

# UUCT WORKING DRAFT BY-LAWS

## Article 1. Name

The name of this Congregational shall be Unitarian Universalist Congregation of Tahlequah also known as the UUCT.

## Article 2. Purpose

2.1 COVENANT: Love is the spirit of this Congregation, and service to the universal family is its law. This is our great covenant: To dwell together in peace; to seek the truth in love, reason, and understanding; and to help one another. (3-21, 2010)

2.2 MISSION STATEMENT: To uphold the principles of Unitarian Universalism by creating a welcoming community for the affirmation of individual dignity and religious freedom, and by being of service to one another and to society. (3-21, 2010)

2.3 FREEDOM OF BELIEF: Nothing herein shall be deemed to infringe upon the individual freedom of belief which is inherent in the Universalist and Unitarian heritages. (3-21, 2010)

We ask the Board and Congregation to consider the following examples or create their own:

Example 1: *The purpose of this fellowship is to further individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, brotherhood and sisterhood undivided by nation, race or creed, and allegiance to the cause of a united world community.*

Example 2: *The purpose of this Congregation is to foster liberal religious living through worship, study, service, and fellowship.*

Example 3: *The UNITARIAN UNIVERSALIST CONGREGATION OF TAHLEQUAH is a Congregation of families and individuals organized to function as a spiritual community that promotes opportunities for liberal religious growth and expression for children, youth, and adults, with a special emphasis on people of African descent. We promote and affirm the principles and purposes of the Unitarian Universalist Association. We intend to carry out this mission by:*

- ◆ *Placing specific emphasis on the recruitment of persons of Native American Indian descent and working for their cultural, economic, political, social, and spiritual empowerment;*
- ◆ *Providing opportunities for children, youth, and adults to learn about cultural and religious issues within an open, caring, and enriching environment;*
- ◆ *Creating a spiritual environment in which people of diverse cultural, ethnic, racial, economic, and religious backgrounds can learn to understand, respect, appreciate, and love one another; and*
- ◆ *Promoting social justice in all arenas as an imperative for the development of an economically just, multi-cultural, multi-ethnic, multi-racial, multi-religious, sexually equitable, and environmentally conscious democratic society.*

Example 4: *We unite in the free quest of high values in religion and in life.*

*Example 5: Relying upon reason as our guide, and upon freedom as our method, we seek to grow in understanding of ourselves and our world, to promote and serve the Universal human family.*

*Example 6: The purpose of this society shall be the enjoyment and practice of religion founded upon devotion to individual freedom of belief.*

*Example 7: The purpose of this Congregation is to organize as a religious community which has at its heart these beliefs: a commitment to accept one another and encourage each other's spiritual growth; a recognition of the inherent worth and dignity of every person; a belief in the need for justice, equity and compassion in human relations; a commitment to a free and responsible search for truth and meaning; acceptance of the right of conscience and the use of the democratic process within our Congregation; a desire to further the goal of world community with peace, liberty, and justice for all; and a deep and abiding respect for the interdependent web of all existence of which we are a part.*

*Example 8: The purpose of Birmingham Unitarian Congregation is to improve the quality of human life by seeking truth wherever it may be found, to strive for an interpretation of religion in harmony with modern knowledge, and to satisfy the spiritual needs of its members and friends, while doing justice to their intelligence. People of the Congregation deepen and develop spiritually, feel connected to this religious community, and use their talents to live out their gifts and values in the home, workplace, and larger community.*

### **Article 3. Congregational Membership in the UUA**

The Congregation shall be a member of the Unitarian Universalist Association of Congregations and the Southwest Unitarian Universalist Conference or their successors.

### **Article 4. Nondiscrimination Clause**

4.1 In accord with UUA: Section C-2.3 the UUCT declares and affirms its special responsibility to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, age, or national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

4.2 Further, this Congregation strives to not discriminate against and wishes to welcome, acknowledge, and assist the Native American Indian population in North Eastern Oklahoma and beyond. The UUCT recognizes that North Eastern Oklahoma has one of the highest populations of Native American Indians in the United States and because of their being a historically marginalized group wishes to specifically acknowledge and welcome them into our Congregation. The UUCT states that it stands against the Doctrine of Discovery in accord with the UUA's 2012 statement and will strive to enact the United Nations Declaration on the Rights of Indigenous Peoples.

## Article 5. Membership

### 5.1 MEMBERSHIP REQUIREMENTS- GENERAL

5.1.1 Membership is open to any person who is in agreement with the covenant, mission statements, purposes and programs, regardless of race, creed, gender, sexual orientation, age, national origin, and mental or physical challenge as long as they are willing to support the Congregation in meeting its mission.

5.1.2 It is preferred that Voting Members, Associate Members, Student Members, and Child Members experience a Unitarian educational process.

5.1.3 Generally, status of membership may be changed by the Membership Committee with Board approval after a report is presented by the Membership Committee to the Board as to why an individual's membership status should be changed. Any person who desires to change status may apply in writing to the Membership Committee and the Membership Committee must make a report to the Board, within 60 days of member's dated request, as to the request and why they support or do not support the membership status change. The status of a person requesting a change in membership status can only be changed by Board approval after presentation of the Membership Committee's report.

5.1.4 The Membership Registry shall begin by listing all Active Members who were eligible to vote from January 2014 through date of passage of these bylaws.

5.1.5 To maintain Voting Membership status a person must donate to the Congregation throughout the year and it is strongly preferred that the member attend worship service at least 4 times a year. The DONATION requirement may be achieved by:

- Donating money to the Congregation
- Donating time to the Congregation
- If the donor is between the ages of 10-18 the donation requirement may be achieved by volunteering or assisting with Congregational activities.
- If the donor is under the age of 10 the donation requirement shall be achieved by smiling at others.

### 5.2 BECOMING A MEMBER

*5.2.1 To become a member, an individual will need to sign the membership book and then at a Congregational Meeting, the Congregation can provide for official acceptance of new members by a formal vote of the Congregation and then their name shall be placed on the official **Membership Registry**.*

*5.2.2 When an individual's name is placed on the official Membership Registry they shall then receive a letter of welcome from the Welcome Committee or Board.*

### 5.3 CATEGORIES OF MEMBERSHIP

- 1-Voting Members
- 2-Inactive Members
- 3-Student Members
- 4-Associate 5-Pledging Friends
- 6-Friends
- 7-Honorary Members

5.3.1 Voting Member is any Member who has attained the age of eighteen (18) years, having pledged a donation to the Congregation within the guidelines as approved by

the Congregation and has been listed on the Member Registry for at least ninety (90) days, and attends service at least four (4) times a year. Only Voting Members may vote at Congregational Meetings.

(a) *On matters pertaining to hiring employees, purchase, sale or mortgage of Congregation property, only Voting Members who are eighteen (18) years of age or older may vote.*

(b) *Each member shall be entitled to one (1) vote on each matter submitted for a vote in accordance with the policies and procedures established by the Congregation and these By-Laws. However, because a piece of paper cannot listen to and reason with meeting participants, proxy voting shall not be allowed*

*OR*

*A proxy may be writing using the following format "I, \_\_\_\_\_, being of sound mind hereby give \_\_\_\_\_ (name of person to receive proxy) my entire right of decision to vote on my behalf on any and all items, person(s), issues, election(s), or any unforeseen vote at the meeting to be held on \_\_\_\_\_ of the \_\_\_\_\_ month of 20\_\_\_\_. I have given my proxy because I am unable to attend the meeting for the following good faith reason \_\_\_\_\_*

*\_\_\_\_\_. If there are any questions in regard to this proxy I may be reached at \_\_\_\_\_ (area code) \_\_\_\_\_ (number).*

*Respectfully, \_\_\_\_\_ (print name) \_\_\_\_\_ (sign name)."*

*(NOTARY SEAL REQUIRED)*

5.3.2 Inactive Members are members who in the past met the requirements to be a voting member, have not resigned their membership, and presently they are neither supporting the Congregation through consistent donation support nor through personal participation and do not attend Sunday Service. The membership committee has submitted to the Board and the Board has approved the individual's placement on the Inactive Member list. Inactive members may not vote, serve as an officer, or serve on a committee.

5.3.3 Child Members are newborns through the age of eleven (11) years of age who attend Congregational services and who have been listed on the Membership Registry. This category has no right to vote, may not serve on the Board or a committee, but are always welcome everywhere they go.

5.3.4 Student Members are individuals from the age of eleven (11) years old to eighteen (18) years old who attend Congregational services, are listed on the Membership Registry and have signed a Student Volunteer Commitment letter to do things such as stack chairs after service, assist in setting up the coffee cart, take out trash, or pick up the green areas and parking lots around the building (examples). This category does not have a right to vote but may serve on the Board as a liaison or serve as a committee member but not as an officer of a committee.

5.3.5 Associate Member is an individual who has signed the membership book or whose name is on the Membership Registry but has not been listed on the registry for more than ninety (90) days. An Associate Member may not be elected as an Officer or to the Board as described in these bylaws. However, an Associate Member may serve on a committee. This category has no right to vote.

5.3.6 A Pledging Friend is any person who is in general sympathy with the purposes, goals, and programs of the Congregation, and who makes a consistent pledge or contribution or significant pledge or contribution of record within the last year, but who chooses not to sign the membership book or have their name added to the Membership Registry. A Pledging Friend may not be elected as an Officer or to the Board as described in these bylaws but may serve on a committee. No right to vote.

5.3.7 Friend is any person who is in general sympathy with the purposes, goals, and programs of the Congregation but who chooses not to sign the membership book or have their name added to the Membership Registry. This category has no right to vote, may not be elected to any position, may not officially serve on the Board or a committee but may assist a committee.

5.3.8 Honorary Members are members who are, due to a medical condition or age, unable to participate in the activities of the Congregation but who wish to retain an affiliation may be elected to an Honorary Membership in the Congregation upon recommendation of the Membership Committee or request by the individual and with approval by the Board after the membership committee presents a report supporting such status for the individual and then notification shall be sent by the membership committee and/or the Board that Honorary Membership status has been conferred. Honorary Members may vote unless they have been found to not be legally competent. **\*\*\*here is where the Proxy Vote issue comes in\*\*\***

#### **5.4 REMOVAL OF MEMBERSHIP**

5.4.1 A member's name shall be removed from the Membership Registry in case of:

- (a) The member's death;
- (b) Written request by the member to the Board or Membership Committee;
- (c) A period of inactivity; or
- (d) Removal by a two-thirds (2/3) vote of the Board, in accord subpart 5.4.2 below and by following the Policy and Procedure for Removal from Membership \_\_\_\_\_ (passed at the \_\_\_\_\_ Congregational/and/or/Board meeting).

5.4.2 Cause to remove a person from membership, change status of membership, or suspend membership can include but is not limited to:

- (a) The member demonstrates disruptive or antagonistic behavior during meetings held in the UUCT building; Congregational, Board, Committee, or other UUCT sponsored or sanctioned meetings.
- (b) The member displays an attitude or conduct toward member, friend, visitor or other person connected to the Congregation or toward community organizations or their members with which the UUCT interacts, that is inconsistent with the tenets of the UUA, UUSW, or UUCT which includes but is not limited to the mission, purpose, beliefs, and covenants of UUCT by-laws and policies and procedures.

- (c) A Board or committee member makes a public statement which is recorded in some manner or sends a written statement which can be shared or passed to others in some manner which is inconsistent with the tenets of the UUA, UUSW, or UUCT which includes but is not limited to the mission, purpose, beliefs, and covenants of UUCT by-laws and policies and procedures. If removal is based on a public statement then due process will be given the member including notice of intent to change membership status and the ability to appeal such a decision unless the statement is dangerous or violent in nature in which case no due process will be afforded the offending member.
  - (d) Due process will not be given to a member who is convicted of a felony which is classified as violent crime, membership may simply be rescinded by 2/3s vote of the Board.
- 5.4.3 A member listed as a voting member can be found to be "inactive" if the member has not participated in 4 services during the past 12 months, has not donated to the Congregation in the past 12 months, and membership committee makes a report to the Board and the Board votes to find the member inactive. A member will be notified in writing of the change in membership status.
- 5.4.4 A member's name will only be purged from all membership lists if and only if the member requests this action in writing, the Board by 2/3s vote approves removal for cause, member's death, or being listed as inactive for a period of 5 years. If living, the member shall be notified, of the status change, in writing sent to member's last known address.
- 5.4.5 Membership shall be reviewed at least annually. Members who have requested resignation shall be removed immediately. Members who do not respond to inquiries shall be removed after a period of one year.

## **Article 6. Congregation Together**

### **6.1 TYPES AND DATES OF MEETINGS**

6.1.1 An Annual Meeting of the Congregation shall be held in March of each year, with the exact meeting date to be as determined by the Executive Board, provided however that such date must be determined and publicized by the Executive Board not less than fourteen (14) days prior to any Annual Meeting, however there is a strong preference for thirty (30) days' notice. At this meeting the Vice President shall preside as Moderator. The Board of Trustees and Officers required to be elected at that time shall be elected, a budget for the ensuing year shall be presented by the Executive (or) Finance Committee for discussion, and any other appropriate business transacted. The time, place, and agenda of the Annual Meeting shall be as designated by the Executive Committee, and all such information shall be published in writing and made available to the Congregation Membership in such manner and through such procedure as shall be recommended by the Executive Committee and approved by the Congregation.

6.1.2 Quarterly Congregation Meetings of the UUCT shall be held quarterly during the months of September, December, and June at a time and place designated as set forth above for the Annual Meeting. The Board of Trustees may vote to omit the December meeting. The meeting held in June shall be for the purpose of adopting an annual

budget for the fiscal year, commencing July (1<sup>st</sup>) first, and other business that may be properly brought before the membership. The meeting held in September shall be for the purpose of electing and organizing committees, to receive reports from committees, and other business that may be properly brought before the membership. The meetings held in the month of December shall be for the Minister and/or Ministry committee to present a Spiritual State of the Congregation report and transact any business that may be properly brought before the membership.

## **6.2 Special Congregational Meetings**

Special Meetings may be called by the President, or in the President's absence, by the President-elect. Special Meetings may also be called at the written request of fifty-one percent (51%) of the Board of Trustees, or forty percent (40%) of the Voting Members. The business transacted at all Congregational Meetings shall be limited to that specified in the call to meeting.

## **6.3 METHOD OF NOTIFICATION**

The business to be transacted, notice, or agenda at all regularly scheduled Board, Quarterly, Special, and Annual Meetings shall be set forth in the announcement of the meeting, which shall be posted in the UUCT building in at least 4 places including outside doors, read from the pulpit on two consecutive Sundays, and sent by email to those members who have email. It is strongly suggested that additional announcements be posted on the UUCT web site and published in the Wellspring or other UUCT official publication fourteen (14) days prior to the meeting.

## **6.4 QUORUM**

A quorum of the Congregation for the purposes of voting shall be constituted of forty percent (40%) of the Members eligible to vote in person or by **absentee ballot**. The encumbrance, sale or transfer of any real property of the Congregation shall be authorized only upon the two-thirds (2/3) vote of the Congregation at which a quorum of fifty-one percent (51%) of the Voting Members shall be required.

## **6.5 VOTING**

Guideline: People of color and other historically marginalized groups in our Congregations have pointed out that simple "majority rules" voting can disenfranchise them. Mandating an open discussion period or even promoting consensual decision making as a desired way to do business can help mitigate these concerns.

6.5.1 Majority Percentage All voting and elections shall be determined by a simple majority of the people present and voting, except as otherwise noted in these bylaws; and except when more than one Board or Committee seat is being filled, when a plurality of the people present and voting shall determine the election. Election of a new minister shall be at a Congregational Meeting called for that purpose, see Section 8.3. Dismissal of a minister shall be at a special Congregation Meeting called for that purpose, see Section 8.4.

6.5.2 The vote on any matter shall be by written ballot on the request of any member. The exact vote on any matter shall be recorded in the minutes of the Congregational Meeting upon the request of any voting member.

## **6.6 Absentee and Proxy Voting**

-Proxy and absentee balloting allowed where no provision for additional nominations exists, for example in our bylaws we do not take nominations from the floor because all those nominating and vetted by the nominating committee are placed on the ballot.

- Consider that the discussion on the floor may provide important additional information that might lead individuals to change their minds, or the motion itself may be amended in such a way that the absentee ballot would no longer be valid.
- Proxy voting should not be used for calling a minister.

*6.6.1 Absentee ballots shall be on such form as may be stipulated by the Membership Committee, the form shall be identical to the form to be used at the meeting, shall not count toward a quorum, and shall be processed for consideration in such manner as may be prescribed by the Board. If the Board of Trustees decides absentee ballots are not to be allowed for a given meeting, such decision must be included in the notice of meeting.*

*6.6.2 Proxy votes shall be available to members who cannot attend a given meeting for reasons of incapacitation or travel. A proxy vote shall not count toward quorum present. All proxies shall be in writing and specifically state the issue and how the proxy is to be voted. Proxies must be conveyed in duplicate, one copy to the President and one to the Secretary.*

## 6.7 OTHER MEETING PROVISIONS

6.7.1 Conduct of Meetings: Consensus

(a) It is the express philosophy of the UUCT that discussion should be as representative as possible of a diversity of views. It is our greatest desire to work to consensus at meetings and only when efforts to reach consensus have failed to only then use Robert's Rules of Order when our by-laws do not give guidance or do not answer our question(s). We feel that consensus must be attempted to be reached (4) four times before we turn to voting as defined in our by-laws and Robert's Rules.

(b) We define consensus as Unanimity minus (2 or 80% consensus)

Super consensus as Unanimity minus (1 or 90% consensus)

Pure consensus as 100% consensus

6.7.2 If a member does not wish to consent they can:

(a) Declare reservations: willing to let a motion pass but desire to have their concerns entered into the minutes.

(b) Stand aside: will be reflected in the minutes as member expressed "serious personal disagreement" with a proposal, but is willing to let the motion pass. Stand asides be registered by users who feel they are incapable of adequately understanding or participating in the proposal

(c) Block: Any group member may "block" a proposal. However, it will take three percent (3 %) of those participating to stand to "block" the proposal.

6.7.3 The process we shall use to reach consensus is:

(a) Discussion of the item: The item is discussed with the goal of identifying opinions and information on the topic at hand. The general direction of the group and potential proposals for action are often identified during the discussion.

(b) Formation of a proposal: Based on the discussion a formal decision proposal on the issue is presented to the group.

(c) Call for consensus: The facilitator of the decision-making body calls for consensus on the proposal. Each member of the group must actively state their agreement with the proposal, by using a hand gesture or raising a colored card.



The number of blocks is counted to determine if this step's consent threshold is satisfied. If it is, dissenters are asked to collaborate on a minority position or statement so that any unique or shared concerns with proceeding with the agreement, or any harms, can be addressed/minimized. This can happen even if the consent threshold is unanimity, especially if many voters stand aside.

- (d) Identification and addressing of concerns: If consensus is not achieved, each dissenter presents his or her concerns on the proposal, potentially starting another round of discussion to address or clarify the concern.
- (e) Modification of the proposal: The proposal is amended, re-phrased or ridered in an attempt to address the concerns of the decision-makers. The process then returns to the call for consensus and the cycle is repeated until a satisfactory decision passes the consent threshold for the group.

#### **6.8 WORSHIP SERVICES**

Services of worship shall be held regularly at such time and place as shall be determined by the Board.

### **Article 7. Governing Structure**

#### **7.1 COMPOSITION OF THE BOARD OF TRUSTEES AND ELECTION PROVISION**

- 7.1.1 The Board of Trustees shall be composed of the four (4) officers of the Congregation, two (2) members at large, and one (1) youth representative. The minister and the immediate past President of the board serve as ex-officio, non-Voting Members.
  - (a) Only a voting member who has been a member of the Congregation for at least one (1) year and has served actively on at least one (1) Committee for at least six (6) months may serve as a Trustee.
  - (b) Trustees shall be elected to serve for two (2) year terms, or until their successors are elected and qualified (see Section 7.2 for youth representative). Terms of office for Trustees shall begin on July 1 of the fiscal year of election and end on June 30 two years later. Terms of office for three (3) Trustees shall begin in odd numbered years. Terms of office for three (3) Trustees shall begin in even numbered years.
  - (c) All Board members shall be elected to the Board. Once the Board is sat, then the Officers of the Board shall be elected from the Board members. *This is to ensure that a candidate for any officer position is willing to serve the Congregation on the board whether or not they are elected as an officer.*

#### **7.2 YOUTH REPRESENTATIVE**

- 7.2.1 The Board of Trustees shall have a youth representative as a member.
  - (a) The youth representative shall serve for a one (1) year term or quarterly terms at the discretion of the YRUU group.
  - (b) There shall be no youth representative on the Board when there is no qualified candidate in the Young Religious Unitarian Universalist (YRUU) youth group.
  - (c) The youth representative must meet the following qualifications: be a member of the Congregation, be an active member of the YRUU youth group, want to be on the Board of Trustees, be willing and able to

attend Board meetings, and be willing to report back to the YRUU on a regular basis about the Board Meetings.

- (d) The nomination and approval procedure shall be as follows: (1) YRUU members shall nominate one or more candidates; (2) YRUU advisors and the Religious Education Director shall review the candidate(s) to determine qualifications; (3) YRUU members shall vote to determine the nominee if there is more than one qualified candidate; and (4) the candidate shall be approved by majority vote of the Board of Trustees upon the candidates attendance at a regularly announced Board of Trustees meeting.

### **7.3 TERM LENGTH AND TERM LIMITS**

- 7.3.1 Terms shall be two (2) years.
- 7.3.2 No member may serve more than two (2) consecutive terms without being off the board for at least one (1) year.
- 7.3.3 A person who has been appointed to office, or elected to a partial term to fill a vacancy, shall not be considered to have served such term for purposes of determining whether such person is eligible to succeed himself or herself.

### **7.4 RESPONSIBILITIES OF THE BOARD**

- 7.4.1 The Board of Trustees shall be responsible for the finances, administration, property, and business affairs of the Congregation.
- 7.4.2 The Board shall supervise all Congregation programs.
- 7.4.3 Any decision, action, or omission of the Board may be appealed at an Annual Meeting, or at a Congregational Meeting called for that purpose.
- 7.4.4 The Board's specific duties and obligations include:
  - (a) To hold monthly meetings at such time and place as the Board shall designate;
  - (b) To appoint the Trustees to serve on at least one (1) committee, at the first meeting of the Board after its election;
  - (c) To hold special Board meetings when requested to do so by the President, the Minister, or three (3) members of the Board. No business except that stated in the notice shall be acted upon, but other matters may be discussed;
  - (d) To give notice to the Congregation at least seven (7) days in advance of special Board meetings, except when the Executive Committee, Board, or Minister determines the existence of an emergency which allows insufficient time for prior notice as described herein. Whenever a special Board meeting is held without prior notice to the Congregation, the Board shall make written report to the Congregation of the business transacted at such meeting;
  - (e) To make available minutes of each Board meeting, or a summary of all business transacted at the Board meeting, by the time of the next Board meeting;
  - (f) To appoint and dismiss all employees of the Congregation and fix their salaries, with the advice of the Minister, except as provided herein;
  - (g) To establish budgets for Congregational approval, monitor those budgets, and see that Congregation expenditures are within those budgets;
  - (h) To appoint the Director of the Annual Canvass;

(i) To ensure recruitment of volunteers to staff Standing Committees and to fill unelected positions needed to carry out Congregation programs or administration;

(j) To conduct or supervise and approve all surveys of the Congregation;

(k) To authorize expenditures exceeding its budget to the extent of not more than five percent (5%) of the total annual budget, as periodically adjusted in light of actual income. Any expenditure in excess of this limitation shall be approved by a majority of those Voting Members present and voting at a Congregational Meeting with such expenditure in its call; The Board may reallocate funds, as long as the reallocation does not exceed ten percent (10%) of the approved budget. The membership must approve any expenditure or obligation for indebtedness that exceeds \$5,000.00. The membership must also approve the purchase, sale, or mortgage of real property;

(l) To establish Standing Rules for conducting its own business and approve Standing Rules for each of the Standing Committees;

(m) Shall have final authority to hire a minister, interim or otherwise in accordance with the Unitarian Universalist Association guidelines;

(n) Shall hold quarterly Congregation Meetings in accord with these by-laws;

(o) Establish and maintain short/long range goals, procedures and policies to govern the operating practices of the Congregation consistent with these bylaws.

7.5.5 Reporting responsibilities of the Board. The Board will make a written report to the Congregation on at least an annual basis, and otherwise will inform the Congregation of major policy decisions which will include policy-procedure changes, updated membership lists, annual budget, budget comparison of past, present and future for a three (3) year budget view, and a letter from the President of the Congregation and the minister if there is a current minister.

## **7.6 EXECUTIVE COMMITTEE**

7.6.1 The Executive Committee shall consist of the four (4) officers of the Congregation and the current Minister if there is one so employed.

7.6.2 Three (3) members of the Executive Committee shall constitute a quorum.

7.6.3 An agenda and Minutes of meetings shall be kept, and actions taken shall stand unless disavowed by the Board.

7.6.4 The Executive Committee shall be responsible for the conduct of the affairs of the Congregation between meetings of the Board, and it shall have such other duties and perform such functions as are delegated to it by the Board.

7.6.5 Any action taken by the Executive Committee must be ratified by the full Board at its next meeting.

7.6.6 It shall meet as necessary and if the Board cannot act in a timely manner, or chooses not to act in a timely manner, will be responsible for:

(a) Selecting and managing the terms of employment of all paid custodial and office employees;

(b) Appointing an auditor to report on the financial condition of the Association at the end of every fiscal year, and at such time as the Treasurer's office becomes vacant;

(c) Implementing any other responsibilities assigned to it by the Board of Governors;

(d) Keeping a record of its activities and submitting a report at each meeting of the Board of Governors.

## **7.7 BOARD MEETINGS**

### **7.7.1 Frequency and Notice:**

- (a) The Congregation Board shall meet at least once a month and hold a minimum of ten (10) meetings a year. The President, the minister, or four members of the Board may call additional Board meetings.
- (b) Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees.
- (c) Special Meetings of the Trustees may be called by the Chair, or by the Secretary on the written request of any two (2) Trustees. Written notice of both regular and Special Meetings shall be mailed to each Trustee at least four (4) days before the date of the meeting, but such notice may be waived.
- (d) Emergency meetings of the Board may be called by the President and any two (2) officers of the Board with twenty-four (24) hours' notice to each member of the Board and to the Minister. The latter time restriction may be waived by no less than five (5) Board members, all of whom are present at the Emergency Meeting when waived.

7.7.2 A quorum at a meeting of the Board of Trustees shall consist of fifty-one (51) percent of the Board of Trustees but the 51% must include two (2) officers of the Board of Trustees.

7.7.3 Decisions of the Board of Trustees shall be made by consensus of all members present at a meeting. The Congregation is committed to operating by consensus. If, however, a consensus cannot be reached, the President or Officer leading the meeting shall so declare and actions shall then be in accord with these by-laws and Roberts Rules of Order.

### **7.7.4 Open meetings:**

- (a) Board meetings are open to all members of the Congregation.
- (b) Congregation members who are not Board members may speak at Board meetings, but may not make motions or vote at Board meetings.
- (c) Provision shall be made at meetings for non-Board members to address the Board.
- (d) The Board may meet in executive session only to discuss personnel matters or to receive legal advice. Executive Session minutes shall be sealed. Only Board approved minutes shall be made available to the Voting Members of the Congregation upon request.

### **7.7.5 Minutes:**

- (a) Complete and accurate typed minutes shall be kept of any and all regular or Special Meetings of the Board excluding Executive Sessions.
- (b) A record set of final approved minutes shall be kept in a bound and indexed form at a place determined by the Board of Trustees to be safe from loss or damage.
- (c) A second set of such minutes shall be kept in a place and under conditions which shall make them readily available to all members of the Congregation membership.

(d) All recorded minutes shall be formally approved at a Board meeting in accord with these by-laws, and shall be signed by the Secretary certifying that such minutes are as approved by the Board of Trustees.

## **7.8 OTHER BOARD PROVISIONS**

### **7.8.1. Vacancies:**

(a) Should a vacancy on the Board occur during the year Voting Members may nominate and the Nominating Committee should vet candidates and provide at least one (1) name and all other names of those meeting the criteria for the vacant seat and having been vetted, from which the Board shall fill the vacancy until the next quarterly Congregational Meeting that a vote can be taken in accord with these by-laws including but not limited to meeting the notice requirements to fill said seat.

(b) In case of the vacancy of the Treasurer's seat names for emergency nomination of a temporary Treasurer may be made by board of Trustee members to the nomination committee within 14 days of the vacancy, and then the nominating committee shall vet said nominees within 7 days and submit all the names of those nominated who were vetted and met the criteria for the Treasurer position to the Board and they shall elect an emergency Treasurer by majority vote, the emergency Treasurer shall hold the position until a Treasurer can be elected in accord with these bylaws.

### **7.8.2 Resignation or Removal of Board members or Officers:**

(a) Any Trustee may resign by giving notice in writing to an officer of the Board and may be removed, with cause, by action of two-thirds (2/3rds) of the Trustees or by vote of a majority of the Voting Members present at an annual or Quarterly Meeting of the Congregation or at a Special Meeting called pursuant to these bylaws.

(b) If three (3) or more vacancies exist at any one time, a Congregational Meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

(c) Failure of an Officer or Trustee to attend three (3) consecutive regular Board meetings or four (4) of any six (6) consecutive regular Board meetings, without good cause, shall be an automatic resignation from the Board without further action or notice. The vacancy shall then be filled pursuant to these bylaws.

### **7.8.3 Financial Accountability and Exceptional Circumstances:**

(i) In the event of extraordinary exigency the Board may, with a two-thirds (2/3) majority, vote to temporarily suspend the Treasurer, pending an investigation of improper execution of responsibilities.

(ii) The Board then would be responsible for the appointment of members to an investigative team whose purpose would be to ascertain the validity of the charges.

(iii) Upon completion and submission of the team's report to the Board, that body would then, with a two-thirds (2/3) majority, vote to either reinstate the Treasurer, continue the investigation, or remove the Treasurer and call for the election of his or her replacement according to these bylaws.

## 7.9 OFFICERS

7.9.1 Officer Composition: At each Annual Meeting of the Board of Trustees, the Congregation shall choose officers of the Board by ballot. The choices for officers shall be from members of the Board of Trustees, including those elected at the Annual Meeting of the same date. The Congregation shall elect a President, Vice President, Secretary, and a Treasurer, all of whom shall hold their offices for one (1) year and until their successors have been elected and qualified, and who shall perform the duties usually pertaining to these offices.

7.9.2 The Officers are the elected leaders of the Congregation. The four Officers are President, Vice-President, Secretary and Treasurer.

7.9.3 Only a voting member who has been a member of the Congregation for at least two (2) years may serve as an Officer.

## 7.10 OFFICER RESPONSIBILITIES

7.10.1 Common Responsibilities: In addition to serving on the Executive Committee and exercising the powers and duties of their respective offices, each Officer shall have any further powers and duties assigned to them by the Board in accord with these bylaws.

7.10.2 Members of the Executive Committee shall sign checks and the President and the Secretary shall sign all minutes and legal documents of the corporation. Checks over the amount of \$500.00 shall require the signature of two (2) members of the Executive Committee if the amount is not preapproved in the budget. The Treasurer may not sign a check made payable to the Treasurer but must have another member(s) of the Executive committee sign the instrument. The Secretary shall record minutes for the meetings of the Board of Trustees and of the Congregation. The vice-President shall assume the duties of the President when the President is absent. The President and Treasurer shall submit a comprehensive report to the Congregation at each Annual Meeting.

7.10.3 Responsibilities of the President

(a) The President shall:

- (i) Be the chief administrative officer of the Congregation,
- (ii) Be chairperson of the Board of Trustees,
- (iii) Serve as a member of the Board,
- (iv) Be responsible for organizing the agenda for all Regular and Special Board of Trustee Meetings,
- (v) Have authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts or other legal instruments which the Board of Trustees has authorized to be executed, except in those instances where the signing and other execution of such instruments shall have been expressly delegated by the Steering Committee or by these bylaws or by statute to some other officer or agent of the Congregation,
- (vi) Coordinate the administrative functions of the Congregation and shall represent the Congregation on all appropriate occasions.
- (vii) Lead all meetings of the Board of Trustees, Executive Committee of the Board, and the Congregation.

(b) Votes at Board and Committee meetings only in the case of a tie.

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(c) By virtue of the office, is an ex-officio member of all committees, except the Nominating Committee.

7.10.4 Responsibilities of the Vice President

(a) The Vice President shall:

- (i) Preside at meetings of the Congregation membership and Board in the absence of or at the request of the President; and
- (ii) Performs such other functions as assigned by the Board.

(b) In the absence of the President the VP shall assume all the legal, administrative, and parliamentary duties of the President if:

- (i) The President gives the VP a written note of absence stating the period of time beginning and end of the absence and reason for the absence.
- (ii) Assume the position of the President should the President be unable to serve out his/her elected term of office.

7.10.5 Responsibilities of the Secretary

(a) Secretary shall:

- (i) Keep minutes of meetings of the Congregation membership, Board of Trustees and the Board's Executive Committee;
- (ii) Work with the President to issue agendas for meetings;
- (iii) Keep and preserve the Congregation membership book, maintain lists of all friends and members of the Congregation along with the addresses and telephone numbers, shall serve as a member of the membership committee;
- (iv) In conjunction with the membership committee prepare a list of Voting Members thirty (30) days prior to any meeting of the membership at which a vote shall be taken;
- (v) Keep all papers, correspondence, documents, and written instruments belonging to the Congregation or that pertain to the business of the Congregation;
- (vi) Keep the Congregation informed of the actions of the Board and Executive Committee;
- (vii) Notify the Congregation members of all meetings in accordance with the provisions of these bylaws; and
- (viii) Perform such other functions as assigned by the Board.

(b) All records of the Secretary, kept on behalf of or in regard to the UUCT Congregation shall be the property of the Congregation.

7.10.6 Responsibilities of the Treasurer

(a) The Treasurer shall:

- (i) Receive and safely keep all money and other property of the Congregation entrusted to his/her care;
- (ii) Keep careful and accurate records of income, receipts, and expenditures of the Congregation;
- (iii) Pay the bills and charges that are in the approved budget or are approved by the Board;
- (iv) Keep a complete account of the finances of the Congregation in books belonging to the Congregation, including direction and coordination of any public accounting firm employed by the Congregation;

- (v) Render a current statement at each regular meeting of the Board of Trustees and at quarterly Congregational Meetings of the membership;
- (vi) Ensure that all federal, state or local returns, reports or other items required by law are properly prepared and filed with the appropriate authorities in a timely manner;
- (vii) Perform the duties of the President in the event of the simultaneous absence or incapacity of BOTH the President and Vice President;
- (viii) Ensure that the appropriate signatories are on the UUCT financial accounts;
- (ix) Maintain a current roster of the pledging units and their pledges;
- (x) May be bonded at the expense of the Congregation; and
- (xi) Performs such other functions as assigned by the Board.

### **7.11 COMMITTEES GENERALLY**

7.11.1 Committees shall be approved by the Congregation at the September Congregational Meeting unless otherwise specified below.

7.11.2 Basic Provisions on Committees:

- (a) All committees shall report to the Board of Trustees at the time and in the form determined by the Board.
- (b) Membership of the Nominating, Ministerial Search, and Executive committees shall be open only to Voting Members of the Congregation. All other committees shall be open to all Congregational members.
- (c) Committee members should be approved individually, by majority vote of the Congregation.
- (d) Each committee shall elect its own chairperson unless stated otherwise in these by-laws.
- (e) Committees shall meet quarterly and submit an annual report to the Board of Trustees.
- (f) No member who benefits directly or through a relative, as a result of the payment of salary or other continuous remuneration authorized or recommended by the Board may be qualified to be a member on a committee connected to or having oversight of the relative who is salaried, paid, or supervised by The committee.

7.11.3 Standing Committees shall be:

- (a) Facilities Committee:
  - (i) Shall address issues in regard to the building, grounds, and aesthetics
  - (ii) This committee shall handle issues such as booking use of the building and keys to the building but shall not be limited to these items.
  - (iii) The Board of Trustees may assign duties as necessary.
- (b) Communications, Community Outreach and Marketing Committee
  - (i) Shall address issues such as Public Relations
  - (ii) The Board of Trustees may assign duties as necessary.
- (c) Care Team
  - (i) Shall work under the guidance of the Minister when there is a part or full time Minister.
  - (ii) The Board of Trustees may assign duties as necessary.
- (d) Membership and Hospitality



- (i) This committee shall be responsible for retention and increased membership in the Congregation as well as assist in maintaining membership roles.
  - (ii) Social activities and hospitality shall be organized by this committee to benefit the Congregation.
  - (iii) Music shall be organized and provided by this Committee, including music for services and other worship unless otherwise agreed to by the committee or Board of Trustees.
  - (iv) The Board of Trustees may assign duties as necessary.
- (e) Lifespan Religious Education
- (i) Shall address the religious education needs of adults, adolescents, and children of the Congregation.
  - (ii) Shall include the Minister as part of this committee when there is a part or full time Minister employed by UUCT.
  - (iii) The Board of Trustees may assign duties as necessary.
- (f) Finance Committee
- (i) Shall meet at least 6 times a year and prepare each fiscal years budget for presentation to the Board of Trustees.
  - (ii) Shall work with the Treasurer and the Treasurer shall have a seat on The committee.
  - (iii) The Board of Trustees may assign duties as necessary.
- (g) Social Justice Committee
- (i) Service is what we do as a Congregation, and justice is part of how we accomplish this.
  - (ii) The Board of Trustees may assign duties as necessary.
- (h) Personnel Committee
- (i) The Vice President of the BOT shall be the chairperson of this committee.
  - (ii) Shall work with the BOT to assist with our paid and volunteer Human Resources.
  - (iii) Shall work with BOT to provide child care.
  - (iv) Shall review the Minister's performance in relation to expectations, and reviews of the Congregation's performance in relations to goals, should be undertaken annually.
  - (v) The committee shall annually recommend the Minister's compensation package to the Board of Trustees for inclusion in the budget.
  - (vi) This Committee shall negotiate the Minister's conditions of employment in consultation with the Board, and jointly with the Board shall propose the minister's compensation to the Congregation.
  - (vii) This Committee shall be elected by the Congregation from candidates nominated by Voting Members and/or the Minister and vetted by the nomination committee.
  - (viii) The committee shall assist the Minister in evaluating feedback from the Congregation about the Minister's job performance and assisting the Board and the Congregation to understand concerns the Minister may have about the well-being of the Congregation.

7.11.4 Congregational Committees Shall be:

- (a) Nominations Committee;
- (b) Committee on Ministry

7.11.5 Ad hoc Committees may include but are not limited to:

- (a) Congregational Affairs,
- (b) Small Group Ministry,
- (c) Ministerial Search Committee
- (d) Bylaws and
- (e) Other such committees that may be necessary from time to time as determined by the BOT.

These committees shall be formed on an as needed basis and elected at any meeting of the Congregation in accordance with these bylaws.

7.11.6 For ALL committees unless stated otherwise in these by-laws:

- (a) There shall be goal of having at least three (3) members on each such committee.
- (b) Only Voting Members of this Congregation shall chair a committee.
- (c) At least one (1) member of the Board shall be a member of each Standing Committee and each Board member shall serve on at least one (1) Standing Committee.
- (d) A member of the Board may serve as chair of a committee if so elected.
- (e) No member may serve as chair of the same committee for longer than two consecutive years. After two (2) years, the chair becomes automatically vacant until filled temporarily by The committee members and then by vote at the Quarterly Congregational Committee Meeting.
- (f) Committees may be appointed by the President or the Board if no one is approved for service on a committee at the Quarterly Congregational Committee Meeting, pending BOT approval by majority vote at the next regularly scheduled BOT meeting.
- (g) A motion to establish a new committee shall specify the purpose for the work of such committee and the type of committee (Standing or Ad Hoc) being created.
- (h) The Quarterly Congregational Meeting held in September of each year shall be for the purpose of organizing committees and approving members of each committee yearly.
- (i) In fulfilling duties of their positions, all members of a committee shall be guided by the latest "Committee Responsibilities" statement of policy as approved by the Board.
- (j) Only Voting Members, Pledging Friends, and Youth Members of the Congregation shall serve as Voting Members of committees.
- (k) Only members of a committee elected by majority vote may be a voting member of a committee, all other members shall serve without voting, unless they are on the BOT.
- (l) Each committee shall create their own procedures, not conflicting with these by-laws or BOT policies, and have said procedures or amendments approved by

the Board for interim effect until approved by the Congregation annually at the September Committee Meeting.

(m) Standing and all other committees are designated and elected by the Congregation to perform one or more particular functions. The members of the committees shall be elected by the Congregation except for members of the Board of Trustees. A member of the Board of Trustees may serve on any committee of their choosing; however, if they wish to chair or be an officer of the committee they must be elected to that position the same as any other member seeking a position of committee leadership.

(n) The Congregation may add standing committees by a majority vote at any Congregational Meeting with such proposal in its call. The duties of Standing Committees are set out elsewhere in these bylaws.

(o) All committee members must follow the BOT policies and procedures set forth in regard to emails, social media, public statements, press and media statements in regard to the UUCT, committees, or any other entity or subdivision thereof.

7.11.7 The duties of all committees are as follows:

(a) The Chair of each committee shall make 3 verbal quarterly reports to the Board of Trustees and 1 written annual report to the Board of Trustees.

(b) Each Committee may make its own procedures but should have them approved by the Board of Trustees.

(c) The Board of Trustees shall set policy for The committees; a committee may suggest policy to the board but must wait for the Board's approval of the policy for it to be the official policy of the UUCT and The committee.

(d) Duties of The committees shall be set forth in policies approved by the Board of Trustees.

(e) Final approval of committee procedures and any changes there to shall be approved at the September Congregational Meetings.

## **7.12 Nominating Committee**

7.12.1 Nominating Committee

(a) The Nominations Committee shall be composed of three (3) Voting Members which includes one member of the Board of Trustees.

(b) Terms of office for committee members shall begin on October 1 of the first fiscal year after election and end on September 30 of the second fiscal year.

(c) Terms of office of two (2) committee members shall begin in even numbered years. Terms of office of one (1) committee member shall begin in odd numbered years.

(d) To assure continuity on the committee, the elected members shall each serve two year terms.

(e) At the first such election held by the Congregation under these bylaws one (1) of these three (3) positions shall be elected to one (1) year terms, after which initial one year term these positions will revert to two (2) year terms for all succeeding elections, the purpose of such provision being to prove overlapping terms to ensure continuity for the Nominating Committee function.

(f) The Chairperson of the past year's Nominating Committee shall call an organizational meeting of the committee no later than October 30th of each year.

- (g) Two (2) members of the Nominating Committee shall constitute a quorum required to conduct any business of The committee.
- (h) In the event that any vacancy occurs on the committee between annual September meetings, the Board of Trustees shall appoint a person from among the eligible Voting Members to fill the unexpired term of the position until the next annual September meeting, at which time a permanent replacement shall be elected by the Congregation.
- (i) If the Voting Members fail to select a member(s) at the September Congregational Meeting for the nominating committee, then the Board shall do so on their behalf.

-7.12.2 Nominating Committee Procedures

(a) GENERALLY:

- (i) Vetting shall be defined as: the process to ensure that any named candidate meets the criteria set forth in these bylaws or any other policy of the UUCT for the office nominated to.
- (ii) The Nominations Committee shall publicize, solicit, and submit for election the names of all qualified candidates for vacant positions on the Board, Congregational Committees or any other vacant seat The committee is requested to gather candidate names to fill.
- (iii) Members who desire to serve in positions on the Board, Congregational Committees, or other position shall apply to the Nominations Committee, pursuant to standing rules adopted by The committee and approved by the Board of Trustees.
- (iv) The committee shall work throughout the year to gather information on the interests, abilities and talents of all members and friends and make this information available as needs arise.
- (v) The slate of nominees shall be prepared in time for inclusion in the Notice of Quarterly Congregational Meeting.
- (vi) The nominating process must be concluded and candidates announced at least four (4) Sundays prior to the election meeting. Additional nominations will not be accepted at the Election meeting.
- (vii) If the committee is unable to nominate for any or all vacancies as designated by such report, the Board shall thereafter act as said committee or appoint members to the committee in accord with these by-laws.
- (viii) Nominations may be made for candidates for election under the following procedure: By written nomination signed by at least one (1) voting member, delivered to a nomination committee member or Voting Members may nominate themselves. The final written slate of candidates shall not indicate by which method each candidate was nominated.

(b) Committee Seats: Specifically

- (i) They shall initiate an open sign-up for intent to participate in a committee in May and submit the names of each and every person who qualifies under these by-laws to participate in committee work at the September Congregation Meeting for approval.

(c) Board of Trustees Elections: Specifically

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- (i) All nominations shall be submitted at least *2 months* before the March election for Board of Trustees and Officers so that all nominees may be vetted by the Nominating Committee.
- (ii) There will be no nominations from the floor because all those nominated for a position and meeting the criteria required to hold the position shall be listed as a nominee for said position.
- (iii) The Nominating Committee shall issue a list of nominations no later than *thirty (30) days* prior to the Annual Meeting of the Congregation. This list shall be published in the Congregation newsletter and posted at the then current place of meeting of the Congregation.
- (iv) As a condition for nomination, the committee shall interview each candidate and obtain their consent to be nominated.
- (v) The nominating committee shall be in charge of the election of members to the Board of Trustees and at the same meeting, after all Board of Trustee seats are filled, shall present a slate of all those eligible to fill officer positions open on the Board and shall facilitate the vote for Officers.
- (vi) The Nominating Committee will also submit names of vetted candidates for replacements for interim vacancies as requested by the BOT.

### **7.13 Committee on Ministry**

(a) Shall:

- (i) Function as a vision or oversight group as well as advocate for, support and guide the minister or ministers.
- (ii) Shall alert the Board to any emerging concerns between the Minister and the Congregation.
- (iii) Meet in conjunction with the minister as needed, in a non-crisis, goal-oriented manner with an agenda to explore the various concerns and challenges of the Minister-Congregation relationship and the Congregation's own role and agreed-responsibility in shared ministry.
- (iv) Assist and support the Minister in her/his plans for professional development, sabbaticals, organize Sunday service and other services as necessary.
- (v) Meet once a month, with a minimum of 10 meetings per year, with a written agenda for each meeting, so that during the course of the year, each aspect of the Ministerial/Congregational relationship will be reviewed.

(b) May have a subcommittee for Sunday Service Planning, to serve the purpose of strengthening the quality of ministry within the Congregation and ensure quality Sunday services each Sunday.

(c) Service on The committee:

- (i) Committee Members may succeed themselves only once.
- (ii) If a member of the committee is unable, for any reason, to complete the term for which he/she was appointed, such vacancy shall be filled within thirty (30) days by the Board of Trustees from nominations made by the Minister or any voting member and vetted by the nominating committee. Such an appointment shall be for the remainder of the vacated term.

- (iii) Two consecutive full length terms are the maximum which may be served before having to step back from service for 1 year.
- (iv) Shall include a board member and have a minimum of three (3) and a maximum of five (5) members.
- (v) Members shall serve staggered three (3) year terms, with one member's term ending each year when there are 3 members and no more than 2 members' terms ending per year when there are four (4) or five (5) members.
- (vi) Shall be elected at the Congregation Meeting in September as per above except where specifically stated otherwise in Section 7.13.
- (vii) All those nominated shall be vetted by the Nominating Committee to see if they meet the requirements of these by-laws and any policies of the Board of Trustees pertaining to said committee and then submitted as per these bylaws.
- (viii) Upon arrival of a newly called minister, the Board shall add to The committee one (1) member from the Search Committee that recommended the new minister, this additional committee member shall serve 1 year from time of appointment and this seat shall expire at the end of the year.

## **Article 8. The Minister**

### **8.1 DEFINITION OF RELATIONSHIP AND RESPONSIBILITY OF THE MINISTER**

8.1.1 It shall be the duty of the minister to make a full annual report to the Congregation at the Quarterly Meeting designated for spiritual matters.

8.1.2 The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to Congregation members. The minister shall have freedom of the pulpit. The minister shall also have the freedom to express her or his opinions outside the pulpit, but not to represent the Congregation without authorization from the Board or the membership. The minister shall be an ex officio, non-voting member of the Board and of such committees as the Board designates. Other specific duties shall be outlined and written into a letter of call, and be approved by the Board.

### **8.2 QUALIFICATIONS OF THE MINISTER**

The Minister shall be in fellowship with the Unitarian Universalist Association, be an applicant for such accreditation, or shall be a UU member who agrees in a letter of call to apply for such accreditation when eligible. Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of a Minister.

### **8.3 CALLING A MINISTER**

#### **8.3.1 Ministerial Search Committee Formation**

(a) Upon notification of an immediate or future vacancy of the ministerial office, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee.

(b) The Search Committee shall be established for the purpose of identifying, screening and bringing to the Congregation for consideration candidates for the position of Minister.

(c) The Search Committee shall consist of one (1) Board member and four (4) Voting Members.

(d) The Nominating Committee shall present a slate of five (5) nominees and one (1) alternate to staff the Search Committee.

(e) Elections shall be held in accordance with these bylaws at a Congregational Meeting.

#### 8.3.2 Ministerial Search Committee Duties and Function

(a) Shall in accord with these by-laws, search out and recommend to the membership a minister for the Congregation.

(b) Shall negotiate an initial job description and terms of employment preferably in a letter of call with the candidate and shall present Both to the Board for approval.

(c) Shall present the proposed Minister to the Congregation once the Board has approved the proposed Minister and oversight the Congregational vote on acceptance of the proposed Minister.

(d) It is recommended that the hiring of a minister is in accord with the UUA guidelines and other organizational materials set forth on the UUA website or supplied by a representative of the UUA.

#### 8.3.3 Quorum and Process

(a) The Board:

(i) Any candidate considered for selection shall first have been recommended for consideration by the Trustees by consensus of the Board of Trustees.

(ii) If a consensus of the Board of Directors cannot be reached, the President shall call for a vote and if eighty percent (80%) of the Board of Trustees are in support of recommending the proposed minister to the Congregation, then the recommendation shall be made.

(b) The Congregation:

(i) The President shall call a special Congregational Meeting for the selection of a minister after approval of the Board of Trustees.

(ii) Notice of such meeting shall be given as specified in these bylaws.

(iii) A quorum for such meeting is two-thirds (2/3) of the Voting Members, excluding Honorary Members.

(iv) An affirmative vote by eighty (80%) of those present and voting by secret ballot shall be required to call a Minister.

### **8.4 DISMISSAL AND TERMINATION OF CALL**

8.4.1 The Minister's services may be terminated; however, the conflict procedure must first be utilized to attempt to resolve issues.

8.4.2 A meeting to terminate the Services of the Minister may be called by the Board or upon written petition of forty percent (40%) of the Voting Membership.

8.4.3 Quorum and notice for a termination vote at the aforementioned meeting shall be the same as for that in calling a minister.

8.4.4 The Minister's services may be terminated by a majority vote, by secret ballot, of those present and voting at a Special Meeting of the Congregation.

8.4.5 If the Congregation votes to terminate the services of the Minister, three (3) months notice and three (3) months severance pay shall be given.

8.4.6 Should the Minister resign, three (3) months notice must be given, except as the Board may allow less time.

## **8.5 SUPPORT OF THOSE CALLED TO MINISTRY**

Paying for or providing financial assistance to train any person desiring to become a UU minister shall be done in accord with the UUA guidelines and other organizational materials set forth on the UUA website or supplied by a representative of the UUA after a two-thirds vote for Congregational approval is achieved at any special or regularly scheduled Congregational Meeting in accord with any agenda requirements in these by-laws or policies or procedures set forth pertaining to said matter.

## **Article 9. Other Staff**

### **9.1 Terms of Employment.**

9.1.1 The Board will determine all terms of employment after consultation with the Personnel Committee.

9.1.2 The Personnel Committee will review, in consultation with the committees with which an employee works, the performance of all employees other than minister(s).

### **9.2 Other Professional and Support Staff.**

9.2.1 All other staff shall be responsible to the Personnel Committee, and the Personnel Committee shall be responsible to the Board for answering questions and requests in regard to personnel.

9.2.2 The Personnel Committee shall, with Board approval, determine direct lines of reporting as appropriate to a staff member's job duties and the staff member's responsibilities.

### **9.3 Director of Music.**

9.3.1 The Director of Music shall provide musical services, and in the absence of a choir director will serve as choir director.

9.3.2 The Personnel Committee, after consulting with the Minister and/or Ministry Committee, shall be responsible for recommending the appointment and/or dismissal of a Director of Music.

9.3.3 Any recommendations in regard to the hiring or firing of the Director of Music shall be subject to ratification by the Board.

9.3.4 The Personnel Committee in conjunction with the Minister and Ministry Committee shall develop a job description, terms of employment and initial salary recommendation for approval of the Board of Trustees.

9.3.5 The Personnel Committee shall conduct an annual evaluation, after receiving input, and make salary recommendations for the Director of Music to the BOT.

## **Article 10. Fiscal Matters**

### **10.1 FISCAL YEAR**

The fiscal year of the Congregation is from July 1 to June 30.

### **10.2 OTHER FINANCIAL PROVISIONS**

#### **10.2.1 Budget Process:**

(a) At a regularly scheduled Congregational Meeting, the Congregation's Board shall submit an operating budget for the coming fiscal year.

(b) A budget is adopted by a simple majority vote of the Voting Members present at the meeting; however, a deficit budget must be approved by a two-thirds (2/3) vote of the Congregation.



(c) Once a budget is approved, the Board may authorize and expend the funds as budgeted.

(d) The Board may reallocate funds, as long as the reallocation does not exceed twenty percent (20%) of the fiscal year's operating budget or indebtedness that exceeds \$5,000.

10.2.2 Financial Indebtedness: The Congregation shall not become indebted in an amount greater than Five Thousand Dollars (\$5,000) unless the limit is increased by a two-thirds (2/3) vote of the Voting Members present at a duly called quarterly or special Congregation Meeting.

10.2.3 Congregation's Funds: All funds and property received by or coming into the custody of the Congregation belong to and are trust funds and the property of UUCT Congregation, to be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreements prescribed or accepted by the Board of Trustees of the UUCT.

10.2.4 Loans: The Board of Trustees may make short-term loans to the General Fund, if there is a reserve of at least five thousand dollars (\$5,000) up to the total of thirty percent (30%) of the restricted funds.

10.2.5 Social Responsibility:

(a) In keeping with Unitarian Universalist Association guidelines, expenditures and investments, to the best of our ability, should meet social responsibility criteria.

(b) All such purchases and investments shall be from companies: that do not produce products, offer services, or operate in a manner which might be unsafe to the consumer or threatening to our environment; that are not predominantly involved in the production of war material; that are not dependent on discrimination on the basis of race, color, sex, disability, affectional or sexual orientation, age, national origin, or religion; that do not exploit the poor or deprived for their business success; and that provide safe and healthy work environments and fair and equal employment opportunities for all persons in their labor force.

10.2.6 The accounts of the Congregation:

(a) In the event that the UUCT has trusts or endowments exceeding fifty thousand dollars (\$50,00) then all accounts shall receive an outside financial review or limited audit at least every five (5) years by a certified public accountant.

(b) The annual financial review or limited audit shall be available for Congregation members' inspection.

10.2.7 Audit:

(a) At the end of each fiscal year, the Finance Committee Chairperson, with the Board's concurrence, shall arrange for an audit of the books of account and shall report thereon to the Board and to the Congregation in a newsletter or other communication.

(b) It is preferred that the auditor be a CPA; however, due to the expense of CPAs then a voting member of the Congregation, who is not a member of the Finance Committee shall audit the books.

(c) No member may audit the books two (2) years in a row or more than twice in a five year period.

10.2.8 Execution of Instruments: Checks and other orders on the funds or credit of the Congregation, and all contracts and instruments in writing by the Congregation, shall be valid and binding upon the Congregation only when executed by such officers as shall be designated and authorized by the Board.

## **Article 11. Dissolution Clause**

11.1 The assets of the Congregation will be transferred upon dissolution to the Congregation to pay off debts. Notwithstanding the foregoing, if a Congregation obtains the prior written consent of the Congregation's Board of Trustees, the Congregation may name an organization that is affiliated with the Congregation (such as a district, camp, conference center or other Congregation) as the recipient of the Congregation's assets upon dissolution.

11.2 Any action to dissolve the Congregation must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Congregation present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all members eligible to vote in accordance with the provisions of these bylaws.

11.3 Should this Congregation cease to function and the membership vote to disband, any accrued assets of the Congregation will be assigned to the Unitarian Universalist Association if any remain after payment of debts and not otherwise assigned in accord with 11.1.

## **Article 12. Other Procedural, Financial, Legal, and Insurance Provisions**

### **12.1 RULES OF PROCEDURE**

12.1.1 Unless otherwise specified herein, Robert's Rules of Order Newly Revised shall govern Board and Congregational Meetings.

12.1.2 The Executive Committee may appoint a parliamentarian and such other persons as may be necessary to assist at each Congregational Meeting.

12.1.3 The Executive Committee may appoint a parliamentarian to serve at Board meetings. Any Voting Member of the Congregation, including members of the Board, may serve as parliamentarian.

### **12.2 INDEMNIFICATION**

12.2.1 A duly elected or appointed officer, Trustee, employee, or agent of the Congregation shall not be personally liable to the Congregation or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from:

- (a) Any breach of duty or loyalty to the Congregation or its members,
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or
- (c) Breach or violated policy, procedure, or code of conduct as a board member.

12.2.2 The Congregation shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an officer, Trustee, employee or agent of the Congregation.

### **12.3 REAL PROPERTY**

12.3.1 At any meeting of the Board or any Congregational Meeting where the sale, encumbrance, or acquisition by the Congregation of real property or improvements thereon is to be discussed, notice of the same shall be published in the official Congregation newsletter at least thirty (30) days prior to said meeting, and read from the pulpit at least two (2) consecutive Sundays immediately preceding the meeting.

12.3.2 Any action requiring the sale, encumbrance, or acquisition by the Congregation of real property shall require a two-thirds (2/3) vote of those Voting Members present and voting at a Congregational Meeting with such action in its call.

12.3.3 The main meeting place of the Congregation shall not be purchased, sold, conveyed, encumbered, or made subjected to any lien; and no Congregation building shall be erected by this Congregation unless such purchase, sale, conveyance, encumbrance, or building shall be first authorized by a vote of two-thirds (2/3) of the Board of Trustees, and three-fourths (3/4) of the Voting Members in attendance at a meeting of the Congregation; each body acting separately, at an Annual Meeting of either, or at a Special Meeting of either duly called for that purpose, which purpose shall be plainly stated in the call.

12.3.4 Any other real estate purchased, sold, conveyed, encumbered, or made subjected to any lien must be authorized by a majority vote of the Board of Trustees.

#### **12.4 AFFILIATED/AUXILIARY ORGANIZATIONS & CAUCUS AND AFFINITY GROUPS**

12.4.1 Informal groups or voluntary organizations, if identified with the Congregation, may be formed with the approval of the Board.

12.4.2 These groups will establish their own rules and select their own officers.

12.4.3 These groups must draft and submit policy and procedures to the Board of the Congregation for approval.

12.4.4 Any group created under this Section of the bylaws must be reauthorized by the Board each year.

12.4.5 Caucus and Affinity Groups:

(a) The UUCT shall consider Caucus and Affinity Groups in its decision-making process as another way to create an inclusive environment where the best possible non-oppressive decision may be reached. As with the Standing Committees of the Congregation, Caucus and Affinity Groups shall be created at the discretion of the Congregation and each group shall be an official body of the Congregation, afforded the same rights, privileges, and responsibilities as other Standing Committees.

(b) Caucuses shall exist to evaluate the potentially oppressive impact specific Congregational, Board, committee, or policy decisions may have on members of the Congregation who identify themselves as members of a group that has been historically marginalized and disenfranchised in larger society.

(c) Affinity groups shall exist to represent a strong subdivision of belief with in the Congregation who feel historically marginalized and disenfranchised in the larger society.

(d) Membership in any caucus or affinity group shall be open to any person who publicly lives or self-identifies as being a member of the specific target group for which the affinity group or caucus has been formed.

(e) Must follow 12.4.2, 12.4.3, and 12.4.4.

### **ARTICLE 13 OTHER LEGAL AND PUBLIC RELATIONS PROVISIONS**

#### **13.1 Open Records.**

All records of the Congregation other than those of a personal nature shall be made available for inspection by any member during reasonable office hours and notice of said inspection is given to the Board of Trustees.

**13.2 Interpretation.** These bylaws shall be liberally interpreted in order to accomplish their basic intent, which is hereby stated to be the efficient operation and management of the Congregation in order to accomplish the purposes stated in the Congregation's mission statement.

**13.3 Bonding.** The President, Treasurer and other authorized signatories may be bonded at the expense of the Congregation in an amount determined by the Board.

**13.4 Protection of Non-Profit Status.**

13.4.1 Neither the Congregation, the Board, nor any officer or employee of the Congregation shall take any action or allow any activity or use of Congregation property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Congregation or its property.

13.4.2 Nothing in these bylaws shall be construed to allow a violation of this Section.

**13.5 Representation.**

13.5.1 The President, or any other member of the Congregation, who is specifically authorized by the Congregation, the Board of Trustees, or the Executive Committee, may represent the entire Congregation in any public or private meeting.

13.5.2 The Social Action Committee

(a) May with general notice to the Congregation and with approval of the Executive Committee, act or speak on a social action issue that has not been addressed by the Congregation provided the action is consistent with Unitarian Universalist principles.

(b) Such speech or action will represent the views of The committee, and not necessarily the entire Congregation as well as be consistent with all policies approved by the Board of Trustees.

13.5.3 This does not limit the right of individuals or groups within the Congregation to make statements in their own name.

**13.6 Authority of Congregation.**

13.6.1 The ultimate authority of the Congregation is vested in the Congregation as expressed in Annual and Special Meetings.

13.6.2 The following powers may not be delegated, but may only be exercised by the Congregation:

(a) The employment or release of the Minister and the amount of the Minister's annual salary and benefits;

(b) The location of any Congregation buildings and grounds and their purchase or sale;

(c) the requirements of membership;

(d) Approval of the annual budget for the operating fund;

(e) Ratification or amendment of the bylaws.

**Article 14. Initial Adoption of Revised Bylaws**

14.1 The initial adoption of these revised bylaws shall be by majority vote of those persons attending a meeting called and held for such purpose, without regard to any voting qualifications or requirements provided for in these bylaws, the approved bylaws in force at the time of vote shall be in effect until passage of these bylaws.

14.2 Upon passage of these bylaws they are in full force and effect and supersede, replace, stand in for, and supplant all previously approved bylaws including each and every clause all being replaced with no Section, clause, subpart or any part thereof the previous bylaws left active.

14.3 These bylaws are the only bylaws of the UUCT Congregation from time of passage forward.

## **Article 15. Amendments**

15.1 Amendments to these Bylaws:

15.1.1 May be proposed by the Board or by petition to the Board of at least fifteen percent (15%) of the Voting Members.

15.1.2 All proposed amendment(s) shall be included in the Order of Business of the Congregational Meeting at which they are to be decided.

15.1.3 The notice of any such meeting at which any such proposed amendment(s) shall be considered shall include a copy of the proposed amendment(s).

15.2 Bylaws Review Commission.

15.2.1 At least every decade, the Board will nominate and the Congregation will elect a Bylaw Review Commission to review and update these bylaws.

15.2.2 The proposed revisions will be presented by the Commission to a Congregation Meeting for approval or suggested modification within eighteen (18) months of the election of the Commission.

15.2.3 The Commission will complete its work within two (2) years of election.

## **Article 16. Referendums**

16.1 To Change Bylaws

16.1.1 A Congregation Referendum to change bylaws may be called by petition with sixty (60) percent of the Voting Membership signing said petition.

16.1.2 The petition must set out clearly the Section(s) of the bylaws to be changed, including the current language in the bylaws and state clearly the language that the amended Section of the bylaws would be changed to and be presented to the Board of Trustees at a regularly scheduled meeting of the BOT.

16.1.3 Once the BOT receives the petition meeting the above criteria the BOT shall add the by-law change(s) to the next regularly scheduled Congregational Meeting provided that the entire language of the petition is set forth in the notice and meets any and all notice requirements for by-law changes and Congregational Meetings as set forth in these by-laws.

16.1.4 A quorum for a regularly scheduled Congregational Meeting must be present and a vote of 2/3s of the Voting Members present must be achieved to change the bylaws as per the referendum.

16.2 Board Decisions

16.2.1 The aforementioned process may also be used to override or amend a Board decision.