

**BY-LAWS  
OF THE  
UNITARIAN UNIVERSALIST CONGREGATION  
OF LAKE COUNTY**

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**BY-LAWS  
OF THE  
UNITARIAN UNIVERSALIST CONGREGATION  
OF LAKE COUNTY**

**Adopted: January 26, 2020**

**ARTICLE I. NAME**

The name of this Congregation shall be the Unitarian Universalist Congregation of Lake County (UUCLC).

**ARTICLE II. PURPOSE**

The purpose of this Congregation is to promote and sustain liberal religious study through Sunday Services and Fellowship as expressed in the Principles of Unitarian Universalism and to bring together those who believe in free inquiry into matters of religion. Further, the purpose is exclusively religious, charitable, scientific, and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code.

We believe in the discipline of the search for truth, regardless of its source and in the spirit of universal love. Undivided by creed, race, color, physical or mental challenge, affectional or sexual orientation, or gender identity, class, or national origin, we unite to express our convictions in the value and need for liberal religion. We are bound by no dogma but rely upon reason as our guide. We seek to grow in understanding of ourselves, of our world, and our service to humanity.

**ARTICLE III. CONGREGATIONAL MEMBERSHIP IN THE UUA**

This Congregation shall be affiliated with the Unitarian Universalist Association of Congregations (UUA) and the Unitarian Universalist Florida District.

**ARTICLE IV. NONDISCRIMINATION CLAUSE**

This Congregation affirms and promotes the full participation of Members and Friends in all our activities and endeavors, including membership, programming, hiring practices, and the calling of religious professionals without regard to creed, race, color, gender physical or mental challenge, affectional or sexual orientation, gender identity, class, or national origin.

The Congregation creates and fosters community by providing an intentionally welcoming and safe environment where all feel valued and cared for and where all are given an opportunity to form meaningful connections with one another. The Congregation fosters a climate of purposeful inclusion.

## **ARTICLE V. MEMBERSHIP**

### **A. Qualified Persons**

Any person, eighteen (18) years or older, may become a Voting Member of this Congregation by doing the following:

1. Demonstrating sympathy with its purposes
2. Participating in an orientation program unless they are a Member in good standing of another Unitarian Universalist Congregation
3. Signing the Membership Book in the presence of the Minister or a Board Member
4. Making a Pledge and a financial contribution to the Congregation and continuing to make a Pledge on an annual basis. This requirement may be waived by the Minister or President where special consideration is warranted.
5. Agreeing to participate regularly in Worship and other Congregational Events

It is generally expected that Prospective Members will have had a discussion of the Unitarian Universalist Movement with the Minister and/or such other person as the Board of Trustees (Board) may designate, and they will become familiar with the UUCLC By-Laws. It is specifically understood that Membership is open to all, regardless of creed, race, color, physical or mental challenges, affectional or sexual orientation, gender identity, class, or national origin.

Members in good standing that are transferring in from another Congregation may sign the Membership Book. Orientation is also recommended.

Members may belong to more than one Congregation at the same time.

### **B. Categories of Membership**

1. **A Voting Member** is any Member who has attained the age of eighteen (18) years and has been a Member of the Congregation for at least thirty (30) days. Only Voting and Associate Members may vote at Congregational Meetings.
2. **An Associate** is any person who meets the requirements of Full Membership as described in Article B1 above, who is a member of another Unitarian Universalist group and has chosen that group as their primary Congregation. Such a person may become an Associate Member by so indicating when signing the Membership Book.

Associate Members will not serve on the Nominating Committee or the Committee on Shared Ministry and will not be included in the count of Members for the certification report required by the UUA, Florida District or Cluster.

Full and Associate Members are eligible to act as follows:

- a. Vote on questions before the Congregation
- b. Serve as Chairs of Committees
- c. Serve as Members of a Committee
- d. Have access without fee to services such as child dedications, weddings and/or commitment ceremonies, memorial services, and memorial stone dedication ceremonies for themselves or immediate family members only.

There shall be a 30-day waiting period between becoming a Member or Associate Member and having the Voting privilege.

**3. A Friend** is a person who is in sympathy with UUCLC objectives and principles and who attends activities and contributes financially to the Congregation, but who does not wish to become a Member. Friends are eligible to serve on Committees and programs; however, only Members may serve as Committee Chairs or on the Board of trustees, or as a Member of the Nominating Committee or the Committee on Shared Ministry.

**4. An Honorary Member** is one who is no longer able to participate in the activities of the Congregation but who wishes to retain Affiliation. They may be elected to become an Honorary Member of the Congregation upon (i) recommendation of the Membership Committee, (ii) favorable action by the Board, and (iii) notification to that person that Honorary Membership has been conferred.

## **C. Removal of Membership**

The official Roster of Members shall be reviewed at least annually. A Member's name shall be removed from the Membership Roster for any one of the following reasons:

1. The Member's death
2. Written request by the Member to the President
3. A period of inactivity over one (1) year, pending review by the Board
4. No response to inquiries after a period of one year
5. Removal by a two-thirds (2/3) vote a quorum of the Board present at a meeting for actions that threaten the well-being of the Congregation

## **ARTICLE VI. CONGREGATIONAL MEETINGS**

### **A. Annual Meeting of the Congregation**

An Annual Meeting of the Congregation shall be held each year on the first Sunday in April, unless the first Sunday falls on a holiday. Then, the Meeting shall be held on the second Sunday in April. The President, or their designee, shall preside as Moderator. The Board may change the date of the Meeting if necessary, but the Meeting must occur in March or April.

Such Annual Meeting shall include the election of Officers and Trustees, presentation of the Proposed Budget, and such other business as may be necessary and/or appropriate.

The time, place, and agenda of the Annual Meeting shall be as designated by the Board, and all such information shall be published in writing and made available to the Congregation as set forth below in Paragraph C, Method of Notification.

### **B. Special Congregational Meetings**

Special Congregational Meetings may be called by a (i) majority of the Board, or (ii) by the President, or (iii) by receipt of a written Petition requesting such a Meeting. If by Petition, said Petition shall be signed by at least fifteen (15) percent of all Voting Members of the Congregation. A call for a Special Congregational Meeting whether by the Board, President, or Petition, shall state the purpose of said Meeting. No other business or transactions shall be discussed at such Meeting.

The time, place, and agenda of such Special Congregational Meeting shall be as designated by the Board, and all such information shall be published in writing and available to the Congregation as set forth below in paragraph C, Method of Notification.

### **C. Method of Notification**

Notice of the call of a Congregational Annual or Special Meeting shall be provided to the Voting Members at least fourteen (14) days prior to the date of the Meeting, by at least one (1) of the following methods:

1. Publish in the Congregation's newsletter
2. Email to the official Roster of Members
3. Send USPS mail to those requesting that method

Such notice stating the business to be transacted shall be read during two (2) consecutive Sunday Services immediately preceding the Meeting.

## **D. Quorum**

For the purpose of the Annual or Special Congregational Meetings, twenty-five (25) percent of Voting Members shall constitute a Quorum. Forty (40) percent of Voting Members of the Congregation shall constitute a Quorum for the following:

1. Amendments to the By-Laws
2. Purchase or sale of real estate
3. Employment or dismissal of a Minister
4. Assuming debt

For items other than those listed in 1 through 4 above, a simple majority of those voting may decide any question.

## **E. Absentee Voting**

Absentee Ballots, if allowed, shall be on a form stipulated by the Board and shall be processed for consideration in such a manner as may be prescribed by the Board. If the Board decides that Absentee Ballots are not allowed for a particular Meeting, this decision must be included in the Notice of the Meeting.

Absentee Ballots shall be available to Voting Members who cannot attend a specific Meeting for reasons of incapacitation or travel. All ballots shall be in writing and shall state specifically the subject at issue. Absentee Ballots must be conveyed to the Voting Member and a single, completed copy shall be provided to the Secretary.

If Absentee Ballots are allowed by the Board for a specific Meeting, they shall count towards a Quorum.

## **F. Other Meeting Provisions**

Sunday Services shall be held regularly at such time and place as shall be determined by the Board.

# **ARTICLE VII. GOVERNING STRUCTURE**

## **A. Board of Trustees**

### **1. Composition of the Board and Election Provisions**

The governing Board of the UUCLC shall be a Board of Trustees (Board). The Board shall be composed of four (4) Officers and three (3) Trustees, all of whom shall be Members of the Congregation. Only a Voting Member who has been a Member of the Congregation for at least one (1) year may serve on the Board.

Officers shall be elected to serve for staggered two (2) year terms. Trustees shall be elected to serve three (3) year terms. Upon approval of these By-Laws, the Board shall review the expiration dates of the current Officers and Trustees and shall adjust the terms of those next elected so that those elected thereafter shall serve staggered terms of office.

Each Officer and/or Trustee shall attend, in person, at least every other monthly/regularly scheduled Meeting of the Board. Upon prior notice to the Board, attendance may be waived for cause.

Terms of office for Trustees and Officers shall begin on the first Sunday in May and shall end when their successors are elected and installed. For the benefit of the Congregation, the Board may waive the one (1) year qualification for a Voting Member who is a prospective Officer or Trustee. The Minister and the Immediate Past President of the Board may serve as advisory, non-voting Members.

Only one (1) Member of a family shall be eligible to serve on the Board at the same time.

## **2. Responsibilities of the Board**

The Board shall be responsible for the finances, administration, property, and business affairs of the Congregation. The Board shall supervise all Congregational programs. Any decision, action, or omission of the Board may be appealed at a Congregational Meeting called for that purpose. The Board's specific duties and obligations are as follows:

- a. To hold monthly Board Meetings at such time and place as the Board shall designate
- b. To hold Special Board Meetings when requested by the President, the Minister, four (4) Members of the Board, or by written Petition of fifteen (15) percent of the Congregation. Due Notice of Special Board Meetings stating the date, time, place, and purpose of the Meeting shall be given to each Board Member. At Special Board Meetings, no business other than as stated in the Notice shall be acted upon, but other matters may be discussed.
- c. To give Notice to the Congregation, at least seven (7) days prior to the Special Board Meeting, except when the President, Board, or Minister determines the existence of an emergency that does not allow sufficient time for prior Notice as described above
- d. To hold, if necessary, a Special Board Meeting relating to an emergency without prior Notice to the Congregation. The Board shall, within seven (7) days of such Special Meeting, submit a written report to the Congregation of the business transacted at such Meeting.
- e. To make Minutes of every Board Meeting available to the Congregation



- f. To appoint, fix the compensation of, and dismiss Employees of the Congregation. The dismissal of a Minister also requires a vote of the Congregation as stipulated in Article VI.
- g. To establish Budgets for Congregational review and discussion and to monitor Budgets in order to ensure expenditures are within the limits of the Budget
- h. To fill unelected positions, necessary to carry out Congregational programs or administration, by appointment or other means
- i. To authorize emergency expenditures for an item exceeding the approved Budget
- j. To establish Board Rules for conducting business
- k. Any other such duties as may be approved by the Congregation at the Annual Meeting

## **B. Board Meetings and Other Provisions**

### **1. Frequency and Notice**

Regular Meetings of the Board shall be held monthly, on such dates, and at such places, as the Board shall fix from time to time, except during July and August when Meetings shall be held as needed. A notice of and a tentative Agenda for each Board Meeting shall be made available to Board Members at least one (1) week prior to the Meeting and shall be made available to the Congregation.

### **2. Quorum**

Four (4) persons, either physically or electronically present, with at least two (2) Officers, shall constitute a Quorum. There shall be no voting by proxy or by absentee ballot during a Board Meeting.

### **3. Decision-Making and Voting**

Any action by the Board of Trustees, except as herein stipulated, shall be decided by a majority of the votes cast at a Meeting when a Quorum is present. Tie votes shall not constitute approval.

### **4. Open Meetings**

Meetings shall be open to the Members of the Congregation. Provision shall be made during each Meeting for non-Board Members and Committee Chairpersons to address the Board, but they may not make motions or vote at such Meetings. The Board may meet in Executive (private) Session only to discuss personnel matters, sensitive issues, or to receive legal advice.

### **5. Workshop Meetings**

Upon prior Notice, as required, the Board may hold Workshops. Workshops are defined as informal Meetings of Members of the Board in order to provide

efficiency in discussing matters pertaining to the Congregation. No binding votes shall be taken at Workshops nor will final decisions be made regarding policy, business, administrative, or other matters. Congregation Members are welcome to attend Workshops. However, discussions shall be limited to Board Members except when Committee Representatives or Congregation Members are invited by the Board to speak at the Meeting.

## **6. Minutes**

Complete and accurate, typed Minutes shall be retained of any and all Regular or Special Meetings of the Board, excluding Executive Sessions and Workshops. An official set of final, approved Minutes shall be kept by the Secretary at a place determined by the Board. A second set of such Minutes shall be kept in a place and under such conditions as to be readily available to all Members of the Congregation. All recorded Minutes shall be formally approved by a majority vote of at least a Quorum of the Board and shall be signed by the Secretary certifying such Minutes have been approved by the Board.

## **7. Vacancies**

A vacancy in any elected position, except President, shall be filled within sixty (60) days by vote of the Board. An appointee shall hold office until a successor takes office on the Sunday following May 1st. If the vacancy occurs with more than one (1) year remaining in the term, there shall be an election at the next Annual Meeting of the Congregation of a Member to serve the remainder of the outstanding term. A vacancy in the office of the President shall be filled by the Vice-President until a successor is elected to take office on the Sunday following May 1st. If a vacancy cannot be filled by ordinary means, the Board shall initiate emergency measures to ensure that the intent of the By-Laws is fulfilled.

## **8. Removal of Board Member or Officer**

Any Trustee or Officer may resign by giving notice in writing to all Trustees, or may be removed with or without cause by action of five (5) Board members, or by vote of a majority of the Voting Members present at the Annual Meeting of the Congregation, or at a Special Meeting of the Congregation called pursuant to these By-Laws with removal of that individual in the call for the Meeting. If three (3) or more vacancies exist at any one time, a Congregational Meeting for the purpose of filling these vacancies shall be held within sixty (60) days.

Failure of an Officer or Trustee to personally attend at least every other regular monthly Board Meeting, or four (4) of any six consecutive regular Board Meetings, shall constitute an automatic Resignation from the Board and no further action is required. Upon prior notice to the Board, attendance may be waived for cause.

## **C. Officers**

### **1. Composition of Officers and Election Provisions**

The Officers are the elected leaders of the Congregation. The four (4) Officers are: President, Vice-President, Secretary, and Treasurer. Only a Voting Member who has been a member of the Congregation for at least one (1) year shall serve on the Board. Officers shall serve for a term of two (2) years, or until successors are elected and qualified. Trustees shall serve for a term of three (3) years, or until successors are elected and qualified. Terms of Trustees shall start on the first Sunday in May and end every third year when their successors are installed.

## **2. Responsibilities of Board Members**

Officers shall have the duties defined herein and as set forth in a statement of statement of "Officer and Committee Responsibilities" which shall be approved by the Board. Trustees serve as representatives of those who elected them. A Trustee considers each issue in motion and, after hearing all sides of the debate, pronounces their own judgment in making decisions about what should be done.

## **3. Responsibilities of the President**

The President shall serve as Chair of the Board of Trustees, shall preside at all Meetings of the Congregation, and shall represent the Congregation on all appropriate occasions. The President shall perform such other duties usually pertaining to the Office. The President shall have one (1) vote in all matters considered by the Board and may bring matters before the Board but shall not have the power to make or second motions. The President shall establish Standing and Special Committees with the approval of the Board.

## **4. Responsibilities of the Vice-President**

The Vice-President shall act in the absence of or at the request of the President, at which time the Vice-President shall have all powers and functions applicable to the President. The Vice-President shall serve as the liaison between and the facilitator of the various Committees and the Board. They shall perform such other functions and duties as may be specified by the Board.

## **5. Responsibilities of the Secretary**

The Secretary shall keep accurate records of all Annual, Special, and Regular Meetings of the Board of Trustees. Upon approval of the Records by the Board, the Secretary shall provide copies for posting to the Congregation and on the website in the Members Only section. The Secretary or a designated Member shall maintain an accurate, current Roster of the Members, including their mailing addresses, email addresses, and phone numbers. This Roster shall be the Official Roster of the Congregation and shall be used for all notifications and contact information. It shall be the responsibility of each Member to notify the Secretary of any change in their contact information. Further, it shall be the Secretary's responsibility to see that updates to the UUCLC's Congregational Database are made to reflect changes to the Official Roster.

A draft copy of the Minutes shall be made available to the Board at least seven (7) days prior to the next Board Meeting.

## **6. Responsibilities of the Treasurer**

The Treasurer shall use acceptable accounting and other procedures in receiving and disbursing monies under the direction of the Board. All records shall remain the property of the Congregation. A current Financial Statement shall be submitted to the Board by the Treasurer at each Board Meeting. A statement of a Member's financial contribution pursuant to prior Pledge commitment shall be furnished to each Member annually. The Treasurer shall receive, safely keep, and disburse monies and securities entrusted to the Congregation; keep complete and accurate records of income, receipts, and expenditures of the Congregation; and shall render written reports including an Annual Statement at the close of each fiscal year. Further, at the end of each fiscal year, the Treasurer shall arrange for an annual, independent financial review or an audit if the Board determines that a higher level of assurance is needed. The Treasurer shall also perform other functions relating to fiscal matters as requested by the Board. The Board shall adopt rules regarding confidentiality of Pledges and donations.

## **D. Committees**

### **1. Basic Provisions for Committees**

The Board may appoint such Standing and Temporary Committees as it deems necessary. All Committees shall report to the Board at the time and in the form determined by the Board. All Committee Chairpersons shall be appointed by the President and approved by the Board. Participation on any Committee, with the exception of the Nominating Committee and the Committee on Shared Ministry, shall be open to all Voting Members and Friends; however only Members may be Chairpersons.

### **2. Standing Committees**

Standing Committees shall be designated by the Board. Chairs of these Committees shall be appointed by the President with the approval of the Board. The President shall stipulate to each appointee the Term of Office for that Chair and the right of the President to terminate any appointment, except for the Committee on Shared Ministry. Each Chair, in consultation with the President, shall be responsible for adding additional Committee Members as may be necessary. The Chair of each Committee shall report to the Board regarding the activities and accomplishments of their Committee.

### **3. Nominating Committee and Procedures**

A Nominating Committee consisting of three (3) Voting Members of the Congregation who are not Members of the Board shall be chosen by the Board at its December meeting. The Nominating Committee shall prepare, from the Official Roster of members, a slate of eligible candidates for election as Officers and Trustees to fill expiring and vacant terms of Office. The slate of eligible

candidates shall be announced at a Sunday Service at least four (4) weeks prior to the Annual Meeting.

Potential nominees shall confirm their consent prior to being included in the Nominating Committee's slate. At the time the Nominating Committee's slate is presented, the President shall ask Voting Members of the Congregation for any additional nominations from the floor. Nominees from the floor shall be notified immediately and must consent to having their names placed into Nomination at least one (1) week prior to the Annual Meeting.

If a Member of the Nominating Committee is one of the candidates for the Board, such Member must first resign from the Nominating Committee.

#### **4. The Committee on Shared Ministry**

The Committee on Shared Ministry shall consist of at least three (3) Members serving staggered three (3) year terms, with one Member's term ending each year. When vacancies occur, the Minister shall submit twice as many names as vacancies to the Board, who shall select the new Member(s) from this slate of voting Members in good standing. No current Member of the Board may serve on the Committee on Shared Ministry.

Upon arrival of a new Minister, the Board shall include in the Committee at least two (2) Members from the Search Committee who recommended the new Minister.

The Committee on Shared Ministry shall meet at least quarterly in a non-crisis, goal-oriented manner with an agenda that explores the various concerns and challenges of the Minister/Congregation relationship, the Congregation's own role and agreed-upon responsibility in shared ministry, and the strengths and weaknesses of the Congregation's ministries.

The Committee on Shared Ministry shall assist and support the Minister in their plans for professional development, sabbaticals, etc. The Committee shall alert the Board to any emerging concerns between the Minister and the Congregation.

#### **5. Other Committees**

As needed by changing circumstances and/or emergencies, the President, with Board approval, may establish other Committees and appoint Chairs of such Committees for specific terms. All Committee Chairs shall report to the Board.

#### **6. Terms of Office for Committee Chairs and Members**

The terms of Committee Chairs and Members shall expire with the term of Office of the President who appointed them, unless otherwise designated by the President to serve for a lesser period. For transitional purposes, the Committee Chairs may serve through the end of the fiscal year following the departure of the President who appointed them.

## **ARTICLE VIII. THE MINISTER**

### **A. Duties**

The Duties of the Minister shall be negotiated and prescribed by the Board and agreed to by the Minister according to the Contract established by the Board. In general, the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Congregation and shall be guaranteed freedom of the pulpit. The Minister shall also have the freedom to express their opinions outside the pulpit but not to represent the Congregation without authorization from the Board. The Minister is an Advisory and Non-voting Member of the Board of Trustees and of all Committees other than the Nominating Committee, the Committee on Shared Ministry, and the Search Committee. The Minister shall be employed under a written Contract which shall stipulate the duties, compensation, and other conditions of employment, as well as the terms and conditions of termination.

### **B. Requirements of the Minister**

The Voting Members shall have complete freedom in their choice of a Minister, as long as such Minister is in Fellowship with the Unitarian Universalist Association of Congregations.

### **C. Employing a Minister**

#### **1. Ministerial Search Committee**

In the event of a vacancy in the position of Minister, a Search Committee shall be established as a Special Committee in accordance with these By-Laws for the purpose of identifying, screening, and bringing to the UUCLC for consideration such candidates for the position of Minister. The Search Committee shall submit the Nominee(s) to be voted upon at a Congregational Meeting called for such purpose.

#### **2. Quorum and Approval of Employment**

The Minister shall be hired upon the recommendation of the Ministerial Search Committee by a two-thirds (2/3) majority of the Voting Members of the Congregation present at any Meeting duly noticed for such purpose. The Quorum for such a Meeting shall be forty (40) percent of the Voting Members of the Congregation.

#### **3. Dismissal and Termination of Employment**

The Contract between the Congregation and the Minister may be terminated by the Minister upon no less than ninety (90) days' notice. The Minister's services may be terminated by a majority vote, as stipulated in Article VI D.3, by secret ballot, of those Voting Members present and voting at a Special Meeting of the

Congregation. Such Meeting may be called by the Board or by a written Petition of twenty (20) Voting Members. Quorum and Notice for such Meeting shall be the same as required for employing a Minister.

## **ARTICLE IX. ADDITIONAL STAFF**

The terms of employment, duties, and review procedures for additional Staff shall be established by Rules adopted by the Board of Trustees.

The Board of Trustees may hire a part-time Minister upon the recommendation of a Ministerial Search Committee. The Congregation will be advised of the progress of the search and hiring process. Dismissal or termination terms apply, per Item VIII C 3 above.

## **ARTICLE X. FISCAL AFFAIRS**

### **A. Fiscal Year**

The fiscal year of the Congregation shall be from July 1 through June 30.

### **B. Budget Process**

At each Annual Business Meeting, the Board shall present a Proposed Budget for the coming fiscal year to the Congregation for review and discussion. A Budget shall be adopted by a simple majority vote of the Board by the start of the next fiscal year. Once a Budget is adopted, the Board may authorize and expend the funds as budgeted. By a motion, second, discussion, and approval by a simple majority, the Board may reallocate funds as needed among Budget categories within the Operating Budget.

### **C. Financial Indebtedness**

The Congregation shall not become Indebted unless said Indebtedness is approved by a two-thirds (2/3) vote of the Voting Members present at a duly called Special Meeting. A Quorum of Voting Members of the Congregation shall be present for such Special Meeting as set forth in Article VI, Congregational Meetings, Paragraph D.

### **D. Funds of the Congregation**

All funds and property received by or coming into the custody of the Congregation shall belong to and are considered trust funds and property of the UUCLC. Such funds shall be held and expended only for the purposes authorized and only in accordance with the regulations and/or written agreement prescribed or accepted by the Board of Trustees.

## **E. Execution of Instruments**

Checks and other orders on the funds or credit of the Congregation and all contracts and instruments, when executed by such Officers as shall be designated and authorized by the Board, shall be valid and binding upon the Congregation.

## **ARTICLE XI. Dissolution Clause**

In the event the UUCLC ceases to function and the Membership votes to disband, any assets of the Congregation shall be transferred to the Unitarian-Universalist Association for its general purposes. Such a transfer shall be made in full compliance with applicable law.

## **ARTICLE XII. PROCEDURAL, FINANCIAL, LEGAL, AND INSURANCE PROVISIONS**

### **A. Rules of Procedure**

Robert's Rules of Order shall govern Board and Congregational Meetings. The President or designee shall serve as Parliamentarian at all Board and Congregational Meetings.

### **B. Indemnification**

A duly elected or appointed Trustee, Officer, Employee, or Agent shall not be personally liable to the Congregation or to its Members for monetary damages for breach of fiduciary duty except for liability resulting from these actions:

1. Any breach of duty or loyalty to the Congregation or its Members
2. Acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law

The Congregation shall indemnify any person and their estate and personal representative against all liability and expense incurred by reason of the person having been duly elected or appointed as an Officer, Trustee, Employee, or Agent of the Congregation.

### **C. Real Property**

For any Meeting of the Board or any Congregational Meeting at which the sale, encumbrance, or acquisition by the Congregation of real property or improvement thereon is to be discussed or acted upon, Notice of such Meeting shall be posted on the Congregation's bulletin board and website and announced from the pulpit at a Sunday Service, at least one week prior to the Meeting. Approval shall require a two-thirds (2/3) vote of those Voting Members present and voting at a Congregational Meeting at which a Quorum is present, with such action in its call. If approved by the



Board, emergency repairs, safety improvements, and minor changes to a previously approved project shall not be subject to the Notice and Voting Requirements of this paragraph.

### **ARTICLE XIII. INDEPENDENT AFFILIATED ORGANIZATIONS**

The Board of Trustees may admit to Independent Affiliated Status those independently constituted and operated organizations whose purposes and intentions it finds to be in sympathy with the Principles of the Congregation. The Board may terminate such Status upon finding that the organization no longer meets the foregoing qualifications or is not in compliance with the rules relating to such organizations. The Status granted is that of Independent Affiliated Organization. The Board shall adopt rules governing the requirements for admission to and retention of Independent Affiliated Status. The requirements may include financial support of the Congregation by payment of an annual contribution. The Congregation shall neither exercise control over nor assume responsibility for the programs, activities, and finances and shall not provide funding to any Independent Affiliated Organization.

### **ARTICLE XIV. LEGAL AND PUBLIC RELATIONS**

#### **A. Expectations of Members and Affiliates**

Members are expected to participate in the Congregation's activities and to make a recordable, financial Pledge to the Congregation each fiscal year. The financial contribution should represent an amount determined by the Member to be a fair share of the Congregation's needs, taking into consideration the Member's income and means.

#### **B. Open Records**

All records of the Congregation, other than those of a personal nature, shall be made available for inspection by any Member, for Congregational purposes, by appointment with the President or the President's designee.

#### **C. Interpretation**

These By-Laws shall be liberally construed in order to accomplish the basic intent, which is hereby stated to be the efficient operation and management of the Congregation in order to accomplish the purposes stated in the Congregation's Mission Statement.

#### **D. Protection of Non-Profit Status**

No Member of the Congregation, Board, Officer, or Employee of the Congregation shall take any action to allow any activity or use of Congregation property, or information which shall endanger the non-profit corporate status, or charitable, tax-

exempt status, of the Congregation or its property. Nothing in these By-Laws shall be construed to be a violation of this section.

### **E. Representation**

Unless specifically authorized by the Board, no Member of the Congregation may represent the entire Congregation in any public or private meeting. A Committee may, with prior approval of the Board, act or speak on an issue on behalf of the UUCLC.

### **F. Public Statements in the Name of the Congregation**

Public statements by individual Members on social or other public issues in the name of the Congregation, may be made only after a vote of approval by the Board of Trustees.

### **G. Amendments to By-Laws**

These By-Laws may be amended or replaced at any Meeting of the Congregation by a two-thirds (2/3) vote of those Voting Members present and voting, provided that a Quorum is present at the Meeting. Proposed changes shall be announced and posted on the website and at each Sunday Service no less than fourteen (14) days prior to the Meeting. Amendments to these By-Laws may be proposed by the Board or by a Petition to the Board by at least fifteen (15) percent of the Voting Members.

## **ARTICLE XV. EFFECTIVE DATE**

These By-Laws shall be effective upon adoption by the Congregation and shall supersede and void any and all previous By-Laws of the UUCLC.