

# AMENDED AND RESTATED BYLAWS OF THE FIRST UNITARIAN CHURCH OF TOLEDO



**Effective as of May 20, 2018**

## **Article I. Name**

The name of this organization is First Unitarian Church of Toledo (the “Congregation” or “Church”).

## **Article II. Purpose**

The purpose of this organization is to promote the principles of Unitarian Universalism and the mission and vision of its Congregation.

## **Article III. Denominational Affiliation**

This Congregation shall be a Member of the Unitarian Universalist Association and the appropriate region and/or district thereunder.

## **Article IV. Nondiscrimination Clause**

This Congregation declares and affirms its special responsibility to promote the full participation of all persons in its activities and in all forms of human endeavor without regard to race, color, sex, disability, age, national origin, gender, gender identity or expression, sexual orientation, and without requiring adherence to any particular interpretation of religion or to any particular religious belief or creed.

## **Article V. Membership**

**A. Member.** A Member is any person eighteen (18) years of age or older who is in general sympathy with the purposes, goals, and programs of the Congregation and with Unitarian Universalist principles, who signs the Membership book, and who makes an annual pledge.

Only Members may:

1. Vote at an annual meeting or special meeting of the Church;
2. Hold elected office; or
3. Receive additional membership benefits as may be described in written policies and procedures adopted by the board (such as discounted fees for the use of facilities).

**B. Youth Member.** A Youth Member is any person fourteen (14) years of age through seventeen (17) years of age who has completed either a Coming of Age program or other program approved by the minister to reflect the meaning of membership and who signs the Membership Book. A Youth Member shall have a voice in the Church's proceedings, including service on committees, but shall not be entitled to vote at membership meetings and shall not count toward the quorum requirement.

**C. Supporter.** A Supporter is any person who is in general sympathy with the purposes, goals, and programs of the Congregation and with Unitarian Universalist principles, who makes an annual pledge, and who has paid any portion of their pledge during the preceding twelve month period but who has not signed the Membership Book.

**D. Friend.** A Friend is any person who is in general sympathy with the purposes, goals, and programs of the Congregation and with Unitarian Universalist principles and who attends services or participates in other activities of the congregation.

**E. Membership Roll.** A membership roll shall be maintained by the board secretary and shall be reviewed thirty (30) to sixty (60) days prior to the annual meeting. Members who have died or who have provided written resignation to a board member shall be removed immediately. If a Member has not paid any portion of their pledge during the preceding twelve (12) month period the board may suspend that membership and therefore that Member will not be able to vote until the board reinstates membership. Before a Member's name is placed on the suspended list, the minister(s), board president, or commissioned lay leaders (if any) shall notify the Member.

## **Article VI. Meetings**

**A. Annual Meeting.** An annual meeting of the Congregation shall be held in May of each year, with the exact meeting date to be determined by the board. The date must be determined and publicized by the board not less than sixty (60) days prior to any annual meeting. The board of Trustees, Officers and any committees required to be elected at that time shall be elected, a budget for the ensuing year shall be presented by the board for discussion, changed if necessary and adopted by the Congregation, and any other appropriate business transacted. The time, place, and agenda of the annual meeting shall be designated by the board, and all such information shall be published in writing and made available to the Church Members in such manner and through such procedure as shall be recommended by the board.

**B. Special Meetings.** Special meetings of the Congregation may be requested by the board or by the receipt of a written petition requesting such a meeting signed by at least fifteen percent (15%) of Members. The secretary of the board shall call such a meeting. A call for a special meeting, either by the board or by petition, shall state the purpose of the meeting. No other business may be transacted at such a meeting.

**C. Method of Notification.** Notice of call of a special meeting shall be published at a minimum in an official Church publication at least fourteen (14) days before the date of the meeting, and shall be read from the pulpit on two consecutive Sundays immediately preceding the meeting. The notice shall state the business to be transacted.

**D. Quorum.** Twenty-five percent (25%) of Members shall constitute a quorum for all matters except a forty percent (40%) is required for those votes taken relating to (1) the call of a minister to serve the Congregation, (2) the dismissal of a minister, (3) the approval of contracts and other matters related to the purchase, sale, or mortgage of real property, (4) a decision to encumber the endowment, or (5) dissolution of the organization. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the Members required to constitute said quorum.<sup>1</sup>

**E. Voting.** A simple majority of those votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, except a two-thirds (2/3) vote is required for those votes taken relating to (1) the call of a minister to serve the Congregation, (2) the dismissal of a minister, (3) the approval of contracts and other matters related to the purchase, sale, or mortgage of real property, (4) a decision to encumber the endowment, or (5) dissolution of the organization.

**F. Proxies.** Proxy votes shall be available to Members who cannot attend a given meeting. All proxies shall be in writing (paper or electronic) and specifically state the issue, how the proxy is to be voted, and the eligible Member who will be the proxy holder. Proxies must be provided in duplicate, one copy to the president and one to the secretary, by noon the calendar day before the meeting (e.g., if the meeting is on Sunday, then all proxies must be in by noon on Saturday).

## **Article VII. Governance**

**A. Prime Authority.** Authority with respect to the governance of the Congregation and the conduct of the Congregation's business and administration of its affairs shall be vested in the Members of the Congregation, subject to the provisions of law and these Bylaws.

**B. The Board.** The board shall consist four officers (president, vice president, secretary, and treasurer) and five Members elected by majority vote of the Congregation at the annual meeting. If the treasurer decides to be an ex-officio non-voting member of the board, thereby leaving three officers, then the Congregation shall elect a sixth Member to be a member of the board. The term shall be staggered two-year terms. The minister, any commissioned lay leader, and immediate past president shall serve as ex-officio, non-voting Members of the board. The board may have a Youth Member serve as an optional ex-officio, non-voting member of the board. The Religious Educator shall submit one Youth Member's name to the nominating committee. Approval of the candidate shall be by election at the annual meeting.

<sup>1</sup>For example, if we have 160 Members, and quorum is 25% with a majority vote required, then we need 40 Members for quorum and 21 affirmative votes to pass basic matters. If after the meeting begins the number of Members present drops below 40, an action approved by at least 21 Members will still be considered approved.

**C. Responsibilities of the Board.** The board, subject to the prime authority of the Congregation, is the principal policy forming and administrative body of the Church. The board has full authority and responsibility, except as limited by these Bylaws, to act on the business and programs of the Church.

**D. Board Meetings.** The board shall meet in person a minimum of six times a year on such dates and places as the board shall from time to time set. Special meetings of the board may be called by the president or by any two (2) board members with twenty-four (24) hours notice to each board member and may be held electronically if one or more board members cannot meet in person. Quorum shall be five of the voting board members. Decisions of the board shall be made by consensus of the board members present at a meeting. If, however, a consensus cannot be reached, the president shall so declare and actions shall be taken by majority vote of the board members present. Board meetings are open to all Members of the Church. Members who are not board members may speak at board meetings, but may not make motions or vote at board meetings. Members intending to speak at a board meeting shall notify the president prior to the meeting. The board may meet in private executive session only to discuss personnel matters, to receive legal advice, or to discuss matters requiring confidentiality.

**E. Minutes.** Minutes of each board meeting shall be sent after the meeting to the board members in a timely manner. Once approved by the board, the minutes shall be made available to the Members.

**F. Vacancies.** The board shall appoint Members to fill vacancies on the board. If the office of president becomes vacant, the appointee must be a present Member of the board and the appointee shall serve as acting president until a new president is elected at the next annual meeting or special meeting. Any board member may resign by giving notice in writing to all board members. A board member may be removed, with or without cause, by 1) action of two-thirds (2/3) of the board members, 2) by majority vote of the Members present at an annual meeting or at a special meeting called pursuant to these Bylaws. If three or more vacancies exist at any one time, a special meeting for the purpose of filling these vacancies shall be held within thirty (30) days.

**G. President.** The president shall serve as chair of the board and shall represent the organization on all appropriate occasions. The president shall perform such other duties as usually appertain to the office. The president shall be ex-officio Member of all committees without the right to vote. The president or their designee shall preside as moderator at all Congregational meetings.

**H. Vice President.** The vice president shall act in the absence of or at the request of the president, at which time they have all powers and functions applicable to the president. In addition, the vice president shall perform such functions and duties as may be specified by the board.

**I. Secretary.** The secretary keeps minutes of meetings on the Congregation and the board; keeps the official record of membership roll; in conjunction with the treasurer prepares a list of Members thirty (30) to sixty (60) days prior to any meeting of the Members; and performs such other functions as assigned by the board.

**J. Treasurer.** The treasurer shall oversee the receipt, safekeeping, and accounting of all money and other property of the Church entrusted to their care, and shall oversee the disbursement of the same under the direction and to the satisfaction of the board. The treasurer shall oversee the maintenance of: (1) a current roster of the pledging units and their pledges; (2) a complete accounting of the financial records of the Church, which shall remain the property of the Church, and which shall be open for inspection by any Member; (3) the annual financial report of the Church, which shall be audited by the Audit Committee. At least semi-annually, the treasurer shall oversee the distribution of statements detailing the status of their pledges to pledging units. The treasurer shall be bonded by the Church in such amount as the board may determine. The treasurer performs such other functions as assigned by the board.

### **Article VIII. Committees and Affiliated Organizations**

**A. Congregational Committees.** The members of Congregational Committees are elected by the Congregation at an annual meeting or special meeting. The Congregational Committees are the Nominations Committee, the Committee on Shared Ministry, and the Ministerial Search Committee.

1. Nominating Committee. The board shall submit its recommendations for the Nominating Committee members, who will be elected at the annual meeting for a term of two years. The Nominating Committee shall consist of three former board members or whose term on the board is expiring. The Nominating Committee shall select its own chair. In the event of a vacancy between annual meetings, the board shall appoint a person from among the Members to fill the unexpired term of the position until the next annual meeting. The Nominating Committee shall publicize, solicit, and submit the names of all qualified candidates for vacant positions on the board and Ministerial Search Committee. Members who desire to serve in positions on the board or Ministerial Search Committee shall apply to the Nominations Committee, pursuant to standing rules adopted by the Committee. The Nominating Committee shall notify the Congregation of its nominations at least 30 days before the annual meeting or 14 days before any special meeting at which a vote on such nominees will be taken.
2. Committee on Shared Ministry. A Committee on Shared Ministry (“CoSM”) shall have two purposes: a.) to evaluate, facilitate, and support all the ministries of the Church to help assure compliance with the Church’s stated mission and covenant; and b.) to provide a clear process for handling concerns, complaints, and grievances regarding all aspects of the Church’s ministries including the ministries of Area Councils.

a. *CoSM Membership.* The Committee on Shared Ministry shall consist of four lay members serving two-year staggered terms, ending June 30, plus the minister, who shall attend all regular CoSM meetings as a non-voting member of the Committee. Lay members may serve no more than two consecutive terms without board approval. Members of the CoSM shall not serve simultaneously as chair of any committee identified above as doing ministry. Current board members shall not serve on the CoSM. Vacancies shall be filled by candidates chosen by the board with advice and consent of the minister. New members of the CoSM shall be approved by congregational vote. The CoSM members shall select a chair from among themselves who shall report to the board on the Committee's work at least annually.

b. *CoSM meetings.* The CoSM shall meet at least nine times a year. The standing agenda of each meeting shall include a review of one aspect of ministry, with either the relevant professional or representatives of the relevant ministering committee attending by invitation. The meetings shall be held in private except by invitation of the committee or minister.

c. *CoSM Communication.* To facilitate communication of both compliments and complaints from the congregation regarding aspects of ministry, a member of the CoSM shall be prominently visible and available during post-worship-service social time to accept written comments to be forwarded to the appropriate individual or committee. Anonymous comments will not be acted on. Whenever possible, complaints, conflicts, and grievances shall be handled informally by CoSM members facilitating direct communication outside the formal committee structure. If the involved parties are not satisfied after this step, then a face-to-face meeting of the two parties shall be scheduled during the next regular CoSM meeting. Therefore, the monthly meetings shall provide the formal process of an impartial, moderated forum for face-to-face discussion between the involved parties, as needed. If this step still fails to resolve the issue to the satisfaction of both parties, the parties will be referred to the board for final disposition of the issue.

3. Ministerial Search Committee. A Ministerial Search Committee shall search out and recommend to the membership a minister for the Congregation. The Committee shall have seven members, elected by a majority of the voting members at an annual meeting or at a special meeting called for that purpose. The Nominating Committee shall present a slate of names for the Ministerial Search Committee. The Ministerial Search Committee shall negotiate an initial job description and contract of employment with the candidate and shall present both to the board for approval, following approval of a candidate by the Congregation.

**B. Area Councils.** Area Councils perform actions necessary for the normal functioning and operation of the organization. The board may appoint and dissolve Area Councils as it considers necessary, and all council leaders shall report to the board. The initial area councils are: (1) Finance; (2) Spiritual Education; (3) Worship; (4) Church Community; and (5) Wider World.

**C. Affiliated Organizations.** Organizations whose activities and practices are consistent with those of the Church may be recognized by the board as "Affiliated Organizations." Such organizations will be given special consideration and support by the board. Any three (3) or more Members may petition the board to recognize such an Affiliated Organization. These organizations may use the facilities as if they were a committee of the Church. These organizations are responsible to the board, which has the authority to revoke affiliation of any organization which no longer fits the above guidelines.

### **Article IX. Minister**

A. The minister shall have responsibility for the conduct of worship services and shall serve as spiritual leader and advisor to Members. The minister shall have freedom of the pulpit and shall also have the freedom to express opinions outside the pulpit. The minister shall be an ex-officio, non-voting Member of the board and of such committees as the board designates. The minister shall be chief of staff and shall supervise the staff of the Church. Other specific duties shall be negotiated between the minister and the Ministerial Search Committee, be written into a job description, and be approved by the board. Any candidate for the position of minister must hold fellowship in the Unitarian Universalist Association. The minister will be employed under a written agreement which clearly stipulates the duties, compensation and other conditions of employment.

### **Article X. Representation**

The president, minister, any Member, or Church staff may represent the Church in any public or private meeting if the representation is authorized by the board or other formal agreement and if the actions are consistent with Unitarian Universalist principles. For purposes of media relations, the minister is the public representative of the Congregation, and the minister may appoint spokespeople if needed and may approve others' media participation related to the Church.

### **Article XI. Fiscal Matters**

**A. Budget.** At each annual meeting, the board shall submit an operating budget for the coming fiscal year. The fiscal year is from July 1 to June 30. The budgeted expenses may not exceed the anticipated income. A budget is adopted by a simple majority vote of the Members present at the meeting. Once a budget is approved, the board may authorize and expend the funds as budgeted. The board may reallocate budgeted amounts within the annual budget, providing that the cumulative amounts do not exceed five percent (5%) of the total budget.

**B. Audit.** The accounts of the Congregation, including all endowment funds, shall receive a financial review or limited audit each year. The annual financial review or limited audit shall be available for Members' inspection.

### **Article XII. Dissolution**

In the case of dissolution of the Church, all property real or personal shall be transferred to the Unitarian Universalist Association or its designee.

**Article XIII. 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 its vision and vision statements.