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## **Bylaws**

### **West Shore Unitarian Universalist Church**

Approved by Congregational Vote on March 3, 2019

#### **ARTICLE I: THE CHURCH**

##### **Section 1. Purpose**

The purpose of the corporation known as “West Shore Unitarian Universalist Church,” hereinafter called the “Church,” is to advance the Principles of the Unitarian Universalist Association and uphold the mission of the Church.

##### **Section 2. Affiliations**

The Church is a member of the Unitarian Universalist Association.

## **ARTICLE II: MEMBERSHIP**

### **Section 1. Qualifications for Membership**

Membership in the Church is open to persons who are either

- a) eighteen (18) years of age or older, or
  - b) have met the criteria for youth membership as defined by Church policy,
- and who are in sympathy with the Principles and Purposes of the Unitarian Universalist Association and the mission of the Church.

### **Section 2. Definition of Members**

A Member is one who has affirmed a commitment to the Church by signing the Membership Book, and making a commitment to support the work of the Church. Members constitute the official roll for purposes of reporting Membership to the Unitarian Universalist Association.

### **Section 3. Resignation, Removal, and Termination of Membership**

Any Member may resign Membership by written notice to the Board of Trustees of the Church, hereinafter called the "Board."

Members who for a period of at least two (2) years have neither communicated with the Church nor contributed to its support may be removed from Membership by simple majority vote of the Board, provided that an attempt is made to contact the Member(s) prior to the Board vote.

The Board, following consultation with the Senior Minister(s), may terminate a Membership by two-thirds (2/3) majority of the full Board, with notice to the Member.

If a former Member wishes to dispute their termination of Membership, the former Member may appeal to the Board for reconsideration.

### **Section 4. Reinstatement of Membership**

Membership may be reinstated (in accordance with Article II, Sections 1-2) with an affirmative two-thirds (2/3) vote of the full Board.

### **Section 5. Property Rights**

No Member has rights in or to any type of property of the Church at any time.

## **ARTICLE III: CONGREGATIONAL AUTHORITY AND MEETINGS**

### **Section 1. Congregational Authority**

Ultimate authority for Church governance rests with the voting Membership of the Church, hereinafter referred to as the "Congregation." The Congregation functions as a legally constituted body at its Annual and Special Meetings.

### **Section 2. Voting Rights**

The right to vote at any Congregational Meeting is limited to persons who are current Members of the Church (see Article II, Section 2) for at least thirty (30) days prior to the meeting. Each Member has one vote.

### **Section 3. Annual Meeting**

The Annual Meeting of the Church is to be held in April or May as determined by the Board.

### **Section 4. Special Meetings**

Special Meetings of the Church may be called in one of two ways:

- a) by a majority vote of the Board in support of a motion to call a Special Meeting, or
- b) upon receipt by the President of the Board of a written request setting forth the purpose of the Meeting and signed by at least ten percent (10%) of the Membership.

A Special Meeting shall be scheduled by the Board no fewer than ten (10) days, and no more than thirty (30) days, from receipt of the written request. Only such matters as are specified in the call may be considered at a Special Meeting.

### **Section 5. Notification of Meetings of the Church Members**

Meetings of the Church Members shall be announced from the pulpit at services on the two (2) Sundays immediately preceding the Meeting. At least three (3) additional methods of communication shall be employed to ensure that reasonable notice is provided. Such notices must clearly state the time and place of the Meeting and, in the case of a Special Meeting, the specific purpose.

### **Section 6. Meeting Chairperson**

Meetings of the Church Members shall be chaired by the President of the Board at the time of the Meeting. If the President is unable to chair the Meeting for any reason, the Vice President of the Board shall assume this responsibility. (See Article VI, Sections 1 & 2). If both the President and the Vice President are unable to chair the Meeting, the Board will determine an alternate Chairperson for that Meeting.

### **Section 7. Quorum**

Twenty percent (20%) of the eligible voting Members constitutes a quorum, except for the following cases when the quorum shall be thirty percent (30%) of the Members:

- a) changing the Church mission statement;
- b) calling or dismissing a Senior Minister;
- c) conferring Emerita/us Minister status;
- d) ordaining a minister;
- e) approving a capital expenditure greater than thirty-three percent (33%) of the Annual Operating Budget;
- f) approving actions of immediate witness or a statement of conscience;
- g) amending or changing Bylaws;
- h) dissolution of the Church.

The Meeting Chair shall determine if a quorum has been established at the Meeting.

## **Section 8. Voting**

A majority vote of the eligible voting Members present shall be required to carry any motion at a Congregational Meeting. A two-thirds (2/3) vote of the Members present shall be required to carry any motion requiring a thirty percent (30%) quorum, except that a 90 percent (90%) vote of the Members present shall be required to call a Senior Minister(s).

The Board shall maintain Procedural Rules regarding the manner of voting. The Rules shall be made available to the Congregation. Any change in the Rules must have been made no fewer than thirty (30) days prior to be in effect at the Meeting.

## **Section 9. Elections**

The election of the Board of Trustees and Nominating Committee members takes place at the Annual Meeting. If there are no nominations by petition, the election will be conducted by voice vote. No nominations from the floor will be accepted. If there are one or more nominations by petition for either the Board or the Nominating Committee, that election will be conducted by written ballot. Individuals will be elected by plurality vote.

# **ARTICLE IV: NOMINATING COMMITTEE AND NOMINATIONS**

## **Section 1. Composition and Term of Office for the Nominating Committee**

The Nominating Committee consists of six (6) Members of the Church who are elected for two (2) year terms and are not eligible for re-election until two (2) years after expiration of their terms. The election of Nominating Committee members occurs annually, and three (3) members will be elected each year. When a vacancy occurs on the Nominating Committee, the Committee selects a replacement, subject to approval by the Board, for a partial term lasting until the next Annual Meeting, at which point the Congregation will elect an individual to complete the balance of the term, if applicable.

After each annual election, the immediate past Chair or Co-Chairs of the Nominating Committee will convene a meeting to elect a new Chair or Co-Chairs.

## **Section 2. Responsibilities of the Nominating Committee**

The Nominating Committee proposes nominees for positions on the Board and Nominating Committee. The Nominating Committee annually assesses the skills and backgrounds needed to strengthen the Board. Consistent with the Church's mission and commitment to justice, there will be an intentional effort to promote equity in seeking candidates for the Board and the Nominating Committee.

The Nominating Committee is responsible for identifying one nominee to fill each open Board position resulting from expiration of term. The nominated slate is submitted to the Congregation at the Annual Meeting. A Member cannot serve on the Board and Nominating Committee simultaneously.

When a vacancy occurs on the Board, the Nominating Committee selects a replacement, subject to approval by the Board, for a partial term lasting until the next Annual Meeting. Prior to the next Annual Meeting, the Nominating Committee is responsible for selecting a nominee to fill each open Board position resulting from a mid-term vacancy, to be voted on by the Congregation. An individual approved by the Board to serve a partial year term may be nominated to complete this term.

The Nominating Committee is additionally responsible for identifying one nominee to fill each open Nominating Committee position resulting from an expiration of term. The nominated slate is to be submitted to the Congregation at the Annual Meeting.

The Nominating Committee shall announce its nominees no fewer than forty-five (45) days prior to the Annual Meeting.

## **Section 3. Nomination by Petition**

Nominations for election to the Board and the Nominating Committee may also be made by petition of twenty (20) or more members, addressed to the President, and served on any Officer at least twenty (20) days prior to the Annual

Meeting, and containing the written consent of the nominee. The Congregation shall be notified of any nominee by petition not more than five (5) days after the petition is served on the President or other Officer. No nominations for the Board or Nominating Committee from the floor will be accepted.

## **ARTICLE V: BOARD OF TRUSTEES**

### **Section 1. Authority of the Board of Trustees**

The Board acts on behalf of the Congregation to set policies and oversee church ministry, management and finances. It shall:

- a) establish and monitor short/long range goals in collaboration with the Senior Minister(s) consistent with these Bylaws and the Principles of the Unitarian Universalist Association;
- b) establish and ensure adherence to Policies governing the operating practices of the Church consistent with these Bylaws and the Principles of the Unitarian Universalist Association.

The Trustees shall not sell, or otherwise dispose of, or encumber the real estate of the Church without prior approval of the Congregation, nor shall they authorize aggregate, unbudgeted expenditures or incur a total indebtedness in excess of five percent (5%) of the approved Annual Church Budget including all Church activities and programs without approval by the Congregation.

The Board operates as a unit; individual Trustees have no authority to act or make decisions unilaterally.

The Board may designate committees as Standing, Ad Hoc, or otherwise as it deems necessary.

### **Section 2. Number, Term and Qualification of Trustees**

The Board of Trustees consists of nine (9) Trustees elected for terms of three (3) years, all with equal powers and all of whom are Members of the Church. Election of Trustees occurs annually, and three Trustees will be elected each year.



The term of office of the Board of Trustees ends at the expiration of the fiscal year on June 30<sup>th</sup>. The term of successor Board of Trustees begins July 1<sup>st</sup>. A Trustee is not eligible for re-election until two (2) years after expiration of their term.

The immediate past President, if not a continuing Trustee, is an Ex Officio Trustee without vote for the year following the completion of their term as President.

### **Section 3. Election and Appointment of Officers**

Between the Annual Meeting and the beginning of the new fiscal year, the incoming Board shall meet to elect Officers, in accordance with Board Policy. The incoming Board is comprised of continuing Trustees and newly elected Trustees; exiting Trustees do not participate in this vote. The incoming Board shall elect from within its membership a President, Vice President and Secretary. Each Officer shall take office at the start of the new fiscal year.

Each Officer serves for one (1) year until the conclusion of the next fiscal year. Elected Officers may be re-elected to subsequent terms while serving on the Board. In the event that any Board Officer, including that of the President, is vacated, the unfilled position is filled at the next meeting of the Board by a majority vote of the full Board.

The incoming President appoints a Treasurer and Historian, with approval of the Board. These Officers are non-voting advisors to the Board, unless they are simultaneously serving as an elected Trustee.

### **Section 4. Board Meetings**

The quorum for a Board meeting is a majority of the total current voting members of the Board of Trustees. An affirmative vote by a majority of the Trustees in attendance is required to pass a motion of the Board. Members may attend by telephone or other electronic means if unable to attend in person. Ex Officio members of the Board do not count toward quorum, may not vote, and may not make or second motions.

Regular meetings of the Board are held approximately monthly and must occur at least ten times throughout the Church year at times and places designated with

reasonable notification by the Board. All Board meetings are open to all members and friends of the Church, unless the Board is operating in closed session, either by a majority vote of Trustees in attendance or to hear the report of a confidential action. Non-members of the Board may speak at Board meetings at the Board's discretion.

The Board will communicate the actions of the Board to the Congregation in a timely fashion.

Special Meetings of the Board may be called at any time, place, or for any purpose by the President or by any three Trustees by giving reasonable notice to all members of the Board. A quorum must be present for a Special Meeting. Special Meetings may be conducted by telephone or other electronic means.

#### **Section 5. Removal of a Trustee**

A Trustee may be removed from the Board by a two-thirds majority vote of the full Board at a regularly scheduled Board meeting where the item was placed on the written agenda distributed at least one week ahead.

#### **Section 6. Finances**

No later than its regular meeting in June, the Board shall adopt a balanced budget for the new fiscal year. The Board may revise the budget as necessary after adoption.

The financial books and records of the Church shall be examined annually by an independent Certified Public Accountant (CPA) who shall render a reviewed financial statement with agreed upon procedures, as determined by a Church Finance Committee and the Board in consultation with the CPA. The reviewed statement shall be submitted to the Board for review and approval.

#### **Section 7. Indemnification of Officers, Trustees, and Employees**

Any Officer, Trustee, employee, or agent acting in service of the Church shall not be personally liable to the Church or to its Members for monetary damages for breach of fiduciary duty, except for liability resulting from acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the

law. The Church shall indemnify any person and their estate and personal representative against all liability and expense incurred by reason of the person being Officer, Trustee, employee or acting as agent in service of the Church.

## **ARTICLE VI: BOARD OFFICERS**

### **Section 1. President**

The President of the Board presides at the Annual and Special Meetings of the Church, and meetings of the Board. The President may not vote except at Board meetings or when voting by written ballot. The President will have authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts or other legal instruments.

### **Section 2. Vice President**

The Vice President acts for the President in case of the absence or incapacity of the President, at which time they shall have all powers and functions applicable to the President. In addition, the Vice President shall perform such functions and duties as may be specified by the Board. The Vice President will have authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts or other legal instruments.

### **Section 3. Secretary**

The Secretary shall keep an accurate record of the proceedings of all Board and Congregational Meetings and assures that appropriate notice of all such meetings is given. The Secretary will have authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts or other legal instruments.

### **Section 4. Treasurer**

The Treasurer, in collaboration with the Church's financial manager, shall keep a complete and accurate account of the finances of the Church on books which are the Church's property and which are open for inspection at any reasonable time to any Member, and assures that a financial statement is provided to the Board at

each regular Board Meeting and to the Congregation at the Annual Meeting (see Article III, Section 3). The Treasurer, who is appointed by the Board, serves as a non-voting advisor to the Board, unless serving as an elected Trustee simultaneously.

### **Section 5. Historian**

The Historian shall compile, record, and preserve the history of the Church, including Board minutes and Policies, and reports to the Board as appropriate. The Historian, who is appointed by the Board, serves as a non-voting advisor to the Board, unless serving as an elected Trustee simultaneously.

## **ARTICLE VII: SENIOR MINISTER(S)**

### **Section 1. Senior Ministerial Authority**

The Senior Minister(s) has executive authority for the ministry and the day-to-day management of the Church, operating within Policies defined by the Board. The Senior Minister(s) has authority to sign on behalf of the Congregation any deeds, mortgages, bonds, contracts or other legal instruments.

The Senior Minister(s) serves as an ex-officio member, without vote, of the Board and Church committees. The Senior Minister(s) may not serve as an ex officio or voting member on the Nominating Committee or a Ministerial Search Committee.

### **Section 2. Ministerial Vacancy**

The Senior Minister(s) shall be an ordained Unitarian Universalist Minister(s) who holds fellowship with the Unitarian Universalist Association, and is a member in good standing of the Unitarian Universalist Ministers Association.

When a Senior Minister vacancy occurs, a contract Senior Minister (e.g., an interim or developmental minister) may be appointed by the Board. To select a contract Senior Minister, the Board appoints a Search Committee in accordance with Unitarian Universalist Association guidelines. The Search Committee makes a recommendation to the board. Any contract Senior Minister will function with

all of the authority of the Senior Minister(s) as contained in these Bylaws except that they are accountable to the Board and not called by the Congregation.

To select a new called Senior Minister(s), a Special Congregational Meeting shall be called to elect a Search Committee comprised of Church Members, in accordance with Unitarian Universalist Association guidelines. As stated in Article III, Sections 7 and 8, calling a Senior Minister requires a quorum of thirty percent (30%) of Members and an affirmative vote of at least ninety percent (90%) of Members present.

### **Section 3. Letter of Call**

In accordance with Unitarian Universalist Association policy and with approval from the Board, a Letter of Call will be offered to the Senior Minister(s), detailing an offer for employment.

### **Section 4. Letter of Agreement**

The Senior Minister(s) will be employed under a written Letter of Agreement which clearly stipulates the duties, compensation and other conditions of employment. It is the responsibility of the Board to approve this Letter of Agreement and oversee negotiation with the Senior Minister(s), in accordance with Unitarian Universalist Association policy. The Letter of Agreement shall include the Letter of Call and a provision allowing for termination of employment at any time by either party with ninety (90) days' written notice to the other party.

### **Section 5. Evaluation of the Senior Minister(s)**

Evaluation of the Senior Minister(s) is the responsibility of the Board. The Senior Minister(s) shall be evaluated according to the terms of the Letter of Agreement.

### **Section 6. Resignation or Dismissal of the Senior Minister(s)**

Resignation of a Senior Minister(s) must be provided in writing with no fewer than ninety (90) days' notice by the Senior Minister(s) to the Board. Such period of notice may be altered by mutual consent.

Dismissal of a Senior Minister(s) shall occur at a Special Congregational Meeting. As stated in Article III, Sections 7 and 8, this action requires a quorum of thirty percent (30%) of Members and an affirmative vote of at least two-thirds (2/3) of Members present.

#### **ARTICLE VIII: FREEDOM OF THE PULPIT**

Minister(s) of the Church have freedom both in the pulpit and outside to express their personal opinions. A Minister's personal opinions are not necessarily endorsed by the Church or the Board.

#### **ARTICLE IX: EQUAL OPPORTUNITY EMPLOYER**

The Church is an equal opportunity employer and does not discriminate in the employment of its Ministers and/or staff on the basis of age, race, color, sex, gender identity, sexual orientation, disability, genetic information, or national origin.

#### **ARTICLE X: FISCAL YEAR**

The fiscal year commences on the first day of July and ends on the thirtieth day of June of the following year.

#### **ARTICLE XI: DISSOLUTION**

##### **Section 1. Legal Procedure**

In the event of dissolution of the Church, the dissolution shall be in accordance with the Ohio Nonprofit Corporation Law as set out in the Ohio Revised Code,

Chapter 1702 and all other applicable laws, and shall be effected under the guidance of a qualified attorney.

## **Section 2. Assets and Property**

In the case of dissolution of the Church, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the Church shall perform all actions necessary to effect such conveyance.

## **ARTICLE XII: AMENDMENTS AND REVISIONS**

These Bylaws may be amended, as allowed by law, at a Congregational Meeting by a two-thirds (2/3) vote of the Members present, provided that a thirty present (30%) quorum is present. Prior to Congregational vote, the Board must ensure that proposed revisions are in compliance with local, state and federal statutes, engaging legal counsel if necessary to ensure this compliance. Notice of any proposed change shall be contained in the notice of the Meeting, and the text of the changes shall be published for review by Members at least fourteen (14) days prior to the Meeting.

At least every decade, the Board will appoint a Bylaws Review Committee of at least five (5) Members to review and update these Bylaws. External consultants or legal counsel may sit in on the Committee in an advisory capacity. Prior to Congregational vote, the Board must ensure that proposed revisions are in compliance with local, state and federal statutes, engaging legal counsel if necessary to ensure this compliance. The proposed Bylaws revisions will be presented by the Committee at a Congregational Meeting for approval or suggested modification within eighteen (18) months of the appointment of the Committee. Notice of any proposed change shall be contained in the notice of the Meeting, and the text of the changes shall be published for review by Members at least thirty (30) days prior to the Meeting.