

UNITARIAN UNIVERSALIST CONGREGATION IN ANDOVER

BYLAWS

Adopted - June 4, 1995

Amended 6/3/97, 5/26/2004, 1/29/2006, 1/XX/2015

ARTICLE I. NAME

The name of this religious corporation shall be the Unitarian Universalist Congregation in Andover, Incorporated, which name shall include the Church of the Good Shepherd of the First Universalist Society of Lawrence, Massachusetts: the First Unitarian Society of Lawrence, Massachusetts, Incorporated: the Unitarian Universalist Church of Andover, Incorporated; all of which organizations have now been combined to form this organization.

ARTICLE II. STATEMENT OF PURPOSE

Section 2.1. Purpose

We come together in an open community that honors freedom of belief, to encourage spiritual growth in ourselves and our children, to share the wisdom of the many religious traditions, with reverence for the earth and in service to humanity.

Section 2.2. Principles

We covenant to affirm and promote the principles of the Unitarian Universalist Association.

Section 2.3. Nondiscrimination Clause

We affirm and promote the full participation of persons in all our activities including membership, programming, hiring practices, and the calling of religious professionals without regard to race, color, gender, class, physical challenge, affectional or sexual orientation, gender identity, age or national origin.

Section 2.4. Social Responsibility

We recognize the need to serve others beyond our own congregation. Therefore, we will reach out where we are able to address those concerns, in the Merrimack Valley and in the larger community beyond.

ARTICLE III. DEFINITIONS

As used in these Bylaws, the following definitions shall apply. For ease of reference, these definitions are presented in alphabetical order.

Section 3.1. Affiliation

This Congregation shall be a member of the Unitarian Universalist Association and the Massachusetts Bay District.

Section 3.2. Annual Budget Drive

The Annual Budget Drive is the primary fund raising activity of the Congregation. During the Annual Budget Drive, which is held in the Spring, each Pledging Unit is asked to specify a Pledge for the coming fiscal year.

Section 3.3. Annual Reports

Annual Reports are written reports of official activities during the Fiscal Year. These reports shall be submitted to the office of the Congregation and shall be made available to the Congregation in a timely manner.

Section 3.4. Board of Directors

The Board of Directors, or Board, is the governing body of the Congregation- The Board is composed of Officers and Directors. The membership, duties, and powers of the Board are set forth in ARTICLE IV, ARTICLE V, and ARTICLE VI.

Section 3.5. Collector

A Collector is an individual, appointed and overseen by the Board, who receives funds and makes deposits on behalf of the Congregation. There may be more than one Collector.

Section 3.6. Committee

A Committee is a group of Members or Friends of the Congregation who meet on a regular basis, the duties and composition of which are specified in ARTICLE VII

Section 3.7. Congregation

All references to the Congregation shall refer to Unitarian Universalist Congregation in Andover. The Congregation is composed of all Members and Friends of the Congregation.

Section 3.8. Congregational Meeting

A Congregational Meeting is a meeting of the Congregation, which is called by the Board of Directors and attended by at least twenty-five percent (25%) of the Members of the Congregation. The purposes and procedures for the Congregational Meetings are specified in ARTICLE X.

Section 3.9. Congregation Sponsored Organization

A Congregation Sponsored Organization is any organization recognized by the Board and which includes in its membership more than fifty percent (50%) who are Members or Friends of the Congregation, and which has as a function the achievement of one or more of the purposes set forth in the Principles and Purposes of the Unitarian Universalist Association.

Section 3.10. Director

A Director is a member of the Board who is not an Officer. The duties, terms, and qualifications of Directors are specified in ARTICLE IV and ARTICLE VI.

Section 3.11. Executive Session

An executive session is that portion of a Board meeting called for the consideration of matters related to the personal conduct of a Member, Friend or Staff and/or for the discussion of personnel matters. The records of these sessions shall not be made public (i.e. available to Members or Friends) unless required by law, regulation, or the order of a court of competent jurisdiction.

Section 3.12. Fiscal Year

The Fiscal Year of the Congregation shall commence on the first day of July of each year and end on the last day of June of the next calendar year.

Section 3.13. Friend

A Friend is any person who is over 14 years of age, and who is in general sympathy with the purposes, goals, and programs of the Congregation, who expresses interest by financial or spiritual support, but who chooses not to sign the membership book.

Section 3.14. Long Range Plan

The Long Range Plan is a five-year Congregational goal statement that may be prepared by the Board and approved by the Congregation at the Mid-Year Congregational Meeting.

Section 3.15. Membership

A member is any person who is over 14 years of age, or who has completed the Congregation's coming of age program (or its equivalent) as recommended by the Religious Education Committee; and is in general sympathy with the purposes, goals, and programs of the Congregation, who makes a contribution of money or time thereto and who signs the membership book. No test of creed, character, rite or ceremony shall be imposed as a condition of admission to membership in this Congregation. Any member may terminate membership by filing with the Clerk a written resignation.

When a member has died, moved away, or cannot be located, membership of that individual may be terminated through the recommendation of the Clerk and by the vote of the Board of Directors. The Board, in its discretion, may at any time adopt such policies as it may deem necessary with respect to the removal or suspension of any member who is voluntarily absent from all participation in the life of the congregation, or whose behavior is such that it compromises the safety and well-being of the congregation.

An "active member" is a member who participates, contributes to the well being of the congregation and/or has made a financial contribution of record during the current fiscal year. "Active members" have full voting rights at congregation meetings and are reported as voting members during the annual membership updates to the Unitarian Universalist Association (UUA) and Mass Bay District (MBD). The congregational family committee is responsible for completing a membership assessment (e.g., Active and Inactive Members) prior to providing the annual membership update to the UUA and MBD.

Section 3.16. Officers

The Officers are the elected leaders of the Congregation. The three officers are President, Clerk, and Treasurer. Officers serve as members of the Board. The duties, terms, and qualifications of Officers are specified in ARTICLE IV and ARTICLE VI.

Section 3.17. Pledge

A Pledge is a commitment to provide financial support to the Congregation.

Section 3.18. Pledging Unit

A Pledging Unit, or Pledge Unit, is a Member or Friend, or combination of two or more Members or Friends, whose contributions are considered a single Pledge for accounting purposes.

Section 3.19. Support Personnel

Support Personnel consist of the staff employed or contracted with by the Congregation, excluding the Minister. These include, but are not limited to, the office administrator, the Director of Religious Education, and the Music Director.

ARTICLE IV. OFFICERS AND DIRECTORS

Section 4.1. Qualifications

All Members who have attained the age of eighteen (18) are entitled to serve as an Officer or Director of the Congregation. It is recommended that candidates for Director or Officer have prior service on a committee.

Section 4.2. Nominations

The Nominating Committee shall review candidates and shall certify them with respect to the qualifications of Section 4.1.

Section 4.3. Term of Office

Upon election, Directors and Officers shall serve a full term of office until their successors are qualified and elected. Terms begin or end with the Fiscal Year.

The term of office for an Officer or Director is two (2) years. Service as an officer or director is limited to two consecutive terms in any one position on the Board. Serving less than one-half (1/2) of a term is not considered a full term while serving at least one-half (1/2) of a term is considered a full term. A member may serve again as an Officer or Director after at least one (1) term out of service up to the full limit of two consecutive terms.

The term of office must begin in even-numbered years for the Clerk, Treasurer, and two (2) Directors and in odd-numbered years for the President and the other two (2) Directors.

ARTICLE V. DUTIES OF OFFICERS

Section 5.1. President

The President shall serve as Chair of the Board of Directors. S/he shall preside over all meetings of the congregation. S/he has no vote in any meeting except in case of a tie. S/he is an ex officio member of all Board and Standing Committees without the right to vote. S/he shall act as appropriate in all other necessary situations on behalf of the Congregation.

Section 5.2. Clerk

The Clerk shall give notice to the membership of all Congregational Meetings in accordance with Section 10.7. S/he shall ascertain a quorum is present and shall record the proceedings of all Congregational meetings. S/he shall make provision for any written ballot, if required, and assure that a summary of Robert's Rules of Order, Revised is available enabling meetings to be conducted in accordance with Section 12.1.

S/he shall serve as Secretary to the Board and shall record the proceedings of all Board meetings. S/he shall maintain and make available to members and friends these records, which become the property of the Congregation,

The Clerk shall maintain and use the Corporate seal for the legal purposes of the Congregation. S/he shall be responsible in conjunction with the Minister for maintaining the membership list of the Congregation.

Section 5.3. Treasurer

The Treasurer shall receive and shall be the custodian of all money and property or evidence of property due or belonging to the Congregation. S/he shall make disbursements of funds within the approved budget and other special disbursements not budgeted or transfers of funds among accounts or investments that are duly approved by the Board. S/he shall maintain and make available to any Member or Friend the financial records of the Congregation.

The Treasurer shall make a complete financial report monthly to the Board of Directors including a statement of income and expenses compared to budget and a statement of the beginning and ending balances for all accounts of the funds maintained or invested on behalf of the Congregation. The Treasurer shall present the latest available financial report at the Spring Congregational Meeting and shall submit a final financial report in the same format to the Board within sixty (60) days after the close of the fiscal year. The final report may be audited, which is recommended, at the request of the Board by a person not on the Board but of the Board's choosing, in which case the final report includes the auditor's report.

The Treasurer shall maintain and administer insurance policies, contracts, mortgages or notes, and any other fiscal or business documents of the Congregation. S/he shall be a voting member of the Finance Committee. S/he may appoint, with the approval of the Board, an Assistant Treasurer to handle some of these duties as needed. The Assistant Treasurer shall serve until a successor to the Treasurer is elected (or appointed). The Treasurer and his/her assistant(s) shall be bonded in a sum fixed by the Board at the expense of the Congregation.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1. Responsibilities

The Board shall be the governing body accountable for overseeing the general policies and plans of the Congregation. In addition, the Board:

- a. Shall assure the services of and supervise the Staff. It shall review the performance of the Staff and establish compensation levels.
- b. Shall provide for the raising of funds. It shall appoint the Director of the Budget Drive, and any Chair for special fundraising events. It shall appoint Collector(s) to account for pledge payments or other funds to be raised.
- c. Shall approve the budget to be presented to the congregation for approval at the Annual Meeting.
- d. Shall provide a full summary of the Congregation's financial condition at the Annual meeting and a final written report within sixty (60) days of the end of the fiscal year. The Board may authorize a full audit of the financial records of the Congregation when it deems that it is necessary.
- e. May authorize expenditures outside of the annual budget up to a limit of \$1,500.
- f. Shall provide a place of worship and other facilities the congregation decides is required, but is not entitled to authorize the transfer, purchase, or sale or to mortgage any property or real estate without a vote of the Congregation. The Board shall approve the use of facilities owned by the Congregation.
- g. Shall invest and manage the principal funds of the Congregation. It may employ financial advisors for help in making investment decisions and no individual member of the Board will be liable for such decisions providing these decisions are made prudently and in good faith. The Board shall approve and oversee the administration mortgages and other indebtedness.
- h. May appoint individuals to assist the Board and who are authorized by the Board to sign contracts, notes, documents, or other legal papers. No other persons besides those authorized by the Board or Congregation are entitled to bind the Congregation.
- i. Shall provide adequate insurance coverage to assure protection of the assets of the Congregation.
- j. May establish and maintain the Long Range Plan.
- k. May create Board Committees (See Section 7.2).

- l. Shall review these Bylaws at least every five years from the date they become effective. The Board may delegate this review to a special task force. All proposed changes and amendments from such a review shall be approved in accordance with Section 12.1.
- m. Shall monitor the implementation of these Bylaws and take steps to assure problems or deficiencies with implementation are discovered and resolved.
- n. Shall establish Standing Rules for conducting its own business.
- o. Shall ensure that at least two members of the congregation be certified at all times to receive Criminal Offender Recorded Information (CORI) for the purpose of screening prospective staff and others who have the potential for unmonitored access to children. The board shall, as a result, maintain CORI certification status on behalf of the congregation, to be renewed every two years. Any CORI information obtained will be stored in a locked, secure location accessible only to the 2 certified members
- p. Shall be empowered to employ or engage outside resources, including but not limited to those within the UUA and New England Region, to respond to reports of conflicts, disruptive behavior, and incidents of abuse.

Section 6.2. Composition

The Board of Directors consists of the three (3) Officers of the Congregation and four (4) Directors. The Minister and Director of Religious Education are ex officio non-voting members of the Board of Directors.

Section 6.3. Quorum

Four (4) members of the Board of Directors constitute a quorum as long as one Officer is present.

Section 6.4. Board Vacancies

In the event of a vacancy occurring in an elected office between elections, the Board shall appoint by majority vote a qualified person recommended by the Nominating Committee to fill the vacancy. Anyone filling a vacancy in this manner shall serve only until the end of the current fiscal year at which time a nominee must be elected to the position by the Congregation to either fill out the term of office or to start a new term of office.

Section 6.5. Removal from the Board

Failure of an Officer or Director to attend three (3) consecutive regular Board meetings or four (4) of any six (6) consecutive regular Board meetings must be considered resigned from the Board without further action or notice.

Removal for cause of an Officer or Director must be by a majority vote of the Members present and voting at a Congregational Meeting where such removal was in the call for the meeting.

Section 6.6. Right of Appeal by the Congregation

Any Board decision, action, or omission may be appealed at a Congregational Meeting called for that purpose.

Section 6.7. Meetings

The Board shall hold regular monthly meetings except during July and August. Notice of all meetings shall be announced in advance and be open to all Members and Friends of the Congregation as observers, except when the Board may go into Executive Session (See Section 3.11). No final or formal action may be taken while the Board is in executive session.

Special Board meetings, in addition to regular monthly meetings, may be called at the request of the President. At its first meeting following the beginning of the fiscal year, the Board shall decide the time, place, and procedures for calling its meetings including its procedure for notification to the congregation of Board meetings as well as a procedure for making available to the congregation a proper summary of the business conducted at Board meetings.

ARTICLE VII. COMMITTEES

Section 7.1. Qualifications

Only Members of the Congregation may serve as members of Congregational Committees or Chairpersons of Standing Committees. Members or Friends may serve on any Standing Committee or Board Committee.

Section 7.2. Board Committees

Board Committees are created and appointed by the Board to perform one or more particular functions. The members of Board Committees serve at the discretion of the Board. The duties of Board Committees are specified by the Board at the time of the creation of the Committees.

Section 7.3. Congregational Committees

Congregational Committees are designated and elected by the Congregation to perform one or more particular functions. The members of Congregational Committees are elected by the Congregation. The duties of Congregational Committees are specified in ARTICLE VIII:

The Congregational Committees are:

- a. Nominating Committee
- b. Committee on the Ministry
- c. Ministerial Search Committee
- d. Director of Religious Education Search Committee

Section 7.4. Standing Committees

Standing Committees perform actions necessary for the normal functioning and operation of the Congregation. The Congregation may create or remove Standing Committees by changing these Bylaws (see ARTICLE X) at any Congregational Meeting with such proposal in its call. The duties of Standing Committees are specified in ARTICLE IX.

The Standing Committees are

- a. Congregational Family
- b. Finance
- c. Social Justice
- d. Property
- e. Stewardship
- f. Religious Education
- g. Worship

ARTICLE VIII. CONGREGATIONAL COMMITTEES

Section 8.1. Structure and Procedure

- a. Congregational Committees are responsible solely to the Congregation. Candidates for service on these Committees shall have been Members for at least six (6) months.
- b. Each Congregational Committee shall hold its first meeting within two (2) weeks of the election or appointment of new members at the convenience of a majority of its members. At the first meeting, the Committee shall elect its Chair.
- c. Reelection or Reappointment. Members elected or appointed to a Congregational Committee position by the Congregation or the Board for a term of office shall be limited to two (2) consecutive terms in that position. Serving more than one-half (1/2) of a term shall be considered a full term. After being out of a particular position for at least one (1) term, a Member may serve again in that position as if s/he had not previously served.

Section 8.2. Nominating Committee

- a. The Nominating Committee shall be composed of at least three (3) but not more than five (5) Members. Terms of office for Committee members shall begin on July 1 of the first Fiscal Year after election and end on June 30 of the second Fiscal Year. Terms of office of committee members shall be staggered so as to provide continuity of service.
- b. The Nominating Committee has the responsibility to facilitate volunteerism for lay leadership positions within the Congregation. In this role, the committee monitors the functioning of all lay volunteers for the purpose of fostering the effective movement of volunteers throughout these leadership positions. In accordance with this role, it shall maintain a continual emphasis throughout the year to publicize and solicit volunteers for all currently open or vacant positions.
- c. The positions for which the Nominating Committee recruits are as follows: Officers and Directors of the Board, members of the Nominating Committee, Standing Committee Chairs, Congregational Committee members.
- d. Members who desire to serve in positions described in paragraph c of this section shall apply to the Nominating Committee. These positions are open to the candidacy of any Member of the Congregation, subject to the limitations specified herein. Additionally, incumbents of positions wishing to resign shall notify the Nominating Committee of their intentions.
- e. The Nominating Committee shall submit recommendations for Chairs of Standing Committees and members of Congregational Committees, if appropriate, to the Board for affirmation.
- f. The Nominating Committee shall submit recommendations for the Officers and Directors of the Board, members of the Nominating Committee, members of any search committee to the Congregation for elections,
- g. Nominations from the floor of a Congregational Meeting shall be accepted for all elected positions.

Section 8.3. Committee on the Ministry

- a. The Committee on the Ministry shall be composed of at least three (3) Members but not more than five (5) Members. Terms of office for Committee members shall begin on July 1 of the first Fiscal Year after election and end on June 30 of the second Fiscal Year.
- b. The Committee on Ministry is designed to track the heartbeat of ministry within the congregation; how the members take care of themselves and each other, how the lay leadership serves the congregation, and how the minister and other professional staff serves the congregation. It seeks to understand, assess, support and advocate for ministry throughout the context of congregational life.
- c. This Committee shall be appointed by the Board from candidates mutually agreed upon by the Nominating Committee and the Minister, or provided by the Nominating Committee if the Congregation is without a Minister.

Section 8.4. Ministerial Search Committee

- a. The Ministerial Search Committee is responsible for conducting the search for a new minister on behalf of the Congregation.
- b. The Ministerial Search Committee shall consist of seven (7) members.
- c. Upon the resignation or dismissal of a Minister, the Nominating Committee shall present no fewer than seven persons, who shall represent a wide cross-section of the membership, to the Congregation for election to the Minister. Additional nominations for election to this committee may be made from the floor. Election shall be by proportional balloting with each qualified voter casting a ballot for seven and the committee being formed of the seven nominees with the highest number of votes.
- d. The President shall call the first meeting of the Committee at which time the committee shall elect its own chair.
- e. The Committee shall consider possible ministerial candidates and, when agreed upon a candidate for recommendation to the membership, shall arrange for such a candidate to visit the Congregation and speak at least once from the pulpit. No other candidate shall be presented to the membership until action is taken by the Congregation upon the candidate presented by the Committee.
- f. The Committee shall report its recommendations for a Minister and conditions of employment at a duly called meeting of the Congregation which shall act upon these recommendations in accordance with Section 10.5 (Voting Powers) and Section 10.3 (Special Meetings).
- g. Members elected to this committee normally serve until a candidate is recommended. Should a vacancy occur the Board shall appoint a replacement.

Section 8.5. Director of Religious Education Search Committee

- a. The Director of Religious Education Search Committee is responsible for conducting the search for a new Director of Religious Education on behalf of the Congregation.
- b. Upon the resignation or dismissal of a Director of Religious Education, the Nominating Committee shall present not less than five (5) persons, who shall represent a wide cross-section of the membership, to the Congregation for election to the Director of Religious Education Search Committee. When the Congregation votes to employ or the need arises to replace a Director of Religious Education, the Board shall nominate five (5) Members for a Search Committee to be elected at a special meeting of the Congregation to recommend a new Director of Religious Education. Additional nominations for election to this five-member committee may be made from the floor. Election shall be by proportional balloting with each qualified voter casting a ballot for five and the committee being formed of the five nominees with the highest number of votes.
- c. The President shall call the first meeting of the committee at which time the committee shall elect its own chair.
- d. The Committee shall review the job description and consider possible candidates for the position. When a candidate is agreed upon, the committee shall report its recommendation and conditions of employment at a duly called meeting of the Congregation, which shall then act upon its recommendation.
- e. Members elected to this committee normally serve until a candidate is recommended. Should a vacancy occur the Board shall appoint a replacement.

ARTICLE IX. STANDING COMMITTEES

Section 9.1. Duties

Standing committees perform actions necessary for the normal functioning and operation of the Congregation. Standing committees are responsible to the Congregation.

Section 9.2. Chair

Committee chairs are selected by each standing committee for a single term not to exceed three (3) years. Upon being out of the position of committee chair for one year, an individual may be appointed again as the chair of the same committee.

Section 9.3. Composition

The minimum number of members for a standing committee is three (the chair plus two others). Each Committee Chair is to submit to the Board, for the record, the personnel to fill the membership of that committee at the first Board meeting after the election. Members and friends may volunteer for a committee or may be invited to serve on a committee by the chair.

Section 9.4. Responsibilities

Each committee will:

- a. Consider special requests of the Board;
- b. Appoint such sub-committees as it deems necessary for the proper performance of its duties;
- c. Create standing rules outlining the committee's policies and procedures (see Section 3.16);
- d. Provide budget recommendations for its area of responsibility to the Board;
- e. Meet as often as necessary. Notice of all meetings shall be announced in advance and be open to all Members. Friends of the Congregation may attend as observers.

The following sections list the standing committees with descriptions of their duties and powers.

Section 9.5. Congregational Family Committee

This committee will be responsible, under the guidance of the Minister and the Board for the following activities, which are each vital to the health of the Congregation.

- a. Help members and friends minister to each others' needs for counsel and comfort, especially in cases of bereavement, as well as to provide practical assistance on an emergency or short-term basis.
- b. For attracting, cultivating, and enlisting new members.
- c. Provide greeters for Sunday services and will periodically welcome new members as it sees fit.
- d. Be responsible for the registration of visitors and the follow-up to interest them in becoming members.
- e. Working with the Clerk to maintain the Membership Book, including the investigation of inactive members.
- f. Support the implementation of adult and intergenerational social activities to involve all members and friends of the congregation.

Section 9.6. Finance

This committee will be responsible, under the Board, for the preparation of the annual budget, monthly financial status reports for all Board members, and the annual Financial Report. It will make recommendations to the Board for the investment and reinvestment of the principal funds of the congregation. It will assist the Collector as called upon in collection of delinquent pledges. The Treasurer and Collector will be voting members of the committee. It will be the duty of this committee to re-examine at regular intervals the insurance policies of the Congregation and to recommend to the Board such changes as seem advisable in keeping with changing property values. It will consider the need for special unbudgeted expenditures, which arise during the year and will make proposals regarding these to

the Board. It will assist the Board or Council in the periodic adjustment of the budget to keep it in balance.

Section 9.7. Social Justice

This committee will be responsible for projects of social concern undertaken by the Congregation as outreach to the community, except those that may be undertaken from time to time by other committees. It will propose projects to be sponsored by the entire Congregation and will periodically report to the Congregation on those projects actually undertaken. It will serve as a referral network for those individuals in the Congregation wishing to involve themselves in organizations/projects of social action. After soliciting input and requests from the Congregation, the committee will determine which organizations will receive grants from the social justice budget; these decisions will be reported to the Congregation at the annual meeting.

Section 9.8. Property

This committee will be charged with the care of buildings, grounds, and property, making recommendations to the Board for needed repairs and improvements and for policies governing use by outside groups. It will oversee all repairs and improvements that have been authorized by the Board. It may recommend to the Board the employment of custodial services of its choice. It will maintain an inventory of congregational furnishings and equipment.

Section 9.9. Religious Education

This committee will advise and support the Director of Religious Education in the provision of a program of religious education for the children and youth of the Congregation. It will be responsible for the philosophy, content, and implementation of the program. The Director of the Religious Education Program, if any, will be an ex officio member of this committee.

Section 9.10. Worship

This committee will be responsible, with the Minister, for planning and arranging regular and special worship services. It will also plan and arrange for all worship services not conducted by the Minister. This committee shall also coordinate with the Music Director, as needed.

Section 9.11. Stewardship Committee

This committee will be responsible conducting the annual budget drive and engaging in other fundraising activities. It is the intent of this committee to engage the Members and Friends of the Congregation, to instill a sense of ownership, and to work with the Finance Committee to convey the intentions of the membership with regards to their donations.

ARTICLE X. CONGREGATIONAL MEETINGS

The final authority for all decisions and actions of the Congregation is vested in its membership. As such, the membership has, at any time it deems appropriate, the unrestricted authority to direct, amend or rescind the decisions of the constituent organizations and the personnel of the Congregation, except where they are of the nature of a contract or cannot be undone.

Normally, the Congregation delegates this authority to act to these same constituent organizations and personnel and empowers them accordingly. Therefore, the legal membership maintains its authority through review of Congregational activities and voting on matters of interest brought before it at Congregational meetings.

There shall be at least two regularly scheduled Congregational Meeting per year: the Mid-Year Meeting and the Annual Meeting.

Section 10.1. Mid-Year Meeting

A Congregational meeting shall be held each year during the month of January and shall include as part of its agenda:

- a. Consideration of a target budget and activities for the next Fiscal Year;
- b. Any other business that may properly come before the Meeting.

Section 10.2. Annual Meeting

A Congregational Meeting shall be held each year during the month of June and shall include as part of its agenda:

- a. Acceptance of Annual Reports;
- b. Election of Officers;
- c. Election of Directors;
- d. Election of the Nominating Committee;
- e. Approval of the Annual budget;
- f. Any other business as may properly come before the Meeting,

Section 10.3. Special Meetings

Special meetings may be called at any time by majority vote of the Board or an application of not fewer than fifteen (15) persons who have been members for at least ninety (90) days prior to the date of such call to the special meeting provided the purposes of said meeting are stated in the notices of the meeting.

Section 10.4. Quorum

Twenty-five percent (25%) of the Members shall constitute a quorum for the transaction of business at all Congregational meetings.

Section 10.5. Voting Powers

All Members may vote at all meetings and on all questions except:

- a. Dismissal of the Minister;
- b. The expenditure of endowment or unrestricted capital funds; and
- c. The dissolution of the legal organization;

in all of which cases the right to vote shall be reserved to those who have been members for at least one year prior to the date of the call to the meeting.

Section 10.6. Proxy and Absentee Voting

A proxy vote shall not be honored at any meeting of this organization. However, an absentee ballot may be used on questions that the Board deems appropriate and provided due notice is given in the call for the meeting.

Section 10.7. Notices

Notice of all meetings shall be posted in a conspicuous place within the congregational building at least ten (10) days before date of the meeting and published in the congregational newsletter. In the event that no congregation newsletter is being published, a meeting shall be legal if notice is mailed to each member whose address is known, postage prepaid, at least ten (10) days before the date of said meeting.

Section 10.8. Majority Vote

- a. Unless specified elsewhere in these bylaws, and subject to the restrictions in 11.5, all voting and elections shall be determined by a simple majority of the Members present and voting.
- b. For the following matters of business, a minimum of two-thirds (2/3) vote of the Members present and voting shall determine the election:
 - When one or more Board or Congregational Committee position is being filled
 - Disposition of real property
 - Amendments to these bylaws

Section 10.9. Information for the Congregation Prior to Voting

Issues of potential disagreement that are put to a vote of the Congregation shall be accompanied by a listing of the advantages and disadvantages of alternative courses of action sufficiently in advance of the meeting where the vote will be taken such that the listing can be adequately reviewed by the Congregation.

ARTICLE XI. MINISTER

Section 11.1. Preamble

The Members of the Congregation acknowledge their need for the service of one prepared by education and personal commitment to serve as Minister.

Section 11.2. Qualifications

The Minister of this Congregation shall have ministerial fellowship with the Unitarian Universalist Association. Race, color, physical challenge, gender, affectional or sexual orientation, gender identity, marital status, age, or national origin shall have no bearing on the choice or retention of a Minister.

Section 11.3. New Minister

Recommendation of a new Minister shall be made by the Ministerial Search Committee.

Section 11.4. Election

Election of a new Minister shall be at a Congregational Meeting called for that purpose. Election shall be by at least 90% affirmative vote of those Members present and voting.

Section 11.5. Minister's Compensation and Conditions

The new Minister's initial compensation and conditions of employment shall be proposed by the Ministerial Search Committee and the Board, after consultation with the Committee on the Ministry, and shall be ratified by the Congregation. Thereafter the Minister's compensation and conditions of employment shall be jointly proposed by the Committee on the Ministry and the Board, and shall be ratified by the Congregation. The length of the Ministry shall be indefinite, subject to resignation, retirement, or dismissal.

Section 11.6. Duties

- a. The Minister is responsible for:
 1. The conduct of worship services, with assistance of the Worship Committee;
 2. Assistance in the development and implementation of the Religious Education program for youth and adults;
 3. Ministerial care, visitation, and counseling;

4. Celebrations of dedication and union
 5. Ordinances of marriage;
 6. Funeral and memorial services;
 7. Such other religious observances as s/he may deem suitable-
 8. His/her active participation in the denomination and outreach into the community.
- b. The Minister shall keep an official register, in a book provided by the Board for that purpose, in which s/he shall record all dedications, unions and marriages, and funerals or memorial services performed, coming of age services for youth, and all other such matters as s/he may consider worthwhile. This record shall remain the property of the Congregation.
 - c. The Minister shall be the chief administrator of the Congregation and shall provide direct supervision of the Support Personnel employed by the Congregation.
 - d. The Minister shall be an ex officio member of the Board, and all committees (except the Ministerial Search Committee) , but shall have no vote. S/he may assist and advise Officers, Directors and Committees in the performance of their duties.

Section 11.7. Freedom of Expression

The Minister shall be free at all times to express his/her opinion both in and out of the pulpit.

Section 11.8. Sabbatical Leave

The Minister shall be granted a sabbatical leave within the terms of his/her contract. A sabbatical plan must be approved by the Board. Following the sabbatical leave the minister agrees to complete at least one year of full service to the congregation. The congregation will participate in the denomination's Sabbatical Leave Council.

Section 11.9. Resignation or Retirement

The Minister shall give at least ninety (90) days notice in writing to the Board of his/her resignation or retirement. This notice may be reduced by mutual consent of the Minister and the Congregation.

Section 11.10. Dismissal

Dismissal of the Minister shall be at a Special Congregational Meeting called for that purpose. This meeting shall be called by the Board only upon written request signed by at least twenty percent (20%) of the Voting Members. Notice of this meeting shall be only by letter sent to the Congregation. No notice shall be placed in the official Congregation newsletter or read from the pulpit. The Minister shall be invited to speak at this meeting. Dismissal shall be by a three-fourths (3/4) vote of those Members present and voting. (Refer to Section 10.5 for voting powers.) In the event of dismissal by the congregation, a severance salary shall be paid at the rate of one month's salary for each year of service, subject to a three months minimum and a six months maximum. Such compensation will be terminated when the minister attains full-time employment.

Section 11.11. Interim Minister

The decision to seek an Interim Minister shall be made at any Congregational Meeting that includes such a decision in its call or at a Congregational Meeting that includes in its call the election of a Ministerial Search Committee. An Interim Minister shall have the qualifications of Minister as set forth in Section 11.2 of this Article. The Board shall call any Interim Minister and specify his/her compensation, conditions of employment, and duties in compliance with policies of the Unitarian Universalist Association.

Section 11.12. Contract Minister

- a. In place of calling a settled minister, the Congregation may vote to enter into an agreement with a part or full-time Consulting Minister. A Consulting Minister is appropriate when the Congregation has the following circumstances:
 - a. Part-time ministry when the congregation is unsure when it will be able to move to full-time Settled Ministry,
 - b. A Settled Minister cannot be found,
 - c. The congregation is entering a focused period of growth or significant change, where a specialized ministry for a limited time may be beneficial.
- b. Upon a vote by the Board of Directors to search for a Consulting Minister based upon the guidelines above, the formal Ministerial Search Committee process will be waived.
- c. A Consulting Minister may be hired by a less formal process decided upon by the Board of Directors, provided there has been timely opportunity for input into the decision by members of the congregation. After identifying a desired candidate for Consulting Minister, the Board of Directors will recommend the candidate to the Congregation. Upon a vote of 90% of the Congregation, the Consulting Minister will be hired for a period not to exceed two years. Subsequent renewal of the Consulting Minister's contract, if appropriate, will be voted upon by the Board of Directors.
- d. The Contract shall be negotiated with the Minister and shall outline the terms of professional service and compensation. Unless stated otherwise in the Contract, it is understood that the Consulting Minister is responsible for all the duties of the Minister as outlined in Section 11.6.
- e. The Consulting Minister shall be free at all times to express his/her opinion both in and out of the pulpit.
- f. The Consulting Minister may be terminated by the Board of Directors based on procedures outlined in the contract.
- g. A Consulting Minister, unlike an Interim Minister, may be called by the Congregation as a Settled Minister following the guidelines in these by-laws for a Settled Minister, after serving 30 months as Consulting Minister, and when the Congregation has determined that it is able to move to a sustainable, long-term Settled Ministry.

ARTICLE XII. MISCELLANEOUS

Section 12.1. Procedures

- a. Unless otherwise specified herein or modified by duly adopted Standing Rules, Robert's Rules of Order, Revised shall govern Board and Congregational Meetings.
- b. The President may appoint a parliamentarian and such other persons as may be necessary to serve and assist at each Congregational Meeting. The Board may appoint a parliamentarian to serve at Board meetings. Any Member of the Congregation, including members of the Board, may serve as parliamentarian.
- c. Any committee or group, formal or informal, within the Congregation which seeks to take a public Congregational position on an issue must seek approval by three-fourths (3/4) vote from the Congregation at a Congregational Meeting with such action in its call.

Section 12.2. Indemnification

- a. A duly elected or appointed Officer, Director, 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:
 - (1) any breach of duty or loyalty to the Congregation or its Members, or

(2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

- b. 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, Director, employee, or agent of the Congregation.

Section 12.3. Real Property

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 Congregational newsletter at least thirty (30) days prior to said meeting, and read from the pulpit at least two consecutive Sundays immediately preceding the meeting. Any action requiring the sale, encumbrance, or acquisition by the Congregation of real property shall require a two-thirds (2/3) vote of those Members present and voting at a Congregational Meeting with such action in its call.

Section 12.4. Dissolution

In case of the dissolution of this Congregation, all 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 Directors of the Congregation shall perform all actions necessary to effectuate such conveyance.

Section 12.5. Open Records

All business records of the Congregation shall be made available for inspection to any Member or Friend during reasonable office hours.

Section 12.6. Access to Agenda

The agenda of all Congregational meetings shall be made available at least one week prior to such meetings; either by posting such agenda in a conspicuous place or by mailing on a per request basis.

Section 12.7. Vacancies

All vacancies by the Board, Officers, Minister or Committees, as practical, shall be reported for the Congregation's information and for the purpose of soliciting suggestions and nominations.

Section 12.8. 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.

Section 12.9. Amendments

Amendments to the Articles of Incorporation, or to these Bylaws may be made at duly called Congregational Meetings, and voted upon, affirmatively, by at least two-thirds (2/3) of those Members present and voting. The content of such amendments shall be stated in the notice or call for the Congregational Meeting as prescribed in ARTICLE X. Amendments may be sponsored by the Board, any constituted committee, or by any group of at least fifteen Members or Friends.

Section 12.10. Effective Date

These Bylaws shall become effective February 1, 1996.

Section 12.11. RESERVED

Amendments:

Voted June 3, 1997-- To change the name of the Outreach committee to Social Justice.

Voted May 26, 2004—To add sections o. and p. to Section 6.1 Board Responsibilities. These additions established a process to receive CORI information (letter o.) and established a Response Team to resolve conflicts and deal with disruptive behavior and incidents of sexual misconduct.

Voted Jan. 29, 2006—To add language to Section 3.15 Membership in order to clarify the way that the active voting membership of the congregation will be determined and reported.