

**THE BYLAWS
WESTMINSTER UNITARIAN CHURCH**

Adopted April 26, 1981
Amended January 27, 2019

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WESTMINSTER UNITARIAN CHURCH THE BYLAWS

ARTICLE I - NAME

The name of this church shall be Westminster Unitarian Church ("Church").

ARTICLE II - PURPOSE

The purpose of this Church is to bring religious liberals into closer fellowship and cooperation for the study and practice of religion.

This Church welcomes all individuals without regard to race, color, physical challenge, sexual orientation, age, or national origin.

ARTICLE III - DENOMINATIONAL AFFILIATION

This Church shall be a member of the Unitarian Universalist Association and its successors.

ARTICLE IV - MEMBERSHIP

Section 4.1 Qualifications

To become Voting Members of Westminster Unitarian Church, persons must:

- 4.1.1 Attain the age of sixteen (16) years;
- 4.1.2 Assent in good faith to the vision and mission of Westminster Unitarian Church, agree to abide by these Bylaws and cooperate in its programs.
- 4.1.3 Notify the Minister or Membership Chair of their intention to become members;
- 4.1.4 Financially support Westminster by agreeing to contribute, to the best of their ability, after considering the amount designated by the UUA Fair Share Giving Guide.
- 4.1.5 Financially support the Unitarian Universalist Association (UUA) and Ballou-Channing District (BCD) by contributing the per member designated amount each year except those with financial hardship.
- 4.1.6 Support the Church spiritually by the giving of time and talents to the best of their ability.
- 4.1.7 After satisfying all the other requirements of membership, sign the Membership Book in the presence of the Minister or Trustee.

Section 4.2 Placement on Inactive Member List

A member may request placement on the Inactive Member list for the following reasons:

- 4.2.1 Temporary relocation out of the area served by the Church.
- 4.2.2 Voluntary withdrawal of active membership in writing to the Board or Membership Chairpersons.

Section 4.3 Reinstatement of Voting Membership

A member may be reinstated from the Inactive Membership List to the Active Membership List upon written request to the Board of Trustees and by satisfying all membership requirements according to guidelines in 4.1.1. through 4.1.6.

Section 4.4 General Membership Guidelines

- 4.4.1 Only eligible Voting Members shall be counted as members for denominational purposes.
- 4.4.2 Inactive members may not vote at any meeting of the Congregation.
- 4.4.3 The Board may, in its sole discretion, ease the requirements for Active Voting Membership on an individual basis, with cause.

Section 4.5 Removal of Membership

- 4.5.1 A Member may request removal of membership in writing to the Board or Membership Committee chairpersons.
- 4.5.2 A Member who has been an Inactive Member for a one year period and who does not respond to a letter of inquiry from the church regarding his or her membership status within two weeks shall be removed from membership.
- 4.5.3 Members who financially lapse in their support of the Church during the prior twelve (12) month period as designated in Sections 4.1.4-4.1.5 (without designating financial hardship) shall be removed from membership.

Prior to being removed from Membership due to reasons 4.5.2 through 4.5.3 above, the members in question will be notified in writing of the Church's intention. If no written response is received within two (2) weeks, the members will be removed from membership.

ARTICLE V - CONGREGATIONAL MEETINGS

Section 5.1 General Congregational Meetings

There shall be two General Congregational Meetings: the Annual Meeting in May and the Program Proposal Meeting in October or November.

5.1.1 The Annual Meeting shall be held in May for the purpose of electing the members of the Board of Trustees, a Nominating Committee and the Endowment Subcommittee of the Finance Committee, and to hear reports pertaining to the activities of the Church since the previous Annual Meeting from the Officers, Minister, and others.

5.1.2 The Program Proposal Meeting shall be held in October or November for the purpose of:

5.1.2.1 Hearing proposals from the President and Chairpersons for Church programs and activities for the current program year;

5.1.2.2 Hearing an interim report from the Treasurer;

5.1.2.3 Adopting a goal budget for the following fiscal year;

5.1.2.4 Adopting a plan for the every-member canvass; and

5.1.2.5 Announcing the amount designated by the Board for the costs of the Church's per member denominational assessments and for per member distribution of the newsletter.

If the budget adopted at the Program Proposal Meeting needs to be adjusted after the every-member canvass, a Special Meeting will be called for that purpose.

Section 5.2 Special Meetings

Special Meetings shall be called by the Board Secretary upon the request of a majority of the Board or the written request of twenty-five percent (25%) of the Active Voting Members. The business to be transacted at any Special Meeting shall be specified in the notice for that meeting.

Section 5.3 Notice of Meetings

Notice of all meetings shall be posted conspicuously about the Church premises and copies mailed to all members at least ten (10) days before the meeting. Such notice may be incorporated in the Church newsletter.

Section 5.4 Quorum

Ten percent (10%) of the Active Voting Members shall constitute a quorum. Any meeting may be adjourned to a subsequent date without a quorum being present.

Section 5.5 Resolutions

A resolution presented by members of the Congregation asking the Congregation to endorse an opinion or position may only be approved at a special or general meeting if the following requirements are met:

- There shall be no less than 2 open forums for discussion of the resolution.
- Notice of meeting to vote on resolution shall be communicated through normal channels of church communication at least sixty (60) days in advance.
- The final text of the resolution must be distributed to active members at least ten (10) days before the meeting.
- 35% of the active voting members shall constitute a quorum. It must be approved by 75% of the active voting members present.

ARTICLE VI GOVERNANCE

Section 6.1 Board of Trustees (The Board) Composition and Number

The Board shall be composed seven Trustees: the five Officers of the Church, a Program Coordinator and one (1) at-large Trustee, all of whom shall be Active Voting Members and all of whom shall be elected by the Congregation.

Section 6.2 Meetings of the Board

6.2.1 The Board shall meet at least once monthly from September through June, inclusive.

6.2.2 Meetings may be called by the President or by three (3) members of the Board.

Section 6.3 Vacancies

The Board may appoint an individual to fill a vacant position on the Board of Trustees, who will serve until the next annual meeting, at which time the congregation shall vote to fill the unexpired term.

Section 6.4 Responsibilities of the Board

6.4.1 The Board is the governing body of the Church and manages and oversees all the affairs of the Church in accordance with these Bylaws and the budget as approved by the Congregation. The Board must receive approval at a Congregational Meeting for any expenditure or incurred liability not included in the budget, when the total of such expenditure and liabilities within the Fiscal Year would exceed five percent (5%) of the budget.

6.4.2 With the exception of matters related to the minister, who is employed by the Congregation, the Board shall have final responsibility for personnel matters. Personnel matters shall not be subject to congregational review.

Section 6.5 Quorum

A quorum at a meeting of the Board shall be four (4) persons, at least two (2) of whom shall be Officers.

Section 6.7 Removal

Any Board member who fails to attend three (3) meetings may be subject to removal from the Board by the Board of Trustees and shall be so notified.

Section 6.8 Review

The Board will ensure the conduct of a written review of the Minister and all other paid employees every other year.

Section 6.9 Terms of Office

Members of the Board of Trustees shall serve two-year terms, except that the member elected to serve as President-Elect shall serve for three consecutive years. Board members shall begin their term of office on July 1 each year.

6.9.1 Each year, at the Annual Meeting, or as such other congregational meeting as may be called by the Board, the congregation shall elect one of its members to serve as President Elect. The President Elect shall, in the following year, become the President. Following the year serving as President, such Officer shall serve as Past President. In the event that a President Elect is unavailable to serve as President, the Congregation shall elect a President at the Annual Meeting; in the event that a former President is unavailable to act as Past President, the Congregation shall elect a qualified member to serve as Past President for a one-year term.

6.9.2 The Board Secretary and Program Coordinator shall be elected in even numbered years. The Treasurer and one at-large Trustee shall be elected in odd numbered years.

Section 6.10 Term Limits:

No person shall serve on the Board of Trustees more than six (6) consecutive years without an intervening year off the Board; provided, however, that a person elected to serve as President Elect shall be permitted to serve on the Board for three full years (in the offices of President Elect, President and Past President), even if such Trustee's service exceeds six (6) consecutive years. In addition, no person may serve more than five consecutive years in any one office.

Section 6.11 Qualifications:

Beginning in June 2007, an individual must have been an Active Voting Member of Westminster Unitarian Church for the prior three consecutive years in order to be nominated for or serve as one of the Officers.

Section 6.12 -- Officers

The Officers shall consist of a President Elect, President, Past President, Board Secretary and Treasurer.

Section 6.13 -- Responsibilities of the Officers

6.13.1 The President is the chief executive officer of the Church and shall preside at all meetings of the Congregation, the Board and the Executive Committee. The President is an ex-officio member of all committees except the Nominating Committee. The President shall have signatory power in the absence or inability of the Treasurer on checking and other financial accounts.

6.13.2 In the absence of the President, the Past President shall preside at all meetings ordinarily conducted by the President. If unable to do so, the President Elect will preside.

6.13.3 The Board Secretary shall send out official notices of all congregational meetings, shall keep accurate records of all meetings of the Congregation and the Board, shall maintain the list of Active Voting Members in accordance with section 4.4.

6.13.4 The Treasurer shall have the following responsibilities:

6.13.4.1 Keep correct and complete records of account, showing accurately at all times the financial condition of the Church;

6.13.4.2 Be the legal custodian of all money, notes, securities, and other valuables that may from time to time come into the possession of the Church;

6.13.4.3 Ensure the deposit all funds of the Church in a bank approved by the Board and shall keep this bank account in the name of the Church;

6.13.4.4 Present a statement of the financial condition of the Church at each Board meeting and an interim report at the Program Proposal Meeting;

6.13.4.5 Submit the accounts of the previous calendar year for financial review annually and shall present at each Annual Meeting the results of said review of the accounts of the preceding calendar year.

6.13.4.6 The Treasurer, with the approval of the Board, may appoint a Financial Secretary to handle the recording of pledges and other contributions.

6.13.4.7 The Treasurer shall be bonded, at the expense of the Church, for an amount set annually by the Board.

Section 6.14 There shall be a Program Coordinator who shall chair the Program Council and serve as liaison between the Board of Trustees and the Program Council.

Section 6.15 There shall be one at-large Trustee

ARTICLE VII - PROGRAM COUNCIL

Section 7.1 There shall be a Program Council, which shall coordinate the routine operations of the church, and coordinate, plan and schedule activities and events. The Council shall be chaired by the Program Coordinator and shall be made up of the Chairpersons of Operational Committees. The Council may make recommendations to the Board of Trustees, but shall not have independent authority on matters of policy, budget, finances or personnel. The Program Council shall meet no less than quarterly.

(Article VIII Reserved)

ARTICLE IX - COMMITTEES Section

9.1 In General

9.1.1 Operational Committee are: Adult Programs, Music, Membership, Property, Religious Education, Worship and other ad-hoc committees as designated by the Board.

9.1.2 Policy Committees are: Finance, Endowment, Committee on Ministry, Nominating, Personnel and other ad-hoc committees with responsibility for policy and financial matters as designated by the Board.

9.1.3 Except as provided elsewhere in these bylaws, committees are directly responsible to the Board and the Congregation through the Board.

Section 9.2 Committee Membership

9.2.1 Except as provided elsewhere in the bylaws, members of standing committees shall

be appointed by the Board for terms of two-years.

9.2.2 Committee chairpersons will be designated by the Board upon recommendation of the Nominating Committee and/or the respective committee. Committee chairpersons shall be active voting members of the church.

9.2.3 Committee chairpersons shall have authority over and responsibility for the performance of their committees' functions within the adopted budgetary limitations.

Section 9.3 The Committee on Ministry is appointed by the Board from names submitted by the Minister. Its purpose is to improve the quality of ministry by being a support group for the Minister and by facilitating communication between the Minister and Congregation. There shall be three (3) members on this committee, one appointed each year for a term of three (3) years.

Section 9.4 Nominating Committee

9.4.1 The Nominating Committee shall consist of five (5) members who shall be elected at the Annual Meeting. The term of office shall be for two (2) years. Two (2) members shall be elected in even-numbered years and three (3) shall be elected in odd-numbered years.

9.4.2 Members of the Board may not be members of the Nominating Committee.

9.4.3 The purpose of the committee, through awareness of the talents and interests of the Congregation, is to present at the Annual Meeting a slate of nominees for the Board of Trustees, and Members of the Nominating Committee for election; work in concert with each Chairperson in filling vacancies on committees; present nominees to the Board to fill vacancies on the Board; (see 6.3) and, when asked by the Congregation, present a slate of seven (7) nominees for the Search Committee. The slate shall be sent to each Active Voting Member at least ten (10) days prior to the Congregational Meeting.

9.4.4 The Nominating Committee is responsible directly to the Congregation.

Section 9.5 The Adult Programs Committee shall coordinate all adult educational and social programs of the Church and provide hospitality functions for these as required.

Section 9.6 The Finance Committee shall have the following responsibilities:

9.6.1 Oversee the handling of the financial affairs of the Church;

9.6.2 Conduct the annual every-member canvass;

9.6.3 Be responsible for the preparation of the operating budget and its presentation to the Congregation for approval at the Program

Proposal Meeting and, with the Treasurer, shall administer the operating budget of the Church;

9.6.4 Oversee and recommend changes in the operating financial investments to the Board;

9.6.5 Nominate (for Congregational approval at the Annual Meeting) and work closely with the Endowment Sub-committee of the Finance Committee, which is charged with:

9.6.5.1 Overseeing and recommending changes in the financial investments of the Westminster Unitarian Church Endowment Fund.

9.6.5.2 Soliciting and obtaining contributions to the Westminster Unitarian Endowment Fund.

9.6.6 Recommend solutions to the Board for unforeseen extraordinary expenses;

9.6.7 Cause a financial review of the books of the Church to be conducted each year covering the financial activities of the Church during the preceding calendar year. These reviews may be conducted by members of the church upon appointment by the Trustees, except that upon completion of every fifth year beginning with the 2015 calendar year, said financial review shall be prepared by a qualified person(s) unaffiliated with the Church. The results of each review shall be reported to the congregation at the Annual Meeting following each calendar year end.

9.6.8 Be a clearinghouse for fundraising ideas and projects for presentation to the Board.

9.7 The Membership Committee, as an outreach arm of the Church, shall:

9.7.1 Provide an opportunity for persons to experience the fellowship of the Church with the aim of bringing religious liberals closer together;

9.7.2 Create an awareness of the Church within the community;

9.7.3 Make available literature about Unitarian Universalism and the Church; and

9.7.4 In cooperation with the Minister and the Religious Education Committee, provide for informational programs for prospective new members.

9.8 The Property Committee shall be concerned with the care and maintenance of the Church facilities and properties. Subject to Board approval, it shall negotiate contracted maintenance and repair services, define the duties of paid janitorial services, and inspect the premises and recommend improvements.

9.9 The Religious Education Committee shall manage and conduct programs of religious education for children and youth and shall be responsible for child care. It shall keep the congregation advised of the activities which are planned.

9.10 The Worship Committee is responsible, in conjunction with the minister, for all aspects of the adult worship program including the service, ushers, and flowers.

9.11 The Music Committee shall be responsible for music in services and other church programs.

9.12 The Personnel Committee shall assist the Board in carrying out its responsibilities under Articles 6.4.2 and 6.8 and other personnel matters assigned by the Board. One member of the Board shall be designated a liaison to the Personnel Committee.

ARTICLE X - THE WESTMINSTER UNITARIAN CHURCH ENDOWMENT FUND

Section 10.1 Establishment of the Fund

10.1.1 An Endowment fund shall be established to hold all endowment assets of the Church in the name of The Westminster Unitarian Church Endowment Fund.

10.1.2 It shall be managed by the Endowment Sub-Committee of the Finance Committee, who shall oversee and recommend changes in the Fund's assets and financial investments, subject to the approval of the church Board of Trustees.

10.1.3 The Endowment Sub-Committee shall legally establish, and be custodians of the Fund. They shall receive from the Church to deposit therein, or arrange for donors to deposit therein, all past or future gifts directed to the Church for endowment purposes.

10.1.4 Bequests, Memorial Gifts and gifts designated expressly as being "For Endowment" shall be considered as gifts adding to the Church's Endowment. Funds raised by the Church from sources including, but not limited to, the Annual Canvass, special events to support the operating budget and from fundraising undertaken to cover the immediate accomplishment of specific capital projects unless specifically otherwise designated, shall not be considered as funds raised for endowment.

Section 10.2 Distribution of Income and Principal

No more than two-thirds of the income earned by the Endowment Fund, as determined by the Endowment Sub-Committee, may be made available quarterly, if necessary, to balance the annual operations of the church, and it will be the primary objective of the Westminster Unitarian Church Endowment Fund to retain intact its principal, invading it only if:

10.2.1 Two-thirds or more of those attending a specially called Congregational Meeting, at which 50% of the Voting Members are present, vote to approve the proposed use of Endowment Fund principal.

10.2.2 Gift restrictions which may pertain to portions of the Endowment Fund permit principal of that portion to be used.

Section 10.3 Makeup and Operation of the Endowment Sub-Committee

10.3.1 The Endowment Sub-Committee shall consist of five (5) Endowment Trustees, all of whom shall be voting members of the congregation, but none of whom shall, during the time of their election to the Endowment Committee, be members of the Board. They may, however, be members of the Finance Committee at that time.

10.3.2 They shall meet at least semi-annually, or more frequently as deemed in the best interest of the fund. A quorum shall consist of three (3) Endowment Trustees; a majority present and voting shall carry any motion or resolution.

10.3.3 Each member shall be elected for a three (3) year term. Initially, one Trustee shall be elected for a one (1) year term, two for a two (2) year term, and the remainder for three (3) year terms.

10.3.4 In the event of a death or resignation, the Finance Committee shall appoint a new member to fill out the unexpired term thereby caused. No member shall serve for more than two (2) successive terms. After a lapse of one (1) year former members may be reappointed.

Section 10.4 Organization of the Endowment Sub-Committee

The Endowment Sub-Committee shall elect from among its membership a Chairperson, a Financial Secretary and a Clerk.

10.4.1 The Chairperson, or member designated by the Chairperson, shall preside at all committee meetings.

10.4.2 The Clerk shall maintain complete, accurate and timely minutes of all committee meetings, and supply a copy thereof to the Board.

10.4.3 The Financial Secretary shall assist the congregation's Treasurer in maintaining complete and accurate books of account for the Fund and shall sign checks and all other necessary documents on behalf of the congregation in furtherance of the Fund.

Section 10.5 Endowment Fund Audits

The books of the Endowment Fund shall be included in the annual financial review(s) of the Church as required in Section 9.6.7 of these Bylaws.

Section 10.6 Reports

The Endowment Sub-Committee shall report quarterly to the Board and, at each Annual Meeting of the congregation, shall render a full and complete audited report of the administration of the Fund during the preceding year. If requested, they shall also render interim unaudited reports at any Special Meeting of the congregation that may be called.

Section 10.7 Obtaining Advice

The Endowment Sub-Committee may request other members of the congregation to serve as advisory members and, at the expense of Endowment Fund income, may provide for such professional counseling on investments or legal matters as it deems to be in the best interest of the fund.

Section 10.8 Liability and Conflicts of Interest

10.8.1 Members of the Endowment Sub-Committee shall not be liable for any losses which may be incurred upon the investments of the assets of the Fund, except to the extent that such losses shall have been caused by bad faith or gross negligence.

10.8.2 No member shall be personally liable as long as he/she acts in good faith and in ordinary prudence. Each member shall be liable only for his/her own willful misconduct or omissions, and shall not be liable for the acts or omissions of any other member.

10.8.3 No member shall engage in any self-dealing or transactions with the Fund in which the member has a direct or indirect financial interest. A member shall at all times refrain from any conduct in which his/her personal interests would conflict with the interest of the Fund.

Section 10.9 Determination of Income

The Endowment Sub-Committee shall determine what is principal and income in accordance with the most current Generally Accepted Accounting Principles (GAAP).

Section 10.10 Timing and Size of Distributions

Gifts and bequests to the Fund, together with any resulting initial income, shall accumulate until January 1, 1998. After that date all or part of any income subsequently disbursed quarterly by the Investment Sub-Committee for operations shall become available to be expended in a manner to be decided by the Board, if deemed necessary, or, if not, to be reinvested in the Endowment Fund.

Section 10.11 Amendment of Endowment Bylaws

Any amendment to Article X of these Bylaws which will change, alter or amend the purpose for which the Fund is established shall be adopted by two-thirds or more of those attending a Congregational Meeting call specifically for the purpose of amending this Article, at which 50% of the voting members are present.

ARTICLE XI - THE MINISTER

Section 11.1 Search Committee

When a minister is to be called, a Search Committee will be formed for the purpose of recommending a candidate for minister. The Nominating Committee will present a slate of seven (7) nominees at a Special Meeting of the Congregation for election. Additional names may be presented for nomination at the meeting with the prior consent of the nominee. The seven (7) nominees receiving the largest number of votes will be declared the members of the Search Committee. This committee shall meet immediately upon election, choose one of its number as Chair and set the date of its organizational meeting.

11.1.1 The Search Committee shall follow the search procedure set forth by the Unitarian Universalist Association. It will examine prospective candidates and present one (1) candidate to the Congregation.

Section 11.2 The Minister

The Minister of the Church shall be in fellowship with the Unitarian Universalist Association or shall have made application for same.

Section 11.3 Calling the Minister

At a Special Meeting the Congregation with a quorum of fifty percent (50%) of the Active Voting Members, the Search Committee will present its candidate and the Minister's initial covenant as approved by the Board. At least seventy-five (75%) of those present and voting is necessary to call the Minister.

Section 11.4 Responsibilities of the Minister

The Minister of the Church shall:

11.4.1 Conduct services and other religious ceremonies;

11.4.2 Counsel members and friends, which includes visiting members in the hospital, at home, or elsewhere when needed;

11.4.3 Administer the office and supervise paid staff members, including participation in a written annual review of all paid employees.

11.4.4 Be an ex-officio, non-voting member of all committees, except the Nominating and Search Committees;

11.4.5 Present monthly reports to the Board and a written report to the Annual Meeting.

Section 11.5 Freedom of the Pulpit

The Minister shall enjoy freedom of the pulpit even as the Members of the Congregation enjoy freedom of the pew.

Section 11.6 Outside Employment

The Minister shall undertake no outside employment for compensation without the approval of the Board or the Congregation.

Section 11.7 Dismissal

The Congregation may dismiss a Minister at a Special Meeting called for that purpose at which a quorum of fifty percent (50%) of the Active Voting Members are present. A majority of those present and voting shall be necessary for dismissal.

ARTICLE XII - OPERATING YEARS

Section 12.1 Fiscal Year

The Fiscal Year of the Church shall begin on the first day of January and end of the last day in December.

Section 12.2 Program Year

The Program Year shall begin on the first day of July and end on the last day of June in the following year.

ARTICLE XIII - RULES OF ORDER

Robert's Rules of Order, newly revised, shall govern the organization in all cases in which they are applicable and in which they are not in conflict with the Bylaws of this Church.

ARTICLE XIV - AMENDMENTS

These Bylaws, so far as is allowed by law, may be amended or repealed at any Congregational meeting by a two-thirds (2/3) vote of the Active Voting Membership who are present and voting. Notice of any proposed change shall be contained in the notice of the meeting.

ARTICLE XV - DISSOLUTION

In case of the dissolution of this Church, all its property, both real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its successors.

Should the Unitarian Universalist Association or its successors not be able to accept the assets of Westminster Unitarian Church:

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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