

White Bear Unitarian Universalist Church Bylaws

as amended 5/18/1997, 9/20/1998, 5/19/2002, 5/21/2003, 5/20/2007, 12/15/2013, and 6/8/2014

ARTICLE I. NAME

The name of this organization is the White Bear Unitarian Universalist Church, hereinafter referred to as WBUUC, or the Church.

ARTICLE II. PURPOSE

The purpose of this Church shall be to study and practice the Unitarian Universalist faith in accordance with the mission statement of WBUUC, as found in the WBUUC Handbook.

ARTICLE III. DENOMINATIONAL AFFILIATION

This Church is a member of the Unitarian Universalist Association (UUA) and the Prairie Star District (PSD).

ARTICLE IV. MEMBERSHIP

WBUUC welcomes all persons, without regard to race, color, sex, affectional or sexual orientation, age, or national origin. The membership shall be open to any person sixteen (16) years of age or older who subscribes to the purposes of this Church, signs the membership book, and who will, to the extent that she or he is able, make an annual financial contribution to the general operating fund. Such member remains a member until resignation or removal according to the membership procedure maintained in the WBUUC Handbook.

ARTICLE V. GOVERNANCE

Section 1. Powers Reserved to Members

Governance of WBUUC shall be vested in its members. The following actions are reserved to the members, acting in accordance with these Bylaws:

- A. Calling and dismissal of the Minister;
- B. Approval or modification of the total amount of the annual operating fund budget;
- C. Approval of the WBUUC Mission statement;
- D. Election of Officers, Board Directors, Nominating and Leadership Development Committee members, and Trustee Fund trustees;
- E. Purchase, sale and encumbrance of real property;
- F. Authorization of capital fund drives;
- G. Approval of plans for expansion, renovation or changes in real property;
- H. Approval and revision of these Bylaws;
- I. Dissolution of WBUUC;
- J. Voting in congregation meetings.

Section 2. Authority to Represent the Church

At outside meetings, conferences, or venues of whatever nature, no member may speak or act as a representative of WBUUC unless authorized to do so by the Board of Directors, except that in the case of UUA or PSD meetings, the Board may assign responsibility for selecting delegates to the President, Executive Committee, or a standing committee.

Section 3. Administrative Structure

The administrative functions of this Church shall be carried out by:

- A. The Board of Directors, which shall establish and regularly review the goals and direction for the Church, adopt the policies of the Church, and monitor the actions, programs, and administration of the Church, in light of the established goals, in accordance with the policies of the Church, and in consultation with the Minister;
- B. A paid professional staff, which, in coordination with committees, shall undertake programmatic and administrative functions for the Church. The staff shall be headed by the Minister, who shall serve as the chief executive officer and, in that role, shall report to the Board of Directors. In the absence of the Minister, the Board will appoint a temporary replacement to supervise staff; and

C. Committees, which, along with staff, shall work to carry out the functions of the Church.

Section 4. WBUUC Handbook

The WBUUC mission statement, policies, procedures, and staff and committee structure shall be maintained in the WBUUC Handbook by direction of the Board of Directors.

ARTICLE VI. MEETINGS

Section 1. Conduct of Meetings

Robert's Rules of Order shall be the basis of conduct for meetings of the membership, also known as congregational meetings. The President shall designate a Parliamentarian, determine if quorum is met, and conduct the meeting.

Section 2. Quorum and Voting

Twenty (20) percent of the membership shall constitute a quorum at a congregational meeting. A majority of the members present and voting shall govern except for matters specifically designated by previous agreement or by these Bylaws. Absentee or proxy voting shall not be permitted in order that votes may be informed by discussion at the meeting.

Section 3. Annual Congregational Meeting

The annual business meeting shall be held each year at a time and place chosen by the Board of Directors. The membership shall be sent notice of the meeting via the Church newsletter, mail, or electronically at least fourteen (14) days prior to the meeting. Notice shall include the agenda, any proposed amendments to the Bylaws, the report of the Nominating and Leadership Development Committee for Directors and members of the succeeding Nominating and Leadership Development Committee, budget recommendations for the coming fiscal year, and all business to be submitted for membership vote.

Business shall include election of Board Directors and Nominating and Leadership Development Committee members, adoption of the budget for the coming year, presentation of committee reports, and the transaction of such business as should come before the membership.

At the meeting, the Nominating and Leadership Development Committee shall present its report, after which nominations may be made from the floor by any member, provided the consent of the nominee has been secured.

Section 4. Special Congregational Meetings

Special meetings of the membership may be called by the Board. The membership shall be sent notice of the meeting via the Church newsletter, mail, or electronically at least fourteen (14) days prior to the meeting.

Notice shall include all business to be submitted for membership vote.

The Board shall call a special meeting of the membership upon written petition, to the Secretary, stating the purpose of the meeting and signed by at least five (5) percent of the members. The meeting date shall be within three weeks from the Secretary's receipt of the petition.

For any special congregational meeting, business shall be confined to the purpose described in the meeting notice.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Powers and Responsibilities

The Board of Directors shall have full power and authority:

- A. To establish and regularly review the goals and direction for the Church, adopt the policies of the Church, and monitor the actions, programs, and administration of the Church, in light of the established goals, in accordance with the policies of the Church, and in consultation with the Minister;
- B. To create and define the purpose of committees as it may deem necessary; and

C. To oversee maintenance of the WBUUC Handbook, including but not limited to, the WBUUC Mission statement, and the policies, procedures, and staff/committee structure referenced by these Bylaws.

Section 2. Board Meetings

The Board shall meet each month to conduct the business and management of the Church. All Church members are free to attend and participate in Board of Directors meetings. The President may call special meetings of the Board of Directors or upon the request of two members of the Board. Permanent records shall be kept in the minutes of the Secretary and the financial reports of the Treasurer.

Section 3. Quorum for Board Meetings

A majority of the elected Board members shall constitute a quorum.

Section 4. Board Membership

A. Elected Directors

The Board shall be composed of eleven (11) elected Directors and one (1) ex officio Director. Only members shall be eligible for election to the Board of Directors. Directors, including Officers, shall be elected at the annual congregational meeting. No Director shall be elected to service for more than six consecutive years. After one year off the Board, a member who has served six consecutive years is again eligible for election. With the exception of the Youth Representative, a Director at large has a three year term of office, which shall begin on July 1 and expire on June 30 of the last year of service.

Terms of Office for Officers and Directors at large are defined as follows:

Officers:

- President and Vice President and Past President – Each year, one person shall be elected to the Board for a three year term, serving in the first year as Vice President, in the second year as President, and in the third as Past President.
- Secretary – One person shall be elected by the congregation as Secretary and serve three years on the Board in that capacity. The Secretary and the Treasurer terms shall be staggered.
- Treasurer – One person shall be elected by the congregation as Treasurer and serve three years on the Board in that capacity. The Secretary and the Treasurer terms shall be staggered.

Directors At Large:

Youth Representative – One person between the ages of 16 and 20 shall be elected by the congregation as Youth Representative and serve one year on the Board in that capacity.

Directors at Large – Five persons shall serve three year terms as Directors at large. Their terms shall be staggered.

B. Unelected Director

The Minister shall be a non-voting Director.

C. Executive Committee

The Executive Committee of the Board of Directors shall consist of the President, Vice President, Past President, Secretary and Treasurer, and the Minister as *ex officio*. This committee shall prepare the agenda for each Board meeting, shall act on matters requiring immediate attention between meetings, and shall at all times attempt to expedite and facilitate the administration of Board affairs. Any interim decisions made by this committee shall be reported by the President to the Board and are subject to ratification by the Board at its next meeting.

Section 5. Vacancies

Any Director may resign at any time by giving written notice to the Secretary. A Director who is absent three consecutive monthly meetings will be subject to removal from the Board. The Board shall appoint a successor before adjournment of the third meeting following a Director's resignation or removal. The appointee shall serve until the next annual congregational meeting. At that meeting, the membership shall elect Directors to complete the terms of people who have left the Board.

Section 6. Duties of Officers of the Board

A. Duties of the President

1. To call and conduct congregational meetings and Board meetings in adherence with these Bylaws and the WBUUC Handbook procedures;
2. To assist in expediting business in every way compatible with the rights of the members;
3. To respond to questions put to the Board from the membership and/or from the Church community;
4. To convene the Executive Committee monthly;
5. To meet and consult with the Minister.

B. Duties of the Vice President

1. To act in the absence of the President;
2. To serve on the Executive Committee;
3. To serve as non-voting Board representative on the Nominating and Leadership Development Committee; and
4. To accept additional tasks in collaboration with the Board and the President.

C. Duties of the Past President

1. To serve on the Executive Committee; and
2. To accept additional tasks in collaboration with the Board and the President.

D. Duties of the Secretary

1. To record the discussion and actions of the meetings of the Board and of congregational meetings;
2. To act as custodian of the non-financial records, including the Articles of Incorporation, these Bylaws, and the WBUUC Handbook;
3. To provide the Board members with minutes of the preceding meeting prior to the next meeting;
4. To sign official documents as is customary and necessary; and
5. To serve on the Executive Committee.

E. Duties of the Treasurer

1. To ensure the safekeeping of all Church funds and financial records;
2. To ensure the keeping of complete books and records of all financial transactions;
3. To provide each Board member with a copy of the financial report each month, along with a written narrative summary;
4. To provide the membership at the annual congregational meeting with a summary report of the financial status of the Church, which shall be filed in the Church office;
5. To supervise the completion of a periodic audit or review of Church finances;
6. To serve on the Executive Committee; and
7. To serve as Board representative to the Financial Oversight Committee.

ARTICLE VIII. NOMINATING AND LEADERSHIP DEVELOPMENT COMMITTEE

The Nominating and Leadership Development Committee shall consist of six elected members. Two Nominating and Leadership Development Committee members shall be elected at the annual congregational meeting, each for a three-year term. The Committee shall select one of its continuing elected members as chair by September of each year. Any vacancy on the Nominating and Leadership Development Committee shall be filled by the Board of Directors until the next annual congregational meeting.

The Vice President shall serve as a non-voting Board representative to the Nominating and Leadership Development Committee.

Nominating and Leadership Development Committee responsibilities include:

- A. Nomination of Officers and Directors at large (VI.3);
- B. Nomination of successors to the Nominating and Leadership Development Committee;
- C. Nomination of Search Committee representatives, in collaboration with the Board (X.2.A);
- D. As needed, recommending replacements for committee chair vacancies and for Board vacancies; and
- E. To oversee and implement the leadership development activities of the Church. For that purpose, the Nominating and Leadership Development Committee may engage the assistance of others, but those individuals shall not participate in the nominating process.

ARTICLE IX. COMMITTEES

Section 1. Structure

The Board of Directors shall establish a committee structure to work in coordination with the Church staff to carry out the functions of the Church. This structure and committee procedures are described in the WBUUC Handbook. Committees may include standing committees, special (ad hoc) committees, and task forces.

Specific committees referenced in these Bylaws are:

- Executive Committee (VII.4.C)
- Nominating and Leadership Development Committee (VIII.)
- Search Committee (X.2)
- Committee on Ministry (X.6)
- Financial Oversight Committee (XI.3)

Section 2. Committee Participation

Committee participants are not necessarily members of WBUUC and are identified through volunteering or special request of the Board or the Minister, except as specified otherwise in these Bylaws.

ARTICLE X. MINISTER

Section 1. Policy

This Church shall call a Minister who is in fellowship with the Unitarian Universalist Association.

Section 2. Search Committee

A. Search Committee Members

The Board and the Nominating and Leadership Development Committee shall solicit nominations of members for the Search Committee. The Board shall appoint seven members to conduct the ministerial search.

B. Procedure

The Search Committee shall follow the procedures recommended by the Settlement Office of the Department of Ministry of the Unitarian Universalist Association.

(WBUUC Bylaws - approved May 20, 2007 6 WBUUC_Bylaws_20070520.doc)

C. Term

The Search Committee shall serve until the new Minister has been settled.

Section 3. Call

A special congregational meeting shall be held for the purpose of calling the Minister. The quorum at this meeting shall be forty (40) per cent of the membership. A written ballot shall be taken and a four-fifths (4/5) majority of those present and voting shall be required to extend the call.

Section 4. Duties

A. The Minister shall be responsible for the conduct of religious services, pastoral care, and other duties as specified in a Letter of Agreement drafted at the time of the call.

B. The Minister shall be the chief executive officer of the Church, shall direct the implementation of policies established by the Board, and, in that role, shall operate under the general supervision of the Board. The Minister shall direct the staff of the Church in execution of their professional duties.

C. The Minister shall serve as an ex officio member of the Board of Directors and of all committees except the Nominating and Leadership Development Committee and trust fund boards.

D. The Minister shall have freedom of the pulpit and personal freedom of expression outside of the pulpit.

E. These duties may be further detailed in a Covenant jointly written by the Minister, the Board, and the Committee on Ministry. Both the Letter of Agreement and Covenant shall be kept in the WBUUC Handbook.

Section 5. Termination

A. Resignation

Three months written notice shall be given by the Minister except as the Board of Directors may allow a shorter time interval.

B. Dismissal

A special congregational meeting shall be held for the purpose of dismissing the Minister. The quorum at this meeting shall be forty (40) per cent of the membership. A written ballot shall be taken and a simple majority of those present and voting shall be required for dismissal. Three months compensation in accordance with current contract shall be paid after the effective date of dismissal.

Section 6. Committee on Ministry

In collaboration with the Minister, the Board shall appoint a Committee on Ministry, according to procedure outlined in the WBUUC Handbook. The Committee on Ministry shall:

- A. Annually review the Minister's Letter of Agreement and Covenant, and recommend changes to the Board;
- B. Oversee sabbatical planning;
- C. Oversee all aspects of professional ministry within the Church, including intern ministry, community ministry, sponsorship or ordination of ministry candidates, and make recommendations regarding these to the Board; and
- D. Recommend to the Board and implement a process of ministry review.

ARTICLE XI. FINANCE

Section 1. Fiscal Year

The fiscal year shall commence on the first day of July and end on the thirtieth day of June of the following year.

Section 2. Authorized Signers

The Treasurer, the chair of the Financial Oversight Committee, the President and the Vice President and one or more WBUUC staff or volunteers, as designated by the Board, shall be authorized to sign bank account checks and have access to any Church safety deposit boxes, provided that such persons do not reconcile the bank accounts or record related transactions in the accounting ledger.

Section 3. Financial Oversight Committee

In accordance with generally accepted accounting procedures, and under the leadership of the Treasurer and a committee chair, the Financial Oversight Committee shall act:

- A. To review the management of Church financial matters, including the status of Church investments, all Church accounts, and insurance;
- B. To be informed of the status of trust funds;
- C. To review issues related to, and make recommendations regarding, the long-term financial health of the Church; and
- D. To collaborate with the Treasurer in the completion of a periodic audit or review of Church finances.

ARTICLE XII. AMENDMENTS

These Bylaws, so far as allowed by law, may be amended or replaced at any duly called congregational meeting by two thirds (2/3) of those members present and voting. Notice of any proposed changes shall be contained in the notice of the meeting.

ARTICLE XIII. DISSOLUTION

Should this organization cease to function and the membership votes to disband, any assets shall be transferred to the Prairie Star District of the Unitarian Universalist Association for its use.