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**UNITARIAN UNIVERSALIST CONGREGATION OF STERLING – BYLAWS, June 2023**

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## *Bylaws*

Amended 19 April 2023

### Article I Name

The name of this religious society shall be “Unitarian Universalist Congregation of Sterling.”

### Article II Purpose

The purpose of this Church is to create a religious community that is committed to the spiritual growth of its members, welcomes and encourages diversity in its membership and promotes understanding and caring among its members and the larger community of which it is a part.

### Article III Membership

#### Section 3.1 Qualifications

This congregation affirms and promotes the full participation of persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, color, sex, physical or mental challenge, gender-identity, affectional or sexual orientation, class or national origin or political affiliation.

All members are entitled to vote, hold office, and enjoy all of the benefits and responsibilities of membership. Making and paying a pledge of record or communicating a request for a waiver is a requirement of membership. The Board may impose other reasonable requirements for new members.

#### Section 3.2 Inactive Members

A member voluntarily absent two years from all participation in the life of the congregation may be ruled inactive and shall lose his or her voting privileges and cease to be eligible to be on the Board or included in the congregation population count. The Board may adopt rules it deems necessary and appropriate for removal of inactive members.

### Article IV Denominational Affiliation

This congregation shall be a member of the Unitarian Universalist Association, Central East Region. It is the intention of this congregation to make annual financial contributions equal to its full fair share as determined by the Association.

### Article V Congregational Meetings

#### Section 5.1 Annual Meetings

The Annual Congregational Meeting shall be held each year on a Sunday in the month of May, or June, no later than June 10, at such time and place as shall be fixed by the Board, unless otherwise deemed necessary by a majority vote of the Board.

The purpose of the Annual Meeting shall be to elect officers and trustees, elect delegates to the Unitarian Universalist Association General Assembly, adopt the budget for the following fiscal year, vote on any proposed Bylaw changes or other Congregational business, and to hear Officers', Minister's and Committee reports.

## Section 5.2 Special Meetings

Special Meetings may be called by the President, or in his or her absence, by the acting president. Special Meetings may also be called at the written request of four (4) trustees, or any fifteen (15) voting members.

The business transacted at all Congregational Meetings shall be limited to that specified in the call to meeting.

## Section 5.3 Notice of Meetings

A notice stating the place, day and hour of any Congregational meeting shall be published on the UUUCS website and delivered either by email to members for whom the Congregation has valid email addresses or by postal mail to each member entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the Board.

## Section 5.4 Quorum and Determining Vote

A quorum of the Congregation for purposes of voting shall consist of thirty percent (30%) of the Members eligible to vote present (either in person or by live remote access) or by absentee ballot, except in the case of a meeting called for the purpose of either calling a Minister or dismissing a Minister.

A simple majority of those votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, except in the case of a meeting called for the purpose of either calling a Minister or dismissing a Minister. In either of these cases, a majority of all recognized Members eligible to vote shall constitute a quorum.

## Section 5.5 Absentee Ballot

Absentee ballots shall be designed in such a format as may be stipulated by the Board and they shall be processed for consideration in such manner as may be prescribed by the Board. If the Board decides absentee ballots are not to be allowed for a given meeting, such decision must be included in the notice of meetings as described in Section 5.3.

## Section 5.6 Nominations from the Floor

Any three (3) members eligible to vote may submit a nomination for any elected position at any meeting of the Congregation at which Officers, Board members, Nominating Committee members or Search Committee members are elected.

## Section 5.7 Board/Minister Option to Conduct Remote Meetings

Should emergency situations and/or social distancing limitations not allow for in-person congregational meetings to take place, the Board may decide that Annual or Special Meetings must take place by live remote access (telephone or online). Such a decision requires majority vote of the Board.

# Article VI Board of Trustees

## Section 6.1 Membership

A Board of Trustees shall administer and manage the business of the congregation. The Board shall consist of three officers — President, Vice President, and Secretary — as well as between two to four adult Members At-Large, with the possible addition of one youth member (between the ages of 14 and 18), if available. Board members are elected at the Annual Congregational Meeting of the congregation by a simple majority. The Minister, Director of

Religious Education, and President from the previous fiscal year serve as ex-officio, non-voting members. To serve on the Board, a person must be a member of the congregation.

### Section 6.2 Terms of Office

The term for each Board member — President, Vice President, Secretary, Treasurer, and At-Large Member — shall be two (2) years. The terms for Board members shall be staggered, with half of the Board positions being up for election each year. No member may serve more than three (3) full, consecutive terms without being off the Board for at least one (1) year.

### Section 6.3 Vacancies

Any vacancy occurring on the Board of Trustees or Officers of the Congregation shall be filled by a majority vote of the Board after consultation with the Nominating Committee. Any Trustee or Officer elected by the Board to fill a vacancy shall be elected to serve until the next occurring Annual Election, at which time any such position(s) shall be filled by vote of the Congregation.

### Section 6.4 Board Meetings

The Board shall meet at least once a month. The President, the Minister, or four members of the Board may call additional Board meetings. Board meetings are open to all members of the congregation. Congregation members who are not Board members may speak at Board meetings, but may not make motions or vote at Board meetings.

### Section 6.5 Quorum

A majority of the voting members of the Board shall constitute a quorum.

### Section 6.6 Duties: Budget

At each Annual Congregational Meeting, the Board shall submit a balanced operating budget for the coming fiscal year, and a report on the status of the budget for the current fiscal year. A budget is adopted by a simple majority vote of the members present at the meeting.

Once a budget is approved, the Board may authorize and expend the funds as budgeted. The Board may reallocate funds, as long as the reallocation does not exceed 10% of the total approved budget for the fiscal year. If necessary, the board shall adjust expenditures during the year in order to ensure that at the end of the year the budget remains balanced. The membership must approve the purchase, sale, or mortgage of real property.

### Section 6.7 Duties: At-Large Board Members

The Board shall be served by two to four At-Large Members, whose duties and responsibilities may vary according to the needs of the congregation. At minimum, the At-Large Board Members shall:

- attend all Board meetings as a voting member
- serve as liaison between membership and the Board of Directors by attending the annual meeting, town hall meetings, and special congregational meetings
- serve as liaison to one of the Board-appointed committees

## Article VII Officers

### Section 7.1 Officers

The Officers of the congregation are the President, the Vice President, the Secretary, and the Treasurer. All officers shall: represent the congregation on appropriate occasions and perform all duties incident to the office and such other duties as may be requested by the membership or Minister from time to time.

The Board shall designate a Chief Operating Officer according to the staff's capacity and the needs of the congregation. The COO could be a Minister, an officer of the congregation, or another staff member. The designation shall remain in effect until changed by the Board.

### Section 7.2 The President

The President shall:

- serve in the capacity as executive officer of the congregation
- serve as a member of the Board and represent the Board at ceremonial functions
- be responsible for organizing the agenda for all regular and Special Meetings
- have authority to sign on behalf of the congregation any deeds, mortgages, bonds, contracts or other legal instruments which the Board has authorized to be executed, except in those instances where the signing and other execution of such instruments shall have been expressly delegated by these Bylaws or by statute to some other officer or agent of the congregation
- appoint a Moderator at all Congregational Meetings

### Section 7.3 The Vice President

The Vice President shall:

- assume the duties of the President in the absence of the President
- serve as a member of the Board
- be in regular consultation with the President so as to be ready and able to serve as needed
- serve as a liaison to one of the Board-appointed committees

### Section 7.4 The Secretary

The Secretary shall:

- serve as a member of the Board
- keep minutes of all Board meetings and congregational meetings of the Church
- issue all notices and conduct the correspondence of the Board
- keep and preserve the membership records of the Church and such other Church documents as the Board may from time to time deem necessary or appropriate
- preserve lists of friends and members of the Church along with addresses and telephone numbers, as established by the Membership Committee and the Administrative Assistant
- serve as a liaison to one of the Board-appointed committees

### Section 7.5 The Treasurer

The term for the Treasurer shall be two (2) years. The Treasurer may be bonded at the expense of the congregation, and is responsible for undertaking the following responsibilities or overseeing their faithful and timely execution by a designee:

- receive and safely keep all money and other property of the congregation entrusted to the care of the Board's Treasurer
- make disbursements as directed or approved by the Board

- keep a complete account of the finances of the congregation in books belonging to the congregation, including direction and coordination of any public accounting firm employed by the congregation
- render a current statement at each regular meeting of the membership
- ensure that all federal, state or local tax returns, reports or other items required by law are properly prepared and filed with the appropriate authorities in a timely manner
- perform the duties of the President in the event of the simultaneous absence or incapacity of both the President and Vice President
- coordinate an informal audit of the congregation's financial records every other fiscal year for the previous two-year period

## Article VIII Committees

### Section 8.1 Establishment of Committees

All committees of the congregation shall be created as either Standing Committees or Special Committees. Standing Committees shall be established under these Bylaws, with needed changes made, as determined by the Board or Congregation. Special Committees shall be created as need for them is recognized by the Board, although they shall cease to exist once the purpose for which they had been formed is accomplished, unless specifically extended by the Board. Any three (3) or more people wishing to compose a new committee may petition the Board.

### Section 8.2 Standing Committees

There shall be three Standing Committees: Budget and Finance, Committee on Ministry, and the Nominating Committee.

## Article IX Committee on Ministry

### Section 9.1 Committee Function

The function of the Committee on Ministry shall be to strengthen the quality of ministry within the Congregation. It shall serve to support the Minister and as a communication channel between the Minister and the Congregation. Committee Members shall have the confidence of both the Minister and the Congregation.

### Section 9.2 Terms of Office

The term of office for the Committee on Ministry shall be set by mutual agreement between the Minister and the Board. Terms shall be staggered so that there is never a need to start over with an entirely new Committee. To fill a vacancy on the Committee, the Minister may submit to the Board a list of three names, from which one will be chosen, unless the Minister and the Board agree otherwise.

### Section 9.3 Duties

The duties of the Committee on Ministry shall be to:

- aid the Minister in carrying on an effective ministry by being available for counsel
- keep the Minister advised of conditions within the Congregation as they affect relations between the Minister and members of the Congregation, the main thrust being to strengthen and improve said relations
- continually interpret to the Congregation the nature and scope of the work of the Minister, including a clarification of role expectations for the Minister and realistic priorities for the Minister and Members of the Congregation
- consult with the Minister and submit an annual compensation recommendation to the Board
- work with the Minister on his/her continuing education program, sabbatical planning or other professional development and to advocate such plans to the Board and Congregation, including appropriate funding

## Section 9.4 Meetings

The Committee on Ministry shall meet monthly, with a regular agenda for each meeting so that, during the course of a year, each aspect of the ministerial-congregational relationship shall be reviewed. There may be a regularly scheduled meeting of the Committee without the Minister once a year, if it is deemed desirable. However, the Committee shall never hold a meeting of which the Minister is not first advised, and it shall meet with the Minister as soon thereafter as possible to share with the Minister the substance of that meeting.

## Article X Nominating Committee

### Section 10.1 Selection of Committee Members

The members of the Nominating Committee shall be elected each year at the Annual Meeting of the Congregation. This committee shall be composed of no more than five (5) members of the congregation who shall be elected for two (2) year terms.

### Section 10.2 Annual Election Nominations

For each annual election to be held at each Annual Meeting of the Congregation, the Nominating Committee shall submit no less than one (1) nominee for each of the available positions on the Board of Trustees (in accordance with Section 6.3), officers of the Congregation, Search Committee (in accordance with Section 10.1), and Nominating Committee.

Nominations also shall be submitted at each annual election to fill the remainder of terms of office for Board of Trustee positions in which vacancies had occurred since the last annual election, the normal terms for such positions being then unexpired.

### Section 10.3 Publication of Nominations

The Nominating Committee shall issue a list of nominations no later than thirty (30) days prior to the Annual Meeting of the Congregation. This list shall be published and posted at the then current place of meeting of the congregation.

## Article XI The Minister

### Section 11.1 Ministerial Search Committee

At such time when the congregation is ready to avail itself of the services of a Minister, and thereafter from time to time as the need may arise, a Ministerial Search Committee shall be formed to seek and recommend a Minister to the membership of the congregation.

The Committee shall have seven (7) members, elected by a majority of the members at a meeting called for that purpose. The Nominating Committee shall present a slate of names for the Ministerial Search Committee.

The Committee shall negotiate an initial job description and terms of employment with the candidate and shall present both to the Board for approval, following approval of a candidate by the membership.



## Section 11.2 Calling the Minister

A Ministerial Search Committee shall present a ministerial candidate to the membership. At a special meeting for the purpose of calling a Minister, a vote of four fifths (4/5) of the members present is necessary to approve a candidate for minister.

## Section 11.3. Ministerial Responsibilities

The Minister shall have responsibility for the conduct of worship services and shall serve as spiritual counselor to members of the congregation. The Minister shall have freedom of the pulpit. The Minister shall also have the freedom to express his or her opinions outside the pulpit, but not to represent the congregation, without authorization from the Board or the membership. The Minister shall be an ex-officio, non-voting member of the Board and of all committees except the Nominating Committee, Ministerial Search Committee, and any others that the Board may designate.

The full-time Minister shall be the Chief of Staff for all employees of the Congregation. In such role the minister will counsel, evaluate, and recommend for merit increases. The Minister has the authority to terminate any employee for any reason he/she sees fit, after receiving consent of the Board.

In the case of a part-time Minister, or in the absence of the full-time Minister for illness, maternity, sabbatical, or other leave, the Board President will assume the duties detailed in the previous paragraph.

## Section 11.4 Dismissal/Resignation

By 2/3 majority of the votes cast at a Special Meeting for that purpose, the members of the congregation may dismiss the Minister. Written notice of such a meeting must be mailed to members three (3) months prior to the meeting.

In the case of dismissal or resignation, ninety (90) days written notice must be given.

## Article XII Employees of the Church

The Board shall have authority to hire such employees as are necessary for the operation of the congregation. The Board may also choose to delegate this authority to other persons, such as the Minister. The Board shall be ultimately responsible for developing a written job description, negotiating conditions of employment, and providing employees with a signed letter of agreement that specifies the conditions of employment.

## Article XIII Fiscal Year

The fiscal year of the Church shall commence July 1 and end June 30 of the following calendar year.

## Article XIV Dissolution

In the event of dissolution of the congregation, all of its assets, net of any claims or encumbrances upon them, shall be conveyed to the Unitarian Universalist Association and the Board of Trustees of the congregation shall perform all actions necessary or appropriate to effectuate such conveyance.

## Article XV Adoption of Bylaws

The initial adoption of these Bylaws shall be by majority vote of those persons attending a meeting called and held for such purpose without regard to any voting qualifications or requirements provided for in these Bylaws.

## Article XVI Amendments

These Bylaws may be amended at any Congregational Meeting by a two-thirds (2/3) vote of the members of the congregation eligible to vote at the meeting at which such matter is considered, provided, however, that the text of any proposed changes has been published on the UUCS website and mailed to all members at least thirty (30) days prior to such meeting. The Board may submit to the Congregation any proposed amendment which the Board has approved by a majority vote of its members. In addition, the Board shall submit to the Congregation any amendment received by the Board which shall have been proposed by a petition signed by at least ten percent (10%) of the members of the congregation eligible to vote.