

May 2010

BYLAWS OF THE UNITARIAN UNIVERSALIST CHURCH, INC.  
West Lafayette, Indiana

[As approved (revised) May 1970, and as amended May 1972, May 1976, May 1983, April 1988, April 1990, April 1993, August 1995, April 1996, April 1997, December, 2006, April, 2008 and May 2010.]

ARTICLE I. CORPORATION.

These Bylaws are adopted in conformance with and pursuant to the Articles of Incorporation. This Church was incorporated May 7, 1958, under "An Act (of the General Assembly of Indiana) for the Incorporation, Reorganization, and Reincorporation of Churches, Religious Societies and Religious Organizations," approved March 3, 1943. The Articles of Incorporation have been amended October 20, 1961, March 17, 1966, May 18, 1970, May 5, 1982, and January 17, 1997.

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Excerpt from (amended) Articles of Incorporation:

The purposes of this Corporation ("Congregation") are religious, educational, and philanthropic, to wit:

1. To encourage and foster liberal religion, and to establish a liberal religious congregation.
2. To conduct programs including worship services, religious education, discussion and study groups, lectures, fraternal and sociable activities; to promote racial harmony and equal justice; to maintain a forum for free and open discussion of related subjects.
3. To provide space and facilities for the functions and activities of this congregation; to acquire suitable real estate, buildings, and equipment to facilitate these programs.
4. To employ or appoint persons to conduct, direct, promote, assist, advise, or facilitate programs for this congregation and its larger constituency of friends and participants.
5. To affiliate with the Unitarian Universalist Association and with its subordinate organizations and affiliates, and with such other national, regional, local, or special purpose groups and associations, as may be deemed worthy and compatible with the aims of this congregation.
6. To sponsor and/or support subsidiary organizations and community groups whose aims are worthy and compatible with those of this congregation.
7. To solicit and receive money and other assets; to invest, manage and expend money for its general programs and functions or for any special purpose that it deems worthy and compatible with its aims.

## ARTICLE II. MEMBERSHIP

1. Membership in this church is open to any person, 16 years or older, who is in sympathy with the principles and purposes of Unitarian Universalism, who signs the Membership Book in the presence of the Minister or a Trustee, and who pledges to make an annual financial contribution and to help with one or more church tasks or activities.
2. Once 30 days have passed after a new member has signed the Membership Book, he or she will be eligible to vote at any congregational meeting, to hold elective or appointed church offices, and to represent the church at official Unitarian Universalist district and national meetings.
3. To retain membership status, members are expected to make and fulfill an annual pledge to contribute financially and to help with one or more church tasks or activities. The Board may grant exceptions to these requirements.
4. The following procedures shall be followed with respect to membership:
  - a. The Secretary of the Board shall maintain an official roster of members, and will inform the Trustees and the Membership Committee Chair when any changes to the roster have been made in accordance with this Article II.4.
  - b. In consultation with stewardship campaign leaders, the Assistant Treasurer, the Membership Committee Chair, the Minister, and other church leaders as appropriate, the Secretary shall review the membership roster following each annual stewardship campaign to determine if changes should be made. Similar reviews and action to change an individual's membership can take place at any time during the year.
  - c. The Secretary shall cancel the membership of any member who is deceased.
  - d. The Secretary shall cancel the membership of a member who so wishes it, provided that this intent of the member is confirmed personally by the Secretary or another Trustee. An individual whose membership is cancelled in this way will be eligible to become a member again in accordance with Article II.1.
  - e. The Trustees shall cancel the membership of any member who cannot be located after reasonable attempts. Such individuals will be eligible to become members again in accordance with Article II.1.
  - f. If a member has not fulfilled the requirements in Article II.3 for a period of at least one year, the Secretary shall attempt to contact the member to learn about his or her circumstances, the reasons why the member has not fulfilled the requirements, and what the member's prospects and intent are concerning future fulfillment. The Secretary shall inform the Board about what the Secretary has been able to learn, and the Board may thereafter in its discretion cancel the member's membership. Such individuals will be eligible to become members again in accordance with Article II.1.
5. Secretary has been able to learn, and the Board may thereafter in its discretion cancel the member's membership. Such individuals will be eligible to become members again in accordance with Article II.1.

A member who engages in conduct that threatens or may threaten the health or well being of others in the congregation, or of the congregation as a whole, may be subject to having his or

her membership terminated. If the Board receives a complaint or otherwise learns of such conduct, the Board may decide to review the situation to determine if the issues are sufficiently serious to warrant possible termination of the individual's membership. If the Board determines that such a review is appropriate, the Board shall notify the member that his or her membership status is under review, and shall ask the member to explain the conduct or situation. Either the member or the Board shall have the right to employ any existing conflict resolution processes available under church procedures in attempting to resolve the situation. After a member has received such notice and has been provided the opportunity to explain the conduct or situation in question, and after any requested conflict resolution processes have been completed, the Board may terminate the member's membership if the Board determines that the member has engaged in such conduct and that termination would be in the best interests of the congregation. After a period of at least one year, a member whose membership is terminated under this subsection may ask the Board for permission to seek reinstatement as a member. If the Board in its discretion approves such a request, and if the individual agrees to comply with any reasonable conditions that the Board may impose in granting its permission, the individual will be eligible to become a member again in accordance with Article II.1.

### Article III. MEETINGS

1. At least two annual meetings of the members of the Congregation shall be held at such a time and place as fixed by the Board of Trustees and announced from the pulpit and published in the Newsletter at least ten days before the meeting. One meeting held in the spring shall be used to elect any officers, Trustees, Endowment, or Nominating Committee members. A slate of officers shall be published with the notice of meeting at least ten days before the meeting. The other meeting, held in the fall, shall be used to adopt a budget for the new fiscal year. The proposed budget shall be published with the notice of meeting at least ten days before the meeting.
2. Special meetings of full members may be called by the Board of Trustees, or on petition of twenty percent of the members, provided that the purpose of the meeting is stated in the notice of the meeting and this notice is included in the Newsletter or otherwise mailed to all members at least ten days before the meeting.
3. A quorum for the conduct of business shall be twenty-five percent of all full members.
4. *The Standard Code of Parliamentary Procedure*, third edition, by Alice Sturgis shall be observed in the conduct of meetings. A parliamentarian shall be appointed by the President before each meeting of the members of the Congregation.
5. Congregational decisions shall be made with a simple quorum majority unless otherwise specified in these bylaws or unless the submitting body decides to increase the requirement. A super-majority or consensus decision can be required for any vote as long as that requirement is published with the notice of meeting at least ten days before the meeting.

### ARTICLE IV. TRUSTEES AND OFFICERS.

1. Board of Trustees. There shall be nine Trustees of the Congregation elected by and from the members of the Congregation at the Spring meeting of members:

Three Trustees with terms of two years, elected in alternating years, one in the first year, two in the next year and

Three Trustees with terms of three years, elected one each year in rotation and serving, successively as President-elect, President, and Immediate Past President, and

Three Trustees elected for terms of two years, who shall also serve as Secretary, Treasurer, and Assistant Treasurer of the Congregation.

The Trustees of the Church are the Directors of the Corporation; and officers among them are its officers.

2. Elections. At the Spring meeting of members, the Nominating Committee shall present one nominee for each position whose term is expiring, having ascertained that the person nominated is willing to serve in that position. The slate of nominees shall be presented to the members prior to the meeting as specified in Article III, item 1. Only full members of the Congregation may be solicited to be Trustees. The President will then solicit further nominations from the full members, subject to the same restrictions.

Thereupon each full member present shall vote for one nominee for each position, and in each position the nominee with a majority of votes shall be elected. If, for some position, no nominee receives a majority of votes, the full members shall then elect one of the two who had the most votes.

At the end of their term, any Trustee may be nominated and elected to continue to serve in a different position on the Board. If this latter circumstance or any other contingency creates a vacancy on the Board, then nominations from the members will be solicited and a willing nominee will be elected to fill this vacancy.

3. Interim Vacancies. If any vacancy occurs during the year after the annual election meeting, the remaining Trustees, by majority vote, may appoint one of themselves or any other full member of the Congregation who is willing to assume the duties of this position until the first day of June following. Alternatively, they may call a special meeting of the full members for an election to fill any vacancy for its unexpired term.
4. Meetings. The Board of Trustees shall meet on the call of the President or on the demand of any three Trustees. Meetings are open to all congregants. The Board may decide by majority vote at any time to meet in Executive Session (closed to non-Board members).
5. Duties of the Board. The Trustees shall be responsible for the business, legal, and corporate activities of the Congregation. They shall specifically:

Manage an annual budget, authorize expenditures, direct the deposit and/or investment of funds, and prescribe the method of accounting.

Appoint or employ persons to positions of service in the Church.

Prescribe policies relating to membership as described in Article 2 of these bylaws.

Establish and augment the Program Council, in conformance with other specifications thereto.

Consider promptly any recommendation made to them, with due process, by the Program Council or the Congregation.

Elected Trustees will take office on the first day of June and will serve their term and until replaced by duly qualified successors.

6. Duties of Officers shall be defined in writing by the Nominating Committee and approved by the Board of Trustees. These job descriptions shall be publicly accessible and kept on file in the Church Office.

#### ARTICLE V. THE PROGRAM COUNCIL.

1. The Program Council shall be the coordinating body of the Congregation in its programs, activities, and all matters that are not reserved to the Board of Trustees; and in those matters reserved to the Board, the Council may, by resolution, make recommendations to the Board.
2. Program Council membership shall include the facilitator/chair, board representative, committee representatives, program area liaisons as deemed necessary, and other persons designated by the Program Council.
3. The Program Council shall establish a pattern of regular meetings for discussion and planning. There is no quorum requirement.
4. Committees and special interest groups will consult with the Program Council regarding planning events, space-use requirements, and requests for assistance. Program Council will assist committees and interest groups, as needed, and promote congregational awareness of such events and activities.
5. The Program Council shall provide guidance and assistance in establishing Chairs of committees and interest groups.

#### ARTICLE VI. THE MINISTER.

1. The Minister shall be chosen by an affirmative vote of not less than two-thirds of those present and voting at any proper meeting of the members, provided that the recommendation of the Pulpit Committee appointed by the Board of Trustees for the purpose of selecting and recommending a candidate shall be included in the notice of the meeting.
2. Acceptance of the resignation of a Minister, or notice to a Minister of termination of the ministry, shall be by a majority of full members present and voting at a proper meeting, provided that the notice of the proposed action has been included in the notice of the meeting.

The tenure of the Minister and conditions of employment shall be specified in written agreement between the Minister and the Board of Trustees.

#### ARTICLE VII. COMMITTEES.

1. The Trustees shall establish such standing committees, special committees, and other committees as they deem necessary or desirable.
2. The Nominating Committee recruits members of the congregation to serve on the Board of Trustees and Endowment Board, and presents them for election at the annual congregational meeting in which officers are elected. The Nominating Committee shall be comprised of four members of the congregation with two new members elected each year from a slate of candidates selected by the Nominating Committee in consultation with the Board President and Minister. New members will take office on June 1. If a vacancy occurs on the committee Trustees will appoint a member of the congregation to serve the rest of that vacant term.
3. The Committee on Ministry strives to achieve the highest possible fulfillment of the congregation's mission through its overall ministry. It shall (1) make recommendations and give guidance to Trustees, the congregation, and the minister of the health and welfare of the ministry of the congregation; (2) oversee the implementation and administration of the congregation's Covenant for a Healthy Community; (3) guides processes for conflict resolution within the congregation.

The Committee on Ministry shall be composed of five members of the congregation. Nominees for new members will be chosen by the Board of Trustees for a staggered term from a list of names submitted each year by the Committee and Minister. The congregation shall elect members from the Board nominations or nominations from the floor at the congregational meeting held to elect officers. Terms of office shall be for three years and will begin on June 1. If a vacancy occurs, a new member will be chosen by the Board of Trustees until such time as the vacancy can be filled by a congregational election.

#### ARTICLE VIII. INTEREST GROUPS.

1. Groups of special interest may be constituted by the Program Council as related parts and activities of the Congregation following relevant policy set by the board. Each group so constituted shall be in sympathy with the purposes and programs of the Congregation.
2. Each group shall select an advisor or sponsor who shall be the liaison with the Program Council, shall report to the Council when so requested by the Council, and shall interpret to the group the purposes of the Church. The role of this liaison is to promote two-way communication between the group and the Council.

#### ARTICLE IX. AMENDMENTS.

1. These Bylaws may be amended or repealed by a two-thirds vote of the Trustees which is endorsed by a vote of two-thirds of the full members present and voting at a proper meeting of the members, provided that the text of the proposed change, and of the existing section that it will replace or amend, have been included in the notice of the meeting.

#### ARTICLE X. FISCAL YEAR.

1. The fiscal year shall begin January 1 and end December 31 of the same year.
2. A financial statement for all funds shall be compiled at the end of each fiscal year.
3. A financial audit of the church will be conducted at the changing of the Treasurer or every three years, whichever comes first.

#### ARTICLE XI. FUNDS.

1. The operating fund consists of pledge income and other revenues to be used for the budget expenses of the Congregation.
2. The Trustees may from time to time place money in the Endowment Funds. The receipt, management, and disbursement of Endowment Funds shall be entrusted to the Board of Directors of the Endowment Funds subject to rules specified in the Bylaws for Unitarian Universalist Church Endowment Funds.
3. Special Funds may be established by the Trustees for specified purposes. The investment of the funds shall be handled by the Directors of the Endowment Funds. These special funds may accumulate from year to year and shall be available for disbursement when requested by the Trustees.

#### ARTICLE XII. DISSOLUTION.

1. Should this Church cease to function and the membership vote to disband, any assets of the Congregation will be transferred to the Unitarian Universalist Association, one of its affiliated organizations, or the Heartland Unitarian Universalist District, to be used for general Unitarian Universalist purposes. This transfer will be made in full compliance with whatever laws are applicable.

#### ARTICLE XIII NONDISCRIMINATION.

1. Membership in and employment by this Congregation, and participation in any of its activities, are open to all regardless of race, ethnicity, gender, sexual orientation, marital status, socioeconomic status, national origins, disability, or age. The only exception to this article is that, as specified in Article II, members must be sixteen years of age or older.