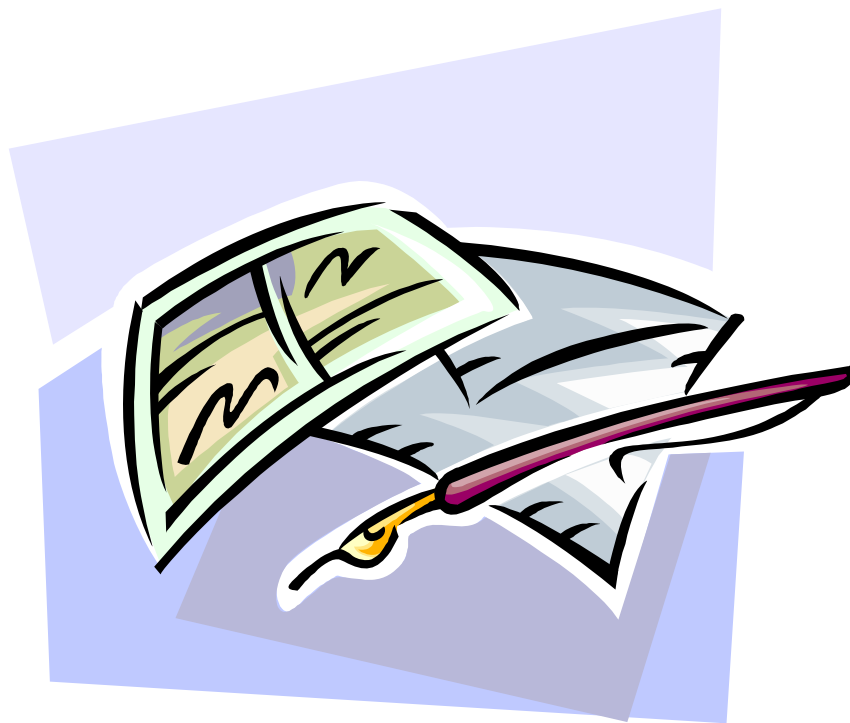


**Your Congregation's Bylaws:  
A Guide to Effective Writing and Revising**



**New Congregation and Growth Resources  
Unitarian Universalist Association  
2004**



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## About Using This Guide

Welcome to this new version of the bylaws guide. We have expanded it to include information that will be useful to congregations of all sizes and stages of congregational life and development. Many Unitarian Universalist (UU) congregations contributed bylaw articles to provide real-life examples. These examples may not always cover all the important points mentioned in the discussion text of this guide, but the discussion text and the examples together may enable you to craft your own further improved versions. Every effort has been made to provide accurate information that will help you write, change, or expand your bylaws. We strongly encourage you to consult an attorney and use local and state resources as you write or revise your bylaws.

**Feedback** As you read this guide you may have suggestions or wish to share examples from your congregation. We welcome your questions, suggestions, and examples for future updates of this resource. We are particularly interested in examples that make explicit a congregation's commitment to, and transition into, being an antiracist, anti-oppressive, and multicultural religious institution. We see this guide as a living and evolving resource. Please share what you feel would be helpful by sending it to New Congregation and Growth Resources at the office address given on the previous page.

**Electronic and Web Versions** Please note that if you are reading this document as a PDF (portable document format) file, it is also available as a Microsoft Word document to enable you to cut and paste any useful text into the draft of your own congregation's bylaws. Please open and download the Word document for your use; [www.uua.org/congbylaws](http://www.uua.org/congbylaws), if you have trouble downloading it, please e-mail Susanna Whitman at [swhitman@uua.org](mailto:swhitman@uua.org), or contact her at the address or telephone number given above in the contact information, for an electronic copy to be sent to you by e-mail or on disk in the mail. If requesting it on disk, please specify whether you prefer a CD data disk or a floppy disk. This document also is available on the Web as an HTML (HyperText Markup Language) document with links to extra examples of articles, in case you find that you need further examples to meet your congregation's needs.

Thus, this guide is produced in three electronic formats and one print format. The following suggestions should help you determine which format will best suit your needs:

- Use the PDF file if you want to read the document in a more concise form and you find that the up to four examples given will generally suit your congregation's needs.
- Use the Word document if you would like to save time typing your congregation's bylaws and you plan to use some of the examples provided

as the basis for your draft. For most types of articles, this document includes examples beyond the ones given in the PDF file version described above.

- Use the HTML document if you are searching for appropriate bylaws text on the Web and would like the short, less cluttered document, but with the option to view more indexed examples for each type of article. Like the PDF file, the HTML document has up to four examples of each concept in the main body of the document, but you can click on links to view extra examples. The HTML version links to the same examples found in the Word document.

We hope that you find this document a useful guide as you undertake the important work of writing or revising your congregation's bylaws.

## **Introduction**

Bylaws are important in laying the groundwork for any organization. Although written in legal language to satisfy governmental requirements, bylaws also tell the story of a congregation. They encapsulate the vision, hopes, and dreams of the congregation and are also a last resort in cases of disagreement on legal matters. They help the congregation govern day-to-day functions such as committees and board structure, as well as deal with infrequent situations such as the calling of a minister and the purchasing of real estate. For all members, bylaws provide a roadmap for getting involved in key decision making, which is particularly important to groups historically underrepresented in Unitarian Universalist Association (UUA) congregations.

Bylaws exist to support and enhance the functioning of the congregation. They can be a good resource, providing direction and counsel, or they can be used to stifle change and growth. They can be inclusive or exclusive. In a congregation where trust and goodwill are predominant, badly drawn bylaws are benign; in congregations in crisis and conflict, however, bylaws can be wielded as a stumbling block or weapon. All these characteristics should be kept in mind as you draft your initial bylaws and again when you revise them.

## **Organizational Structure and Bylaws**

This guide is designed to help you consider your bylaws and assist you in creating the clearest and most concise set possible. Bylaws provide the formal structure of your congregation and allow for maintaining and changing that structure. They guide your membership by defining the way things are done, and they are a means of relating your congregation to the UUA and to the law governing church institutions within your jurisdiction.

To be effective, bylaws should have the following characteristics:

- be brief and clearly stated
- cover only the bare bones of the organizational structure
- be reasonably easy to amend
- comply with the laws to which the organization is subject
- be readily accessible to all members

Bylaws do not need to include every matter of policy. Because bylaws are generally amended only through congregational meetings, congregations often create operating guidelines and policies that stand apart from the bylaws to govern day-to-day matters. These guidelines and policies can be changed more easily as situations warrant, thereby eliminating a cumbersome journey through bylaw amendment. Things that could be included in operational guidelines and policies include limitations on building use, no-smoking policies, limitations on alcohol use, acceptance of earmarked funds, staff hiring, and personnel issues.

Also, bylaws should cover several important philosophical and theological questions:

- Who can be a member, and what rights and responsibilities do members have?
- Who leads the congregation, for how long, and with what rights and responsibilities?
- How are decisions made in the congregation? Are different methods used, depending on the type of question?
- Are provisions made to ensure that minority voices are heard?
- How will change be made?

Many of these issues are discussed in *Belonging: The Meaning of Membership*, a report from the UUA's Commission on Appraisal. This book is available online through the Commission's Web pages at [http://www.uua.org/coa/reports\\_issued.html](http://www.uua.org/coa/reports_issued.html) or in a paper version by contacting the Office of the Executive Vice President at the UUA's Boston address shown above in our contact information. The book is no longer in print in its bound format.

## **Bylaws Committee**

If you are creating new bylaws, establishing a representative committee of a minimum of three people to create the initial draft is recommended. This committee need not try to foresee and plan for every eventuality—that cannot be done. However, by referring to this guide and other resources (see Appendixes A and B), the committee can create a basic structure. Ultimately, the draft bylaws should be subject to discussion by the board and congregation before being adopted. Any differences of opinion should be acknowledged and addressed, and the committee, board, and congregation should seek to resolve major differences

before adopting the bylaws. Before they are voted on, the bylaws should be reviewed by an attorney to make sure they are in compliance with local, state and federal statutes.

If you are amending an existing set of bylaws, the amendment process may already be addressed in those bylaws. In the absence of a process, we recommend that you follow the above procedure.



## Bylaw Components

The following is one possible ordering of bylaw components. As specific areas are discussed, you will find questions to consider as you envision or change the structure of your congregation. Sample clauses are included under each specific area. The HTML version of this document, available at [www.uua.org/congbylaws](http://www.uua.org/congbylaws), includes links to further examples.

### Name

Choosing the name of the congregation is an important decision, for it will help shape the congregation's vision and image. The possibilities are endless, and the questions are plentiful. Do you name the congregation according to its prominence in the community, such as *First* or *Second*? Or do you name it after geographic features, such as *Eno River*, *Paint Creek*, or *Mount Diablo*? Do you name it after significant people, such as *Thomas Starr King* or *Sojourner Truth*? Or do you name it for values or images you admire, such as *Community* or *Spirit of Life*?

Each of these possibilities has positives and negatives. You can claim prominence if you are the first church of a particular community, but what happens if you later move to an adjacent community with a different name? What happens if the geographic feature goes away or becomes politically problematic? Can you imagine being the First Unitarian Universalist Congregation of Love Canal? What happens if disturbing things are discovered about the important person for whom you name your congregation? Will the images or associations you chose be welcoming to people of different races, socioeconomic classes, and sexual orientations, as well as historically marginalized groups? None of the answers to these questions should necessarily hold you back in choosing your name, but it is good to pay attention to such questions as you decide.

Similarly, many descriptive words can describe a group that gathers together: *congregation*, *church*, *society*, and *fellowship* are just some of the more prevalent examples. *Church* sometimes poses difficulties for people who come from a non-Christian background; *congregation* is neutral to most but sometimes feels like a mouthful; *society* may be confused with names of other nonreligious organizations in the area; and *fellowship*, in UU circles, historically meant a group that chose to be lay led (that is, not to have a professional minister). Again, there is no right or wrong answer, but just several issues to discuss and sort out.

Do you want to include *Unitarian Universalist* in your name? Many congregations are still debating whether to add the second *U*, even forty-plus years after the merger of the Unitarians and the Universalists. Some congregations have chosen to honor their historic Universalist heritage by naming themselves Universalist Unitarian congregations. Some church growth gurus say that people aren't

looking for “brand loyalty” when they choose a religious home, and thus they argue against the use of a denominational indication in the name. Others state that people who know about Unitarian Universalism look for that clue as they travel from community to community. Some congregations choose to hyphenate *Unitarian-Universalist*; however the UUA does not use a hyphen either in the legal name of the Association or in common usage. Again, the possibilities are endless, and each congregation must decide for itself.

One last issue that needs attention as you choose your name is what the abbreviation will be. First Unitarian Churches have to pay attention to where they locate their building so as not to have a very unfortunate abbreviation. Remember, you’re not always going to want to say the whole name, so pay attention to the most logical shortening. Congregations need to be recognized, but not for the wrong reason.

Sample provisions:

Example 1: *The name of this religious society shall be \_\_\_\_\_  
(for example, the Unitarian Universalist Fellowship of city, town, or county.)*

Example 2: *The name of this church is the \_\_\_\_\_  
Church, Unitarian-Universalist.*

Example 3: *The name of this religious society is the Unitarian Universalist Fellowship, Inc. of Sometown, Somestate.*

## **Purpose**

The purpose provision of the bylaws is important, as it distinguishes the congregation from other institutions in the community and sets out the basic parameters for all the activity of the congregation. Each and every program should be able to be justified by, and encompassed within, the purpose section of the bylaws. Therefore, the purpose section should be drawn broadly enough to incorporate the dreams and visions of the congregation, while also being tight enough to provide focus for the work of the congregation.

The congregation must decide whether it wishes to incorporate the language of the UUA’s Principles (Article II, Section C-2.1, of the UUA Bylaws) in its own bylaws. A wide diversity of opinion exists on this practice. Some people feel that this practice ties their congregation more strongly into our larger Association and that the Principles provide a good focus for their congregational life. Others feel that the Principles used in such a manner are too close to a creed, challenging our historic approach of nurturing freedom of belief without the hindrance of a creed. Each congregation will need to wrestle with this question, as well as with

the question of whether or not God, or any named manifestation of God, is named in its purpose. If a congregation does decide to include the Principles of the UUA, it should pay careful attention to the language it uses. (Frequently, people erroneously refer to the Principles as the “Principles and Purposes.” Although this is the name of Article II in the UUA Bylaws, the Purpose of the UUA is to “serve the needs of its member congregations, organize new congregations, extend and strengthen Unitarian Universalist institutions and implement its principles” [UUA Bylaws, Section C-2.2]. Congregations should be careful not to commit themselves to activities they have no intention of fulfilling by the use of sloppy nomenclature.)

Further, particular attention must be paid to ensuring that the language of the congregation’s purpose complies with whatever legal restrictions are necessary to protect the congregation’s status as both a religious institution and a nonprofit organization at the state and local levels. Likewise, as congregations enter into strategic or long-term planning, add new programmatic elements, or reduce major initiatives, they should take care to ensure that the purposes provision does not require revision.

Sample provisions:

*Example 1: The purpose of this fellowship is to further individual freedom of belief, discipleship to advancing truth, the democratic process in human relations, brotherhood and sisterhood undivided by nation, race or creed, and allegiance to the cause of a united world community.*

*Example 2: The purpose of this church is to foster liberal religious living through worship, study, service, and fellowship.*

*Example 3: The \_\_\_\_\_ Church, Unitarian-Universalist is a congregation of families and individuals organized to function as a spiritual community that promotes opportunities for liberal religious growth and expression for children, youth, and adults, with a special emphasis on people of African descent. We promote and affirm the principles and purposes of the Unitarian Universalist Association. We intend to carry out this mission by:*

- ◆ *Placing specific emphasis on the recruitment of persons of African descent and working for their cultural, economic, political, social, and spiritual empowerment;*
- ◆ *Providing opportunities for children, youth, and adults to learn about cultural and religious issues within an open, caring, and enriching environment;*

- ◆ *Creating a spiritual environment in which people of diverse cultural, ethnic, racial, economic, and religious backgrounds can learn to understand, respect, appreciate, and love one another; and*
- ◆ *Promoting social justice in all arenas as an imperative for the development of an economically just, multi-cultural, multi-ethnic, multi-racial, multi-religious, sexually equitable, and environmentally conscious democratic society.*

Example 4: *We unite in the free quest of high values in religion and in life.*

Example 5: *In the love of truth and in the spirit of Jesus, we unite for the worship of God and the service of humanity.*

Example 6: *Relying upon reason as our guide, and upon freedom as our method, we seek to grow in understanding of ourselves and our world, to promote and serve the Universal human family.*

Example 7: *We are a fellowship of religious seekers united in love of truth and spirit of Jesus. We are bound together in religious fellowship for the worship of that God which is eternal in every place and time, and we are bound together through service to humanity.*

Example 8: *The purpose of this society shall be the enjoyment and practice of religion founded upon devotion to individual freedom of belief.*

Example 9: *The purpose of this church is to organize as a religious community which has at its heart these beliefs: a commitment to accept one another and encourage each other's spiritual growth; a recognition of the inherent worth and dignity of every person; a belief in the need for justice, equity and compassion in human relations; a commitment to a free and responsible search for truth and meaning; acceptance of the right of conscience and the use of the democratic process within our congregation; a desire to further the goal of world community with peace, liberty, and justice for all; and a deep and abiding respect for the interdependent web of all existence of which we are a part.*

Example 10: *The purpose of Birmingham Unitarian Church is to improve the quality of human life by seeking truth wherever it may be found, to strive for an interpretation of religion in harmony with modern knowledge, and to satisfy the spiritual needs of its members and friends, while doing justice to their intelligence. People of the congregation deepen and develop spiritually, feel connected to this religious community, and use their talents to live out their gifts and values in the home, workplace, and larger community.*

## **Congregational Membership in the UUA**

Many congregations are choosing to spell out their membership in the Unitarian Universalist Association in their bylaws. This decision has a two-fold purpose: (1) to clearly define the congregation as a Unitarian Universalist congregation and (2) to forestall the membership's removing the congregation from the UUA without discussion. Granted, the latter scenario is not very likely, but defining yourselves as a UU congregation ensures that your congregation's main affiliation will not be changed without due process.

Some congregations choose to list not only their membership in the UUA but also their membership in their particular district. Those that do so must take care to ensure that words such as *or their successors* are included so that in case of a redistricting or a change in district names or structure, the provision is not made invalid. It is always a good idea to amend the bylaws to reflect new names of the organization, though with a successor's clause it need not be done immediately. It is also wise to ensure that the formal legal names of such entities are included. As of the writing of this document, the official name of the UUA is *Unitarian Universalist Association*.

Sample provisions:

*Example 1: The Church shall be a member of the Unitarian Universalist Association of Congregations and the Southwest Unitarian Universalist Conference or their successors.*

*Example 2: The Fellowship shall be a member of the Unitarian Universalist Association and the Central Midwest District. We subscribe to their constitution and bylaws, but reaffirm the independence and autonomy of local churches and fellowships, both as to individual freedom of belief and congregational freedom of decision and action.*

*Example 3: This church shall be a member of the Unitarian Universalist Association and of the Mid-South District.*

## **Nondiscrimination Clause**

Many congregations are beginning to include (or add) nondiscrimination clauses to their bylaws. Others argue that in the absence of any specific restriction, no basis on which to discriminate exists in congregational operations. However, many congregations now believe that it is important to include an affirmative statement that they will not discriminate on the basis of several definable characteristics. The specific naming and affirming of historically marginalized groups in a nondiscrimination clause is important to the individuals in such

groups, as well as others who desire to be part of a congregation that is intentional and active about nondiscrimination.

Congregations need to determine whether their bylaws will list specific classes/factors or whether a general statement will be sufficient. Some congregations include general nondiscrimination language in their purpose section, whereas others include a more detailed clause elsewhere in their bylaws. Congregations need to consider whether the nondiscrimination provisions apply to people seeking membership, elected office, and employment. The Welcoming Congregation program of the UUA recommends the inclusion of a nondiscrimination clause in the bylaws. In particular, in recent years congregations have begun to add “gender identity and expression” to their sexuality and gender-based provisions for nondiscrimination.

Sample provisions:

*Example 1: It is especially understood that membership and programming is open to all adults. Hiring shall be based on character and abilities, not such things as ethnic background, age, sexual/gender orientation and disabilities.*

*Example 2: All employees of this society shall be hired without regard to race, color, creed, sex, gender, sexual preference or orientation, disability, or national origin.*

*Example 3: 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, gender, physical or mental challenge, affectional or sexual orientation, class or national origin.*

*Example 4: It is specifically understood that membership in this congregation is not, and cannot be, predicated upon race, color, sex or sexual orientation.*

At this writing in 2004, the Unitarian Universalist Association’s nondiscrimination clause is as follows:

***Section C-2.3. Non-discrimination.*** *The Association declares and affirms its special responsibility, and that of its member congregations and organizations, to promote the full participation of persons in all of its and their activities and in the full range of human endeavor without regard to race, color, sex, disability, affectional or sexual orientation, age, or*

*national origin and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.*

## **Membership**

Defining membership, along with the rights, privileges, and responsibilities of membership, is complex. Among the many considerations that congregations should take into account are who can become members, how they become members, what they can do as members, how they maintain their membership status, if and how their membership can be removed (with or without their consent), what rights and restrictions they have as members, what responsibilities and obligations they have as members, and whether or not more than one type of membership is provided. There are valid reasons for articulated specificity, and also for leaving the bylaws as general as desired. The 2001 report of the UUA's Commission on Appraisal entitled *Belonging: The Meaning of Membership* (available at [http://www.uua.org/coa/reports\\_issued.html](http://www.uua.org/coa/reports_issued.html)) discusses many of the questions involved and is a good resource for people wishing further insight into the pros and cons for these discussions. The following sections explore topics related to membership that should be addressed in drafting bylaws.

## **MEMBERSHIP REQUIREMENTS**

Is membership open to everyone? The membership section should specify whether membership is open or closed, and on what grounds. Many congregations who don't include nondiscrimination language elsewhere include it in the membership section. Some congregations specify a minimum age for membership, whereas others do not. In deciding whether or not to specify a minimum age, you may want to check legal restrictions in your jurisdiction. The bylaws may also include a statement on the congregation's desire to have an inclusive membership; they may specifically articulate a desire to welcome and/or affirm members of historically marginalized groups or state the foundational commitment of the congregation to behave in a nonoppressive manner toward these groups.

Sample provisions:

Example 1: *Any person may become a member of this Fellowship by:*

- ◆ *Demonstrating sympathy with its purposes and program;*
- ◆ *Demonstrating an understanding of its bylaws;*
- ◆ *Supporting it through financial and/or personal participation;*
- ◆ *Signing the membership book.*

*It is generally expected that prospective members will have had a discussion of the Unitarian Universalist movement with the minister or such other person as the Governing Council may designate. It is specifically understood that membership is open to all qualified persons*

*regardless of race, color, sex, affectional or sexual orientation, or national origin.*

*Example 2: Any person who is at least sixteen (16) years of age may become a voting member of this society who is in sympathy with its purpose and program, has signed the Membership Book, and makes an annual financial commitment of record. People aged fourteen (14) and fifteen (15) who have completed a formal Coming of Age program within this congregation may also sign the Membership Book. All who sign the Membership Book shall become eligible to vote thirty (30) days after they sign. Prior to membership, an applicant should consult with the minister, a religious educator, or member of the Board of Trustees about the heritage of Unitarian Universalism, its principles, and the responsibilities of commitment to the congregation.*

*Example 3: Membership in this Church is open to any person 18 years or older who is in sympathy with the purpose and program of this Live Oak Unitarian Universalist Church. To join a person shall sign the membership book.*

*Example 4: A member is any person who is in general sympathy with the purposes, goals, and programs of the Church, who makes a pledge or contribution of record thereto, who signs the membership book, and has remitted all or part of his/her current pledge.*

*Example 5: Membership is open to all who sympathize with the church's purposes and programs, regardless of race, creed, gender, sexual orientation, age, national origin, and mental or physical challenge.*

*Example 6: Any person of the age of fifteen (15) or more who has completed the "Coming of Age" program who desires to become a member of Unity Church of St. Paul may do so by signing his or her name in the book kept by the Executive Team for such purpose. The name will be added to the Register of Members.*

*Example 7: Membership in this church is open to any person fourteen (14) years or older who is in sympathy with our purpose and program. To join, a person shall sign the membership book.*

*Example 8: Any person may become a voting member of this society who is in sympathy with its purpose and program, has signed the fellowship bylaws, and makes an annual contribution of record. It is generally understood that all members should have an understanding of the history and the current situation of the Unitarian Universalist movement. It is*



*specifically understood that membership is open to all qualified persons regardless of race, color, sex, affectional or sexual orientation, age, or national origin.*

*Example 9: Any person who is in sympathy with the purpose and program of this Association may become a member by signing the Membership Book. To remain an active member, a person participates in the affairs of the Association, contributes services, and/or contributes funds.*

## **BECOMING A MEMBER**

To become a member, some congregations require only that individuals sign a membership book or register. Other congregations provide for official acceptance of new members by a formal vote of the governing board, the congregation, or both.

Some congregations require specific donations of time or money to retain membership, whereas other congregations do not have such requirements. Of the congregations that require a financial contribution, some specify a minimum contribution level, whereas others do not. In some congregations, making the required financial or service contribution does not affect whether an individual is a member but might affect the person's eligibility to vote. Some congregations require a membership process, such as attending a class or learning about commitments to anti-oppression work.

Some congregations provide a waiting period between the signing of the membership register and attaining the right to vote at congregational meetings. This policy can be helpful in difficult times, but it also can mean that people find themselves unexpectedly disenfranchised if the policy is not carefully publicized. Unitarian Universalists tend to be inclusive and try to provide sanctuary for all, and congregations often do not review who is joining them. Being so open sometimes causes us to ignore situations that threaten the safety or survival of the congregation.

A congregation's bylaws can prevent two adverse situations a congregation could encounter: (1) membership by persons who prove to be a risk to the physical or mental health and safety of others in the congregation or of the congregation as a whole and (2) groups that wish to take over a congregation. These subjects are particularly touchy, as our Unitarian Universalist congregations have long prided themselves on openness and inclusion of diverse populations.

To prevent membership by persons who prove to be a risk to the health and well-being of others in the congregation or of the congregation as a whole, the bylaws can state that the board will vote to approve new members at its monthly meetings. In practice, the board basically ratifies most memberships, but board

vetting helps ensure a safer congregation. Not admitting such individuals in the first place saves the congregation from having to revoke their membership (see “Removal of Membership”). The congregation must carefully draft such a provision to ensure that a good process is in place for confirming a person’s membership. A positive aspect of the board’s voting to approve membership for each person is that board members are made aware of each new person joining the congregation and thus can send a letter of welcome to each new member.

Groups that wish to take over a congregation—that is, people who wish to compromise the integrity of the congregation and its purpose—are the second group to whom membership should be denied. Admittedly this situation is rare, but it is not unheard of. Takeover attempts may be by other religious groups, by secular groups interested in the land on which the church is situated, or by single-issue groups that wish to make the congregation a force for their particular causes. The goals of these groups go against congregational polity and violate the purpose of the congregation, yet they could be legally accomplished unless the necessary safeguards were written into the bylaws.

Unless there is a waiting period for voting rights, these takeovers can be accomplished on the day of a congregational meeting. People can sign the membership book in such numbers that they outnumber the members of the congregation and push through their particular agenda by forming a majority in the voting. If having a waiting period is problematic in your congregation, it would be wise to beware of the signing of the membership book in large numbers on the day of a congregational meeting.

## **CATEGORIES OF MEMBERSHIP**

Some congregations have only one category of membership, whereas other congregations maintain several categories of membership (for example, voting, associate, student, and inactive). If you decide to have more than one category, you must clearly spell out the requirements, rights, and responsibilities for each category, with provisions that determine how people move from one to another; for example, how does a person move from voting to inactive, from associate to full voting, and so on? Where more than one category exists, it is particularly important to specify the requirements for being a voting member. In considering categories, your congregation may wish to examine underlying biases against particular groups, such as youth.

Sample provisions:

*Example 1: A Voting Member is any Member who has attained the age of sixteen (16) years and has been a Member of the Church for at least ninety (90) days. Only Voting Members may vote at congregational meetings. A Pledging Friend is any person who is in general sympathy*

*with the purposes, goals, and programs of the Church, and who makes a pledge or contribution of record thereto, but who chooses not to sign the membership book.*

*Example 2: Individuals may become "Voting Members" thirty (30) days after having signed the membership book, having been acknowledged by the Steering Committee, and having pledged a contribution of money to the Church within the guidelines as approved by the congregation. Individuals between the ages of fifteen (15) and eighteen (18) may become "Associate Members" upon fulfilling the requirements for Voting Members. Such Associate Members will have full voting privileges and may be elected as a Trustee as described in these bylaws. An Associate Member may not be elected as an Officer described in these bylaws.*

*Example 3: Each member shall be entitled to one (1) vote on each matter submitted for a vote in accordance with the policy and procedures established in the Articles of Association and By-laws. However, because a piece of paper cannot listen to and reason with meeting participants, proxy voting shall not be allowed, although the Committee of the Whole may consider and defer to the opinions, concerns, or objections of absent members to the extent that they are made known.*

*Example 4: Voting members are those members of the Fellowship who have attained the age of twelve (12) years and have experienced an educational process, as outlined above, about Unitarian Universalism. Any person may be designated an associate member of the Fellowship if:*

- ◆ in the past they met the requirements of membership; and*
- ◆ presently they are neither supporting the Fellowship through consistent financial support nor through personal participation, and;*
- ◆ the Governing Council has made the determination for a report submitted to it by the Membership Committee detailing the previous items.*

*The Governing Council may change the status of a member to the non-voting status of associate member only after a report from the Membership Committee recommends such action. Any person whose status has been changed from member to associate member may change that status by written notification to the Governing Council and by supporting the Fellowship through financial or personal participation.*

*Example 5: Any living person who has signed the membership book and not resigned is a member of the church. Voting members are members who are at least sixteen (16) years of age and who have made a financial contribution of record to the church within the last twelve (12) months. Each member of the church shall have all the rights and privileges of*

*church membership. Members who are voting members at least forty-five (45) days before a church business meeting may vote at that meeting. However, on matters pertaining to purchase, sale or mortgage of church property, only voting members who are eighteen (18) years of age or older may vote.*

*Example 6: Individuals may become "Voting Members" thirty (30) days after having signed the membership book and having made a financial contribution of record during the current church year.*

*Example 7: A member of the Society shall be qualified to vote at any meeting of the Society at which a vote is taken if the member (a) is at least sixteen (16) years of age, (b) has contributed to Church expenses, apart from morning offerings, for the year preceding such meeting, (c) has attended on divine worship with the society for at least one year before such meeting. A member who has so attended four (4) or more times in such year shall be deemed to have met the attendance requirement of this section. No proxy shall be recognized at any meeting of the Society.*

*Example 8: Honorary Membership. A member who is no longer able to participate in the activities of the church but who wishes to retain an affiliation may be elected to an Honorary Membership in the church upon recommendation of the Membership Committee, favorable action by the Board of Trustees, and notification to the person that Honorary Membership has been conferred.*

## **REMOVAL OF MEMBERSHIP**

Congregations who have no provision in the bylaws for removing members often get bogged down with lists of names of people who are no longer interested, no longer in the vicinity, no longer known by anyone in the congregation, or no longer alive. It is helpful to include a provision in the bylaws that spells out how to remove a member and specifies any differences in the process that depend on whether the member has moved, is deceased, or simply cannot be reached.

In addition, congregations need to determine whether they wish to incorporate a provision in the bylaws for removal of membership status from individuals against their will. This subject is particularly touchy, as UU congregations have long prided themselves on openness and inclusion of diverse populations. However, from time to time it might be necessary to remove individuals from congregational life and membership, especially if they prove to be a risk to the health and well-being of others in the congregation or of the congregation as a whole. The congregation must take care in drafting such a provision to ensure that a good process is in place for removing someone's membership for cause.

Please refer to Gilbert R. Rendle's book *Behavioral Covenants in Congregations: A Handbook for Honoring Differences* (see "Appendix A — Resources"). Please also see <http://www.uua.org/cde/education/safecong.html>, the Web link to the UUA's Safe Congregations program (see "Covenants and Codes of Ethics" at that site).

Sample provisions:

*Example 1: A member who has not participated, nor contributed services or funds, during the current and preceding church years may be placed on the inactive membership roll pending a return to participation, written resignation or death.*

*Example 2: Members may terminate their membership through written request or through the recommendation of the Secretary of the Board and by the vote of the Board when the member has died, moved away, or cannot be located.*

*Example 3: A member's name shall be removed from the Membership Roll in case of: (1) the member's death; (2) written request by the member to the Clerk; (3) a period of inactivity over one year, pending review by the Board; or (4) removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the Congregation.*

*Example 4: Membership shall be reviewed at least annually. Members who have requested resignation shall be removed immediately. Members who do not respond to inquiries shall be removed after a period of one year.*

*Example 5: The Governing Council shall remove a person from the membership when that person has died. The Governing Council may remove a person from membership when that person has moved away and cannot be located or is no longer active. Such a removal shall take effect six (6) months after notice of the action has been sent to the member's last known address by conventional mail.*

*Example 6: A member who for one year is voluntarily absent from all participation in the life of the Church or has submitted a letter of termination to the Steering Committee may be ruled inactive, and in such case, may not vote at a meeting or serve as an elected officer or be included in the church population count. The Steering Committee at its discretion may at any time strike names from the list of inactive members and adopt such rules as it may deem necessary with respect to the removal or suspension of any member on the inactive list.*

*Example 7: Any person having become a Member shall continue to be a Member until: (a) he or she gives notice of resignation to the Board; or (b) no identifiable financial contribution has been made on his or her behalf during the current calendar year up to one month before the date of the Annual General Meeting; or (c) he or she has Membership terminated by the Board for cause, as determined by a vote of two-thirds of the Board, provided that the member has the right to appear before the Board and the right of appeal to a meeting of the Congregation.*

## **Congregational Meetings**

Most state governments require corporations to hold an annual meeting. Check with the statutes in your jurisdiction to see what provisions and actions your congregation must take to stay current with state and local law. Beyond legal requirements, however, UU congregations generally entrust the membership with electing their governing boards, passing the budget, calling and/or dismissing ministers, purchasing and/or selling real estate, amending the bylaws, and other major decisions affecting the congregation. Unitarian Universalists follow congregational polity; therefore, a congregation's decision by vote is the highest expression of its authority. For more information on congregational polity please refer to

[www.uua.org/leaders/governance/congregationalpolity/47009.shtml](http://www.uua.org/leaders/governance/congregationalpolity/47009.shtml).

The congregation can deal with much of this business at the annual meeting; however, some congregations prefer to hold several different meetings, each with a single major focus. Issues such as the call or dismissal of a minister or the purchase or sale of real estate generally are covered at special congregational meetings that are called solely for that purpose and usually with a single agenda item. Approving such decisions frequently requires a larger majority. Additionally, the bylaws should include provisions for calling meetings in special circumstances and how the membership may petition for a congregational meeting.

The meetings section of the bylaws should define the frequency, kind, and type of congregational meetings and who is responsible for calling such meetings; the method of notice required; a quorum for the meeting; the majority percentage required for approval of decisions, including any issues that require a different percentage; and voting and any restrictions on voting. Also, bylaw provisions may include such items as the agenda for the meetings and the rules of procedure to be followed by the congregation.

## TYPES AND DATES OF MEETINGS

### Annual and/or Regular Meetings

Congregations should think about when the annual meeting should be held. Considerations include when the fiscal year of the congregation begins (for the presentation of budgets for approval), when the governing body changes its membership (for election of new members and officers), any seasonal fluctuation in attendance patterns, and other such events. It is often hard to balance the need for presenting a budget prior to the commencement of the fiscal year and the desire to have as close to year-end figures as possible to enable good estimates on the proposed budget. Some congregations operate their fiscal year and governance year on separate schedules; they hold two separate meetings to reduce confusion and provide multiple opportunities to disseminate information about congregational status and progress. The required channels for publicizing meetings should be clearly identified to ensure that all members are notified.

Sample provisions:

*Example 1: An Annual Meeting of the Congregation shall be held in October of each year, with the exact meeting date to be as determined by the Steering Committee, provided however that such date must be determined and publicized by the Steering Committee not less than sixty (60) days prior to any Annual Meeting. At this meeting the Vice President shall preside as Moderator. The Board of Trustees, Officers and any committees required to be elected at that time shall be elected, a budget for the ensuing year shall be presented by the Steering Committee for discussion, changed if necessary and adopted by the Congregation, and any other appropriate business transacted. The time, place, and agenda of the Annual Meeting shall be as designated by the Steering Committee, and all such information shall be published in writing and made available to the Church Membership in such manner and through such procedure as shall be recommended by the Steering Committee and approved by the Congregation.*

*Example 2: There shall be at least two regularly scheduled Congregational Meetings per year, the Winter Meeting and the Spring Meeting.*

- (a) Winter Meeting. A congregational meeting shall be held each year on or between January 1 and February 15, and shall include as part of its agenda: (1) consideration of a goal budget for the next fiscal year, and (2) any other business that may properly come before the meeting.*
- (b) Spring Meeting. A congregational meeting shall be held each year on or between April 15 and May 31, and shall include as part of its agenda: (1) election of officers; (2) election of trustees, including*

*filling any partial-term vacancies; (3) election of congregational committees, including filling any partial-term vacancies; (4) approval of the annual budget; (5) any other business as may properly come before the meeting.*

*Example 3: The annual congregational meeting shall be held each year on the last Sunday in April at such time and place as shall be fixed by the Governing Council. The purpose of the annual meeting shall be to elect officers and trustees, elect members of the nominating committee, elect delegates to the Unitarian Universalist General Assembly, adopt the budget for the following fiscal year and to hear officers', ministers' and committees' reports.*

*Example 4: The annual business meeting of the church shall be held in the final quarter of each fiscal year, at such time and place as determined by the church board.*

*Example 5: The annual business meeting shall be held each year in the month of March at such time and place designated by the President. The agenda for the Annual Meeting shall include adoption of an annual budget, election of Officers, Board of Trustees and Nominating Committee, and other business as appropriate.*

*Example 6: The annual meeting of the corporation shall be held at the building where the usual religious services are held, or elsewhere in St. Paul at such place as may be designated by the Board of Trustees, at such time in the month of June in each year as the Board of Trustees shall determine. The annual budgets shall be presented to the congregation at the annual meeting.*

*Example 7: Regular meetings of the Association shall be held during the months of May, October, and January at a time and place designated by the Moderator. The Board of Governors may vote to omit the October meeting. The meeting held in May shall be for the purpose of adopting an annual budget for the fiscal year, commencing July first, and other business that may be properly brought before the membership. The meeting held in January shall be for the purpose of electing officers who will take office February first, to receive reports from Board members, and other business that may be properly brought before the membership. The meeting held in the month of October shall be to transact any business that may be properly brought before the membership.*

*Example 8: The annual business meeting shall be held each year in the month of May at such time and place as shall be fixed by the Board of*



*Trustees, in order to hear reports of officers and staff, to elect new officers, to adopt an annual budget, and to transact any other business that may properly come before the congregation.*

*Example 9: The Parish will hold regular meetings at the time or times established by the Board of Trustees, provided that at least one meeting of the Parish will be held annually between March 1 and June 1. The agenda for regular meetings will be set by the President.*

## **Special Congregational Meetings**

Special congregational meetings are generally of two different types: (1) meetings called by the governing body to take action on unusual or occasional items of business and (2) meetings called by the governing body at the request of members of the congregation. Often the agenda at special meetings is more specific (call of minister, purchase of real estate, or other such momentous issues), and with the second type, the agenda often is limited to those matters specifically addressed in the petition to call the meeting.

When determining the number of members (or percentage of membership) that must sign a request to the governing body for a special meeting, carefully consider growth or decline in membership. A fixed number may prove to be too burdensome or too easy to attain if the congregation suffers a major decline or substantial growth in membership. A number expressed as a percentage of voting membership will keep the intent constant, regardless of the size of the congregation at any given time.

Sample provisions:

*Example 1: Special Congregational Meetings may be called by the Board or by the receipt of a written petition requesting such a meeting signed by at least fifteen percent (15%) of all voting members. The Secretary of the Board shall call such a meeting. A call for a Special Congregational Meeting, either by the Board or by petition, shall state the purpose of the meeting. No other business may be transacted at such a meeting.*

*Example 2: Special meetings of the corporation may be called by the Board of Trustees. If a written request to the Board of Trustees by any fifty (50) voting members of the corporation for a special meeting is denied by the Board of Trustees, said meeting may be called by those fifty (50) voting members.*

Example 3: *Special business meetings of the church may be called by the Board, the minister, or at the written request to the Board of any five (5) members.*

Example 4: *Special meetings may be called by the president, or in his/her absence, by the president-elect. Special meetings may also be called at the written request of four (4) trustees, or any five (5) voting members. The business transacted at all congregational meetings shall be limited to that specified in the call to meeting.*

Example 5: *Except as otherwise provided in these bylaws, Special Congregational Meetings shall be called by the Board whenever deemed necessary by the Board or the Minister, or by written request stating the purpose of the Meeting, signed by at least ten percent (10%) of the Voting Members, and delivered to any member of the Board.*

Example 6: *Special Meetings of the Association shall be called by the Moderator at the direction of the Board of Governors, or upon the written request of fifteen percent (15%) or more of the Association members. The meeting shall be called within fourteen (14) days of such direction or request. The meeting shall be held for any of the following purposes: (a) calling or dismissing a minister, or an assistant or associate minister; (b) purchasing or selling of real property; (c) recall of an elected Officer or other Board Member; (d) amending the Constitution; (e) amending the bylaws section on the Endowment Fund; (f) transacting any other business that may require action by the membership before the next Regular Meeting.*

Example 7: *The Board of Governors may call an Emergency Meeting of the Association, if necessary, by a unanimous vote of the members of the Board participating in a board meeting. Such a call need not be in conformance with the notification requirements below, but the Board shall take such measures to insure notification to all members using the telephone, first class mail, or other actual notice as appropriate. Quorum and voting requirements shall be determined by the action to be taken.*

Example 8: *Dismissal of a 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 the meeting shall be only by letter sent to the Congregation. No notice shall be placed in the official church newsletter or read from the pulpit. The minister shall be invited to speak at this meeting.*

## **METHOD OF NOTIFICATION**

Note any conditions or restrictions in state or local statutes about the method of notifying the membership of regular and special congregational meetings. Many states permit the congregation to choose its own notification process, provided that it is set out in the bylaws. You should check to see what is necessary before deciding on what is appropriate in your setting.

Generally, notice of meetings is given through the mail, either through special letters or congregational newsletters. If mail is your chosen form of notification, specify whether the notice must be postmarked or received by some specific date prior to the meeting. Some congregations require that the notice of the meeting be delivered during regularly scheduled worship services.

Some congregations have different notification requirements in case of urgent matters, whereas others have provisions for waiver of notice built into the bylaws. An example of an urgent matter is the congregation's making an offer for land or a building that can come on the market and be sold very rapidly. Without a provision for such urgency or a briefer period of notice, the congregation could lose a valuable opportunity. Notice of special meetings, such as a meeting to call a minister, should not be unduly short, as it is important that as many members as possible be able to participate in such meetings. Ensure that whatever requirements your congregation chooses are in keeping with state and local laws governing these matters.

Congregations also may wish to explore whether electronic communication is appropriate for notification. Again, they must ensure that the manner of notification complies with legal requirements and is fair to all within the congregation, as computer access may be restricted to people of a certain age or income level. Additionally, not all members attend church, so some people might miss notice delivered in a worship service.

Sample provisions:

*Example 1: The business to be transacted at all meetings shall be set forth in the notice of the meeting, which shall be sent to all members by mail fifteen (15) days prior to the meeting.*

*Example 2: Notice of call of a Congregational Meeting shall be published in the official church newsletter at least fourteen (14) days before the date of the meeting, and shall be read from the pulpit on two consecutive Sundays immediately preceding the meeting. The notice shall state the business to be transacted.*

Example 3: *Notice of all meetings and the planned agenda shall be written and sent to the active members by first class mail, postmarked at least ten (10) days prior to the date of the meeting. In addition to this written notice an announcement shall be read from the pulpit on two (2) consecutive Sundays and published in one (1) issue of the Church Newsletter prior to the scheduled meeting date.*

Example 4: *Written or printed notice stating the place, day and hour of any Congregational Meeting shall be delivered either personally or by 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 Steering Committee. In case of a called Special Meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.*

Example 5: *The call to a congregational meeting shall be mailed to the entire membership not less than seven (7) days nor more than thirty (30) days prior to the meeting.*

Example 6: *All members shall be mailed notices of annual and special business meetings of the church at least fourteen (14) days prior to the meeting.*

Example 7: *Notice of any meeting of the corporation shall be signed by or in the name of the Chair of the Board of Trustees or the Secretary, or in case of absence or disability of either of them, by or in the name of any two (2) trustees (and the Chair or Secretary if accessible), or if called by the voting members of the corporation, said notice shall be signed by not fewer than fifty (50) voting members of the corporation. Said notice shall specify the time and place for meeting and shall be read at the Sunday service next preceding said meeting, and shall be conspicuously posted in the parish hall or in the passages thereto, at or near each usual entrance at least five (5) days prior to the date of the meeting. In lieu of readings and posting a notice as provided, the Secretary shall mail, or cause to be mailed, a notice of such meeting to each voting member at least five (5) days prior to the date of meeting, which shall be deemed sufficient notice of any meeting of the corporation. Notice of the meeting shall include: (a) an agenda of the principle matters of business to be considered at the meeting; and (b) copies of all resolutions, budgets, and financial statements to be presented at the meeting by the Board of Trustees, committees of the church, or voting members.*

## QUORUM

Generally, congregational meetings are not on everyone's top-ten list of ways to exercise their religious convictions, and many congregations struggle to entice members to attend and enact the business of the congregation. Sometimes this concern prompts the setting of a low quorum requirement. A low quorum, however, might make it easy for the congregation to approve decisions and enact programs that are not accepted by a significant proportion of the congregation. The congregation must choose the percentages carefully and, once again, check the statutes and regulations governing churches in its jurisdiction for restrictions or qualifications that must be met concerning the setting of the quorum for a meeting.

Sample provisions:

*Example 1: Twenty (20) percent of the membership shall constitute a quorum.*

*Example 2: A quorum of the Congregation for the purposes of voting shall be constituted of thirty percent (30%) of the Members eligible to vote in person or by absentee ballot.*

*Example 3: A Committee of the Whole quorum shall consist of at least thirty-five (35) percent of the membership. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute said quorum.*

*Example 4: Twenty percent (20%) of the Voting Members shall be required to constitute a quorum at all Congregational Meetings except as otherwise noted. The encumbrance, sale or transfer of any real property of the Church shall be authorized only upon the two-thirds (2/3) vote of the Church at which a quorum of fifty-one percent (51%) of the Voting Members shall be required.*

*Example 5: If twenty percent (20%) of the Voting Members are not present at the meeting called by the Board, the meeting may be postponed until such time as is convenient to the Board and until the required percentage of Voting Members is in attendance.*

*Example 6: A quorum at any regular or special congregational meeting shall consist of twenty-five percent (25%) of the voting membership.*

Example 7: *Twenty percent (20%) of the voting membership shall constitute a quorum, except that a forty percent (40%) quorum shall be necessary in order to make decisions about the calling or dismissal of a minister or the purchase or sale of capital property.*

Example 8: *For the purpose of establishing quorum requirements, the Association active membership residing within fifty (50) miles of the church shall be considered as the base upon which the quorum is computed. Twenty percent (20%) of the membership, as above defined, shall constitute a quorum for all Regular Meetings. Thirty-three percent (33%) of the membership, as above defined, shall constitute a quorum for all Special Meetings. If a quorum is not present at a meeting, action may nonetheless be taken on any question properly brought before the assembled members if such action shall be supported by the same absolute number of votes as would be required for action at the meeting at which a quorum is present. The Moderator may, in the absence of a quorum, designate a new meeting date and time, again notifying the membership as defined in these bylaws.*

## **VOTING**

The definition of who is a voting member is generally handled within the membership section of the bylaws, but several other questions need to be answered. One question is what majority is required to approve a decision, including what decisions require different percentages of affirmative votes. This voting section also should clarify whether or not proxy or absentee ballots are allowed. Proxy and absentee balloting both have pros and cons

### **Majority Percentage**

Voting and decision making can cause problems. People of color and other historically marginalized groups in our congregations have pointed out that simple “majority rules” voting can disenfranchise them. Mandating an open discussion period or even promoting consensual decision making as a desired way to do business can help mitigate these concerns.

Sample provisions:

Example 1: *A simple majority of those votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, except for those votes taken relating to the election of a Minister as described in these bylaws. The minister of the Church shall be selected by ninety percent (90%) of those members voting in person or by absentee ballot at a congregational meeting called for such purpose.*

*Example 2: All voting and elections shall be determined by a simple majority of the people present and voting, except as otherwise noted in these bylaws; and except when more than one Board or Committee person is being filled, when a plurality of the people present and voting shall determine the election. Election of a new minister shall be at a congregational meeting called for that purpose. Election shall be by a three-fourths (3/4) vote of those voting members present and voting. Dismissal of a minister shall be at a special congregation meeting called for that purpose. Dismissal shall be by a majority vote of voting members present and voting.*

*Example 3: A majority vote of the qualified members present shall be required to carry any motion at a Regular Meeting. A sixty-six percent (66%) vote of the qualified members present shall be required to carry any motion at a Special Meeting.*

*Example 4: The vote on any matter shall be by written ballot on the request of any member. The exact vote on any matter shall be recorded in the minutes of the Fellowship meeting upon the request of any voting member.*

## **Absentee and Proxy Voting**

Proxy and absentee balloting allow a wider degree of participation in governance and provide access to governance for people who are not able to be present for reasons such as employment or health. Matters such as elections (where no provision for additional nominations exists) are so clearly understood that little problem occurs with absentee balloting. For other issues, however, the discussion on the floor may provide important additional information that might lead individuals to change their minds, or the motion itself may be amended in such a way that the absentee ballot would no longer be valid. Congregations have to figure out what will work best for them. Again, they must carefully note restrictions that exist in state legislation.

In some states, unless the bylaws specifically disallow proxy voting, a member is automatically entitled to vote by proxy. In some situations, however, proxy voting is not advisable. Proxy voting also is not encouraged for calling a minister. Bylaws should explicitly define matters that allow or disallow proxy voting.

Sample provisions:

*Example 1: Absentee ballots shall be on such form as may be stipulated by the Steering Committee and shall be processed for consideration in such manner as may be prescribed by the Board. If the Steering*

*Committee decides absentee ballots are not to be allowed for a given meeting, such decision must be included in the notice of meeting.*

*Example 2: Proxy votes shall be available to members who cannot attend a given meeting for reasons of incapacitation or travel. All proxies shall be in writing and specifically state the issue and how the proxy is to be voted. Proxies must be conveyed in duplicate, one copy to the president and one to the secretary.*

## **OTHER MEETING PROVISIONS**

Some congregations choose to refer to their worship services as “meetings” in their bylaws, whereas others choose to articulate what authority will be used to conduct the meetings of the congregation.

Sample provisions:

*Example 1: Services of worship shall be held regularly at such time and place as shall be determined by the Board.*

*Example 2: Public meetings for the purpose of worship shall normally be held each Sunday throughout the year, except from July first through Labor Day. However the Board of Governors, by the affirmative vote of three-fourths of its members present at a meeting, may omit scheduled services, or authorize additional services, within the limits of budget appropriations.*

## **Conduct of Meetings**

Some bylaws include provisions about how discussion will be managed at congregational meetings. These provisions can include the following:

- an expressed philosophy that discussion should be as representative as possible of a diversity of views
- specific procedures to be followed (such as those in *Robert's Rules of Order*)
- provisions for the inclusion of dissenting opinions in the meeting report

The provisions for discussions at congregational meetings should have these characteristics:

- be as flexible as possible
- be explicit
- be detailed enough to provide information that new members can use to feel engaged in important decisions



In some instances, the procedures in *Robert's Rules of Order* can be misused and can shut down productive discussion. When controversial issues are on the agenda, it may be useful to have a series of informational meetings prior to the meeting where the actual vote is taken. If the procedures in *Robert's Rules of Order* are used, it is important that a person familiar with that method of conducting a meeting be present. Additionally, if a consensual decision-making process is used, the people at the meeting must understand that process and be committed to its success.

### **Committee of the Whole**

A committee of the whole is a decision-making process that uses a consensus-building model. Some congregations choose this model and train their members in the use of consensus building as their means of decision making. To our knowledge, this model of governance is used only in a few congregations that were founded using it. It is certainly easier to train the members of a new congregation in a new discussion and decision-making process than it is to teach this method to a congregation that has used more traditional processes.

This model has the strength of affording a voice to all those present at the meeting while respecting minority viewpoints. When it is practiced well and when those present are committed to the health of the community, this model can be very successful. When some of those present are not familiar with the model or are working to further personal agendas rather than the health of the community, this model can prevent decisions from being made, resulting in congregational stagnation and discord.

Sample provision:

*Example 1: Authority with respect to the governance of the congregation and the conduct of the Congregation's business and administration of its affairs shall be vested in the active membership of the congregation, or the Committee of the Whole, subject to the provisions of law, any limitations imposed in the Articles of Incorporation, the articles of Association, or these By-laws, and as may be amplified in the organization's Policy and Procedures Manual.*

*A Committee of the Whole quorum shall consist of at least thirty-five (35) percent of the membership. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute said quorum.*

*The Committee of the Whole shall retain and not delegate to any congregational committee the authority and responsibility to (1) ordain a minister, (2) call a minister to serve the congregation, (3) dismiss a minister, (4) approve contracts and other matters related to the purchase, sale, or mortgage of real property, (5) adopt the congregation's operating budget, and (6) amend the Articles of Association and By-laws.*

## **Governing Structure**

The decision as to how leadership responsibilities will be vested depends on the congregation's size and intentions. For smaller congregations, a more modest structure—a governing board—may be sufficient. Larger congregations may want to incorporate an executive committee, a program council, or another body to coordinate the delivery of the congregation's ministries. Still others may want to adopt the Carver model of policy governance (please refer to the Web pages listed at [www.uua.org/events/generalassembly/2000/ourcommon/98376.shtml](http://www.uua.org/events/generalassembly/2000/ourcommon/98376.shtml)), which will require different provisions for congregational decision making.

As is true with many other bylaws issues, with governing structure decisions nomenclature once again raises its head: Does the congregation have a board of directors, board of trustees, board of governors, steering committee, parish committee, or some other named body? The answers will differ, depending on which language and style suits the congregation's culture. Most congregations also have officers, and which officers exist may be articulated in the statutes of the incorporating jurisdiction. For ease of communication, this document will use the generic terms *board(s)*, *director(s)*, and *officer(s)*.

The bylaws should address at least the following issues with regard to the governing board:

- composition
- terms and term limits
- election
- basic duties and responsibilities
- filling vacancies

Sample provisions concerning the election of the board will be covered in the "Nominating Committee" section.

## **COMPOSITION OF THE BOARD AND ELECTION PROVISION**

Most boards have both officers and directors (the latter are also called *members-at-large* or *trustees*). Some congregations elect their officers directly, and others allow the board to name its own officers. Most states require that the bylaws specify the exact number of directors, although some states allow for a number

within a stated range. In deciding on the number of directors, bear in mind your method of election of officers and the various tasks and duties you wish to have the directors perform.

Also bear in mind whether the board will be representative of the church as a whole or whether you desire representation from specific segments of the congregation. Some congregations designate specific board seats for representatives from the Religious Education Committee or Finance Committee, for example, whereas other congregations make provisions for a youth member, young adult member, or both on the board. (If members representing these various constituencies are appointed, they should have the same voting privileges as other members.) In some congregations youth or young adult members do not have voting rights on the board but are members to provide their perspective. Other congregations believe that such an arrangement discriminates on the basis of age. Whether the board is directly representational or not, good communication between the board and the congregation is essential.

The congregation should also carefully consider whether the directors' terms should be staggered or all members be replaced at the same time. Staggered terms allow for a degree of continuity that might be lost if the entire board turned over at the same time. A question for congregations with professional staff is whether ministers and other staff members should be required to attend board meetings or be part of the board.

Sample provisions:

*Example 1: The Board of Trustees shall be composed of the four (4) officers of the Church and seven (7) Trustees. Only a voting member who has been a member of the Church for at least one (1) year and has served actively on at least one (1) Committee for at least six (6) months may serve as a Trustee. Trustees shall be elected to serve for two (2) year terms, or until their successors are elected and qualified. Terms of office for Trustees 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 for four (4) Trustees shall begin in odd numbered years. Terms of office for three (3) Trustees shall begin in even numbered years.*

*Example 2: A church board shall administer and manage the business of the church. The Board shall consist of the officers—president, vice president, secretary and treasurer, three (3) adult members at large, and one (1) youth (between the ages of 16 and 21) member. Board members are elected at the annual business meeting of the membership by a simple majority. The minister and the immediate past president of the board*

*serve as ex-officio, non-voting members. To serve on the board, a person must be a voting member of the church. The term for each Board member and officer is two (2) years. The terms shall be staggered, with half of the Board positions being up for election each year.*

*Example 3: The Board shall consist of the Officers, the immediate past president, the committee Chairpersons listed in these bylaws, and the minister as a non-voting member. The officers and committee chairpersons, except the Nominating Committee Chair, shall serve a two (2) year term. No person, except the Treasurer, and the two (2) Assistant Treasurers, shall hold the same office longer than two (2) consecutive full terms. The Treasurer and Assistant Treasurers shall not hold office more than three (3) consecutive two (2) year terms. Either Assistant Treasurer, as designated by the President, shall serve as a voting member of the Board in the absence of the Treasurer.*

*Example 4: There shall be seven (7) trustees, two (2) elected each year with three (3) to be elected every third year. At each annual meeting there shall be elected trustees to fill the place of any previous trustee whose term is expiring. The term of such trustees shall be for three (3) years, except when they are being elected to replace a trustee who has not fulfilled his/her full term.*

*Example 5: The Board of Trustees of this Church shall be comprised of nine (9) members, these being the four (4) Officers of the Church (president, vice president, secretary and treasurer), each of whom shall be elected by ballot each year, and five (5) additional Voting Members or Associate Members, each of whom shall be elected to serve a two (2) year term, except that only at the first election following initial adoption of these Bylaws two (2) of the five (5) non-officer Voting Member or Associate Member positions shall be elected to initial one (1) year terms, the intent of this provision being to ensure some overlapping of Board Member terms for purposes of governance continuity. At least one (1) Trustee should be a member of the Religious Education Committee unless an Officer is a member of the Religious Education Committee. At least one (1) Trustee should be a member of the Finance Committee unless an Officer is a member of the Finance Committee. Each member of the Board of Trustees so elected shall hold office until his or her successor shall have been elected and qualified.*

*Example 6: There shall be a Board of Trustees composed of nine (9) trustees, the five (5) officers of the church, and the optional youth representative. All trustees and officers shall be voting members of the*

*Church. Trustees shall serve terms of three (3) years on a staggered basis with three (3) Trustees being elected each year at the Annual Meeting.*

*Example 7: The Board of Trustees shall consist of nine (9) members, except as provided below. Each trustee shall be a voting member of the corporation and shall serve for a term of three (3) years. At every annual meeting voting members shall elect three (3) trustees and vote on any vacancies that have been filled by the board since the last annual meeting. A trustee shall take office upon the election of that trustee and shall continue until the term expires, the trustee resigns, or the trustee is removed.*

*Example 8: Elected officers, and the past president, shall constitute the Executive Committee. The Executive Committee and two (2) at-large seats shall constitute the Board of Directors. The at-large seats shall be elected by ballot at each annual meeting and shall hold the seat for a term of one (1) year, concurrent with the officers, or until the successor has been elected or appointed.*

*Example 9: The Trustees, designated as directors in the Articles of Incorporation, shall be twelve (12) in number and shall consist of those now in office and such others as may be elected or appointed to succeed them. Elected Trustees shall serve a term, beginning and ending at the Awards, Canvass and Election Meeting, of three (3) years, one-third (1/3) of the number being elected for full terms each year.*

*Example 10: At each annual meeting there shall be chosen by secret ballot at least two (2) trustees to serve three (3) year terms of office. From among its own members, the Board of Trustees, shall elect a president, vice president, program liaison, and secretary, all of whom shall hold their offices for one (1) year. The Board shall elect a treasurer either from its own membership or from the membership of the congregation. If the elected treasurer is not already a member of the Board, he or she shall be made a non-voting member of the Board of Trustees. The term of office for the treasurer shall be set by the Board.*

## **CAUCUS OR AFFINITY GROUPS**

As a congregation becomes diverse in membership, it may want to consider having caucus and affinity groups as part of its organizational structure. These groups may have representation on the board and may provide a voice for minority racial identity, ethnic identity, and sexual orientation and identity, among others.

Sample provision:

*Example 1: All Souls shall institutionalize Caucus- or Affinity Groups into its decision-making process as another way to create an inclusive environment where the best possible non-oppressive decision may be reached. As with the Standing Committees of the Committee of the Whole, Caucus- or Affinity Groups shall be created at the discretion of the Committee of the Whole and each group shall be an official body of the congregation, afforded the same rights, privileges, and responsibilities as other Standing Committees. The People of Color Caucus shall be a Standing Caucus with a representative on the board. Other groups may also form caucuses.*

*Caucuses shall exist to evaluate the potentially oppressive impact specific institutional- and/or organizational decisions and/or decisions regarding policy may have on members of the congregation who identify themselves as members of a group that has been historically marginalized and disenfranchised in larger society.*

*Membership in any caucus and/or affinity group shall be open to any person who publicly lives and/or self-identifies as being a member of the specific target group for which the affinity group or caucus has been formed.*

## **YOUTH REPRESENTATIVE**

The following is an example:

*Example 1: Optional Youth Representative. The Board may have a youth representative as an optional tenth member. The youth representative shall serve for a one (1) year term with full voting privileges. There shall be no youth representative on the Board when there is no qualified candidate in the Young Religious Unitarian Universalist (YRUU) youth group. The youth representative must meet the following qualifications: be a member of the church, be an active member of the YRUU youth group, want to be on the Board of Trustees, be willing and able to attend Board meetings, and be willing to report back to the YRUU on a regular basis about the Board Meetings. The nomination and approval procedure shall be as follows: (1) YRUU members shall nominate one (1) or more candidates; (2) YRUU advisors and the Religious Education Director shall review the candidate(s) to determine qualifications; (3) YRUU members shall vote to determine the nominee if there is more than one (1) qualified candidate; (4) the name of the nominee shall be submitted to the*

*Nominating Committee; (5) Approval of the candidate shall be by election at the Annual Meeting.*

## **TERM LENGTH AND TERM LIMITS**

Another question to be addressed is how long the term of office will be. Some congregations have found that short terms are easier to fill. Other congregations find that longer terms allow a leader first to grow into a position, next to provide effective leadership, and then to serve as a mentor in the leadership development of others. Shorter terms that may be renewed can also ensure openness and continuity. Making term limits too burdensome can lead to leadership stagnation.

Any limitations on the number of consecutive terms a director may serve should be spelled out in the bylaws, either as a separate section or as part of the section on the composition of the board.

Sample provisions:

*Example 1: Elected trustees may serve in the same position for no more than four (4) years. In any six (6) year period, no member of the Board of Trustees may serve for more than four (4) consecutive years.*

*Example 2: Board members shall be eligible to succeed themselves only once. A person who has been appointed to office, or elected to a partial term to fill a vacancy, shall not be considered to have served such term for purposes of determining whether such person is eligible to succeed himself or herself.*

*Example 3: No member may serve more than two (2) consecutive terms without being off the board for at least one (1) year.*

*Example 4: No trustee will serve more than two (2) consecutive three (3) year terms.*

*Example 5: No person, except the Treasurer, and the two (2) assistant treasurers, shall hold the same office longer than two (2) consecutive full terms.*

*Example 6: No person shall be eligible to part or full terms aggregating more than six (6) consecutive years. After a lapse of one (1) year following service within the six-year limitation, eligibility is reestablished.*

## RESPONSIBILITIES OF THE BOARD

The responsibilities of the board should be set out in the bylaws. They should include the extent of the board's authority to act, those areas where committees may have authority to act, and those actions or decisions that the congregation reserves for itself. Many of these provisions are standard, but some particularities of congregational life can be spelled out in this section.

Sample provisions:

*Example 1: A Church Board shall administer and manage the business of the church. At each annual business meeting, the Church Board shall submit an operating budget for the coming fiscal year. The budgeted expenses may not exceed the anticipated income. 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 ten percent (10%) of the approved budget. 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.*

*Example 2: The Board, subject to the prime authority of the congregation, is the principal policy forming and administrative body of the church. The Board has full authority and responsibility, except as limited by these bylaws, to act on the business and programs of the church.*

*Example 3: The Board of Trustees shall be the governing body of the Church. It shall: (a) establish and maintain short/long range goals, procedures and policies to govern the operating practices of the Church consistent with these bylaws; (b) have general charge of properties of the church; (c) employ staff as necessary; (d) appoint interim minister(s) in accordance with the Unitarian Universalist Association guidelines in the event that a called minister(s) leaves employment; (e) approve the appointment of community ministers or intern ministers in accordance with Church policies and procedures; (f) provide facilitation and liaison services as needed to Committees and Councils; (g) insure that prior notice is given on changes of policies or procedures to the affected membership. The Trustees shall not sell or otherwise dispose of or encumber the real estate of the Church without prior approval of the membership of the Church, nor shall they authorize aggregate expenditures or incur a total indebtedness in excess of five percent (5%) of the approved annual budget without approval by the membership of the Church. The disposal of bequests, devises or contributions within one year of acquisition shall not be considered as disposition of Church property or as expenditures subject to the limitations above. The Board of*



*Trustees shall recognize the moral principle that all of its powers are subordinate to the will of the membership of the Church.*

*Example 4: The duties of the Steering Committee on behalf of the membership, shall include the general custody of the property of the church, the conduct of all business and financial affairs of the Church. The Steering Committee shall have the authority to enter into contracts, the authority to engage or delegate the engagement of all employees except the minister, to appoint temporary committees in connection with its responsibilities, to make regular evaluation of the insurance programs, recommending changes where necessary, to maintain an active membership list, to coordinate the use and rental of the building by non-Unitarian groups, and to maintain communication between the Steering Committee and committees of the Church. The Steering Committee shall have no power to call, settle, or remove a minister or to fix this minister's salary. It may not, without consent of two-thirds (2/3) vote of those voting at a Congregational Meeting in person or by absentee ballot, mortgage any real property, buy or sell property.*

*Example 5: The officers together with the trustees shall form the Governing Council. No officer may be a trustee simultaneously. The Governing Council shall be responsible for carrying on the executive duties and business of the Fellowship between congregational meetings. To the best of their knowledge they must try to reflect in their actions the wishes and best interests of the Fellowship as a whole.*

*Example 6: The Board of Trustees shall be responsible for the finances, administration, property, and business affairs of the Church. The Board shall supervise all Church programs. Any decision, action, or omission of the Board may be appealed at an Annual Meeting, or at a Congregational Meeting called for that purpose. The Board's specific duties and obligations include: (a) to hold monthly meetings at such time and place as the Board shall designate; (b) to appoint the Trustees who shall chair the Standing Committees, at the first meeting of the Board after its election; (c) to hold special Board meetings when requested to do so by the President, the Minister, or three (3) members of the Board. Due notice of special Board meetings, stating the date, time, place, and purpose of the meeting shall be given to each Board member. No business except that stated in the notice shall be acted upon, but other matters may be discussed; (d) to give notice to the Congregation at least seven (7) days in advance of special Board meetings, except when the Executive Committee, Board, or Minister determines the existence of an emergency which allows insufficient time for prior notice as described herein. Whenever a special Board meeting is held without prior notice to the*

*congregation, the Board shall make written report to the Congregation of the business transacted at such meeting; (e) to make available minutes of each Board meeting, or a summary of all business transacted at the Board meeting, by the time of the next Sunday service; (f) to appoint and dismiss all employees of the Church and fix their salaries, with the advice of the Minister, except as provided herein; (g) to establish budgets for Congregational approval, monitor those budgets, and see that Church expenditures are within those budgets; (h) to appoint the Director of the Annual Canvass; (i) to ensure recruitment of volunteers to staff Standing Committees and to fill unelected positions needed to carry out Church programs or administration; (j) to conduct or supervise and approve all polls of the Congregation; (k) to authorize expenditures exceeding its budget to the extent of not more than three percent (3%) of the total annual budget, as periodically adjusted in light of actual income. Any expenditure in excess of this limitation shall be approved by a majority of those Voting Members present and voting at a Congregational Meeting with such expenditure in its call; (l) to establish Standing Rules for conducting its own business and approve Standing Rules for each of the Standing Committees.*

*Example 7: The Board shall be the head administrative body of the Church and, on behalf of the Congregation, shall be vested with the care and administration of the real and personal property of the Church, and shall conduct its business affairs. It shall keep the Congregation informed of its actions.*

*Example 8: The business, property, and affairs of the corporation, including the approval of the annual budgets, shall be governed by the Board of Trustees, which shall promulgate policies for the conduct of the affairs of the corporation consistent with the laws of the State of Minnesota, the Articles of Incorporation, and these Bylaws.*

*Example 9: The Board of Directors shall have general charge of the property of the Fellowship, the conduct of all business affairs, and the control of its administration, including the appointment of such committees, as it may deem necessary.*

*Example 10: The Board of Trustees shall have general charge of the property and funds of the Church, the conduct of all its business affairs, and the control of its administration, including the appointment of such committees as it may deem necessary, but no borrowing of money nor contract involving more than ten percent (10%) of the current annual budget shall be made without approval of the Congregation.*

Example 11: *Reporting Responsibilities of the Board. The Board will make a written report to the Parish on at least an annual basis, and otherwise will inform the Parish of major policy decisions.*

## **EXECUTIVE COMMITTEE**

Some congregations find it helpful to designate an Executive Committee to handle specific issues and/or to act in emergencies when timeliness does not allow for the entire governing board to be involved in decision making. Smaller congregations may not need an Executive Committee, but a number of larger congregations have found this structure useful. One question for congregations with ministers is whether the minister should meet with or actually be a member of the Executive Committee.

Sample provisions:

Example 1: *The Executive Committee shall be composed of the Officers of the Church. The Executive Committee shall carry forward the program and plans of the Church and Board. It shall exercise the powers and duties of the Board when necessary, between meetings of the Board. It shall report promptly to the Board all action taken. It shall prepare an agenda for each Board meeting and shall gather and evaluate relevant data pertaining to each item of the agenda. It shall have further such powers and duties as the Board shall assign.*

Example 2: *The Executive Committee shall consist of the four (4) officers of the Church. Two (2) members of the Executive Committee shall constitute a quorum. Minutes of meetings shall be kept, and actions taken shall stand unless disavowed by the Board. The Executive Committee shall be responsible for the conduct of the affairs of the Church between meetings of the Board, and it shall have such other duties and perform such functions as are delegated to it by the Board. Any action taken by the Executive Committee must be ratified by the full Board at its next meeting.*

Example 3: *The Executive Committee shall consist of the Moderator, the Finance Governor, and the Minister. It shall meet as necessary and shall be responsible for: (1) selecting and managing the terms of employment of all paid custodial and office employees; (2) appointing an auditor to report on the financial condition of the Association at the end of every fiscal year, and at such time as the Treasurer's office becomes vacant; (3) implementing any other responsibilities assigned to it by the Board of Governors; (4) keeping a record of its activities and submitting a report at each meeting of the Board of Governors.*

Example 4: *There shall be an Executive Committee made up of the President, Vice-President, Chair of the Board, Secretary, and Treasurer. Between meetings of the Board, the Executive Committee shall prepare the agenda for the next Board meeting.*

## **BOARD MEETINGS**

The questions that arise concerning board meetings are similar to questions about congregational meetings; they cover topics such as frequency of meetings, notice, quorum, and voting. Most boards meet monthly, with provisions for skipping meetings if no business will be transacted. Most boards have a quorum of 50 percent plus 1; most require a simple majority for decisions to carry. Some bylaws require notice of meetings to be made to the congregation, whereas others require that the minutes of the meetings be made available within a reasonable amount of time. These provisions and related ones are included below, and some of these factors are covered in the examples in the “Congregational Meetings” section.

### **Frequency and Notice**

The following are examples:

Example 1: *The Governing Council shall hold a minimum of five (5) meetings between annual congregational meetings. The first of these meetings shall be in July.*

Example 2: *The Church Board shall meet at least once a month. The president, the minister, or four members of the Board may call additional Board meetings.*

Example 3: *Regular meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board of Trustees. Special meetings of the trustees may be called by the Chair, or by the Secretary on the written request of any two (2) trustees. Written notice of both regular and special meetings shall be mailed to each trustee at least four (4) days before the date of the meeting, but such notice may be waived.*

Example 4: *The Board shall meet monthly.*

Example 5: *The Board shall meet monthly, except July and August, on such dates and places as the Board shall from time to time fix. Special meetings of the Board may be called by the President or by any two (2) members of the Board with twenty-four (24) hours notice to each member of the Board and to the Minister. The latter time restriction may be waived*

*by no less than eight (8) board members, all of whom are present at the Special Meeting when waived.*

## **Quorum**

The following are examples:

*Example 1: The quorum shall be seven (7) persons, at least two (2) of whom shall be Officers.*

*Example 2: A quorum at a meeting of the Governing Council shall consist of a simple majority.*

*Example 3: A majority of the voting members of the Board shall constitute a quorum.*

## **Decision Making and Voting**

The following sample provisions concern voting. Congregations seeking a diverse membership may wish to stress a goal of consensual decision making and have a voting provision for cases in which a decision cannot be reached. The consensual decision-making process also can be used as the means of discussion preceding a vote, particularly when it is essential to record a vote of the congregation, such as in decisions about real property or calling a minister.

Sample provisions:

*Example 1: Any action by the Board of Trustees may be decided upon by a majority of the votes cast by those present at the meeting unless otherwise specifically increased in Board of Trustees' policies.*

*Example 2: Except as otherwise specified in the Charter or Bylaws, a majority of those present at Membership or Board meetings shall be sufficient to pass resolutions and otherwise transact business.*

*Example 3: Decisions of the Steering Committee shall be made by consensus of all members present at a meeting. The Church is committed to operating by consensus. If, however, a consensus cannot be reached, the President shall so declare and actions shall be taken by majority vote of the Steering Committee members present.*

## Open Meetings

The following are examples:

*Example 1: Board meetings are open to all members of the church. Church members who are not Board members may speak at Board meetings, but may not make motions or vote at Board meetings.*

*Example 2: Meetings shall be open to the members of the congregation. Provision shall be made at meetings for non-Board members to address the Board. The Board may meet in executive session only to discuss personnel matters or to receive legal advice.*

*Example 3: Board meetings shall be open to the membership. All Board minutes shall be made available to the voting members and shall include the full text of any rules or guidelines that the Board passes.*

*Example 4: Regularly scheduled meetings shall be open to the membership and minutes of each meeting shall be made available to the congregational membership.*

## Minutes

The following is an example:

*Example 1: Complete and accurate typed minutes shall be kept of any and all regular or special meetings of the Board excluding Executive Sessions. A record set of final approved minutes shall be kept in a bound and indexed form at a place determined by the Steering Committee to be safe from loss or damage. A second set of such minutes shall be kept in a place and under conditions which shall make them readily available to all members of the Church membership. All recorded minutes shall be formally approved by a majority vote of at least a quorum of the board, and shall be signed by the Secretary certifying that such minutes are as approved by the Steering Committee.*

## OTHER BOARD PROVISIONS

### Vacancies

From time to time, vacancies occur in the governing body. Having a specified mechanism for replacing such members is advisable.

Sample provisions:

*Example 1: Any vacancy occurring in the Board of Trustees shall be filled by a majority vote of the Steering Committee after consultation with the Nominating Committee. Any trustee elected 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.*

*Example 2: Vacancies on the Board occurring between Spring Congregational Meetings shall be filled by majority vote of the Board. Those persons who fill a vacancy shall serve only until the end of the current fiscal year.*

*Example 3: To fill vacancies, the Nominating Committee shall present a candidate to the Board of Trustees to fill the position until the next general membership meeting. A vote of the majority of the Board of Trustees will be required to seat the new member on the Board.*

*Example 4: In the event of the death or withdrawal or removal of an officer or trustee, the Governing Council shall have the power to appoint a replacement until the next annual meeting. If a replacement must be appointed for the president-elect, the office of president shall be added to the ballot and voted on at the next annual meeting.*

*Example 5: The Board shall appoint members to fill vacancies on the Board. If the office of President becomes vacant, the appointee must be a present member of the Board.*

*Example 6: Should a vacancy on the Board occur during the year, the Nominating Committee shall propose one (1) or more names from which the Board shall fill the vacancy until December 31 following the Annual Meeting. At the next Annual Meeting a person shall be elected to fill the unexpired term, if any, of the person being replaced.*

*Example 7: A vacancy in any elected position, except Moderator, shall be filled within thirty (30) days by vote of the Board, and the appointee shall hold office until a successor takes office on the following February 1<sup>st</sup>. If the vacancy occurs in a term of greater than one (1) year duration, there shall be an election at the January Regular Meeting to serve the remainder of the outstanding term. A vacancy in the office of the Moderator shall be filled by the Associate Moderator until a successor takes office on the following February first.*

## Removal of Board Members or Officers

Occasionally board members are unable or unwilling to fulfill their duties, and sometimes they are not able to, or do not choose to, resign their position on the governing body. In these cases, it is important that there be procedures for removing board members.

Sample provisions:

*Example 1: Any trustee may resign by giving notice in writing to all trustees and may be removed, with or without cause, by action of two-thirds (2/3rds) of the trustees or by vote of a majority of the voting members present at an annual meeting of the corporation or at a special meeting called pursuant to these bylaws. If three (3) or more vacancies exist at any one time, a congregational meeting for the purpose of filling these vacancies shall be held within thirty (30) days.*

*Example 2: Three (3) absences during one (1) year by a member of the Board of Trustees from Steering Committee meetings without prior notification to the Secretary shall be tantamount to resignation. Board members may be removed by two-thirds (2/3) vote of the Steering Committee for breach of trust or gross misconduct.*

*Example 3: Failure of an Officer or Trustee to attend three (3) consecutive regular Board meetings or four (4) of any six (6) consecutive regular Board meetings shall be an automatic resignation from the Board without further action or notice. Removal for cause of an Officer or Trustee shall be by majority vote of the Voting Members present and voting at a Congregational Meeting with removal of that individual in the call for the meeting.*

*Example 4: Any officer or trustee who misses three (3) or more consecutive meetings of the Governing Council may be removed from the Governing Council upon the vote of a majority of those members of the Council present at a meeting of the Governing Council. The vacancy shall then be filled pursuant to these bylaws.*

*Example 5: In the event that any elected officer or a person serving in any other elected position of the Association, fails, without showing good cause, to be present at three (3) consecutive meetings that he or she is required to attend, or otherwise is considered derelict in duties to the Association, that person may be subject to recall proceedings as follows: Upon recommendation of the Moderator, and subsequent notice to the individual, the Board of Governors will conduct a hearing. The elected*



*person will be recalled if the hearing results in recall action concurred in by three-fourths (3/4) of the required Board quorum, and concurrence at a Special Meeting of the Association called as set out in these bylaws.*

## **OFFICERS**

Most congregations have designated officers. Generally, they are known by the titles *president*, *vice president*, *secretary*, and *treasurer*, but once again, nomenclature may be specific to particular congregations and their cultures. We have presidents, moderators, and chairs; vice presidents, presidents-elect, associate moderators, and vice chairs; secretaries and clerks; and treasurers and financial officers, just to name a few. The bylaws should set out the names, numbers, terms, appointment process, and responsibilities of officers, as well as their relationship to the governing board. Some congregations elect their officers directly, whereas others allow boards to choose their own officers. Details of the nomination/election process are given in the "Nominating Committee" section of this document. As is true with many aspects of bylaws, pay attention to the legal nomenclature required by your jurisdiction.

### **Officer Composition**

The following are examples:

*Example 1: At each annual meeting there shall be chosen by ballot a President, a Secretary, and a Treasurer, all of whom shall hold their offices for one (1) year and until their successors have been elected and qualified, and who shall perform the duties usually pertaining to these offices.*

*Example 2: The officers of the Church are the President, the Vice President, the Treasurer and the Secretary.*

*Example 3: The Officers are the elected leaders of the Church. The four Officers are President, Vice-President, Secretary and Treasurer. Only a voting member who has been a member of the church for at least two (2) years may serve as an Officer. Officers shall serve for a term of one (1) year, or until their successors are elected and qualified. Terms of Officers shall coincide with the fiscal year.*

*Example 4: At each annual meeting, there shall be elected a president-elect and a secretary or treasurer. The president-elect shall succeed to the presidency at the end of his or her term. The term of office shall be one (1) year for the president and the president-elect. The secretary shall be*

*elected on odd years and the treasurer on even years. The term of office shall be for two (2) years for the secretary and treasurer.*

*Example 5: The officers of the church shall consist of the President, Vice President, Secretary, Treasurer and two (2) Assistant Treasurers.*

*Example 6: Officers of the Church shall be President, Vice President, Secretary and Treasurer. The Board of Trustees shall elect from within their membership a President and Vice President; and shall appoint a Secretary and a Treasurer, that are certified members of the church and that are not elected members of the Board.*

*Example 7: From among its own members, the Board of Trustees shall elect a President, Vice President, Program Liaison, and Secretary, all of whom shall hold their offices for one (1) year. The Board shall elect a Treasurer either from its own membership or from the membership of the congregation. If the elected Treasurer is not already a member of the Board, he or she shall be made a non-voting member of the Board of Trustees.*

## **Officer Responsibilities**

Some responsibilities are held in common by all officers and directors, and some duties are specific to a particular office. The bylaws should set out these particularities in general terms, and specific responsibilities that may change over time should be stipulated in other governing policy documents.

### **➤ Common Responsibilities**

The following are examples:

*Example 1: The authority and duties of the officers shall be as prescribed in writing by the Board of Trustees.*

*Example 2: The Officers shall perform the duties normally associated with their respective offices. In addition and not in limitation, the Officers shall have the duties defined herein and in a statement of "Officer and Committee Responsibilities" approved by the Board.*

*Example 3: In addition to serving on the Executive Committee and exercising the powers and duties of their respective offices, each Officer shall have any further powers and duties assigned to them by the Board.*

Example 4: *The treasurer shall sign checks and the president and the secretary shall sign all minutes and legal documents of the corporation. The secretary shall record minutes for the meetings of the Governing Council and of the Congregation. The president-elect shall assume the duties of the president when the president is absent. The president and treasurer shall submit a comprehensive report to the congregation at each annual meeting.*

Example 5: *All officers shall represent the Church 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. Because the Church has a goal of shared leadership rather than functioning under a traditional hierarchy, officers have limited responsibilities. Officers will be elected to handle dealings with federal and state offices and financial institutions because they are accustomed to doing business with an organization's President, Treasurer or Secretary.*

Example 6: (In bylaws that designated the Secretary and Treasurer as *ex officio* members of the Board, the following provision also exists.) *The ex officio members of the Board of Trustees, like all Church staff, have administrative responsibilities and must, therefore, make reports to the Board of Trustees, function as a resource in their area of expertise and be given notice of all Board meetings. No ex officio member may propose motions or vote on proposed motions.*

### ➤ **Responsibilities of the President**

The following are examples:

Example 1: *The President shall serve as chairman of the Board of Trustees, shall preside at all meetings of the Congregation, and shall represent the Church on all appropriate occasions. She/he shall perform such other duties as usually appertain to the office. She/he shall be ex officio member of all Board and Standing Committees without the right to vote.*

Example 2: *The President shall be the presiding officer of the Church and Board of Trustees, shall coordinate the administrative functions of the Church and shall represent the Church on all appropriate occasions.*

Example 3: *President: presides at meetings of the church membership and Board. By virtue of the office, is a member of all departments and committees, except the nominating committee. Votes at Board and Business meetings only in the case of a tie.*

Example 4: *The President shall be the chief administrative officer of the Church. The President shall preside at all meetings of the Congregation and the Board.*

Example 5: *The President shall be the executive officer of the Church, serve as a member of the Board, be responsible for organizing the agenda for all Regular and Special Steering Committee Meetings, and have authority to sign on behalf of the congregation any deeds, mortgages, bonds, contracts or other legal instruments which the Steering Committee has authorized to be executed, except in those instances where the signing and other execution of such instruments shall have been expressly delegated by the Steering Committee or by these bylaws or by statute to some other officer or agent of the church.*

Example 6: *The President shall preside at meetings of the Board of Trustees, and at congregational meetings, unless the Members at the beginning of a congregational meeting elect a moderator to preside. The President shall serve as a non-voting member of all committees except the Ministerial Relations Committee.*

#### ➤ **Responsibilities of the Vice President**

The following are examples:

Example 1: *The Vice President shall act in the absence of or at the request of the President, at which time she/he 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.*

Example 2: *Vice President: Presides at meetings of the church membership and Board in the absence of the President; coordinates the working committees designated by the Board; serves as parliamentarian; and performs such other functions as assigned by the Board.*

Example 3: *The Vice President shall assume the duties of the President in the absence of the President, and be Moderator at all Congregational Meetings.*

➤ **Responsibilities of the Secretary**

The following are examples:

Example 1: *The Secretary shall be the official secretary of the board, shall see that proper records are maintained and that proceedings of the Board are regularly reported to the Congregation, and shall perform such other duties as may be specified by the Board. All records of the Secretary shall be the property of the church. She/he shall be responsible for notifying the membership by mail of all Congregational Meetings and of all matters to be acted upon at said meetings.*

Example 2: *Secretary: Keeps minutes of meetings of the church membership and Church Board; keeps the official record of church membership; in conjunction with the treasurer prepares a list of voting members thirty (30) days prior to any business meeting of the membership; keeps all papers, correspondence, documents, and written instruments belonging to the church or that pertain to the business of the church; and performs such other functions as assigned by the Board.*

Example 3: *The Secretary shall have general charge of and responsibility for all non-financial records of the Church and shall keep accurate minutes of all meetings of the Congregation, Board, and the Executive Committee. The Secretary shall maintain records of membership in the Church and the voting eligibility of the members. The Secretary shall keep the Congregation informed of the actions of the Board and Executive Committee.*

Example 4: *The Secretary shall keep minutes of all Steering Committee meetings and Congregational meetings of the church, issue all notices and conduct the correspondence of the Steering Committee, keep and preserve the Church membership book, maintain lists of all friends and members of the Church along with the addresses and telephone numbers.*

Example 5: *The Secretary shall keep an accurate record of the meetings of the Church and Board of Trustees, shall be responsible for the preparation and distribution of agendas and notices. The Secretary is an ex officio member of the Board of Trustees.*

Example 6: *The Secretary shall keep minutes of congregational meetings and meetings of the Board of Trustees. This Trustee will also be responsible for accurate maintenance of the membership roles.*

Example 7: *The Clerk shall attend all meetings of the Association, and the Board of Governors, and shall keep accurate records of the proceedings of these meetings. The Clerk shall notify the Association members of all meetings in accordance with the provisions of these bylaws.*

➤ **Responsibilities of the Treasurer**

The following are examples:

Example 1: *The Treasurer shall receive, safely keep, and account for all money and other property of the Church entrusted to his/her care, and shall disburse the same under the direction and to the satisfaction of the Board. She/He shall maintain: (1) a current roster of the pledging units and their pledges; (2) a complete accounting of the financial records of the church, which shall remain the property of the Church, and which shall be open for inspection by any member; (3) the annual financial report of the Church, which shall be audited by a person, not a member of the Board, who is designated by the Board. From time to time the Treasurer shall furnish statements detailing the status of their pledges to pledging units. At the discretion of the Board, the Treasurer shall be bonded by the Church in such amount as the Board may determine.*

Example 2: *Treasurer: has custody of all money belonging to the church; keeps careful and accurate records of income, receipts, and expenditures of the church; pays the bills and charges that are in the approved budget or are approved by the Board; reports to the Board at its monthly meetings and to the membership at the annual business meeting; and performs such other functions as assigned by the Board.*

Example 3: *The Treasurer shall receive and safely keep all money and other property of the church entrusted to his or her care, make disbursements as directed or approved by the Steering Committee, keep a complete account of the finances of the Church in books belonging to the Church, including direction and coordination of any public accounting firm employed by the Church, render a current statement at each regular meeting of the Steering Committee and of the membership, ensure that all federal, state or local 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, and may be bonded at the expense of the Church.*

Example 4: *The Treasurer shall receive and disburse moneys and securities entrusted to the Church, shall keep a complete and accurate*

*account of the finances of the Church, render written financial reports, and prepare an annual statement at the close of each fiscal year. The Treasurer is an ex officio member of the Board of Trustees.*

Example 5: *The Treasurer shall keep records of receipts and expenditures of Church funds. The Treasurer shall be bonded.*

## **COMMITTEES**

Committees are the lifeblood of our Unitarian Universalist congregations, for much of the congregation's ministry happens through small groups of people gathered together for a specific purpose. Some congregations have one or two committees, whereas others have dozens and dozens. Some committees are articulated in the bylaws, and others are created as needed, without mention in the bylaws. Bylaws should set out the key committees, especially committees elected by the congregation. However, for the committees that are listed, the bylaws should articulate only the basic duties. This restriction is important for two key reasons: to keep the bylaws as succinct as possible and to allow the inevitable changes in the committees' charges to be made with relative ease. Sample provisions for several committees are set out below. The provisions for the ministerial search committees will be set out in the section of this manual called "The Minister."

### **Basic Provisions on Committees**

Some bylaws set out provisions that relate to all committees, establishing criteria for committee membership and the basic responsibilities that hold for all committees. Bylaws that include general provisions also may include provisions on specific committees.

Sample provisions:

Example 1: *The Board may appoint standing and temporary committees as it deems necessary. All committees shall report to the Board or Executive Committee at the time and in the form determined by the Board. All committee chairpersons shall be appointed by the President and approved by the Board. Membership of all committees with the exception of Nominating, Ministerial Relations, and Executive, shall be open to all church members. The Board may organize the committees into councils as it determines will best meet the changing needs of the church.*

Example 2: *Standing Committees shall be: Building and Grounds, Bylaws, Communications and Marketing, Community Outreach, Fellowship, Lifespan Religious Education, Finance, Music, Sunday Services, Nominating, and Human Resources. There shall be at least three (3)*

*members of each such committee. Only voting members of this Church shall chair a committee. At least one (1) member of the Board shall be a member of each Standing Committee and each Board member shall serve on at least one (1) Standing Committee. No member of the Board may serve as chair of a committee. No member may serve as chair of the same committee for longer than two (2) consecutive years. After two (2) years, the chair becomes automatically vacant until filled by the Board. Other than the Ministerial Search Committee, special committees may be appointed, as required, by the President or the Board, and cease to exist on discharge of their duties.*

*Example 3: In addition to the committees specified herein, the Board may establish such other committees as required, but the chairpersons of these committees shall not be voting members of the Board. The motion to establish such a committee shall specify the purpose for the work of such committee. The Chairpersons of all committees shall select such additional persons as required to serve on their committees. In fulfilling duties of their positions, each officer and chairperson shall be guided by the latest "Officer and Committee Responsibilities" statement as approved by the Board.*

*Example 4: Only members or pledging friends of the church shall serve as voting members of 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 pleasure of the Board. The duties of board committees are specified by the Board at the time of the creation of the 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 congregational committees are: (1) Nominations Committee; (2) Ministerial Relations Committee; and (3) Ministerial Search Committee. The duties of congregational committees are specified elsewhere in these bylaws. Standing committees perform actions necessary for the normal functioning and operation of the church. The congregation may add standing committees by a majority vote at any congregational meeting with such proposal in its call. The initial standing committees are (1) Finance; (2) Facilities; (3) Program; (4) Membership; (5) Public Relations; (6) Religious Education; (7) Adult Programs/Social Activities; and (8) Association Affairs/Social Concerns. The duties of standing committees are set out elsewhere in these bylaws.*

*Example 5: The Board of Governors may establish committees as necessary. The duties of such committees shall be prescribed by the*



*Board of Governors within the requirements of this Constitution and Bylaws and the appended Operational Guidelines.*

## **Nominating Committee**

Every congregation needs to decide how people will be nominated for various elected positions. Several questions must be answered: Who appoints the members of the Nominating Committee—the board, the membership, or both? How long are the terms? How many terms are best? Should the Nominating Committee offer a single slate with only one candidate for each position, or should it be required to offer a competitive slate? How is the committee structured? How will the process support diversity in leadership?

Once again, no one right answer exists. In some congregations, the Nominating Committee meets only to prepare the slate for the annual meeting; in other congregations, the Nominating Committee meets throughout the year to identify leadership for a variety of committees and roles. The public face of leadership is important in determining who will feel at home in that congregation. Changing a Nominating Committee to include members of historically marginalized groups can help make members of those groups feel welcome.

### ➤ **Nominating Committee Constitution**

The following are examples:

*Example 1: The Nominations Committee shall be composed of five (5) voting 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 three (3) committee members shall begin in even numbered years. Terms of office of two (2) committee members shall begin in odd numbered years.*

*Example 2: The Nominating Committee shall consist of the immediate past president, three (3) ongoing members of the Governing Council to be appointed by the Council, and three (3) non-Council members to be elected at the annual meeting. To assure continuity on the committee, the elected members shall each serve two (2) year terms, with one (1) member elected in odd numbered years and two elected in even years.*

*Example 3: A Nominating Committee of five (5) members shall be elected at each Annual Meeting, to serve for the following calendar year. If possible, one (1) or more of the current members of the Nominating Committee shall be nominated for a second year. No member of the*

*Nominating Committee shall serve for more than two (2) consecutive full years.*

*Example 4: The members of the Nominating Committee shall be elected each year at the Annual Meeting of the Church. This committee shall be comprised of five (5) voting members of the Church who shall be elected for two (2) year terms, except that at the first such election held by the Church under these bylaws two (2) of these five (5) positions shall be elected to one (1) year terms, after which initial one (1) year term these positions will revert to two (2) year terms for all succeeding elections, the purpose of such provision being to prove overlapping terms to ensure continuity for the Nominating Committee function. The President shall call an organizational meeting of the Committee no later than June 1 of each year. Three (3) members of the Nominating Committee shall constitute a quorum required to conduct any business of the Committee. In the event that any vacancy occurs on the Committee between Annual Meetings, the board shall appoint a person from among the eligible voting members to fill the unexpired term of the position until the next Annual Meeting, at which time a permanent replacement shall be elected by the Congregation.*

*Example 5: The membership shall elect a Nominating Committee at the annual business meeting. The Nominating Committee shall recommend to the next annual meeting a slate of voting members for each expiring Board position and for the new Nominating Committee member. The Nominating Committee also recommends to the Board people to fill vacant Board positions. The Committee shall consist of three (3) members, who serve three (3) years each, in staggered terms. No member may serve more than one (1) consecutive term.*

*Example 6: The Nominating Committee shall consist of five (5) voting members who shall be elected at the annual congregational meeting for a term of one (1) year.*

*Example 7: The Board of Trustees shall constitute the Nominating Committee for new members of the Board of Trustees and shall submit its recommendations to each annual meeting of the corporation. The Board of Trustees shall appoint an Officer Nominating Committee whose responsibility shall be to prepare a slate of candidates for office. The committee shall consist of three (3) trustees, selected from those whose term on the Board of Trustees is expiring and those whose term will be continuing but do not wish to be candidate for office.*

Example 8: *The Nominating Committee shall be composed of six (6) certified members recommended by the Board in consultation with the Church Network and ratified by the Church at the preceding Celebration and Planning meeting. The current Vice President shall chair the Nominating Committee.*

Example 9: *Nominating Committee: Such committee shall consist of six (6) voting members, selected as follows: (1) Three (3) by the voting members at the Annual Meeting; (2) Three (3) by the Board at its meeting following the Annual Meeting. No member shall serve on the Nominating Committee for more than two (2) years in succession. If the voting members fail to select, then the Board shall do so on their behalf. No member may be qualified for selection on such committee who benefits directly or through a relative, as a result of the payment of salary or other continuous remuneration authorized or recommended by the Board. The Nominating Committee members shall select their own chairperson no later than one (1) month after all six (6) members are determined.*

Example 10: *A Nominating Committee of at least three (3) persons who are not members of the Board of Trustees shall be chosen by the congregation at the annual meeting.*

➤ **Nominating Committee Procedures**

The following are examples:

Example 1: *The Nominations Committee shall publicize, solicit, and submit the names of all qualified candidates for vacant positions on the Board and Congregational Committees. Members who desire to serve in positions on the Board or Congregational Committees shall apply to the Nominations Committee, pursuant to standing rules adopted by the Committee.*

Example 2: *The first Nominating Committee meeting each year shall be called by the past president. The Committee shall work throughout the year to gather information on the interests, abilities and talents of all members and make this information available to standing committees as needs arise. They shall initiate an open sign-up for committees in May following the annual meeting and then work with the newly elected Governing Council to fill committee positions for the following year. The Nominating Committee shall notify the voting members of the Fellowship of its nominations for officers and trustees at least ten (10) days before the annual meeting by listing such nominations on the notice of the annual meeting, or by posting such nominations at the usual regular*

*meeting place of Fellowship. Any voting member shall be entitled to nominate a candidate or candidates for any office from the floor at any meeting at which officers or trustees are being elected.*

*Example 3: For each annual election to be held at each Annual Meeting of the Congregation, the Nominating Committee shall submit one (1) nominee for the following available positions: (a) President; (b) Vice President; (c) Treasurer; (d) Secretary; (e) Board of Trustees; (f) Search Committee; (g) 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 have occurred since the last annual election, the normal terms for such positions being then unexpired. 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 in the Church newsletter and posted at the then current place of meeting of the Church.*

*Example 4: The Committee shall elect a chairperson from among its members and shall prepare a slate of voting members, which shall not include members of the Committee as nominees to each elected office. The Committee shall propose three (3) nominees for the Nominating Committee with the remaining two (2) to be selected by the Board. As a condition for nomination, the Committee shall interview each candidate and obtain their consent to be nominated. No member of the Nominating Committee may serve successive terms. The slate of nominees shall be prepared in time for inclusion in the Notice of Annual Congregational Meeting. Vacancies on the Committee shall be filled by the Board. In any election, nominations for any office may be made from the floor, provided that the nominee is a member meeting all of the qualifications for the office and has given prior consent to such nomination.*

*Example 5: Additional nominations may be submitted from the floor of the annual meetings by voting members in accordance with the provisions of Robert's Rules of Order.*

*Example 6: The Committee shall (1) solicit and accept all nominations for officers from all trustees whose terms will be continuing; (2) confirm that nominees will serve if elected; and (3) prepare a slate of candidates to nominate for the Board of Trustees' offices. The committee shall strive for at least two (2) candidates per office where possible. The committee shall present its nominations at the regular May meeting of the church year. The election shall take place by secret ballot at this meeting, and the elected officers shall begin their terms of office following the annual June*

*congregational meeting but before the end of the corporation's fiscal year. Their terms shall continue until new officers' terms begin.*

*Example 7: The Nominating Committee shall select from the church membership and submit a slate of candidates for each church office in accordance with the requirements in these bylaws as well as two (2) nominees for the Standing Funds Committee and five (5) nominees for the Nominating Committee, specifying one (1) of the latter to be Chairman. The Nominating Committee will also nominate replacements for interim vacancies between annual meetings among officers, committee chairpersons, and Standing Funds or Nominating Committee members for election by the Board.*

*Example 8: The nominating process must be concluded and candidates announced at least four (4) Sundays prior to the election meeting. Additional nominations will not be accepted at the Election meeting.*

*Example 9: The Nominating Committee shall suggest candidates for election to all vacancies and elective offices to be filled at the Annual Meeting, and shall file its report, in writing, with the Board no later than February 15. The Nominating Committee should act in an advisory capacity to the Board by suggesting candidates to fill vacancies for unexpired terms on the Board, whenever such vacancies occur. If the Committee is unable to nominate for any or all vacancies as designated by such report, the Board shall thereafter act as said committee. The report of the Nominating Committee shall be published by reading at Sunday services, and in writing sent to voting members, as soon as practical, and no later than the end of February. Other nominations may also be made for candidates for election under the following procedure: By written petition signed by at least one (1) voting member, delivered to an officer or Board member at least twenty (20) days prior to the date of the Annual Meeting, after which the President shall give proper notice of such petition to the voting members as time allows. Voting members may nominate themselves. The final written slate of candidates shall not indicate by which method each candidate was nominated. The terms of the Officers and Board members elected at the Annual or Special Meeting shall commence immediately following that meeting.*

*Example 10: The Nominating Committee will nominate people to fill vacancies and to stand for regular annual elections. For a regular election, they shall prepare a list of people who have agreed to serve and publish this list at least two (2) weeks prior to the election. Others may add names to the list and nominations shall be accepted from the floor. Any name submitted for nomination must be accepted as long as the*

*nominated person is a voting member of the congregation. Members of the nominating committee shall act as clerks in the election.*

*Example 11: The Nominating Committee shall nominate persons for Moderator, Associate Moderator, Clerk, other Board members, Endowment Fund members, and the Nominating Committee, and any vacancies in such positions as prescribed in these bylaws. The Nominating Committee shall begin this process no later than October 1. The Nominating Committee shall also assist in the regular recruitment of volunteers for committees and other associated activities. The Nominating Committee shall attempt to achieve broad representation in the Association's elected offices. A person may serve in only one of these capacities at one time: elected officer or Board member, member of the Nominating or Endowment Committees, Committee on Ministry. An individual may participate on more than one committee or be a committee member and hold one of the positions mentioned above.*

## **Committee on Ministry or Ministerial Relations Committee**

Many congregations have either a Committee on Ministry or a Ministerial Relations Committee to assist and work with the professional minister or ministers. In theory, the Committee on Ministry focuses on all aspects of the congregation's ministry, including professional leadership, music, social justice, religious education, pastoral care, and so on. The Committee on Ministry tends to function as a vision or oversight group. The Ministerial Relations Committee tends to be an advocate for, and a support and guidance group to, the minister or ministers. The focus of these groups generally is limited to professional ministers, rather than to the overall state of the congregation's ministry. In practice, though, congregations often use the names interchangeably.

In drafting or revising this section of the bylaws, take time to understand the philosophical differences between the two kinds of groups, as well as which one the congregation desires. Provisions concerning these committees can be included in the bylaws in either the section on committees or the section on the minister. For more information see [www.uua.org/documents/mpl/transitions/ministerial\\_agreements.pdf](http://www.uua.org/documents/mpl/transitions/ministerial_agreements.pdf) in section E, "The Committee on Ministry," in the document "Joint Recommendations Concerning Letters of Agreement between Ministers and Congregations." The Unitarian Universalist Ministers Association and the Ministry and Professional Leadership staff group of the Unitarian Universalist Association produced this document jointly. For further information, please contact the Ministry and Professional Leadership staff group of the Unitarian Universalist Association.

Sample provisions:

*Example 1: There will be a continuing Committee on Ministry consisting of three (3) members serving staggered three (3) year terms, with one member's term ending each year. When vacancies occur, the minister shall submit twice as many names as vacancies to the Board, who shall select the new member(s) from this slate. No member of the Board may serve on the Committee on Ministry. (1) Upon arrival of a newly called minister, the Board shall include in the Committee at least two (2) members from the Search Committee that recommended the new minister. (2) The Committee on Ministry shall meet at least quarterly in a non-crisis, goal-oriented manner with an agenda to explore the various concerns and challenges of the Minister/Congregation relationship and the Congregation's own role and agreed-responsibility in shared ministry. (3) The Committee on Ministry shall assist and support the Minister in her/his plans for professional development, sabbaticals, etc. The Committee shall alert the Board to any emerging concerns between the Minister and the Congregation.*

*Example 2: The Committee on Ministry is a continuing body whose purpose is to strengthen the quality of ministry within the congregation. It serves as a support group for the Minister and as a communication channel between the Minister and members of the Association. The Committee on Ministry shall be composed of four (4) Association members. Two (2) members will be appointed each year at the January Regular Meeting and will serve a two (2) year term. The Minister and the Moderator shall jointly nominate the candidates and present the names to the Association for confirmation. Committee Members may succeed themselves only once. If a member of the Committee is unable, for any reason, to complete the term for which he/she was appointed, such vacancy shall be filled within thirty (30) days by the Board of Governors from a nomination made jointly by the Minister and Moderator. Such an appointment shall be for the remainder of the vacated term. When a new minister is called, the existing Committee shall be augmented by two (2) members chosen by the new Minister and the Moderator. This six (6) member Committee shall serve until the following January Regular Meeting at which time the two (2) recently added members will continue for one (1) year terms. The terms of the other four (4) members will end and two (2) new members will be appointed. The Committee shall meet once a month, except in July and August, with a written agenda for each meeting, so that during the course of the year, each aspect of the Ministerial/Congregational relationship will be reviewed. Reviews of the*

*Minister's performance in relation to expectations, and reviews of the congregation's performance in relations to goals, should be undertaken annually. The Committee shall annually recommend the Minister's compensation package for inclusion in the budget.*

*Example 3: The Ministerial Relations Committee shall be composed of five (5) voting 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 three (3) committee members shall begin in even numbered years. Terms of office of two (2) committee members shall begin in odd numbered years. This Committee shall promote and facilitate the relationship between the Minister and Congregation and shall receive, investigate, and respond to all matters affecting the ministerial-congregational relationship. This Committee shall negotiate the Minister's conditions of employment in consultation with the Board, and jointly with the Board shall propose the minister's compensation to the Congregation. This Committee shall be elected by the Congregation from candidates mutually agreed upon by the Nominations Committee and the Minister, or provided by the Nominations Committee if the Church is without a minister.*

*Example 4: The function of the Ministerial Relations Committee shall be to recognize and nurture the needs of the minister and to maintain a channel of communication between the minister and the congregation. This Committee shall consist of one (1) member selected by the minister, one (1) by the Church Board, and one (1) by the other two (2) members. Members shall serve for one (1) year and may be reappointed for no more than four (4) consecutive terms. In consultation with the minister, the Ministerial Relations Committee shall recommend to those preparing the proposed annual budget a salary and benefits package for a minister who is continuously employed. Annually, the committee shall review the minister's job description and terms of employment with the minister and renegotiate them, if needed.*

*Example 5: The President, in consultation with the Minister, shall appoint from the membership, subject to Board approval, a three (3) member Ministerial Relations Committee, including a Chair, for the purpose of assisting the Minister in evaluating feedback from the congregation about the Minister's job performance and assisting the Board and the congregation to understand concerns the Minister may have about the well-being of the church. The Committee will also conduct a performance review with the Minister at least annually and recommend compensation for the Minister to the Board and to the Finance Committee for the annual budget. It shall be responsible for negotiating each year a reasonable*



*compensation contract for the Minister to be approved by the Board and membership. Members may serve for staggered three (3) year terms subject to a limitation of not serving more than six (6) consecutive years. This committee shall meet with the Minister at least every sixty (60) days except in July and August.*

*Example 6: There shall be a Ministerial Relations Committee whose function shall be to recognize and nurture the needs of the Minister and to maintain a channel of communication between the Minister and the Congregation. The Committee shall consist of two (2) members selected by the Minister and one (1) selected by the Board. Members shall serve for one (1) year and may be reappointed for no more than two (2) consecutive terms.*

## **The Minister**

When a congregation reaches the point of calling a minister, it needs a section in the bylaws dealing with the nature of the relationship between the congregation and minister, the basic responsibilities of the minister, procedures for calling a minister, and procedures for terminating the relationship. Many congregations also include the composition and structure of the Ministerial Search Committee and provisions concerning leave and sabbatical policies, although these provisions can easily be covered in the minister's letter of agreement. Congregations without ministers also may include a ministerial section of the bylaws in anticipation of future ministerial leadership.

### **DEFINITION OF RELATIONSHIP AND RESPONSIBILITY OF THE MINISTER**

The bylaws document is the place for the general description of the relationship of the minister and the congregation. Specific details and promises are better left to the letter of agreement. Using the letter of agreement for specificities removes the necessity of bylaw amendments when a change of ministers occurs or the priorities, duties, and responsibilities of the incumbent minister change.

(Information on, and resources for, letters of agreement can be obtained from either the UUA Department of Ministry and Professional Leadership or from the Unitarian Universalist Ministers Association; please see [www.uua.org/documents/mpl/transitions/ministerial\\_agreements.pdf](http://www.uua.org/documents/mpl/transitions/ministerial_agreements.pdf).) One facet that is often mentioned in the bylaws is the provision of a free pulpit to the minister. The free pulpit is a long-standing tradition within Unitarian Universalism, in that we allow our ministers to speak their minds rather than be restricted by a particular tenet or creed.

Spelling out the relationship between the ministers of a congregation in multistaff settings is also important. Is the "second" minister a "co-minister," an "associate minister," or an "assistant minister"? Does the congregation call all subsequent ministers, or does the governing body of the congregation hire

them? Are they initially hired for a specific time frame, subject to the possibility of a later congregational call? Are they given the same rights, privileges, and protections as the settled minister, or are there differences that apply? The Ministry and Professional Leadership staff group can provide advice and guidance on these and other issues to congregational leadership as they contemplate expanding their ministerial staff. (Please see the Ministerial Settlement Office Web pages at [www.uua.org/transitions](http://www.uua.org/transitions).) The bylaws should note any substantial difference in responsibilities and in call or hiring, for in the absence of language to the contrary, all the articles dealing with “the minister” would apply to all ministers, regardless of the intended relationship between and among the ministers and the congregation.

The following provisions presume that in multistaff settings, all ministers would be subject to the same bylaws provisions.

Sample provisions:

*Example 1: The minister shall be responsible for the conduct of worship within the society and the society's spiritual interests and affairs. 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 governing board and of such committees as the board shall designate.*

*Example 2: The duties of the Minister shall be as prescribed by the Board of Trustees, agreed to by the Minister in writing and approved by the Congregation. In general the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Church, and shall be guaranteed freedom of the pulpit. The Minister is an ex officio and non-voting member of the Steering Committee, and of all Committees other than the Nominating Committee, the Ministerial Relations Committee and the Search Committee. The minister will be employed under written contract which clearly stipulates the duties, compensation and other conditions of employment.*

*Example 3: The Minister is the religious and spiritual leader of the church. He or she shall have freedom of the pulpit and of speech. The Minister is an ex officio member of the Board and of all committees, except the Nominating Committee.*

*Example 4: The members of the Congregation acknowledge their need for the service of one prepared by education and personal commitment to serve as Minister. The Minister is responsible for: (1) the Sunday Morning Service, with the assistance of the Program Committee; (2) assisting in*

*the development and implementation of the Religious Education program for youth and adults; (3) ministerial care, visitation, and counseling; (4) ordinances of dedication, union, and marriage; (5) funeral and memorial services; (6) such other religious observances as she/he may deem suitable; (7) his/her active participation in the denomination and community. The minister shall be an ex officio member of the Board, all Committees (except the Ministerial Search Committee), and church sponsored organizations, but shall have no vote. She/He may assist and advise officers, trustees, and committees in the performance of their duties. The Minister shall be free at all times to express his/her opinion on any subject both in and out of the pulpit.*

*Example 5: It shall be the duty of the minister to make a full report to the congregation at the annual meeting. The minister is expected to attend all Governing Council meetings, shall bring to the attention of the Governing Council all matters which seem pertinent to the general welfare of the congregation, and shall make such recommendations as seem proper. However the final decision in matters of policy and procedure shall remain with the Governing Council or the congregation through a regular or special meeting.*

*Example 6: The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to church members. The minister shall have freedom of the pulpit. The minister shall also have the freedom to express her or his opinions outside the pulpit, but not to represent the church without authorization from the Board or the membership. The minister shall be an ex officio, non-voting member of the Church Board and of such committees as the Board designates. Other specific duties shall be negotiated between the minister and the Ministerial Relations Committee or the Ministerial Search Committee, be written into a job description, and be approved by the Board.*

*Example 7: The Minister(s) and the members of the Church share the responsibility for the Church and its spiritual interests and activities. The Church looks to its Minister(s) for spiritual leadership, for assistance in setting and articulating its vision, and for accomplishing its goals by providing professional, inspired administration of the Church. The Minister(s) has (have) the decisive responsibility for all services of worship conducted on Church premises. This principle includes religious rituals such as weddings, dedications, and memorials. It is a basic premise of this Church that any Minister has the right to express personal views and values when in the pulpit or through any other means of communication. The Minister(s) shall provide pastoral care as needed. The Minister(s) shall be encouraged to participate in those activities that enhance the Church's*

*presence in the community as a liberally religious, socially responsible organization and shall be encouraged to increase the Church's awareness of these outside activities. The Minister(s) shall supervise all Church staff and programs. The Minister(s) is (are) ex officio members of the Board of Trustees and all committees. The Minister(s) shall bring to the attention of the Board of Trustees any matters that seem pertinent to the general welfare of the Church, and shall advise the Board with reference to Church policy, but the final decisions remain with the Board as set forth in these bylaws and as directed by meetings of the Church.*

*Example 8: The minister shall be a non-voting member of all Committees of the Church, except the Ministerial Search and Nominating Committee. The minister, in spiritual matters and in sermon content, shall be governed only by dictates of his or her own free mind and conscience, after considering the interest of all the membership.*

*Example 9: The Minister shall be in charge of the public worship services, and shall perform such other duties as are customary in liberal churches, or as may reasonably be prescribed by the Board of Governors. The Minister shall attend all meetings of the Board of Governors, and shall be an ex officio member without vote of all committees. The Minister shall be a full voting member of the Executive Committee. The Minister shall have freedom of the pulpit as well as freedom to express personal opinions outside the pulpit.*

## **QUALIFICATIONS OF THE MINISTER**

Although under congregational polity our congregations have the right and ability to call whomever they desire as their minister, some congregations choose to limit that choice by requiring that the minister be in fellowship with the Unitarian Universalist Association. Many see this requirement as a way to ensure that the minister meets the specific and general qualifications that the Association (through the Ministerial Fellowship Committee) has deemed necessary for recognition as a minister in good standing within our movement. Other congregations do not have such a provision in their bylaws but still follow the practice of calling a minister who is in fellowship.

Sample provisions:

*Example 1: Any candidate for the position of Minister must hold fellowship in the Unitarian Universalist Association.*

*Example 2: The Minister shall be in fellowship with the Unitarian Universalist Association, or be an applicant for such accreditation.*

Example 3: *The Minister shall be and remain in fellowship with the Unitarian Universalist Association.*

Example 4: *The Minister of this Church shall have ministerial fellowship with the Unitarian Universalist Association. Race, color, disability, sex, affectional or sexual orientation, marital status, age, or national origin shall have no bearing on the choice or retention of a Minister.*

Example 5: *The voting membership shall have complete freedom in its choice of a minister, and this minister shall be in Fellowship with the Unitarian Universalist Association.*

## **CALLING A MINISTER**

Very few things that a congregation does affect it as greatly, or are as important, as the choice of a minister. Wonderful ministerial-congregational matches provide new life and purpose to an institution and help lead both parties well into the future. Therefore, congregations must ensure that they have a good process for selecting the committee that will present a candidate for ministry to them.

Establishing a process that will provide the best structure for this important work has two parts. One part is the selection of the Ministerial Search Committee, and the other concerns the vote to call the minister. Questions about the committee include whether the committee is appointed by the governing board, by the congregation, or through a combination; whether representation from specific subgroups in the congregation is needed or not; whether the committee should intentionally be formed to be as inclusive as possible of members of historically marginalized groups (groups based on race, affectional preference, sexual identity, class, physical challenges, and so forth); and who is eligible to run for the positions. In drafting this section of the bylaws, you may wish to consult *The Settlement Handbook* (available from the UUA's Department of Ministry and Professional Leadership at [www.uua.org/transitions](http://www.uua.org/transitions)) for suggestions on composition and size of the committee. The main question surrounding the vote is the plurality that is required to call the minister. Generally, congregations choose a higher quorum and higher affirmative vote for call than for most other issues coming for decision.

### **Ministerial Search Committee**

The following are examples:

Example 1: *Upon notification of an immediate or future vacancy of the ministerial office, the Board shall call a Special Congregational Meeting for the purpose of electing a Ministerial Search Committee. The Board shall present a slate of seven (7) nominees and two (2) alternates. Additional*

*nominations may be made from the floor. Elections shall be held in accordance with these bylaws. Subject to the approval of the Ministerial Candidate by the Congregation, the Committee shall negotiate an initial job description and employment contract with the candidate and present both to the Board for approval.*

*Example 2: In the event of a vacancy in the position of minister, a Search Committee shall be established as a Special Committee in accordance with these bylaws for the purpose of identifying, screening and bringing to the Church for consideration candidates for the position of Minister. The Search Committee shall consist of one (1) Board member and four (4) voting members. The Nominating Committee shall submit the nominees to be voted upon at a Congregational Meeting called for such purpose.*

*Example 3: A Ministerial Search Committee shall be elected by the Congregation when necessary. Rules and procedures concerning the committee's composition and operation shall be approved by the Congregation at a Meeting with election of the Committee in its call, with the only restriction being that employees of the Church shall not serve on the committee.*

*Example 4: A Ministerial Search Committee shall search out and recommend to the membership a minister for the church. The committee shall have seven (7) members, elected by a majority of the voting members at a meeting called for that purpose. The Nominating Committee shall present a slate of names for the 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.*

*Example 5: The Board of Trustees shall appoint a Search Committee, from among the voting members of the corporation, when the position of one or both of the co-ministers is vacant. Such committee shall recommend its candidate to the Board of Trustees and the voting members.*

*Example 6: A Search Committee consisting of at least five (5) members shall be elected by the members at a Special Meeting. This committee shall work in cooperation with the Department of Ministry of the Unitarian Universalist Association to select a ministerial candidate. The candidate shall then be recommended to the members at a Special Meeting. The President shall call such Special Meeting for this purpose when so requested by the Chair of the Search Committee.*

## Quorum and Plurality of Call

The following are examples:

Example 1: *The minister shall be called upon recommendation of the Ministerial Search Committee by a four-fifths (4/5) majority of the qualified members of the society present at any meeting legally called for the purpose; quorum for such a meeting is to be constituted by forty percent (40%) of the voting members rather than twenty percent (20%) of the voting members as called for other congregational meetings.*

Example 2: *Election of a new Minister shall be at a Congregational Meeting called for that purpose. Election shall be by a three-fourths (3/4) vote of those voting members present and voting.*

Example 3: *The Minister of the Church shall be selected by ninety percent (90%) of those members voting in person or by absentee ballot at a Congregational Meeting called for such purpose. Half (1/2) of the Voting Members and Associate Members eligible to vote shall constitute a quorum at such Congregational Meeting. Any candidate considered for selection shall first have been recommended for consideration by the Congregation by affirmative approval of the Steering Committee. If a consensus of the Steering Committee cannot be reached, the President shall call for a vote of eighty percent (80%) of the Steering Committee.*

Example 4: *A Ministerial Search Committee shall present a ministerial candidate to the membership. At a special meeting for the purpose of calling a minister, four-fifths (4/5) of the voting members present must approve a candidate for minister.*

Example 5: *The minister shall be called by a two-thirds (2/3) vote of the voting members of the congregation present and voting at a regular or special congregational meeting, provided a quorum is present.*

Example 6: *The Ministerial Search Committee shall present a Ministerial Candidate to the membership. The candidate must be approved by a four-fifths (4/5) vote of the Voting Members present at a Special Congregational Meeting held for that purpose.*

Example 7: *The President shall call a special meeting for the selection of a minister when so requested by the Chair of the Search Committee. Notice of such meeting shall be given as specified in these bylaws. A quorum for such meeting is forty percent (40%) of the members, excluding Honorary*

*Members. An affirmative vote by eighty (80%) of those present and voting by secret ballot shall be required to call a Minister.*

*Example 8: The minister shall be called upon recommendation of the Ministerial Search Committee by an eighty-five (85%) majority of the voting members of the society present at any meeting legally called for this purpose; quorum for such a meeting is to be constituted by forty percent (40%) of the voting members. The calling procedure above shall be suspended in the event that the congregation votes to participate in a special program requiring that a professional leader be placed for a limited period of time rather than called by the congregation.*

### **DISMISSAL AND TERMINATION OF CALL**

Ministerial transition is a reality of both congregational and ministerial life. Most often, ministers and congregations come to a mutually satisfying end of the ministry, but other times the parting is difficult. Congregations are advised to have general bylaws provisions that determine both the process for a minister opting to leave and the method by which the congregation may dismiss the minister. At a congregational meeting a simple majority should be enough to dismiss a minister. More specific details can be covered in the minister's letter of agreement.

Sample provisions:

*Example 1: The Minister shall give at least ninety (90) days notice in writing to the Board of his/her resignation or retirement. Dismissal of a Minister shall be at a Special Congregational Meeting called for that purpose. This meeting shall be called by the Board only upon the written request signed by at least twenty percent (20%) of the voting members. Notice of the meeting shall be only by letter sent to the Congregation. No notice shall be placed in the official Church newsletter or read from the pulpit. The Minister shall be invited to speak at this meeting. Dismissal shall be by a majority vote of voting members present and voting. The Minister's compensation shall continue for a minimum of ninety (90) days after the date of dismissal in exchange for such service to the Church, consistent with the duties of the minister set out herein, as may be directed by the Board.*

*Example 2: The contractual relationship between the Minister and the Church may be dissolved by either party for any reason upon three (3) months written notice. Such provision shall be incorporated in any contractual agreement.*



Example 3: *The minister may be dismissed by a majority vote of the qualified members of the church present at any meeting legally called for that purpose, quorum for such a meeting to be constituted by forty percent (40%) of the voting members rather than twenty percent (20%) of the voting members as called for other congregational meetings. In the event of the minister's dismissal, his or her salary and allowance shall be continued for three (3) months after the date of dismissal. Should the minister offer his or her resignation, three (3) month's notice must be given at the time the resignation is made, except as the governing board may allow an interval of less time.*

Example 4: *Removal. In order for the congregation to remove a Minister, a majority vote is required at a special meeting called for this purpose. Such a vote may not be taken again for six (6) months.*

Example 5: *By a simple majority vote at a special meeting for that purpose, the voting members of the church may dismiss the minister. Written notices 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 will be given.*

Example 6: *The contract may be terminated by the Minister upon at least ninety (90) days written notice by the Minister to the Board; such period of notice may be altered by mutual consent.*

Example 7: *The Minister's services may be terminated by a majority vote by secret ballot of those present and voting at a Special Meeting of the congregation. Such a meeting may be called by the Board or upon written petition of twenty (20) members. Quorum and notice for such a meeting shall be the same as for that in calling a minister. If the congregation votes to terminate the services of the Minister, three (3) months notice shall be given. Should the Minister resign, three (3) months notice must be given, except as the Board may allow less time.*

Example 8: *The relations between Minister(s) and the Church may cease by mutual agreement, or by the giving in writing of three (3) months notice by either party. The Board of Trustees shall not give such notice without prior approval by a majority of the members of the Church present and voting at a specially called Church meeting.*

Example 9: *A minister is called to this Church on a continuing basis, subject to the right of the minister to give the membership sixty (60) days notice of intent to resign, and the membership's right to give the minister sixty (60) days notice of the termination of his/her services. In either*

*event, the minister shall receive salary during the sixty (60) days, whether he or she serves or not. This severance pay may be extended to ninety (90) days at the discretion of the Board as agreed upon in the minister's contract.*

## **Other Staff**

In many instances, the minister is not the only staff person of a congregation, or even the only professional staff person. In determining what other staffing a congregation requires, many questions arise; how many staff members are needed, what kind of staff people are needed, who is responsible for the preparation of job descriptions, and who supervises whom are just a few of the larger questions. Discussing these questions in depth is important. And in bylaws development, another question is, To what degree should staff be recognized in both the bylaws and in other governing documents of the congregation?

Once again, no clear answer exists. When provisions concerning key staff members are included in the bylaws, crucial details are less likely to fall through the cracks in institutional memory, and procedures are less likely to be reinvented time and time again. However, enshrining staff positions in the bylaws also makes it more time-consuming to deal with changes brought about through the changing nature of congregational life. The certainties of today might well become the anachronisms of tomorrow as the role of staff ebbs and flows in our religious communities. Therefore, it might be a good idea to incorporate only the most basic and fundamental aspects of other staff in the bylaws, with details to be worked out through other policy documents such as letters of agreement, employer policies, and employee handbooks.

Sample provisions:

Example 1: ***Terms of Employment.*** *The Board will determine all terms of employment after consultation with the relevant Councils or committees. One of the committees operating within the Administration and Personnel Council will be a Personnel Committee which will review, in consultation with the committees or Councils with which an employee works, the performance of all employees other than minister(s).*

Example 2: ***Senior Minister's Authority.*** *The Senior Minister shall be the chief executive officer of the Church, shall be responsible to the Board of Trustees for implementing the policies determined by the Board of Trustees, and shall operate under the general supervision of the Board of Trustees. The Senior Minister shall also supervise the ministerial staff of the Church as it may be constituted from time to time by the Congregation.*

Example 3: **Responsibilities of the Executive Team** *The Co-Ministers shall work as a member of the Executive Team, which shall comprise the Co-Ministers, the Director of Administration, and the Chair of the Development Ministry Team. Executive Team members shall report to the Board of Trustees individually concerning their areas of responsibility and as a team for collaboration toward overall achievement of Unity's mission, ends, and strategic plan.*

*The Co-Ministers have primary responsibility for programs. The Director of Administration has primary responsibility for general administration. The Chair of the Development Ministry Team has primary responsibility for the work of the Development Ministry Team, which shall develop and implement plans for maximizing financial resources.*

*The Board of Trustees has responsibility for ensuring that Executive Team positions are filled in a timely manner.*

Example 4: **Other Professional and Support Staff.** *All other staff shall be responsible to the Executive Team, which shall determine direct lines of reporting as appropriate to a staff member's job duties and an Executive Team member's responsibilities.*

Example 5: **Director of Music.** *The Director of Music shall provide musical services as required by the members of the Association, as well as serve as choir director. The Religious Programs Committee shall be responsible for recommending the appointment and/or dismissal of a Director of Music. These recommendations shall be subject to ratification by the Board of Governors. The Religious Programs Committee shall develop a job description, terms of employment and initial salary recommendation for approval of the Board of Governors. The Religious Programs Committee shall conduct an annual evaluation and make salary recommendations for the Director of Music.*

## **Fiscal Matters**

Bylaws may delineate many or few of the details of the financial operation of a congregation. At a minimum, the bylaws should set out the fiscal year for the congregation, who has responsibility for financial matters, and what happens to the congregation's assets upon dissolution of the congregation. (In this manual, provisions denoting responsibility for financial matters are under the section "Responsibilities of the Treasurer," and provisions for dissolution are under the heading "Dissolution Clause.") However, other matters can be included, such as the process for budget preparation and audit of the financial records.

## FISCAL YEAR

How the fiscal year is defined varies from congregation to congregation. Some congregations find it useful to have their year-end be the same as that of the Unitarian Universalist Association (June 30), because it allows easy comparison, calculation, and payment of the congregation's contribution to the Unitarian Universalist Association. Other congregations prefer to follow a calendar year, and still others find other dates more appropriate for their congregation. In the business world, the fiscal year-end generally follows the end of the most significant activity of the business.

Sample provisions:

Example 1: *The fiscal year shall end June 30<sup>th</sup>.*

Example 2: *The fiscal year of the Church is from July 1 to June 30.*

Example 3: *The fiscal year is July 1 to June 30. The budget for said fiscal year shall be adopted by a majority vote of those present and voting at the annual meeting.*

Example 4: *The church year shall begin on July 1 of each year and end on June 30<sup>th</sup> of the following year.*

Example 5: *The fiscal year of this Association shall begin on May first of each year and end on April thirtieth of the following year.*

## OTHER FINANCIAL PROVISIONS

The following are examples:

Example 1: **Budget Process:** *At each annual business meeting, the Church 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. The Board may reallocate funds, as long as the reallocation does not exceed ten percent (10%) of the approved obligation or indebtedness that exceeds \$5,000.*

Example 2: **Financial Indebtedness:** *The Corporation shall not become indebted in an amount greater than Fifteen Thousand Dollars (\$15,000) unless said limit is increased by a two-thirds (2/3) vote of the voting members present at a duly called special meeting.*

Example 3: *Income received from the \_\_\_\_\_ Endowment Fund shall be used for purposes other than general operating expenses.*

Example 4: **Church Funds:** *All funds and property received by or coming into the custody of the Church belong to and are trust funds and the property of \_\_\_\_\_ congregation, to be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreements prescribed or accepted by the Board of Trustees of the Church.*

Example 5: **Loans:** *The Board of Trustees may make short-term loans to the General Fund up to the total of thirty percent (30%) of the restricted funds.*

Example 6: **Social Responsibility:** *In keeping with Unitarian Universalist Association guidelines, expenditures and investments must meet social responsibility criteria. All such purchases and investments shall be from companies: that do not produce products, offer services, or operate in a manner which might be unsafe to the consumer or threatening to our environment; that are not predominantly involved in the production of war material; that are not dependent on discrimination on the basis of race, color, sex, disability, affectional or sexual orientation, age, national origin, or religion; that do not exploit the poor or deprived for their business success; and that provide safe and healthy work environments and fair and equal employment opportunities for all persons in their labor force.*

Example 7: **The accounts of the Church,** *including all endowment funds, shall receive an outside financial review or limited audit each year by a certified public accountant. The annual financial review or limited audit shall be available for Church members' inspection.*

Example 8: **Audit:** *At the end of each fiscal year, the Finance Committee Chairman, with the Board's concurrence, shall arrange for an audit of the books of account and shall report thereon to the Board and to the congregation in a newsletter or other communication.*

Example 9: **Execution of Instruments:** *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 as shall be designated and authorized by the Board.*

## Dissolution Clause

The Bylaws of the Unitarian Universalist Association require that to be affiliated with the UUA, all congregations must have a dissolution clause in their bylaws:

*Admission Rule 3.3.5(f) A congregation shall include in its articles of incorporation or other organizing documents a clause providing that the assets of the congregation will be transferred upon dissolution to the Association. Notwithstanding the foregoing, if a congregation obtains the prior written consent of the Association's Board of Trustees, the congregation may name an organization that is affiliated with the Association (such as a district, camp, conference center or other congregation) as the recipient of the congregation's assets upon dissolution.*

In some jurisdictions, legal statutes require that the dissolution provision be in the Articles of Incorporation. In such cases, the provision may also be included in the bylaws. If you are choosing, as a successor organization, another congregation or an associated or affiliate organization rather than the UUA, take care to ensure that this other congregation or organization maintains its status with the UUA. This status should be reviewed on a regular basis, as should other major components of the bylaws.

Bylaws also can set forth the manner in which the decision to dissolve should be made. If the bylaws are mute on this point, then the decision to dissolve would be made in the same manner as all other nonspecified decisions are made, frequently by a simple majority of the quorum present. If the congregation requires a plurality or supermajority in such decision making, this requirement should be specified in the bylaws.

Sample provisions:

*Example 1: Any action to dissolve the Church must be approved by a two-thirds (2/3) vote of eligible Voting Members of the Church present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all Members eligible to vote in accordance with the provisions of these bylaws. If the Church at its own option shall cease to exist, all property real or personal shall be transferred to the Southwest Unitarian Universalist Conference or its successors.*

*Example 2: In the case of dissolution of the society, 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 society shall perform all actions necessary to effect such conveyance.*

*Example 3: Should this Fellowship cease to function and the membership vote to disband, any accrued assets of the Fellowship will be assigned to the Unitarian Universalist Association if any remain after payment of debts.*

*Example 4: Should the church cease to function and the membership vote to disband, any assets of the church shall be transferred to the Unitarian Universalist Association for its general purposes. Such transfer will be made in full compliance with whatever laws are applicable.*

### **Other Procedural, Financial, Legal, and Insurance Provisions**

Congregations may find it useful to put countless other provisions into their bylaws. These provisions may cover rules of procedure, indemnification, and dealing with real property. Samples of these provisions are included below, along with some other possibilities. Additionally, congregations should add to their bylaws provisions specific to their own settings and programs.

### **RULES OF PROCEDURE**

The following are examples:

*Example 1: Unless otherwise specified herein, Robert's Rules of Order shall govern Board and Congregational Meetings. The Executive Committee may appoint a parliamentarian and such other persons as may be necessary to assist at each congregational meeting. The Executive Committee may appoint a parliamentarian to serve at Board meetings. Any Voting Member of the Church, including members of the Board, may serve as parliamentarian.*

*Example 2: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Fellowship in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Fellowship may adopt.*

*Example 3: At all meetings of the Board, Executive Committee, and the Church, Robert's Rules of Order Newly Revised shall be the applicable authority on matters of parliamentary procedure to the extent that they are not inconsistent with these bylaws, the Articles of Incorporation of the Church, or applicable law.*

## **INDEMNIFICATION**

The following are examples:

*Example 1: The Church shall indemnify any person who is or was an employee, agent, representative, member of the Board of Trustees, or Steering Committee volunteer of the Church against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the maximum extent allowable by law, provided the person acted in good faith and did not engage in an act or omission that is intentional, willfully or wantonly negligent, or done with conscious indifference or reckless disregard for the safety of others. The provisions of this article shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, insurance policy, vote of members or otherwise.*

*Example 2: A duly elected or appointed officer, trustee, employee, or agent 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: (1) any breach of duty or loyalty to the Church or its members, or (2) 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 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, trustee, employee or agent of the Church.*

## **REAL PROPERTY**

The following are examples:

*Example 1: At any meeting of the Board or any congregational meeting where the sale, encumbrance, or acquisition by the Church of real property or improvements thereon is to be discussed, notice of the same shall be published in the official Church newsletter at least thirty (30) days prior to said meeting, and read from the pulpit at least two (2) consecutive Sundays immediately preceding the meeting. Any action requiring the sale, encumbrance, or acquisition by the Church of real property shall require a two-thirds (2/3) vote of those voting members present and voting at a congregational meeting with such action in its call.*

*Example 2: The main meeting place of the church shall not be purchased, sold, conveyed, encumbered, or made subjected to any lien; and no church building shall be erected by this corporation unless such purchase,*



*sale, conveyance, encumbrance, or building shall be first authorized by a vote of two-thirds (2/3) of the Board of Trustees, and three-fourths (3/4) of the voting members in attendance at a meeting of the corporation; each body acting separately, at an annual meeting of either, or at a special meeting of either duly called for that purpose, which purpose shall be plainly stated in the call. Any other real estate purchased, sold, conveyed, encumbered, or made subjected to any lien must be authorized by a majority vote of the Board of Trustees.*

## **AFFILIATED/AUXILIARY ORGANIZATIONS**

The following are examples:

*Example 1: Auxiliary Organizations: Upon application to and approval by the Board, a group or organization which does not wish to function as a committee of the Church may become an auxiliary organization, sponsored by, but not funded by, the Church. The application may be approved if, among other things, it shows that the purpose, principles, and action of the organization will not be, or hold potential conflict with, the Bylaws or articles of Incorporation of the Church. The majority of the officers of the Auxiliary Organizations must be voting members of the Church.*

*Example 2: Affiliated Groups: Voluntary organizations of Association members, designed to further the interests of the Association, may be formed with the consent of the Board of Governors. Such groups shall be regarded as integral parts of the Association. The Board of Governors may appoint a liaison to the affiliated group for the purposes of information and communication. The affiliated groups may use the facilities of the Association, under the supervision of the Board of Governors. Each affiliated group shall submit a written annual report of its activities to the Board of Governors, and shall submit their records, books of account, and vouchers to the Board of Governors upon request.*

*Example 3: Organizations whose activities and practices are consistent with those of the Church may be recognized by the Steering Committee as "Affiliated Organizations." Such organizations will be given special consideration and support by the Steering Committee. Any three (3) or more voting members or associate members may petition the Steering Committee to establish such an Affiliated Organization. These organizations are responsible to the Steering Committee, which has the authority to revoke affiliation of any organization which no longer fits the above guidelines.*

Example 4: *Other informal groups or voluntary organizations, if identified with the church, may be formed with the approval of the Board. These groups will establish their own rules and select their own officers.*

## **OTHER LEGAL AND PUBLIC RELATIONS PROVISIONS**

The following are examples:

Example 1: ***Expectations of Members and Affiliates.*** *Members and Affiliates are expected to participate actively in the Society's activities and to make a recordable financial pledge to the Society each fiscal year. The financial contribution should represent an amount judged by the member or affiliate to be a fair share of the Society's needs, in light of the member's or affiliate's income and means, and the fact that generous contributions from others in the past have sustained and built the Society we enjoy today.*

Example 2: ***Open Records.*** *All records of the Church other than those of a personal nature shall be made available for inspection by any member during reasonable office hours.*

Example 3: ***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 Church in order to accomplish the purposes stated in the Church's mission statement.*

Example 4: ***Bonding.*** *The President, President-Elect, Treasurer and other authorized signatories may be bonded at the expense of the Church in an amount determined by the Board.*

Example 5: ***Protection of Non-Profit Status.*** *Neither the Church, the Board, nor any officer or employee of the Church shall take any action or allow any activity or use of Church property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the Church or its property. Nothing in these bylaws shall be construed to allow a violation of this section.*

Example 6: ***Representation.*** *The president, or any other member of the Fellowship, who is specifically authorized by the Fellowship, the Board of Directors, or the Executive Committee, may represent the entire Fellowship in any public or private meeting. The Social Action Committee may, with general notice to the Fellowship or with approval of the Executive Committee, act or speak on a social action issue that has not been addressed by the Fellowship provided the action is consistent with*

*Unitarian Universalist principles. Such speech or action will represent the views of the committee, and not necessarily the entire Fellowship.*

Example 7: **Public Statements in the Name of the Society.** *Public statements in the name of the Society on social or other public issues will be made only after a vote of the Parish, and must include the vote of individuals within the Society for and against. This does not limit the right of individuals or groups within the Society to make statements in their own name.*

Example 8: **Authority.** *The ultimate authority to act in the Society resides in its members, here called the Parish.*

Example 9: **Authority of Congregation.** *The ultimate authority of the church is vested in the congregation as expressed in Annual and Special Meetings. The following powers may not be delegated, but may only be exercised by the congregation: (1) the employment or release of the Minister and the amount of the Minister's annual salary and benefits; (2) the location of any church buildings and grounds and their purchase or sale; (3) the requirements of membership; (4) approval of the annual budget for the operating fund; (5) ratification or amendment of the bylaws.*

Example 10: **Deacons.** *There shall be such number of Deacons, not less than twelve (12), as may be fixed by the Board from time to time, to assist the Minister at the Communion Service and to perform such other functions as may be assigned to them by the Society or the Board. Deacons shall be elected by the Society at its Annual Meeting and shall hold office until the next Annual Meeting following their election.*

## **Initial Adoption of Bylaws**

If you are proposing bylaws for a new congregation, you may wish to include a provision dealing with their initial adoption. Keep in mind that the process used should reflect the decision-making philosophy of the congregation.

Sample provision:

Example 1: *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.*

## Amendments

All bylaws need to be amended from time to time. As congregations look at institutional structures and address ways to be more fully antiracist, anti-oppressive, and multicultural, the bylaws undoubtedly will be rewritten. Ideas and thoughts change, and new situations arise that need to be addressed in the bylaws.

Depending upon the laws of your jurisdiction, bylaws may be amended by the governing board. However, most state not-for-profit corporation laws provide that for membership-based organizations, the right of amendment is reserved to the membership at large. Also, legal statutes may require that the official call of the meeting include notice of any proposed amendments to the bylaws, their exact purpose, wording of the proposed change, or a combination of these requirements. Congregations must determine whether the board, the congregation, or both will amend the bylaws, and what majority will be required to do so.

Sample provisions:

*Example 1: These bylaws, so far as allowed by law, may be amended or replaced at any meeting of the society by a two-thirds (2/3) vote of those present and voting. Notice of any proposed change shall be contained in the notice of the meeting.*

*Example 2: These bylaws may be amended at any Congregational meeting by a two-thirds (2/3) vote of the members of the Church eligible to vote at the meeting at which such matter is considered, provided, however, that the text of any proposed changes has been published in the newsletter and mailed to all members of record at least thirty (30) days prior to such meeting. The Steering Committee may submit to the congregation any proposed amendment which the Steering Committee has approved to such submission by a majority vote of its members. In addition, the Steering Committee 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 Church eligible to vote.*

*Example 3: 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 present and voting. The content of such amendments shall be stated in the notice or call for the Congregational Meeting as prescribed in these bylaws.*

Example 4: *These bylaws, so far as allowed by law, may be amended or replaced at the annual or any special meeting of the Fellowship by a two-thirds vote of those present and voting, providing that a quorum is present at the meeting. Proposed changes shall be announced twenty-seven (27) days prior to the meeting and shall be contained in a written notice sent to the membership postmarked or hand delivered at least thirteen (13) days prior to the meeting.*

Example 5: *Amendments to these Bylaws may be proposed by the Board or by petition to the Board of at least fifteen percent (15%) of the Voting Members. All proposed amendment(s) shall be included in the Order of Business of the Congregational Meeting at which they are to be decided. The notice of any such meeting at which any such proposed amendment(s) shall be considered shall include a copy of the proposed amendment(s).*

Example 6: *These Bylaws may be amended by a majority vote of the members present at any meeting of the Association. The notice of such meeting shall state the proposed changes to be considered.*

Example 7: *These bylaws may be amended at any annual or special meeting of the corporation by a vote of three-fourths (3/4) of the voting members present at the meeting. Notice of the meeting, stating the purpose including the proposed amendment, shall be given as provided in these bylaws.*

Example 8: *Bylaws Review Commission. At least every decade, the Board will nominate and the Parish will elect a Bylaw Review Commission to review and update these bylaws. The proposed revisions will be presented by the Commission to a Parish meeting for approval or suggested modification within eighteen (18) months of the election of the Commission. The Commission will complete its work within two (2) years of election.*

## Appendix A — Resources

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Rendle, Gilbert R. *Behavioral Covenants in Congregations: A Handbook for Honoring Differences*. Bethesda, MD: Alban Institute, 1999.

Zeitlin, Kim Arthur, and Susan E. Dorn. *The Nonprofit Board's Guide to Bylaws: Creating a Framework for Effective Governance*. Washington, DC: National Center for Nonprofit Boards, 1996. <http://www.boardsource.org/>.

## **Appendix B — Acknowledgments**

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Evergreen Unitarian Universalist Fellowship, Marysville, Washington

First Unitarian Society, Madison, Wisconsin

Live Oak Unitarian Universalist Congregation, Goleta, California

Northwest Unitarian Universalist Church, Southfield, Michigan

Paint Creek Unitarian Universalist Congregation, Rochester, Michigan

South Valley Unitarian Universalist Society, Salt Lake City, Utah

Thurman Hamer Ellington Church, Decatur, GA

Unitarian Church of All Souls, New York, New York

Unitarian Universalist Church, Surprise, Arizona

Unitarian Universalist Church of Berkeley, Kensington, California

Unitarian Universalists of Clearwater, Florida

Unitarian Universalist Church of Fort Lauderdale, Florida

Unitarian Universalist Church of the Ohio Valley, Bellaire, Ohio

Unitarian Universalist Fellowship of Elkhart, Indiana

Unitarian Universalist Fellowship of Fairbanks, Alaska

Unity Church – Unitarian, St. Paul, Minnesota

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