

Bylaws of the Unitarian Universalist Church

Article I. Name

The name of this Society is The Unitarian Universalist Church.

Article II. Affiliation

The Society is affiliated with the Unitarian Universalist Association and such other bodies as its Members shall determine by vote.

Article III. Mission, Vision and Values

The Society is organized for religious purposes. The Society has an identity document, specifying its mission vision, and values. These statements will be revised at least every 7 years and agreed to by the congregation.

Article IV. Membership and Privileges of Affiliation

Section 1. Membership Eligibility

Membership will be granted to anyone who is in sympathy with the purposes of this Society and who fulfills the following conditions:

- A. Be 16 years of age or older, or have completed the Coming of Age program.
- B. Informed concerning the Unitarian Universalist Association and beliefs.
- C. Advised of the responsibilities and privileges of membership.
- D. Pledged and contributed financial support to the church's operating budget. The requirement for financial support may be waived in cases of financial hardship, upon request to the President or to a Minister.
- E. Signed the church membership book.

Section 2. Privileges of Affiliation

Members of the Society are entitled to:

- A. Vote in congregational meetings
- B. Serve as Trustees, Committee Chairs, Team Leaders, and in other capacities as designated.
- C. Receive the magazine of the Unitarian Universalist Association and the church newsletter.

Section 3. Disaffiliation

A. Removal

The Board will receive from the Finance Committee, names of members who declined to pledge financial support or who made no payment on pledges. The Board in its discretion will determine continued membership status.

B. Withdrawal

A member may withdraw from membership at any time by written notice to a minister or to an elected officer of the congregation. That person's name will then be removed from the membership list.

C. Reinstatement

Former members who wish to return to membership or to active status will be so designated thirty days after written request to any elected officer or minister, and the making of a pledge of financial support, except where financial hardship is claimed, in which cases the pledge requirements may be waived.

Article V. The Society

Section 1. Authority

The ultimate authority in matters of policy, property, and ministerial employment rests in the Members of the Society. When used in these Bylaws, the term "Vote of the Society" means a majority vote of the Members present at any duly called meeting of the Society, unless otherwise specified.

Section 2. Annual Meeting

An Annual Meeting of the Society will be held in the month of May or June of each year at such time and place as fixed by the Board of Trustees. The business at such meetings will include, but not be limited to:

- A. Reports of the officers and minister(s).
- B. Election of Officers
- C. Adoption of a budget for the forthcoming year

Section 3. Special Meetings

- A. Special meetings of the Society may be called by the Board of Trustees.
- B. Special meetings will be called by the Board of Trustees upon the written request of twenty-five Members of the Society.

Section 4. Notice

- A. The Board of Trustees will publish notice of time, place, and agenda of meetings in the church newsletter at least 8 days prior to the meeting.
- B. At the Annual Meeting, the Society, by a majority vote, may act to consider any item of business not specified in the notice of the meeting, except as specified in Article IX, Section 5 (Ministerial Dismissal), and Article XIII (Amendment).

Section 5. Quorum

20% of the Members of the Society constitutes a quorum at regular or special meetings of the Society, except as specified in Article IX. Section 4. C (Ministerial

Selection) and Section 5. (Ministerial Dismissal), at which meetings 30% of the Members shall constitute a quorum.

Article VI. Officers

Section 1. Election

At each Annual Meeting, persons will be chosen by vote from among those who have been Members of the Society for the entire current fiscal year, to occupy the positions of Officers, Trustees and members of the Nominating Panel for the terms specified herein, and to exercise the authority, perform the duties, and have the obligations usually pertaining to such offices. Terms of the office are concurrent with the fiscal year of the Society, but will continue until successors have been elected and qualified, or appointed and qualified, as provided herein.

Section 2. Executive Officers

- A. President
- B. Vice-President
- C. Clerk
- D. Treasurer

Each executive officer is elected to a one-year term. It is the expectation that the person elected as Vice-President will, after serving one year in that office, serve one year as President. It is also the expectation that the Clerk and the Treasurer will each serve two consecutive one-year terms, on a staggered basis with each other.

Section 3. Trustees

There will be three trustees. At each Annual Meeting, one Trustee will be elected for a term of three years.

Section 4. Nominating Panel

The Nominating Panel will consist of five members elected by the Society. Three members will be elected for two-year terms in each odd year, and two members will be elected for two-year terms in each even year. The Nominating Panel will designate from its carryover members the panel's chair for the following year.

- A. The Nominating Panel will by May 1 of each year, publish its slate of nominees for Officers, Trustees, members of the Nominating Panel, and any other position as assigned by the Board of Trustees to be elected at the Annual Meeting.
- B. Additional nominations for elected positions may be made by the petition of 15 or more Members presented to the Clerk two weeks prior to the date of the Annual Meeting.
- C. The Nominating Panel will present recommendations to fill vacancies on the Board of Trustees and on the Nominating Panel.

Article VII. Board of Trustees

Section 1. Composition

The Board of Trustees consists of the persons holding the following elective positions:

- A. The President
- B. The Vice-President

- C. The Clerk
- D. The Treasurer
- E. The three Trustees
- F. The Church's Ministers (without vote)

Section 2. President

The President of the Society will also be the President of the Board of Trustees, and will preside at its meetings. In the event of his or her death, resignation, refusal, or inability to act, the authority of the President will devolve upon the Vice-President.

Section 3. Vice-President

The Vice-President assumes the responsibilities of the President in his or her absence, and assumes the Office of President, should that office become vacant.

Section 4. Meetings

The Board of Trustees meets at least 10 times over the fiscal year at a time and place published in advance. All meetings of the Board of Trustees are open to any Members of the Society. Four voting members of the Board constitutes a quorum at its meetings. Actions of the Board will be recorded and archived.

Section 5. Duties

The Board of Trustees conducts all of the Society's business affairs and oversees its administration established by these Bylaws voted by the Society. Its duties include, but are not limited to:

- A. Defining by charter the functions and composition of standing committees as it may deem necessary.
- B. Creating such additional committees, teams, task forces, or working groups as it may deem necessary.
- C. Appointing Investment Panel members.
- D. Regulating the use and maintenance of the property of the Society.
- E. Appointing individuals, with the advice of the Nominating Panel, to fill unexpired terms on the Board of Trustees or the Nominating Panel until the next Annual Meeting, provided persons so appointed are eligible to be elected a Board or Panel member.
- F. Recommending persons to serve as called ministers of the Society in accordance with Article IX, Section 4, and approving all other ministers.
- G. Making adjustments to the Annual Budget adopted by the Society, within the limitations of Section 7, below.
- H. Adopting rules and regulations for the use of the church, except for worship and the conduct of rites of passage which are under the authority of the Senior Minister.
- I. Securing a periodic review of the financial records of the church by a person or persons independent of the record-keepers.
- J. Establishing its own standing rules.
- K. Review at least annually the actions of the Investment Panel.
- L. Evaluating the performance of the Senior Minister and of the Board itself.
- M. Establish lines of communication with committees and with the Society as a whole.

Section 6. Removal

Regular attendance at Board meetings is expected. The case of any member who does not attend on a regular basis will be reviewed by the Executive Officers who will make a recommendation to the Board regarding retention on the Board. Any trustee who fails to attend more than two consecutive Board meetings without notice to the President, is automatically retired and the President will declare such position vacant.

Section 7. Limitations

- A. Any unbudgeted expenditure exceeding 2% of the operating budget will be approved by a vote of the Society prior to authorization by the Board of Trustees.
- B. The Society must be informed of all budget changes.

Article VIII. Committees and Organizations

Section 1. Committees of the Board

The Board of Trustees may establish temporary or standing committees to accomplish, on the Board's behalf, the administrative and oversight functions of the church. Each committee will have a chair appointed by the Board and a charter established by the Board. These Committees of the Board are accountable to and report to the Board of Trustees and are agents of and subject to the policies established by the Board of Trustees and these Bylaws. Standing committees will include a finance committee, a building and grounds committee, a denominational affairs committee, and any others the Board shall determine.

Section 2. Teams of the Church

The Senior Minister and Board of Trustees may establish temporary or standing teams to accomplish, on the Society's behalf, the ministry functions of the church. Each team will have team leader(s) and a charge, set by the Senior Minister and approved by the Board.

Article IX. The Ministry

Section 1. Responsibilities

The Society may call one or more persons as Ministers of the Society. The Ministers perform the preaching, pastoral, and administrative functions of that office, and are non-voting members of the Board of Trustees and of all committees, teams, and panels. The Ministers have complete freedom of the pulpit. It is the duty of the Ministers to make full reports on the condition of the Society at the Annual Meeting. They will bring to the attention of the Board of Trustees, from time to time, any matters which seem pertinent to the general welfare of the church and make such recommendations as seem fit. The final decision in matters of policy and procedure remain with the Board of Trustees or the Members of the Society.

Section 2. Senior Minister

One Minister is designated as Senior Minister.

- A. The Senior Minister has administrative responsibility for the operation of the church, including the appointment and dismissal of all non-ministerial

employees. Approval by the Board of Trustees is required for the appointment or dismissal of Program Staff.

- B. The Senior Minister is responsible for all services of worship in the church including those delegated to others.

Section 3. Additional Ministers

There may be one or more Assistant or Associate Ministers whose priorities may be designated or modified, from time to time, by the Board of Trustees, after consultation with the Senior Minister.

Section 4. Ministerial Selection

- A. In the event that a ministerial position becomes vacant, a Ministerial Selection Panel will be formed consisting of seven Members of the Society, of which five will be elected by the membership of the Society, and two appointed by the Board of Trustees.
- B. In the event of a vacancy on the panel, the panel will notify the Board of Trustees and may request that the Board appoint a replacement member, in which case the Board is authorized to do so.
- C. Ministers are chosen upon recommendation of the Board of Trustees by a 4/5 vote of the Members present at a duly called meeting of the Society at which at least 30% of the Members are present.

Section 5. Dismissal

A 2/3 vote of the Society at a duly called meeting, called for that purpose and comprised of a quorum of 30% of the Membership, is required to dismiss or accept the resignation of any Minister.

Section 6. Contracts

These Bylaws take precedence over and govern interpretation of any and all professional and staff employment contracts.

Section 7. Affiliated Ministers

Ministers in Fellowship with the Unitarian Universalist Association who are members of this congregation but not settled as its Minister, may be designated by the congregation as "Affiliated Ministers" by a 2/3 vote of the congregation in response to a recommendation by the Senior Minister and the concurrence of the Board of Trustees. The details of the relationship with the Affiliated Ministers are delineated by a Policy of the Board of Trustees.

Article X. Fiscal Year

The fiscal year of the Society is from July 1 through June 30.

Article XI. Permanent Funds

Section 1. Acceptance of Funds

The Board of Trustees may accept gifts to the Society of securities, funds, or other properties which are intended to be revenue producing. Such funds are referred to herein as Permanent Funds.

Section 2. Purposes

If the Board of Trustees accepts a gift which is designated by the donor for a special purpose, that fund is considered restricted. When no purpose is specified, the fund will be at the discretion of the Congregation.

Section 3. Permanent Expenditures

Recommendations for expenditure of Permanent funds will be made in accordance with guidelines approved by the Society, and shall be presented to the Society at the Annual Meeting, or Special Meetings, as necessary, by the Finance Committee.

Section 4. Investment Panel

- A. The safekeeping, investment, and reinvestment of all Permanent Funds is the responsibility of a panel for that purpose, and two voting ex-officio members.
- B. Members shall be chosen by the Board of Trustees to serve for terms established by the Board. The Treasurer and Finance Committee Chair will serve as the voting ex-officio members.
- C. The Investment Panel holds all funds in its control in the Name of the Society. It makes such changes in the investments as seem to it in the best interest of the Society. In accordance with policies established by the Board in consultation with the Panel, the Panel has the power to sell, assign, transfer, and convey any or all properties and investments of such funds without specific authorization of the Society; engage and pay for investment counsel and custodians; entrust funds for investment and reinvestment to trust departments of banking institutions and to brokerage houses and other agencies offering investment services.
- D. Actions of the Investment Panel will be reviewed at least annually by the Board of Trustees. The Investment Panel reports to the Society in the Annual Report each year, and to the Treasurer or Board of Trustees from time to time upon request. Disbursements will be made per the instructions of the Society.

Article XII. Parliamentary Authority

Robert's Rules of Order, Newly Revised, serves as the parliamentary authority of the Society and its Board of Trustees, except where it is in conflict with these Bylaws.

Article XIII. Amendments

Section 1. Board Recommendations

Upon recommendation of the Board of Trustees, these Bylaws may be amended, suspended or repealed at any duly called Meeting of the Society by a majority vote of those members present and voting.

Section 2. Without Board Recommendation

If the Board of Trustees fails or refuses to recommend any proposed amendment or repeal of the Bylaws, then, upon presentation of a petition signed by twenty-five (25) Members of the Society, the proposed amendment or repeal will be placed on the agenda of the next Annual Meeting of the Society. A majority vote of those Members present and voting is required for adoption or repeal.

Section 3. Notice

The text of all proposed amendments will be included in the notice for the meeting.

Article XIV: Dissolution

Any action to dissolve the Society must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Society present at a meeting called to specifically consider such action, for which meeting notice has been issued to all Members eligible to vote in accordance with the provisions of these bylaws. If the Society at its own option shall cease to exist, all property real or personal shall be transferred to the Unitarian Universalist Association or its successors.

Supersedes

Upon acceptance and approval of these Bylaws by a majority of the members of the Society present and voting at the Annual Congregational Meeting on January 26, 2020, all previous Bylaws of the Society and any committee bylaws and regulations heretofore voted on and adopted by the Society are repealed and terminated. Nothing in these Bylaws, however, repeals, supercedes, or replaces the "Resolution of Change of Name," adopted by this Society and recorded in 66-131943 in the Recorder's Office of Winnebago County, Illinois.