

DRAFT - 7/9/2021



First Universalist Church of Denver
Bylaws

Approved by Congregation: **TBD**

Founded 1891 — Member Unitarian Universalist Association (UUA)

4101 E. Hampden Avenue, Denver, CO 80222-7262

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PREAMBLE

As Unitarian Universalists, we, the members of First Universalist Church of Denver, unite in the tradition of a liberal religious community. By the path of reason and the light of spirit, we come together to develop individually through worship, the arts, fellowship and service. Believing that truth is found through the open and free exchange of ideas, for ourselves and our children, we offer an education founded on honesty and acceptance. Our mission is to offer community for connection, renewal, and transformation.

Affirming the interdependent web of all existence, we strive to live ethically and in harmony within the world, to work toward a multicultural, anti-racist, and anti-oppressive community, and to pursue the vision of peace, liberty and justice. We invite and celebrate diversity and offer a caring community. We reach out to share our faith in humanity and the goodness of life.

We affirm and promote the full participation of all persons in our activities and endeavors without regard to race, color, gender, gender identity, physical or mental challenge, affectional or sexual orientation, age, class, or national origin. This principle of inclusion shall guide all of our activities, including by way of illustration not limitation, membership, programming, hiring practices and the calling of religious professionals. We are committed to incorporating the values of diversity, equity, and inclusion in our governance, and will seek to further these values through our ministries.

Article I. Definitions

Section 1. Church

The First Universalist Church of Denver is a liberal religious community, not bounded by creed or dogma, organized as a nonprofit organization under the laws of the State of Colorado. It is a member church of the Unitarian Universalist Association (UUA) and its Pacific Western Region (PWR) and covenants to affirm and promote Unitarian Universalist principles.

The Church building is located at 4101 East Hampden Avenue, Denver, Colorado 80222.

Section 2. Membership and Affiliation

a. Member

Any person in sympathy with the mission and goals of the Church is eligible to become a Member of the Church, and becomes a Member upon completing the Church's New Member Program and signing the membership book. Members are expected to make and fulfill a recorded financial pledge annually.

b. Voting Member

Any Member who (a) is 16 or older or (b) is 14 or older and has completed the Church's New Member Program is a Voting Member, providing that they have been a Member of the Church for at least 90 days. Only Voting Members are eligible to vote in Congregational Meetings.

c. Pledging Friends

Persons who are in sympathy with the mission and goals of the Church who make and fulfill a recorded financial pledge annually but choose not to sign the membership book.

d. Larger Church Community

The Church recognizes a larger church community that includes the children of members; Staff persons who work for the Church; visiting adults and children who attend Church services and other Church-sponsored activities and events; and others who participate in or support the activities of the Church.

Section 3. Congregation

The Congregation is composed of Members, Voting Members, Pledging Friends, and the Larger Church Community. It is the foundation of governance of the Church, is the ultimate authority in the Church's governance structure, and engages in shaping the Church's vision, mission, and strategic plan. Voting Members establish and can amend these Bylaws, elect the Board of Trustees and Congregational Committees defined in this Article, and call a Senior Minister.

Section 4. Congregational Meetings

Congregational Meetings are called in accordance with the provisions of these Bylaws to accomplish specific items of business for which voting is required or requested by the Board of Trustees. Except as otherwise provided in Article VII, notice or call of a Congregational Meeting shall be given through standard Church communication methods at least 14 days before the date of the meeting and shall state the business of the meeting.

a. Quorum and Voting Procedures

A Quorum for a Congregational Meeting is 15 percent of the Voting Members. If a Quorum is not present, the meeting will be postponed and the Board of Trustees shall reschedule it for a date within the next four weeks. The Board shall establish policies and procedures for determining the presence of a Quorum, voting in absentia, and voting via electronic communications in specific elections.

b. Annual Fall Congregational Meeting

A Congregational Meeting shall be held each year between September 15 and October 31, and shall include as part of its agenda:

- 1) Yearly reports by the Board of Trustees, Senior Minister, and Congregational Committees regarding their activities;

- 2) Finalization of the Church's strategic plan and annual plan;
- 3) Any other business that may properly come before the meeting.

c. Annual Winter Congregational Meeting

A Congregational Meeting shall be held each year between January 1 and February 15, and shall include as part of its agenda:

- 1) Review of the status of the Church's strategic plan and the status of the current annual plan;
- 2) Consideration of a goal budget for the Church's next fiscal year;
- 3) Any other business as may properly come before the meeting.

d. Annual Spring Congregational Meeting

A Congregational Meeting shall be held each year between April 15 and May 31, and shall include as part of its agenda:

- 1) Election of Trustees;
- 2) Election of members of Congregational Committees;
- 3) Review and approval of the Annual Budget;
- 4) Any other business that may properly come before the meeting.

e. Special Congregational Meetings

Except as otherwise provided in Article IV, Section 10, a Special Congregational Meeting shall be called by the Board of Trustees whenever deemed necessary by the Board or when the Board receives a written request stating the purpose of the requested meeting and signed by at least ten percent of the Voting Members of the Congregation.

Section 5. Board of Trustees

The Board of Trustees ("the Board") is a nine-member body, elected by the Congregation, that represents and acts for the Congregation between Congregational Meetings. The Board's membership, duties and responsibilities are set forth in Article II of these Bylaws.

Section 6. Congregational Committees

Congregational Committees are groups elected by the Congregation. They perform specific functions related to the governance and ministries of the Church. The purposes, structure, and membership of Congregational Committees are set forth in Article VI of these Bylaws. Congregational Committees are responsible solely to the Congregation.

Section 7. Officers

The Officers of the Church are the Moderator, Vice Moderator, Treasurer, and Secretary, all of whom shall be members of the Board of Trustees, elected to these offices by the Board. The qualifications, duties, and responsibilities of the Officers are set forth in Articles II and III of these Bylaws.

Section 8. Senior Minister

The Senior Minister is a minister in Ministerial Fellowship with the Unitarian Universalist Association, who is called by the Congregation to serve as the Church's spiritual leader and an active leader of the Congregation's collaborative work toward fulfillment of the Church's mission. The qualifications, duties, and responsibilities of the Senior Minister are set forth in Article IV of these Bylaws.

Section 9. Senior Administrator

The Senior Administrator is a professional manager who is hired by the Board of Trustees to lead and manage day-to-day operations of the Church toward fulfillment of the Church's mission. The Senior Administrator reports to the Board of Trustees and works in collaboration with the Board, the Senior Minister, and the Church's Councils and Committees. The duties and responsibilities of the Senior Administrator are set forth in Article V of these Bylaws.

Section 10. Staff & Volunteers

- a. The Staff of the Church consists of the Senior Minister, Senior Administrator, and other employees of the Church. The Senior Minister is responsible for supervision of employees involved in ministry. The Senior Administrator is responsible for supervision of employees involved in operations and for overall coordination of activities involving members of the Congregation.
- b. Volunteers are unpaid individuals from the Congregation who work on tasks related to the governance or ministry of the Church. Board policies establish the reporting structure for different types of volunteer positions.

Section 11. Shared Ministry

Shared Ministry is the work of the Church performed collaboratively by the entire Congregation (not just the professional religious leaders). Shared Ministry involves everyone engaging individually and collectively, with mutual respect and love, working toward fulfillment of the Church's mission.

Section 12. Shared Governance

Shared Governance is the way in which elements of the governance structure described in these Bylaws are organized to enable "bottom-up" input, collaboration, clear lines of accountability and responsibility, and effective communications to achieve the mission of the Church. Shared Governance enables broad participation of the Congregation in the governance of the Church.

Section 13. Church Organizational Entities

In addition to the Board of Trustees and the Congregational Committees, the Church has other organizational entities that are involved in Shared Governance and Shared Ministry.

- a. **Standing Committees**

Standing Committees are groups established to assist the Board in carrying out core governance functions, including supervision of financial affairs and other aspects of Church operations. Standing Committees have purposes and structure set forth in Article II of these Bylaws and in policies established by the Board.

b. Committees, Teams, and Task Forces

The designations of Committee, Team, and Task Force are used for groups in the Church who undertake ongoing or time-limited tasks within the scope of responsibility of the entity that creates them. These groups can be created by the Board of Trustees, a Congregational Committee, or a Council, consistent with the provisions in Article VI.

d. Councils

Councils are entities established in specific areas of ministry and in areas where ministry and governance functions overlap. Depending on the subject matter, they may consist of individual members and/or may bring together representatives of other Church organizational entities. Their functions may include facilitating the sharing of information and ideas; coordinating and providing leadership in areas of Church operation; providing advice and recommendations to the Board of Trustees and the Staff of the Church; and assisting the Staff in performance of specific functions. Board policies establish general parameters within which each Council sets its organizational structure and operational procedures.

e. Affinity Groups

Affinity Groups are entities that can be initiated by members or friends, Staff, or Councils of the Congregation who have common interests consistent with the purpose and mission of the Church. An Affinity Group undertakes ongoing activities or tasks within the scope of the Council that approves its creation. Council procedures establish the process for approval.

Section 14. Elections and Vacancies

- a. The terms of members of the Board of Trustees and Congregational Committees are staggered so that the terms of one third of the members of each of these entities expires at the end of each fiscal year. At the Spring Congregational Meeting, nominees are elected by Voting Members of the Congregation to fill any terms scheduled to expire at the end of the fiscal year and to fill any vacancies in terms that will continue beyond the end of the fiscal year.
- b. Candidates are vetted and nominated by the Nominations Committee (see Article VI). Alternatively, any candidate who meets the qualifications listed in Article II and Article VI may be nominated by a petition signed by at least 25 Voting Members and filed with the Nominations Committee at least 14 days before the date of an election.
- c. Vacancies in the Board of Trustees or Congregational Committees that occur more than six months prior to the annual Spring Congregational Meeting will be filled by a vote of the Congregation at an Annual or Special Congregational

Meeting, to be held within 60 days of the time the vacancy becomes known to the Board.

- d. Persons elected to fill a vacancy shall serve the remainder of the unexpired term and are eligible for re-election. Serving more than one half of a term shall count as a full term.

Section 15. Fiscal Year and Terms of Office

The Church's Fiscal Year shall be from July 1 to June 30. Terms of Trustees and of members of the Congregational Committees shall begin on July 1 of the first Fiscal Year and end on June 30 of the third Fiscal Year after their election to a full term. Trustees and members of the Congregational Committees shall not serve for more than two consecutive full terms and after that may only be re-elected to the same body after two or more years have passed.

Section 16. Endowment Fund

The Endowment Fund is a permanent fund established by the Congregation with donations specifically earmarked for the fund to help further the vision and mission of the Church. This fund is administered by a Standing Committee appointed by the Board of Trustees pursuant to provisions in Article II. Expenditures from the Fund are subject to the provisions in Article II and policies established by the Board.

Article II. Board of Trustees

Section 1. Board Role and Primary Functions

The Board of Trustees, composed of nine Members, leads the Shared Governance of the Church and is responsible for the administration, finances, property, and business affairs of the Church. It represents and acts for the Congregation between formal Congregational Meetings, working collaboratively with all components of the church community. The Board functions primarily by collaboratively leading strategic planning and the formulation of annual plans and budgets; establishing policies to guide the work and reporting of Staff, Committees, and Councils; and conducting oversight of the work of Staff and Volunteers in implementing policies.

Section 2. Qualifications

Voting Members of the Congregation are eligible to be nominated and elected to the Board of Trustees provided they have been Members of the Church for at least two years at the time of taking office.

Section 3. Termination and Removal

a. Automatic Termination

Failure of a Trustee to attend three consecutive regular Board meetings or four of any six consecutive regular Board meetings shall be an automatic resignation from the Board without further action or notice.

b. Removal for Cause

Removal for cause of a Trustee shall be by majority vote of those Voting Members present and voting at a Congregational Meeting with removal of that individual in the call for the Meeting.

Section 4. Board Meetings and Procedures

In conducting business within the scope of its responsibilities, the Board of Trustees will adhere to the following practices:

- a. Hold monthly meetings at such time and place, or via such electronic communications mechanisms, as the Board shall designate.
- b. Hold special Board meetings when requested to do so by the Moderator, the Senior Minister, or any four members of the Board of Trustees.
 - i. Due notice of special Board meetings shall be given to each Board member, stating the purpose of the meeting and the date, time, and place or use of alternative electronic communications mechanisms.
 - ii. No business except that stated in the notice shall be acted upon, but other matters may be discussed.
 - iii. Notice shall be given to the Congregation at least seven days in advance of any special Board meeting, except when the Board of Trustees determines the existence of an emergency which allows insufficient time for prior notice as prescribed herein.
- c. A quorum shall be present for the conduct of Board business. A quorum consists of a majority of the members of the Board of Trustees holding office at the time of the meeting.
- d. In voting on any matter of business, a majority of those present and voting is required for approval of a motion or decision.
- e. The approved minutes of any Board meeting (including minutes of any electronic or telephone vote) will be provided to the Congregation in a timely fashion through standard electronic communication means (e.g., posted on Church website) and will also be provided in print form (e.g., posting on Church bulletin board or copy available in Church office).

Section 5. Board Duties and Responsibilities

The Board's primary responsibilities are to exercise leadership in governance; work collaboratively with the Senior Minister and Senior Administrator in developing strategic and annual plans; establish policies to guide implementation of strategic and annual plans; conduct oversight of the work of Staff and Volunteers in implementing plans and policies; ensure evaluation of the Senior Minister and Senior Administrator; and provide for representation of the Church in the broader community and for linkage with the UUA and other UU churches. The Board of Trustees may delegate some duties to senior members of the Staff or to a Committee or Council to help enable effective management of the Church's operations and ministries. Specific duties and responsibilities of the Board of Trustees include the following:

- a. Lead the Congregation and collaborate with the Senior Minister, members of the congregation, and other Staff of the Church in discerning and articulating the mission of the Church.
- b. In collaboration with members of the congregation and Staff of the Church, lead the development of the Congregation's strategic plan indicating the major means by which the Church will fulfill its mission over a multi-year period.
- c. In collaboration with members, the Senior Minister, Senior Administrator, and other Staff, and using the strategic plan as a foundation, develop an annual plan and budget that supports the ministries of the Church and sets forth the Church's top priorities together with anticipated expenses and revenues for the next fiscal year, for review and approval by the Congregation.
- d. Provide for the hiring and oversight of a Senior Administrator who will have responsibility for day-to-day operations of the Church and supervision of Staff involved in operations.
- e. Delegate authority to the Senior Minister and the Senior Administrator to hire additional Staff to conduct day-to-day operations in support of the ministries and obligations of the Church.
- f. In collaboration with the Congregational Committees and other groups within the Church, establish processes for conducting performance reviews and evaluations of the Senior Minister and Senior Administrator, including:
 - i. Annual assessments of the Senior Minister and Senior Administrator regarding their joint and respective responsibilities associated with the annual work plan of the Church.
 - ii. Broadly inclusive evaluations of the Senior Minister, conducted on a regular schedule not less frequently than every three years.
- g. Establish Standing Committees on Finance, the Endowment, Human Resources, Governance, and Roots & Connections; appoint the members; establish the duration of terms of membership; and provide for receiving periodic reports on the activities of these Standing Committees.
 - i. The Standing Committee on Finance will assist the Board of Trustees in its oversight of the Congregation's finances, financial reports, budget preparation, annual internal financial review, audit, and such other matters as the Board may determine.
 - ii. The Standing Committee on the Endowment will oversee the Church's Endowment Fund, assist the Standing Committee on Finance and the Board in developing and approving policies regarding the management of the Endowment Fund, and report to the Board at least annually regarding the status of the Endowment Fund and its recommendations regarding expenditures and future management of the Fund.
 - iii. The Standing Committee on Human Resources will assist the Board in developing and approving policies intended to assure the Church's compliance with applicable laws and with the highest standards of integrity and compassion in its relations with Staff and Volunteers.
 - iv. The Standing Committee on Governance will regularly review the

effectiveness of the Church's governance structure and the implementation of policies and procedures, and will recommend possible bylaw revisions and new or amended policies.

- v. The Standing Committee on Roots & Connections will assist the Board in developing and approving policies regarding retention, preservation, and accessibility of essential Church documents and other items of historical value; in developing and maintaining linkages with the Unitarian Universalist Association (UUA) and its Pacific Western Region (PWR); and developing and/or strengthening ties with other churches and groups that work actively in areas relevant to the Church's mission.
- h. In accordance with the provisions outlined in Article VI, organize such other Committees, Task Forces, Councils, and other entities as may be desirable in order to perform specific functions in furtherance of the mission of the Church; appoint or establish mechanisms for the appointment of members of these entities and for the duration of membership on them; and provide for oversight of their activities including review of documents or reports describing their organization, procedures, activities, and recommendations.
- i. Establish policies to assure that meetings involving discussion of Church business are presumptively open and accessible to members, while providing for protection of individual privacy and the confidentiality of discussions when necessary for reasons to be stated at any time of closure.
- j. Establish and implement policies to assure that Church records and archives are kept up-to-date and are accessible for review by members consistent with policies regarding openness vis-à-vis privacy and confidentiality. Church records include, by way of illustration and not limitation, records concerning Church membership, child dedications, marriages, memorial services or funerals, minutes of Congregational Meetings, financial records, records of major Church events, and the membership, procedures, minutes, and reports of Congregational Committees, Standing Committees, and other Committees and organizational entities created pursuant to this Article.
- k. Authorize expenditures exceeding the Church's budget to the extent of not more than five percent of the total annual budget as periodically adjusted in light of actual income. Any expenditure in excess of this amount shall be approved by a majority of the Voting Members present and voting at a Congregational Meeting with such expenditure in its call.
- l. Develop and/or approve all policies necessary for the effective functioning of the Church and consistent with these Bylaws.

Section 6. Endowment Fund Management

The Board shall endeavor to preserve and increase the principal of the Endowment Fund and, in accordance with Section 5.g of this Article, shall appoint a minimum of three members of the Standing Committee on the Endowment to manage the Fund to that end. Expenditures from the Endowment Fund shall be made by the Board of Trustees in accordance with the following provisions:

- a. A portion of the Endowment Fund may be spent annually to support the mission and vision of the Church. The permitted annual distribution amount is limited to no more than 4% of the average of the fund's value at the end of each of the preceding 12 quarters. Upon the recommendation of the Standing Committee on the Endowment, this annual distribution must be included in the Annual Budget that is voted upon and approved by the Congregation at the Spring Congregational Meeting. The annual distribution, if not approved and taken by the Congregation, remains part of the Fund's principal for the following calendar year.
- b. Endowment spending beyond the annual distribution amount is only permitted under extraordinary circumstances, such that the existence of the Church is threatened. In such an event, the Board of Trustees, with the concurrence of a three-quarters vote of Church members present and voting at a duly-called meeting of the Congregation, may approve the use of the principal of the Fund, provided that a plan for repayment of the withdrawn principal amount is concurrently adopted.

Article III. Officers

Section 1. Election and Term

Each year at its first regular monthly meeting of the Fiscal Year, or as soon thereafter as is feasible, the members of the Board of Trustees shall from among their number elect a Moderator, Vice Moderator, Treasurer, and a Secretary. These persons shall be the Officers of the Church and of the Board of Trustees and shall serve as these Officers until the end of the Church's Fiscal Year. The elected Officers shall begin their terms of office at the start of the new Fiscal Year or, if the Fiscal Year has already started at the time of the election, from the day following their election.

Section 2. Resignation and Removal

An Officer may resign of their own volition by written notification to the rest of the Board of Trustees. Any Officer may be removed from their office, with or without cause, by action of two-thirds of the Trustees. Officer vacancies shall be filled by election by the remaining Trustees within 30 days of receipt of the resignation notice.

Section 3. Duties

a. Moderator

The Moderator shall serve as chair of the Board of Trustees, shall preside at all meetings of the Board and of the Congregation, and shall represent the Church on all appropriate occasions. The Moderator may appoint such Committees or persons as may be expedient and necessary with the concurrence of a majority of the Board. The Moderator shall be responsible for preparing for Congregational meetings and of all matters to be acted upon at said meetings.

b. Vice Moderator

The Vice Moderator shall, in the absence of the Moderator, perform the duties and exercise the powers of the Moderator. The Vice Moderator shall be an ex officio member of the Standing Committees on Human Resources, Governance, and Roots & Connections, and shall also perform other duties delegated by the Moderator or by the Board of Trustees.

c. Secretary

The Secretary shall ensure that minutes are taken at all Board meetings and Congregational Meetings and that the minutes of such meetings are circulated to the Board for approval in advance of the next regular meeting. The Secretary shall ensure that proceedings of the Board are regularly reported to the Congregation in a timely fashion and shall perform such duties as may be prescribed by the Board. All records of the Secretary shall be the property of the Church.

d. Treasurer

The Treasurer shall support fulfillment of the Board of Trustees' financial oversight responsibilities by working with the Church's Staff and the Standing Committee on Finance to ensure that quarterly financial reports are made available to the Board and that the financial operations of the Church are in line with best practices and with the Church's mission. The Treasurer will be an ex officio member of the Standing Committee on the Endowment and the Standing Committee on Finance; ensure the conduct of a triennial external financial audit; and will perform such other duties as may be prescribed by the Board of Trustees, including serving as Board liaison to Committees involved in stewardship and fundraising.

Article IV. Ministers

Section 1. Preamble

By the corporate act of calling a Minister or by hiring a Minister, the members of the Congregation acknowledge the Church's need for the service of those prepared by education and personal commitment, and they pledge to support the work of the Ministers, to strive to provide fair compensation, and to work with them to bring to realization the mission of the Church.

Section 2. Ministerial Positions

The Senior Minister and Associate Ministers are called by and are ultimately accountable to the Congregation. Additionally, the Church may arrange for the services of other ministers.

- a. Senior Minister.** The Senior Minister is a called minister who serves as spiritual leader of the Church, with primary responsibility for providing leadership and guidance in carrying out the mission and ministries of the Church. A Senior Minister shall be in Fellowship with the Unitarian Universalist Association, and a member in good standing of the Unitarian Universalist Ministers Association.
- b. Associate Minister.** The Church may call one or more Associate Ministers to assist in leading the ministries of the Church. Associate Ministers are experienced in

professional ministry. They work collaboratively with other members of the Church Staff under the supervision of the Senior Minister.

- c. **Assistant Minister.** The Church may employ one or more Assistant Ministers to assist in carrying out the ministries of the Church. These salaried ministers may include ministers specializing in music, community service, pastoral care, or other areas of ministry. They work collaboratively with other members of the Church Staff under the supervision of the Senior Minister.
- d. **Interim or Developmental Minister.** The Church may employ an Interim Minister or Developmental Minister to serve the Congregation in the capacity of Senior Minister in the event of a vacancy in that position.
- e. **Minister Emeritus:** The Congregation may designate a former Senior or Associate Minister as Minister Emeritus by approval at a Congregational Meeting upon joint recommendation by the Senior Minister and the Board of Trustees. A Minister Emeritus serves in an honorary capacity and has no official role or regular duties in the administration of the Church, but may render occasional service for the Church.

Section 3. Qualifications

Called Ministers of the Church shall be in Ministerial fellowship with the Unitarian Universalist Association. Race, color, disability, sex, affectional or sexual orientation, marital status, age, gender identity, or national origin shall have no bearing on the choice or retention of any Minister.

Section 4. New Ministers

- a. When the position of Senior Minister is vacant, the Board of Trustees shall consider, in consultation with the Congregation, whether (1) a search for a new Senior Minister shall be undertaken; (2) if there is a qualified and interested Associate Minister in place, the Congregation should consider calling the Associate Minister as the Church's new Senior Minister; or (3) the Church should seek to hire an Interim Minister or Developmental Minister.
- b. If the determination is made to conduct a search for a new Senior Minister, the Board shall provide for the selection of a Ministerial Search Committee, the creation and duties of which are set out more fully in Article VI.
- c. If there is a qualified and interested Associate Minister in place at the time of a vacancy in the Senior Minister position, then by vote of the Congregation in accordance with Section 5 of this Article, the Associate Minister can be called to be the Senior Minister in lieu of a search. If the Associate is not interested or does not receive sufficient votes to be called, then the search process would be initiated. The Associate cannot be included in the candidates considered once the Ministerial Search Committee is formed.
- d. A prospective Associate Minister, if not already serving as an associate minister in another congregation, should be initially hired by the Board of Trustees as an Assistant Minister and then by mutual consent of the Board and Assistant Minister

be brought before the Congregation to be Called within twenty four (24) months of their date of employment.

- e. Assistant Ministers are selected through the Board's internal selection process, involving consultation with the Senior Minister and such other consultation as the Board may deem appropriate, and not by a Ministerial Search Committee.
- f. Associate Ministers may be sought by a Search Committee formed for that purpose.
- g. The decision to seek an Interim Minister or a Developmental Minister shall be made by the Board following consultation with the Congregation. The Board shall hire an Interim Minister or Developmental Minister and shall describe their compensation, conditions of employment, and duties in compliance with policies of the Unitarian Universalist Association.

Section 5. Election

Election of a called minister shall be at a Congregational Meeting called for that purpose by the Board of Trustees. Election shall be by affirmative vote of at least 85% of those Voting Members present and voting.

Section 6. Ministers' Compensation and Conditions

- a. The initial compensation and conditions of employment of a new Senior Minister shall be proposed by the Ministerial Search Committee and the Board of Trustees, after consultation with the Committee on Shared Ministry, and shall be ratified by the Congregation at the same Congregational Meeting at which the new Senior Minister is elected. The length of the ministry shall be indefinite, subject to resignation or dismissal by vote of the Congregation as outlined in Section 10 below of this Article.
- b. The initial compensation and conditions of employment of a new Assistant Minister, a Developmental Minister, or an Interim Minister shall be set by the Board and may be adjusted by the Board pursuant to contractual arrangements and based upon performance.
- c. If an Assistant Minister or is called by the Congregation to become an Associate Minister, or if an associate minister serving in another congregation is called to become an Associate Minister at First Universalist, the initial compensation and conditions of employment for service in that position shall be proposed by the Board in consultation with the Committee on Shared Ministry and approved by the Congregation at the time of the Call.
- d. The length of the ministry of an Associate Minister, as a Called Minister, shall be indefinite, subject to resignation or dismissal under the same conditions as specified for a Senior Minister.

Section 7. Duties and Responsibilities of the Senior Minister

Members of the Congregation call the Senior Minister to be the Church's spiritual leader, the leader of its shared ministries, a representative of the Church in the broader community, and a key link with the UUA. The core role of the Senior Minister is to provide leadership and guidance in pursuit of the mission and purposes of the Church

through working collaboratively with the Board of Trustees, the Senior Administrator, the other senior Staff, and the Church's Councils and Committees. Specific duties and responsibilities include the following:

- a. Provide spiritual leadership for the Church, consistent with the Church's mission and the concept of Shared Ministry.
- b. In collaboration with the Board, the Senior Administrator, and other Staff, help lead the Congregation through the processes of discerning and re-articulating the mission of the Church approximately every five years, developing the Church's strategic plan, and developing annual work plans and budgets that support the ministries of the Church.
- c. Organize and conduct worship services, working collaboratively with other senior Staff and with members of the congregation.
- d. Directly hire and supervise Staff involved in ministry.
- e. Provide and assist in providing pastoral care for members.
- f. Provide and assist in providing religious education for members, their family members, and others who indicate interest in learning about the ministries of the Church and the principles and purposes of the Unitarian Universalist faith.
- g. Conduct and participate in marriages, child dedications, memorial services, and other ceremonial occasions.
- h. Collaborate with the Senior Administrator in planning and organizing the ongoing work of the Staff of the Church in areas where ministry and operations overlap.
- i. In collaboration with the Standing Committee on Roots & Connections, lead the Church's participation in the UUA and its work with denominational organizations and other churches.
- j. Provide regular written and oral reports to the Board of Trustees regarding progress in implementing strategic and annual plans, identifying issues, and responding to inquiries from the Board.
- k. Perform such other duties as may be set forth in a Letter of Agreement or contract negotiated and approved by the Board of Trustees and in policies established by the Board.

Section 8. Freedom of Expression

Ministers shall be free at all times to express their opinion on any subject both in and out of the pulpit.

Section 9. Resignation

A Minister shall give at least 60 days notice in writing to the Board of Trustees of their resignation.

Section 10. Dismissal

A called minister may be dismissed only at a Special Congregational Meeting called for that purpose. This meeting shall be called by the Board of Trustees only upon written request signed by at least 20 percent of the Voting Members. The Board shall communicate notice of the meeting to the Congregation, but no notice shall be placed in

any 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 30 days after the date of dismissal in exchange for such service to the Church, consistent with provisions in this Article of the Bylaws, as may be directed by the Board.

An Assistant Minister, Developmental Minister, or Interim Minister may be dismissed by the Board pursuant to provisions of the contract for employment with the Church and consistent with policies for dismissal established by the Board.

Article V. Non-Ministerial Staff

Section 1. Organization of the Non-Ministerial Staff

The Church recognizes the need for Staff of the Church to perform a wide range of functions in pursuit of its mission, and provides for retaining a professional manager, designated in these Bylaws as the Senior Administrator, to assist in the performance of these functions and provide leadership and supervision of employees involved in Church operations other than those led by the Senior Minister. The Board of Trustees hires the Senior Administrator, with opportunity for input from the Senior Minister.

Section 2. Duties and Responsibilities of the Senior Administrator

The Senior Administrator is responsible for managing day-to-day administrative operations of the Church, consistent with these Bylaws and with policies established by the Board of Trustees. Specific duties and responsibilities of the Senior Administrator include the following:

- a. Supervise employees involved in administrative operations of the Church, including those related to financial record-keeping, employee records, membership records, and maintenance of the Church's website and historical records.
- b. Provide or arrange for other Staff to provide support for Councils and Committees engaged in activities related to administrative operations and planning, including arranging for meetings of representatives of all Councils and Committees at least three times during each Church fiscal year.
- c. Work closely and collaboratively with the Senior Minister in leading an effective Staff team, recognizing that there are areas where ministry and operations overlap.
- d. Assist in the development of the Church's strategic plan and annual plans, including development of budgets and financial reports relevant to implementation of such plans.
- e. Provide regular written and oral reports to the Board of Trustees regarding current and planned activities, progress in implementing strategic and annual plans, issues needing attention, and respond to inquiries from the Board.

- f. Perform such other duties and functions as may be assigned by the Board of Trustees, consistent with these Bylaws and with policies established by the Board.

Section 3. Employment, Compensation, and Evaluation of Non-Ministerial Staff

The selection, compensation, conditions of employment, and provisions regarding evaluation of members of the Church's non-ministerial Staff shall be established by contracts of employment and in policies and procedures that are consistent with these Bylaws.

- a. Descriptions of each Staff position shall be posted on the Church's website, pursuant to policies established by the Board of Trustees.
- b. In planning and conducting evaluations of Staff members, the person or entity conducting the evaluation shall ensure that there will be opportunity for input from members of the Congregation regarding the Staff person's performance of duties of the position.

Article VI. Committees, Councils, and Other Church Groups

Section 1. Congregational Committees

- a. Congregational Committees are elected by the Congregation, are responsible solely to the Congregation, and will report to the Congregation on their activities in advance of the Fall, Winter, and Spring Congregational Meetings. Candidates for service on these Committees must be Members for at least two years at the start of the term for which they are candidates.
- b. Each year at each Committee's first regular monthly meeting of the Fiscal Year, or as soon thereafter as is feasible, the members of the Committee shall elect their chair or co-chairs.
- c. Congregational Committees establish their operating procedures and will provide information about their organization, procedures, and activities in formats that are consistent with policies established by the Board of Trustees and are readily accessible to Members of the Congregation.

Section 2. Committee on Shared Ministry

- a. The Committee on Shared Ministry is a Congregational Committee that is responsible for helping to witness, assess, and support the overall well-being of the Congregation.
- b. The Committee is a successor to the Committee on Ministry. It shall be composed of six members.
- c. The Committee's work activities include, but are not limited to, the following:
 - i. Sharing examples of positive actions by members of Church groups.
 - ii. Helping to facilitate broad involvement by members and friends of the Church in activities that are consistent with the mission and ministries of the Church.

- iii. Serving as a sounding board and liaising as needed and appropriate with Ministers, Board of Trustees, Staff, other Church groups, and individual members of the Congregation, to discuss their interests, needs, and concerns regarding Church operations and ministries.
- iv. Convening listening sessions and scheduling ongoing conversations with individual members and groups regarding their experience of ministry within the church community.
- v. Conducting more formal assessments, every three to five years, of the experiences and views of members and groups regarding the ministries of the Church.
- vi. Keeping the Board and other Committees and Councils apprised of its activities and working collaboratively with these bodies on activities that can help accomplish the mission of the Church.
- vii. Reporting to the Congregation, in writing, in advance of the Fall Congregational Meeting, and at such other times as it deems appropriate, on its activities and recommendations.

Section 3. Nominations Committee

- a. The Nominations Committee is a Congregational Committee that is responsible for organizing and conducting nomination and election processes for the Board of Trustees and Congregational Committees.
- b. The Committee is a successor to the Leadership Development Committee. It shall be composed of six members.
- c. The duties of the Committee include, but are not limited to, the following:
 - i. Publicizing the process for nominating candidates for election to the Board of Trustees and Congregational Committees, and soliciting applications and recommendations of prospective candidates for positions on these entities.
 - ii. Consulting with the Board of Trustees and the Committee on Shared Ministry regarding the skills, abilities, and other qualifications likely to be valuable on these Committees.
 - iii. Nominating candidates for consideration at Congregational Meetings where elections for open or vacant positions are being held (see "Elections and Vacancies" in Article I).
 - iv. Developing procedures to facilitate the solicitation and filing of petitions for candidacy to specific positions; providing information concerning candidates for elective positions; and assisting in the conduct of elections.
 - v. As needed, upon Board request, nominating candidates for a special purpose such as delegate selection, participation in a ministerial search committee, or membership in another committee or group.
 - vi. Keeping the Board and other Committees and Councils apprised of its activities and working collaboratively with these bodies to help develop processes and procedures to encourage, develop, and train potential and existing members of the Congregation to participate in leadership roles in the Congregation.

- vii. Reporting to the Congregation, in writing, in advance of the Fall and Spring Congregational Meetings, and at such other times as it deems appropriate, on its activities and recommendations.

Section 4. Ministerial Search Committee

- a. In the event the position of Senior Minister is vacant and the Board of Trustees, in consultation with the Congregation, determines that a search should be undertaken for a new Senior Minister, the Nominations Committee shall, in consultation with the Board, establish procedures for soliciting nominations and developing a list of candidates for the Ministerial Search Committee. The Ministerial Search Committee shall be composed of seven members.
- b. Concurrently with the Nominations Committee's preparation of a ballot of nominees, the Board shall promulgate rules and procedures concerning the Ministerial Search Committee's operation to present to the Congregation for approval at the same meeting at which the Committee members are elected.
- c. Employees of the Church shall not serve on the Ministerial Search Committee.

Section 5. Councils

- a. The Church provides for Councils in specific areas in order to help provide organizational structure for Shared Ministry in pursuit of the mission of the Church. A Council may be created on the joint recommendation of the Senior Minister and Senior Administrator and with approval by the Board of Trustees upon the Board's review of a charter or other document that is consistent with the provisions of Section 7 of this Article.
- b. Each Council shall post the following written materials in an accessible location on the Church's website at least two weeks in advance of the annual Winter Congregational Meeting:
 - i. An annual work plan, describing anticipated activities for the next twelve months and any budgetary requests for the next fiscal year.
 - ii. A report on its activities and progress on the previous year's work plan during the preceding twelve months.
- c. An All-Council meeting shall be held at least three times during each Church fiscal year, to which each Council shall be invited to send representatives. The Senior Administrator shall arrange for the Board and other Church organizational entities to receive an invitation to send representatives to each All-Council meeting and to receive an agenda and other organizational materials regarding the meeting.

Section 6. Committees, Task Forces, and Other Groups

The designations of Committee, Team, and Task Force may be used for groups of members and friends of the Church who undertake ongoing or time-limited tasks within the scope of responsibility of the entity that creates them. Such groups may be created by the Board of Trustees, a Congregational Committee, Standing Committee, or Council,

and will have the purposes, duties, and responsibilities set forth in the charge that creates them.

Section 7. Documentation of Organizational Structure and Procedures

Committees, Councils, and other groups in the Church that seek recognition as Church-related activities, shall prepare a charter or other document that describes its organizational structure and procedures and is consistent with these Bylaws and with Board policies, for review by the Board of Trustees and posting on the Church's website. The charter or other document, which is to be updated if changes are made in it or in actual practices, shall include the following:

- a. The purposes or goals of the Committee, Council, or other group.
- b. Principal functions.
- c. A covenant.
- d. How leaders or chairpersons are selected.
- e. How membership is determined.
- f. Term lengths (if any) and/or term limits.
- g. Decision-making processes to be used.
- h. Procedures for recording decisions and reporting on activities.
- i. Procedures for oversight of the group, if not specified in these Bylaws.

Article VII. Miscellaneous

Section 1. Amendments

Amendments to the Articles of Incorporation or to these Bylaws may be made at duly called Congregational Meeting and must be affirmed by two-thirds 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 Article I, Section 6.

Section 2. Procedures

- a. Unless otherwise specified herein or modified by duly adopted Standing Rules, Robert's Rules of Order shall apply and govern Board, Congregational, and all Committee meetings.
- b. The Board of Trustees may appoint such persons as may be necessary to serve and assist at each Congregational Meeting.

Section 3. Real Property

For any meeting of the Board of Trustees 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 through usual Church communication channels (electronic or print) at least 30 days prior to said meeting. Any action requiring the sale, encumbrance, or acquisition by the Church of real property shall require a two-thirds vote of those Voting Members present and voting at a Congregational Meeting with such action in its call.

Section 4. Open Records

All records of the Church other than those regarding personnel matters are presumptively open and shall be made available to Members consistent with policies established by the Board of Trustees regarding preservation and accessibility of records.

Section 5. Dissolution

In case of the dissolution of this Church, all 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 and Officers of the Church shall perform all actions necessary to effectuate such conveyance.

Section 6. 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 preamble hereof.

Section 7. Majority Vote

Except as otherwise called for in these Bylaws, voting and elections shall be determined by a majority of the Voting Members present and voting; except when more than one Board or Committee position is being filled, a plurality of those present and voting shall determine the election.

Section 8. Effective Date

These revised Bylaws shall become effective on **Month, Day 2021**.