

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, revised June 11, 2023, revised June 9, 2024, revised June 1, 2025)

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 identity, age, class, national origin, ethnicity,

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 Book in the presence of the Minister or a Board member, after having a conversation about membership with the minister, and completing one of the following: 1) having participated a new UU orientation program, or 2) having demonstrated prior membership in another UU church.

Section 3: Membership Status

Past designations of active membership, inactive membership and life membership are hereby eliminated. All members are considered to have equal membership status and voting rights. All members are eligible to serve as committee chairs, Board members, or delegates to the Regional and General Assemblies of the UUA. Members, as they are able, support the church financially through their pledges.

Section 4: Maintenance of Membership Rolls

The Membership Committee will review the membership roll yearly before the Congregational Meeting, contacting people who have not been active to determine their interest in continuing membership, and will communicate the results to the Board for final disposition of membership status.

Section 5: Withdrawal of Membership

Any member may withdraw voluntarily from membership by communicating with the Board or Membership Committee.

Section 6: Reinstatement

Any prior member may petition the Board for membership reinstatement.

Section 7: Board Authority over Membership

The Board retains the authority to remove anyone from membership 1) if they have threatened to destroy church property or to physically harm any person on church property, or to harm any church member or staff member, 2) if they have been involved in recent serious crime or fraud, or 3) if they have significantly disturbed the safe and orderly conduct of programs, activities or services. These activities are described in the church's Behavior Policies (Disruptive Behavior Policy; Policy on the Protection and Care of Children; Registered Sex Offender Procedures; and Harassment, Bullying, and Sexual Harassment Procedures.)

Section 8: 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 Book, 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 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, 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: The Nominating Committee selects nominees to the Board at least equal in number to the vacancies to be filled at the annual meeting. The Board shall notify the Nominating Committee at

least 90 days prior to the annual meeting of upcoming vacancies. The Nominating Committee will then work to find the appropriate number of willing and eligible candidates, publishing their names in the Bellnote at least 30 days prior to the annual meeting. (see also Article Ten, Section 1)

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. 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 the President and Vice-President, a chairperson pro tem 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;

(c) records minutes of all Congregational meetings and Board meetings.

(If minutes are taken during executive sessions, they will not be included in the regular minutes for that meeting, and they will not be made public.)

(d) serves as Chair of the Bylaws Committee when one is established for a periodic review of the bylaws;

(e) posts approved Board minutes in the Social Hall; and

(f) maintains a list of committees, their members and chairs.

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.

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.

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.
- (f) A full-time UUCEL Settled Minister who becomes a half-time minister for UUCEL and a half-time minister for another church will still be considered a Settled Minister for UUCEL. If a UUCEL Settled Minister ceases half-time ministry with another church, that minister can

be welcomed back into full-time ministry with UUCEL with the minister's approval and the Board's approval.

Section 7: Interim Minister

(a) In preparation for securing a settled Minister, the Board 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 Board may vote to enter into an agreement with a part- or full-time Consulting/Contract Minister.

(b) To search for a Consulting or Contract minister (part- or full-time), 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 be voting members of the Congregation.

(c) The Board will vote on hiring the candidate selected by the Search Committee. If they approve, the result will be a signed contract with the Minister.

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

(e) A Consulting Minister may be called by the Congregation as a Settled Minister following the guidelines in these bylaws.

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, who will serve as the Chair, will review on an annual basis the Congregation’s financial records and procedures to ensure their accuracy and their compliance with standard financial management. The Committee shall be composed of three to five members, including the Treasurer.

(b) Nominating Committee – The nominating committee is responsible for the following tasks on an as-needed basis: recruiting and receiving nominations from UUCEL members, making nominations for candidates for all UUCEL elected offices, ensuring that candidates meet minimum requirements to serve in the office to which they are nominated, publishing names and offices of all nominees in an appropriate medium at least 30 days in advance of upcoming elections, recommending policies and procedures to the Board that relate to the nominating and elections process, and consulting with the Minister about potential candidates for leadership in the congregation.

The Nominating Committee will have four seats to be filled by staggered two-year terms of office. Nominating Committee members are limited to serving two consecutive terms.

On an annual basis, the Board and Minister shall *each* send a list of at least two proposed nominating committee candidates to the Committee.

From the submitted lists, the Nominating Committee will choose at least two candidates to put forth at the June congregational meeting for a vote of the Congregation (who will vote for two candidates). Members take office on the following July 1.

Seats on the nominating committee are numbered one through four. Seats one and three are up for election in odd-numbered years, and seats two and four are up for election in even-numbered years.

At its first meeting of each church year, the Nominating Committee will choose its own Chair from among its members. The Chair will serve for one year. A Chair may be re-appointed for up to one additional year (being allowed to serve a total of two years, not necessarily consecutively).

To be eligible to serve on the Nominating Committee, a person shall 1) have been a voting member of UUCEL for the three most recent consecutive months prior to taking office; and 2) not be UUCEL paid staff or serving concurrently in any other UUCEL elected office.

If there is a mid-term vacancy on the Nominating Committee, the Board shall appoint a person from among eligible UUCEL voting membership to fill the vacancy on an interim basis until the next congregational business meeting. Then, at the next congregational business meeting, the voting members shall fill the vacancy by electing a person from among the UUCEL voting membership to serve the remainder of the standard term of office.

The Nominating Committee shall meet at least four times a year. If a Nominating Committee member is absent for three scheduled nominating committee meetings within a twelve-month period, the Committee may send the Board a recommendation to declare the seat vacant. If such a recommendation is made, then the Board may declare that Nominating Committee member's seat vacant with a majority vote of those present and voting. (see also Article Six, Section 3)

(c) Committee on Ministry (see Article Eight, 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.
