
BYLAWS OF THE UNITARIAN UNIVERSALIST CHURCH OF MEADVILLE, PENNSYLVANIA

Adopted December 4, 2011

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Article 1. Name and Affiliation:

The name of this congregation is the Unitarian Universalist Church of Meadville, Pennsylvania. In the deed to the church, its name is the Independent Congregational Church.

This congregation (church) is independent in polity and organization; it is affiliated with the Unitarian Universalist Association (UUA), its Ohio Meadville District (OMD), and other organizations as the membership shall decide, in order to provide services that this congregation cannot provide for itself and to strengthen and grow.

Article 2. Purpose:

This is a congregation which celebrates diversity and welcomes all. We share values that allow this congregation to come together as a nurturing, caring community committed to a democratic and liberal outlook, spiritual and educational growth, fellowship and community outreach.

The purpose of these Bylaws is to establish the over-arching rules of governance for the church. All documents in the church must abide by and be in compliance with these Bylaws.

Article 3. Membership:

Any person 16 years of age or older who is in sympathy with the spirit and purpose of this church, and can demonstrate an understanding of the responsibilities of membership, may become a voting member of this congregation by signing the membership book in the presence of the Minister or a member of the Parish Board. An annual financial contribution of record is a requirement of membership in the church. A person under the age of 16 may become a member upon obtaining the recommendation of the membership chair and consent of the Parish Board. No subscription to creed or ceremonial participation is required for membership. Any person who so desires may be listed as a friend of the congregation in the church records.

Members may hold office and vote on church business. To vote as a member for any purpose, a person must be a member for 30 days preceding the date of the ballot or signature. All members shall have the right to reasonable expression of their respective views, including the right to request and receive hearing at meetings of the church

organization. Any interested person who is not a member may serve on committees or participate in the activities of the church other than holding office and voting on church business.

Withdrawal of membership may be made by written request to the Minister or the Secretary of the congregation. Such a notice will be transmitted to the Board and noted in the Membership Book (the official record of membership) and other records of the church. At least annually, the board, on the recommendation of the Membership Committee, will delete from membership those individuals who have died within the year. Reasonable attempts will be made to contact those individuals who have ceased contact with the church or who have not made an annual financial contribution of record. They will be asked to positively reaffirm their interest in remaining members of the congregation. The board, with input from the Minister, may remove from membership those who do not respond.

Article 4. Fiscal Year:

The church's fiscal and administrative year runs from January 1 to December 31.

Article 5. Congregational Meetings:

The Annual Meeting of the congregation will be held during the first week of December at a time determined by the Parish Board. The purpose of the Annual Meeting is to elect officers, the Leadership Development Committee, the Investment Committee, and Trustees for the upcoming fiscal year, to receive reports of the current year's activities from the Board, Minister, Director of Religious Education, and committee chairs, to adopt a budget for the upcoming year, and to discuss such other business as may come before it.

The President of the Parish Board will prepare and submit an agenda to the Parish Board far enough in advance so that the agenda can be discussed, approved and published in the newsletter at least two weeks before the meeting. Any five members may request that an item be placed on the agenda for the Annual Meeting by requesting it in writing of the President in sufficient time to meet the above congregation notification schedule.

Special congregational meetings may be called by the President, by the Parish Board, or by written request to the president signed by 10 lay members of the congregation. Only such business as indicated in the call for the meeting may be transacted at any special congregational meeting. At least seven days notice of all special congregational meetings must be given to the membership by mail, e-mail, or other electronic notice;

and all meetings will be announced at regular worship services, on the website, and in the *Oracle*, whenever possible, prior to the meeting.

A quorum for congregational meetings described above is constituted by 25% of the membership. When a quorum is present, the congregation at its meeting may conduct business by majority vote. Members must be present to vote. 34 | Page

Article 6. Parish Board

The Parish Board manages the affairs of the church between Annual Meetings. The Parish Board shall meet monthly whenever possible, with no fewer than six meetings per year. These meetings shall be open to any member who wishes to attend. It is expected that the Parish Board shall delegate many day-to-day activities to committees as defined in Article 8. Other duties that the Parish Board is expected to accomplish include, but are not limited to, the following:

1. Develop and present an annual budget to the congregation for a vote at the Annual Meeting.
2. Oversee the finances of the church to ensure appropriate fiduciary responsibilities.
3. Appoint committee chairs
4. Establish and implement policies and practices that support the programs of the church.
5. Develop a long-range plan for the church.

The UU Parish Board will consist of seven officers of the Church: President, Vice-President, Secretary, Treasurer, Coordinator of Mission and Outreach, Stewardship Chair, and Member-at-Large. Each of these must be bonded for at least \$5,000. The Board requires a quorum of four officers to do business, and affirmative votes by a majority of those present are required to carry a motion in the Board.

The Minister will also serve as a non-voting ex officio member of the Board. Officers will be elected by the Congregation at its Annual Meeting for two-year terms, beginning January 1st. The terms of the Church officers should attempt to ensure both continuity

and new blood among Board members. No two Church officers may be members of the same household. An individual may serve no more than four years of any six consecutive years as a member of the Board.

Article 7. Officers

President

The **President** conducts all business meetings of the congregation and Parish Board. The President schedules all meetings of the congregation and the Parish Board. The President is a member ex officio of all committees of the church. The President implements and administers the policies of the Parish Board. No person may be nominated to serve as President without having served at least one year on the Parish Board, preferably the year immediately previous. The President's term of office is for 2 years and begins on January 1st. The President serves as liaison to the Personnel Committee, the UUA and Ohio-Meadville District, and to any Search Committees. The President is authorized to sign checks in the absence of the Treasurer.

Vice President

The **Vice-President** serves as liaison to the Board for the administrative functions of the Church, including Properties, Public Relations, Information Technology, and Leadership Development. The Vice-President assumes the duties of the President in the President's absence. The Vice-President oversees the conduct of the annual audit of the church's books.

Secretary

The **Secretary** is responsible for keeping a record of all church and Parish Board meetings and ensuring that topics discussed at board meetings are communicated to the congregation. The Secretary maintains the permanent records and documents of the Church as well as being the primary correspondent on behalf of the Congregation and the Parish Board. The Secretary will also maintain the list of all committees, their membership, and a description of their functions and normal procedures; The Secretary is responsible for keeping the Bylaws up to date and serves as liaison to the Bylaws Committee.

Treasurer

The **Treasurer** oversees the funds of the church to ensure that the annual cash flow is sufficient to meet the operating needs of the church. The Treasurer prepares accurate financial reports, advises on expenditures and financial policy that assist the Parish Board and congregation in decision-making, and signs the checks for the day-to-day operations of the church including payroll and tax obligations. The Treasurer may supervise the activities of a church bookkeeper and accountant. The Treasurer will serve as liaison to the Investment Committee. The Treasurer will serve as a non-voting ex officio member of any committee relating to the stewardship of the church, as needed.

Coordinator of Mission and Outreach

The **Coordinator of Mission and Outreach** serves as liaison to the Board for those areas of the Church that put faith into action: Membership, Religious Education, Worship, Fellowship, and Social Action.

Stewardship Chair

The **Stewardship Chair** serves as liaison to the Board for the functions of the Church that grow, nurture, promote, and build the gifts and resources of the Church: Annual Budget Drive, Fund-Raising, and Planned Giving.

Member-at-Large

The **Member-at-Large** carries out tasks as assigned by the Board.

Article 8. Committees

Many Church functions are carried out by committees whose chairs are appointed by the Board, usually at the first meeting of the year, and whose activities are monitored by the Board. A list of all committees, their membership, and a description of their functions and normal procedures, will be maintained by the Secretary, made available in the Church Office, and published in the Oracle. Each chair is responsible for recruiting individuals from the congregation to serve on the committee, except for the Investment Committee and the Leadership Development Committee, the members of which are

elected by the congregation. A committee is responsible for managing its resources, requesting annually a budgeted amount from the Parish Board, and reporting regularly to its Board Liaison on the activities and concerns of that committee. Additionally, each committee will submit a report on its year's activities at the Annual Meeting. Committee chairs are required to meet as a group with their Board Liaisons at least twice a year for purposes of coordination and long-range planning.

The President is an ex-officio non-voting member of all committees of the Parish Board. Board members are ex-officio non-voting members of all committees for which they serve as liaison. An individual may serve no more than five of any seven consecutive years as chair of the same committee.

The following committees are an integral part of the Church and should be considered standing committees:

1. Leadership Development Committee, as described in Articles 5 and 9
2. Investment Committee, as described in Articles 5 and 15
3. Bylaws Committee, as described in Articles 7 and 16
4. Audit Committee, as described in Articles 7 and 11
5. Membership Committee, as referenced in Article 3
6. Personnel Committee, as referenced in Articles 7 and 13
7. Properties Committee, as referenced in Articles 7 and 15
8. Worship Committee, as referenced in Article 13
9. Public Relations, as referenced in Article 7
10. Information Technology, as referenced in Article 7
11. Fellowship, as referenced in Article 7
12. Religious Education, as referenced in Article 7
13. Social Action, as referenced in Article 7
14. Annual Budget Drive, as referenced in Article 7
15. Fund Raising, as referenced in Article 7
16. Planned Giving, as referenced in Article 7

Article 9. The Leadership Development Committee:

The Leadership Development Committee is comprised of the Vice President of the Parish Board and two other members of the church. Each year at the Annual Meeting, one member of the congregation shall be elected to serve on the Leadership Development Committee for a two-year term. The Leadership Development Committee will meet as soon as is reasonably possible after a new committee is formed to select a chair from among its members. It shall make nominations at the Annual Meeting to fill elected positions according to these Bylaws (appropriate officers, trustees, members of the Investment Committee, and a member of the Leadership Development Committee). Except for the Vice President, Leadership Development Committee members may not succeed themselves.

The Leadership Development Committee shall solicit recommendations from each current officer and committee chair for persons to fill each position. In addition, the committee shall seek recommendations from the congregation at large through the newsletter and at Sunday services well before it makes a final decision.

The Leadership Development Committee must publicize its selection of candidates one month preceding the Annual Meeting. The committee may present to the congregation more than one candidate for any of the above described positions. The names of anyone else wishing to stand for an elected position are to be announced at the same time as the Leadership Development Committee selections. The committee will make every effort to assure that each of its nominees is clearly aware of the duties of the position for which nominated. Nominations may be made from the floor at the Annual Meeting with a second. In all cases, those nominated must consent to stand for election, and written consent must be provided if those nominated from the floor are not present.

Article 10. Vacancies:

If an elected position becomes vacant, the Parish Board, with the concurrence of the Leadership Development Committee, shall appoint a member of the church to serve in the position until the next Annual Meeting.

Article 11. Auditors:

The Vice President will select an Audit Committee to examine the financial records of the church as soon after the close of the yearly books as practicable and submit a report to the congregation. The Audit Committee should consist of three members of the congregation, if practical, or an outside accounting firm

Article 12. Trustees:

Five members of the congregation serve as trustees who are entrusted with the responsibility of signing all documents relating to the sale, transfer and alienation of all church real estate. The trustees are elected at the Annual Meeting for staggered five-year terms. A trustee may be re-nominated at the end of his/her term. If a vacancy occurs, the Parish Board, with the concurrence of the Leadership Development Committee, shall appoint an interim trustee to fill the vacancy until the next Annual Meeting, at which time a trustee is elected to complete the term.

Article 13. The Minister:

The Minister shall be responsible for the conduct of worship within the congregation and the congregation's spiritual interests and affairs. The Minister keeps records of namings, weddings and deaths. The Minister provides spiritual guidance and practical counsel to those in distress. Our Minister will maintain and exemplify the church's faith in the free and respectful sharing of ideas. The Minister shall have freedom of the pulpit as well as freedom to express his or her opinion outside the pulpit.

The Minister shall be an ex-officio member of the Parish Board and of all committees except the Leadership Development Committee. The Minister is also chief of staff of the church. As such, the Minister—acting within the framework of the budget, and with the advice and consent of the Personnel Committee—manages the administrative affairs of the church; may hire, train, evaluate and terminate staff; and recommend salary actions and recommend policy changes.

The Minister will report matters of church life and operations to the board on a regular basis and to the congregation at the Annual Meeting.

The Minister represents this church in the community at large.

In the event of a ministerial vacancy, the Parish Board and the Worship Committee will provide for temporary ministerial services. At the direction of the congregation, a

Ministerial Search Committee may be created, consisting of four members selected by the congregation and three members selected by the Parish Board. As far as possible, the search committee is to follow UUA search and selection guidelines.

A Minister shall be called to serve upon recommendation of the Ministerial Search Committee by an 80% majority of qualified members of the congregation present at any congregational meeting legally called for the purpose. A quorum for such a meeting is to be constituted by 40% of the voting membership, rather than the 25% of the voting members, as called for in Article 5, Congregational Meetings.

The Minister may be dismissed by a majority vote of the qualified members of the church present at any congregational meeting legally called for the purpose, the quorum for such a meeting to be constituted by 40% of the voting members rather than 25% of the voting members as called for in Article 5, Congregational Meetings.

Article 14. Financial Matters

The Parish Board shall administer and manage the business of the Unitarian Universalist Church of Meadville.

At each annual business meeting, the Parish Board shall submit an operating budget for the coming fiscal year. The budgeted expenses may not exceed the anticipated income. A budget is adopted by a simple majority vote of the voting members present at the meeting. Once a budget is approved, the Board may authorize and expend the funds as budgeted. Committee chairs and Staff are empowered to spend amounts as budgeted annually. Although each committee normally administers the funds budgeted to it, the Board may set an amount above which a committee may not spend without prior approval of the Parish Board. The Board may reallocate budgeted funds, as long as the reallocation does not exceed five percent (5%) of the approved budget. No committee of the church or the Parish Board may enter into a contract involving an expenditure of more than \$5,000 except for approved budget items. 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.

The right or authority to make contracts or binding promises for monetary outlay on behalf of the Church, whether oral or written, rests with the Parish Board, or its designated representatives. Checks and other orders on the funds or credit of the church, and all contracts and instruments in writing by the church, shall be valid and

binding upon the church only when executed by such officers or other representatives as shall be designated and authorized by the Board.

Article 15. Endowment and Investment Funds

Oversight and management of endowment funds is vested with the Investment Committee of the church. At least five church members will act as investment managers for endowment funds: the Investment Committee Chair and at least four other members elected by the congregation who are knowledgeable of finance and investments. All decisions and recommendations of this committee require the approval of at least a majority of the entire committee.

The endowment is invested in a mix of growth and income fund(s) which carry a moderate amount of risk; these terms being generally accepted definitions in the banking business. The details of management shall rest with the Investment Committee, which acts in consultation with and with advice from professionals of the investment company. The yearly withdrawal from the endowment may not exceed 5% of the amount at the end of the previous year.

The endowment also should provide a financial cushion which enables the church to pay for unexpected emergency capital expenditures prior to mounting a specific fundraising campaign. If an emergency arises where time is of the essence to protect the health of the congregation and/or the value of the church's real property; at least four members of the Parish Board, on the recommendation of the properties chair, may approve spending an amount up to 5% of endowment principle. This action must be immediately announced and explained to the congregation and plans put in action to repay the endowment over a reasonable time frame.

Article 16. Bylaws Review and Amendment:

These bylaws, so far as allowed by law, may be amended or replaced at any Congregational Meeting (as described in article 5) by a two-thirds vote of those present and voting. In years divisible by 5, and more often if needed, the President will appoint a special committee to review these bylaws and recommend changes to be approved and presented by the Parish Board to the congregation.

Once the Board has approved the proposed changes, the members of the church should be given an opportunity to review them and present additional suggestions for the Board's consideration. A full copy of all proposed changes shall be contained in the call to meeting. Only amendments as proposed in the call to meeting may be adopted at any given Congregational Meeting. No changes (other than corrections of grammar or spelling that do not affect the meaning of the document) may be made to the proposed amendments prior to a vote.

Article 17. Dissolution:

In the case of dissolution of the congregation, all of its property, real and personal, after paying all just claim upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the trustees of the congregation shall perform all action necessary to effectuate such conveyance.

Other unexpected expenditures must be brought before a special meeting of the congregation as defined in Article 5, Congregational Meetings, and approved by a vote of two-thirds of the members present. These funds generally should be no more than 20% of the principle amount of the endowment and treated as though they, too, are loans from the endowment to the congregation. An amortization plan also must be presented and approved at the special meeting.