

# **DRAFT #2**

## **UNITARIAN UNIVERSALIST CONGREGATION OF SOUTH COUNTY BYLAWS**

### **ARTICLE 1 – NAME**

The name of this corporation shall be the Unitarian Universalist Congregation of South County.

### **ARTICLE 2 – PURPOSE**

The Unitarian Universalist Congregation of South County (UUCSC) is a welcoming, loving spiritual community practicing Unitarian Universalist principles. We offer a safe, respectful environment for personal and spiritual growth for children and adults. The UUCSC serves as a resource for social and environmental action and peace and justice.

### **ARTICLE 3 – DENOMINATIONAL AFFILIATION**

This Congregation shall be a member of the Unitarian Universalist Association (UUA) ~~and of the Ballou-Channing District of the UUA.~~

### **ARTICLE 4 – MEMBERSHIP**

A. Any person sixteen years or older who is in sympathy with the purposes of this Congregation and indicates the same by signing the Membership Book shall be a member of the Congregation. He or she shall attain the right to vote in business meetings and to hold office thirty days after signing the Membership Book. Membership may be terminated by a written statement of resignation signed by a member and given to either the Clerk or the President.

B. If a member has not contributed money or time to the Congregation for two years, and in the judgment of the Board has shown no interest in the activities of the Congregation, the Board shall direct the Clerk to ask the member in writing if he or she wishes to continue as a member. If no affirmative response is received within thirty days, the Board may remove the member from membership. Members who will be away for an extended

period of time and not pledging may be designated inactive by a written request delivered to the Clerk.

C. ~~While no minimum monetary donation is required of a member, we encourage each member to support the Congregation financially by contributing, at minimum, an amount sufficient to enable the Congregation to pay per member dues assessed by the UUA and the Ballou Channing district. Friends of UUCSC act as participating non-members who may attend services regularly, join committee work, contribute financially, and choose to be listed as a Friend in the UUCSC directory. Only members may vote, chair committees, or serve on the board.~~

## ARTICLE 5 – BUDGET

- A. The fiscal year shall end June 30.
- B. The Board shall ~~prepare and recommend~~ propose an annual budget for adoption by the membership at each Annual Business Meeting.
- C. The Board shall not increase total annual spending by more than ten percent of the approved budget, or decrease total annual spending by more than twenty percent of the approved budget without the approval of the membership at a Congregation business meeting.

## ARTICLE 6 – BOARD OF DIRECTORS

- A. Board Membership and Responsibilities
  - 1. Congregation affairs shall be managed by the Board of Directors, herein referred to as the Board. The Board shall consist of the President, the Vice President, the Treasurer, and the Clerk, also known as the officers, and ~~five directors~~ three directors starting on ~~Only members of the Congregation who are eligible to vote may serve as members of the Board.~~
  - 2. The Board shall:

- a. Administer the business affairs of the Congregation.
- b. Develop policy and carry out long-range planning.
- c. Propose an annual budget for adoption by the Congregation that shall be distributed or mailed to the membership at least thirteen days before the Annual Business Meeting.

3. Committees with temporary functions, including but not limited to search committees, shall be called ad hoc committees. The Board shall have the sole authority to establish and disband ad hoc committees and to appoint their chairs and members.

4. The Board shall have the authority to establish and disband official committees, subcommittees, or organizations of the Congregation. Groups of Congregation members who share common interests or objectives may request such official recognition.

#### B. Board Meetings

- 1. The Board shall meet once a month at a regular date and time designated by the Board. Special meetings of the Board may be called by the President, or by written request of at least four members, on five days notice to the members of the Board
- 2. Fifty percent of the Board membership shall constitute a quorum.

3 Members and friends of the Congregation may attend Board meetings ~~but do not have the right to speak without the permission of the President. And may speak when recognized by the President.~~

4. Robert's Rules of Order Newly Revised, published by the Robert's Rules Association, shall govern the conduct of all Board meetings. Standing rules accepted by the Board and maintained by the Clerk will be used to conduct the monthly meetings.

#### C. Officers

- 1. The President shall have general supervision authority over all activities of the Congregation, shall call and preside at all Board and Congregation meetings, shall be an ex-officio, non-voting member of all Administrative Committees and of the Coordinating Council, and shall lead Coordinating Council meetings.

2. The Vice President shall assume all the President's duties and authority in the absence of the President and shall perform such duties as may be assigned by the President. ~~The Vice President shall be a member of the Coordinating Council.~~
3. The Treasurer shall be responsible for supervising the Congregation's finances and preparing financial reports. The Board shall appoint, with advisement from the finance committee a Collector to assist the Treasurer. The Collector shall be responsible for the receipt, deposit and reporting of all funds received. The Board may also appoint a Disbursing Agent who shall be responsible for the timely payment of invoices and other Congregation financial obligations. The Treasurer, assisted by the Collector and the Disbursing Agent, if there is one, shall keep a detailed record of receipts, deposits, and expenditures; report to the board monthly; and report to the Annual Business Meeting.
4. The Clerk shall keep accurate and complete minutes of meetings of the Congregation and of the Board, ~~send notices of all meetings of the Congregation, and perform recordkeeping duties assigned by the Board.~~ and perform record-keeping duties assigned by the Board, ensuring with the Congregational Administrator that timely meeting notices to the congregation are sent.
5. The President and the Treasurer or the President and the Clerk shall sign all documents legally binding the Congregation.

#### D. Election of Officers

1. Officers shall be elected at the Annual Business Meeting.
2. The President and Vice President shall be elected to staggered two-year terms. ~~At the 2016 Annual Business Meeting, the President shall be elected to a one-year term. Thereafter, the President shall be elected to a two-year term.~~ The President shall be elected in odd-numbered years, and the Vice President shall be elected in even numbered years.
3. The Treasurer and the Clerk shall be elected to staggered two-year terms. The Treasurer shall be elected in odd-numbered years, and the Clerk shall be elected in even-numbered years.

4. No person shall serve more than two full consecutive terms as President, Vice President, or Clerk as an officer and a full year must pass before any person may be considered for another term on the board.

5. If an office becomes vacant, the Board shall elect another person to serve the remainder of the term.

#### E. Directors

1. Directors shall be elected at the Annual Business Meeting.

2. Directors shall be elected to two-year terms. ~~Three directors shall be elected in even numbered years, and two directors shall be elected in odd-numbered years. Beginning In 2021, two directors shall be elected in even numbered years, and one director shall be elected in odd-numbered years.~~

3. No person shall serve more than two full consecutive terms as a director.

4. If a director's seat becomes vacant, the Board shall elect a person to serve the remainder of the term.

#### F. Finance Committee Chair

1. A Finance Committee chair shall be elected to a two-year term at the Annual Business Meeting in even-numbered years.

2. The finance committee chair may serve more than one consecutive term.

#### G. Past Presidents Advisory Committee

1. ~~The Past Presidents Advisory Committee shall preserve institutional memory within the Congregation leadership. The committee provides advice to the Board of Directors when asked to do so.~~

2. ~~Membership is voluntary. Any member who has served as president of a Unitarian Universalist congregation is eligible for membership. Members shall determine the frequency and format of meetings.~~

~~3. The committee members shall elect a member to serve as liaison to the Board. Inquiries from the Board to the committee shall be addressed to the liaison.~~

## ARTICLE 7 – COMMITTEES OF THE CONGREGATION

A. The Committee on Ministry, the Nominating Committee, and the Right Relations Committee are Committees of the Congregation that are responsible directly to the Congregation. Committees of the Congregation shall be established or disbanded only by amendment of these bylaws. Only members of the Congregation who are eligible to vote may serve as members of the Committee on Ministry and the Nominating Committee.

### B. Committee on Ministry

1. The Committee on Ministry supports and assists the Minister in his or her duties and facilitates communication between the Minister and the Congregation.
2. The committee shall consist of three members who serve staggered three-year terms beginning on July 1. Each May, the Minister shall submit three names, and the Board shall submit three names to the Minister. The Board and the Minister shall agree on one person from among the names submitted to serve on the committee.
3. No person shall serve more than one full consecutive term on the committee.
4. The committee shall choose its own chair. ~~The chair shall be a liaison between the committee and the Board.~~
5. If a seat on the committee becomes vacant, the Minister and the Board shall choose a person to serve the remainder of the term in the same way committee members are regularly chosen.

### C. Nominating Committee

1. The Nominating Committee shall consist of three members who serve staggered three year terms. One member shall be elected at each Annual Business Meeting. The committee shall select its chair.
2. No more than one member may be an officer. No person shall serve more than one full consecutive term.

3. The committee shall nominate candidates for all vacant offices at each Annual Business Meeting.

4. If a seat on the committee becomes vacant, the Board shall appoint elect a person to serve the remainder of the term.

D. A Committee on Right Relations is established.

1. The Committee on Right Relations (CRR) assists in resolving conflicts among members or friends, between members or friends and church staff, and between members or friends and the Board of Directors.

2. Each June, the Board shall appoint three members to the committee.

3. The committee shall convene when asked to do so by the Board of Directors or the Minister. Any member or friend of the congregation may ask the Board of Directors or the Minister for the assistance of the committee after proper channels of communication have been explored.

## ARTICLE 8 – ADMINISTRATIVE COMMITTEES

A. Committees Responsibilities

1. Administrative Committees shall be established or disbanded only by amendment of these bylaws. Administrative Committees shall include:

a. The Finance Committee, which is responsible for financial planning.

b. The Facilities Committee, which is responsible for maintaining physical facilities.

c. The Communications Committee, which is responsible for coordinating communication within and outside the congregation.

d. The Personnel Committee, which is responsible for recommending and implementing personnel policies, procedures, and practices and maintaining personnel records.

2. The Board may from time to time establish by resolution additional duties for each Administrative Committee.

**B. Committee Chairs and Members**

1. The Board shall appoint a chair for each Administrative Committee except the Finance Committee annually at the first regular Board meeting after the Annual Business Meeting from among persons nominated by each committee. No person shall serve more than three consecutive full one-year terms as chair of the same committee. Only members of the Congregation who are eligible to vote may serve as committee chairs.

2. If a chair becomes vacant, the Board shall appoint another committee member to serve the remainder of the term.

3. Any member or friend of the Congregation may be a member of any committee.

4. Members and friends of the Congregation may attend committee meetings but do not have the right to speak without the permission of the chair. And may speak when recognized by the leader of the committee.

**ARTICLE 9 – PROGRAM COMMITTEES**

**A. Purposes** Program Committees plan and implement the social, civic, spiritual, and educational activities of the Congregation. ~~The Adult Religious Education & Enrichment Committee, the Hospitality Committee, the Membership Committee, the Music Committee, the Religious Education Committee, the Social Justice Committee, the Social Events Committee, and the Worship Committee are Program Committees. See complete program committee list on file with the Clerk.~~ The Board shall establish the duties of each committee by vote, and may establish or disband additional Program Committees by vote.

**B. Chairs and Members**

1. The Board shall appoint a chair of each committee at the July Board meeting from among persons nominated by that committee. Only members of the Congregation who are eligible to vote may serve as chairs. No person shall serve more than three consecutive 6

full one-year terms as chair of the same committee. If a chair becomes vacant, the Board shall appoint a person to serve the remainder of the term.

2. Any member or friend of the Congregation may be a member of any committee.

3. Members and friends of the Congregation may attend committee meetings ~~but do not have the right to speak without the permission of the chair.~~ and may speak when recognized by the leader of the committee.

## ARTICLE 10 – COORDINATING COUNCIL

A. Purpose The Coordinating Council is a forum intended to make it easier for all of the Congregation's committees, subcommittees and groups to communicate with each other and with the Board and to coordinate programs and activities.

B. Membership of The Coordinating Council consist of:

- the President
- the Vice President ~~and the chair~~
- contact person designated by ~~of~~ every committee, subcommittee and group of the Congregation with the exception of ~~except~~ Committees of the Congregation, ~~shall be a member of the council. The chair of each committee or group may designate another member of the committee, subcommittee or group to attend a council meeting.~~

C. Meetings The council shall meet in September, November, January, March and May. The President shall preside at council meetings.

D. Council Clusters Every committee, subcommittee or group shall be a member of one of eight Council Clusters: Business and Finance; Spiritual Support; Lifespan Religious Education; Congregational and Leadership Development; Facilities; Communications; Community Relations and Events; and Ministry. The Vice President, the Clerk, the Treasurer, and the directors shall each serve as a liaison between the Board and a cluster.

## ARTICLE 11 – REMOVAL OF OFFICERS AND CHAIRS

The Board may remove an officer, director, or ~~chair of an Administrative or Program Committee~~ designated leader of administrative or program committee from office if the person has been absent from three consecutive Board ~~or committee meetings~~ and the Board determines that insufficient cause exists for the absence or if insufficient cause for absence and lack of attention to committee operation is determined.

## ARTICLE 12 – MINISTER

- A. The minister shall be responsible for leading the Congregation in worship and for supervising the Congregation's spiritual interests and affairs. The minister shall have freedom to express his or her opinion inside and outside the Congregation.
- B. The minister shall be an ex-officio, non-voting member of the Board, of every committee, and of the Coordinating Council.
- C. The minister shall be in charge of and supervise the day to day work of the Congregation's employees.
- D. The minister shall be called upon the recommendation of a search committee by a majority vote of the Congregation. The minister shall be dismissed upon the recommendation of the Board by a majority vote of the Congregation. If the Minister is dismissed, his or her salary and benefits shall continue for three months after the last day of employment.

## ARTICLE 13 – MEETINGS

- A. The Congregation shall conduct regular religious services at a time and place determined by the Board.
- B. The Annual Business Meeting of the Congregation shall be held on the second Sunday in June. ~~The Clerk shall mail, e-mail, or hand-deliver the meeting agenda and the proposed budget to the membership at least thirteen days prior to the meeting.~~ The agenda shall include: Approval of the Minutes of the last Annual Business Meeting Report of the Treasurer Report of the President Report of each Administrative and Program Committee Report of the Minister Approval of the annual budget Report of the Nominating Committee Election of officers, directors, and a Finance Committee Chair

C. A special business meeting of the Congregation may be called by the President, Vice President, a majority of the Board, or by twenty percent of the members of the Congregation. The purpose of a special business meeting shall be stated in a written notice mailed, e-mailed, or hand-delivered to membership at least thirteen days prior to the meeting, and only that business may be considered at the meeting.

D. One-quarter of the active membership of the Congregation shall constitute a quorum; provided, however, that forty percent of the active membership of the Congregation shall constitute a quorum at a meeting at which a vote will be taken on any of the following matters:

1. Purchase or sale of property valued at \$10,000 or more.
2. Calling or dismissal of a minister.
3. Reduction of the salary of a minister.

Motions shall be approved by a simple majority of members present, except as otherwise specifically provided in these bylaws.

E. Robert's Rules of Order Newly Revised published by the Robert's Rules Association, shall govern the conduct of all business meetings.

## ARTICLE 14 – AMENDMENTS

These bylaws may be amended at any business meeting of the Congregation, provided that the proposed amendment is included in the notice of the meeting. An affirmative vote of sixty-seven percent of those members present shall be required to approve the amendment.

## ARTICLE 15 – DISSOLUTION

Voluntary dissolution of the Congregation may be approved at any business meeting by an affirmative vote of sixty-seven percent of those members present. In the event of dissolution, all assets of the Congregation shall be transferred to the Unitarian Universalist Association for its general purposes. Dissolution and transfer of assets shall be in accordance with applicable law.

## ARTICLE 16 – SEVERABILITY

Any provision of these bylaws found invalid shall not have the effect of invalidating other bylaw provisions.

As Amended June 3, 2018