Treasurer, each of whom serves for one year from the date of election for that office and who may be re-elected for a maximum of three years, excepting the Treasurer who may serve for up to six years. All board members will be insured and bonded. The duties of the officers are as follows:

### Section 1: President and Vice President

(a) Meetings. The President or Vice President presides at all meetings of the Board and at all meetings of the Congregation, and in the absence of Board the President and Vice-President, a chairperson pro temp is elected by the Meeting.

(b) The President is authorized to sign all contracts on behalf of the Congregation. If the President is incapacitated, the Vice President is authorized to sign such contracts.

(c) In the absence of the Treasurer, the President may disburse funds and pledge the credit of the Congregation.

### Section 2: Secretary

The Secretary:

(a) is Secretary of the Congregation and of the Board;

(b) gives notice of all meetings of the Congregation and of the Board; and

(c) keeps accurate minutes of all business transacted at meetings of members of the Congregation and of the Board and secures minutes of all Congregation committees, excluding the Committee on Ministry and Search committees.

### Section 3: Treasurer

(a) The Treasurer disburses funds and pledges the credit of the congregation.

(b) The Treasurer receives receipts for and keeps in safe deposit all funds of, and contributions for, the support of the Congregation.

(c) The Treasurer keeps accurate account of receipts and expenditures.

(d) The Treasurer reports at the meetings of the Board and at least once a year at the annual meeting of the Congregation, the financial condition of the Congregation.

## ARTICLE EIGHT: SHARED MINISTRY, THE MINISTER, THE MINISTERIAL SEARCH COMMITTEE, AND THE COMMITTEE ON MINISTRY

### Section 1: Shared Ministry

The Congregation has a shared ministry in which the lay leadership, professional staff and the membership all have complementary responsibilities in fulfilling the covenant between the members and friends of the Congregation and in carrying out the mission.

### Section 2: Ministerial Search Committee

In the event of a vacancy or impending vacancy in the Ministry, an Interim Ministerial Search

Committee of at least four members shall be appointed by the Board and affirmed by congregational vote. To search for a settled minister, a Ministerial Search Committee shall be constituted, consisting of at least four and not more than seven members, nominated by the Board and elected at a meeting of the Congregation. Members of this committee shall have been voting members of the Congregation.

### Section 3: Choice of Minister

A quorum for the purpose of calling a minister shall be 40% of the members of the congregation. A vote of 80% of members present is required to call a minister. The duties and privileges of the Minister shall be set forth in a written Letter of Agreement, the terms of which shall be negotiated by the Ministerial Search Committee and approved by the Board

### Section 4: Committee on Ministry

The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the congregation. It supports communication between the minister and the Congregation. <sup>i</sup>

### Section 5: Termination of Tenure

The Board shall at any time have the power to recommend to the Congregation the termination of tenure of the Minister. The Minister may request a hearing before the Board prior to the vote. This meeting must have a quorum of 40% of the members of the Congregation. The minister has a right to speak to the congregation before the vote. An 80% vote is required for termination of the tenure of the minister. Notice must be given to all members at least fifteen days prior to any such meeting.

### Section 6: Settled Minister

- (a) There shall be a Minister for the Congregation who provides overall religious leadership and guidance in accordance with the established practices of the church.
- (b) The term of the Minister continues until either the minister or the Congregation decides otherwise.
- (c) The Minister is an ex officio member of the Board without a vote. The Minister also is an ex officio member of all committees and organizations except the Ministerial Search Committee.
- (d) The Minister makes a full report to the annual meeting of the Congregation, and brings to the attention of the Board any matters which seem to the Minister pertinent to the general welfare of the Congregation, and makes recommendations as seem proper to the Minister; but the final decisions in matter of policy and procedure remain with the Board or with a legal meeting of the Congregation.
- (e) The Minister shall be in Fellowship with the Unitarian Universalist Association or working toward Fellowship.

### Section 7: Interim Minister

- (a) In preparation for securing a settled Minister, the Congregation may vote to retain an Interim Minister, who will assist the Congregation to continue a regular pattern of church life, to transition from its experience with a former minister, and to prepare for the selection of a new settled minister.
- (b) The Board will follow procedures and guidelines for selection of an Interim Minister outlined by the Unitarian Universalist Association, and resulting in a signed contract with the candidate.

(c) The Interim Minister may be terminated by the Board based on procedures outlined in the contract.

#### Section 8: Consulting Minister

(a) In place of calling a settled Minister, the Congregation may vote to enter into an agreement with a part or full-time Consulting/Contract Minister.

b) The Board will follow procedures and guidelines for selection of a Consulting Minister outlined by the Unitarian Universalist Association, and resulting in a signed contract with the Minister.

(c) After identifying a desired candidate for Consulting Minister, the Board will recommend the candidate to the Congregation and request approval by the Congregation with a 25% quorum and a majority vote.

(d) The Consulting Minister may be terminated by the Board based on procedures outlined in the contract.

(3) A Consulting Minister, may be called by the Congregation as a Settled Minister following the guidelines in these by-laws.

### ARTICLE NINE: PROPERTY

#### Section 1: Title

The title to the property of this Congregation shall be in the name of the Universalist Unitarian Church of East Liberty.

#### Section 2: Inventory

All physical assets of the Congregation, in addition to land and buildings, should be inventoried every five years.

#### Section 3: Disposal of Property

Since churches are granted nonprofit status because of their charitable religious purpose, no individuals are allowed to personally benefit from its nonprofit status.

### ARTICLE TEN: STANDING COMMITTEES

#### Section 1: Standing Committees of the Congregation

(a) Finance Committee – A Finance Committee, selected by the Treasurer will review on an annual basis the Congregation's financial records and procedures to ensure their accuracy and their compliance with standard financial management.

(b) Nominating Committee (see Article VI, Section 3)

(c) Committee on Ministry (see Article VIII, Section 4)

#### Section 2: Program Committees

Committees will be established, as possible, to provide for ongoing program operations in the following areas: buildings and grounds, outreach, fellowship, membership, pastoral care, religious education, social mission, pledge drive, finance, worship. Committee chairs will recruit committee members. Any member or friend of the Congregation may volunteer for committee membership.

#### Section 3: Other Board-Created Bodies

The Board may create other committees, councils, task forces and working or other groups, as it

deems appropriate. The Board periodically appoints a Bylaws Committee (including at least one non-Board member) to review the Bylaws and recommend appropriate amendments.

#### ARTICLE ELEVEN: DISSOLUTION

In the case of the dissolution of the Congregation, all of its property, real and personal, after paying all just claim upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, or to the MidAmerica Region of the Unitarian Universalist Association or its legal successor, or to another member congregation of the Unitarian Universalist Association, and the Board shall perform all actions necessary to effect such conveyance. Changes to this article of these by-laws may be made only by a vote of 80% of members present at a duly-called congregational meeting for this purpose. Dissolution of the Congregation may only be done by a supermajority of 80% of voting members present at a special congregational meeting duly called for this purpose.

#### ARTICLE TWELVE: AMENDMENTS

Amendments to the Bylaws may be made with the consent of two-thirds (2/3) of the voting members present at any regular meeting of the Congregation, or at a special meeting called for the purpose, at which not fewer than 40% of the voting members are present. Copies of the proposed changes should be provided to each member at least fifteen days prior to the meeting at which the changes are to be voted upon.

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<sup>i</sup> It serves as a communication channel between the Minister and members of the Congregation. The Ministerial Search Committee shall function as the Committee on Ministry for the first year of the Minister's tenure. The Board will then appoint a new Committee on Ministry consisting of at least three members from a list of at least six members submitted by the Minister. The initial members of the new Committee on Ministry will have staggered terms of one, two and three years, determined by lot. Every year thereafter, the Board shall appoint at least one member of the Committee on Ministry, from a list of at least three members submitted by the Minister, for a term of three years. No member shall serve more than two consecutive three-year terms on the committee.