

EMERSON UNITARIAN UNIVERSALIST CHURCH BYLAWS

Revised: June 2010

ARTICLE I

The name of this congregation shall be Emerson Unitarian Universalist Church. This congregation is a charitable, non-profit corporation organized and existing under and by virtue of the laws of the State of California.

ARTICLE II

PURPOSE

Believing that our ministries will flourish more abundantly within the beloved community, Emerson Unitarian Universalist Church offers a sanctuary of spiritual freedom where:

- we celebrate and encourage the diversity of heritage, culture, beliefs and experience shaping our individual visions of truth;
- we translate our compassion into sharing, our longings for peace and justice into action;
- we challenge ourselves to live our Unitarian Universalist principles by bringing healing and hope to the larger community;
- we honor the transcendent mystery of creation by nurturing the planet and all who live upon it.

ARTICLE III

MEMBERSHIP

Section A - Requirements for Becoming a Member

- (1) Be in sympathy with this church's purposes and programs. In keeping with the principles of this church and movement, membership shall be one's privilege regardless of race, color, gender, gender identity, sexual orientation, economic status, or religious conviction.
- (2) Meet with the Minister (or the Minister's designate in the absence of the Minister) to discuss the meaning and responsibilities of membership.
- (3) Sign a pledge card or make a financial contribution of record to support the work of the church. A contribution of time is also expected.
- (4) Sign the Register of Members witnessed by the Minister (or the President in the absence of the Minister).

Section B – Responsibilities of Membership

- (1) Make an annual pledge or a financial contribution of record to support the work of the church. (2) The Minister or President may grant an exemption to anyone who cannot meet these requirements.
- (3) A contribution of time is also expected as well as attendance at congregational meeting.

Section C – Membership List

(1) It shall be the responsibility of the Board of Trustees to review the membership list annually to consider the deletion of the names of those members who have evidenced no continuing interest in the church. In recording the deletion of members, evidence to support the deletion shall be documented in the minutes of the Board meeting at which it occurs.

(2) A member may resign by giving written notice to the Minister or the Secretary.

Section D – Benefits of Membership

1) Vote at all Congregational Meetings 30 days after becoming a member.

2) Serve as an Officer of the Church or a member of the Board of Trustees.

3) Serve as a member or Chair of committees as defined in Section VI.J below, or Chair of any committee and/or task force established by the Board.

4) Use the services of the Minister for counseling and rites of passage at no fee.

5) Use the church site for rites of passage at no fee.

Section E – Honorary Life Membership

1) May be granted by majority vote of the Board of Trustees to members of the EUUC community who are no longer able to participate actively in the community.

2) Honorary Life Members shall receive the church newsletter and notices.

3) Have free use of EUUC facilities for Memorial services.

Section F – Friends

1) A Friend is an individual that does not choose to be a member of the church and pledges or contributes an amount greater than the cost of preparing and distributing the church newsletter and notices.

2) A Friend has no rights of membership in the church, but is recognized in the directory as a Friend and receives the newsletter and notices.

ARTICLE IV MEETINGS

Section A - Congregational Meetings

1) There shall be two regular Congregational Meetings each year: the Annual Meeting in June; and the Elections Meeting in February. The budget shall be adopted at the Annual Meeting. These meetings shall be held at such time and place as shall be fixed by the Board of Trustees.

2) Special Congregational Meetings must be called by the Board of Trustees within thirty (30) days following the presentation to the Board of a petition signed by at least ten (10) voting members requesting such a meeting. The petition shall contain a general statement of the reason such a Special Congregational Meeting is required and the nature of the business to be transacted. The Board of Trustees, by majority vote, may also call Special Congregational Meetings. The call to a Special Congregational Meeting shall include a general statement of the reason such a meeting is required and the nature of the business to be transacted.

- 3) Notice of Congregational Meetings shall be given by the Board of Trustees to all members in writing not less than ten (10) days before the date of such meeting or published in the church newsletter not less than two (2) weeks before such meeting.
- 4) The quorum at any Congregational Meeting shall be twenty (20) percent of total voting members, except as specified in Article V, Sections C and D.
- 5) All motions are to be submitted to the Secretary in written form.

Section B - Board of Trustee Meetings

- 1) Regular Board of Trustee Meetings shall be held at least once every other month during the church year at a time and place made known to the congregation. Regular Board Meetings shall be open to observation by any interested person or persons. The presence of at least 51% of the trustees shall constitute a quorum.
- 2) Special Board of Trustee Meetings may be called by the President provided that the time, place and purpose of such meetings are made known to every member of the Board sufficiently in advance so that each has a reasonable opportunity to attend. Such notice may be oral or in writing. Special Board of Trustee meetings may be unpublished and/or closed to the congregation. Any decision made in a closed session shall be voted on later in open session. The presence of at least 51% of the trustees shall constitute a quorum.

Section C - Presiding Officer's Vote

At any Board of Trustees Meeting or Congregational Meeting, the President (or other presiding officer) shall vote only in case of a tie.

Section D - Proxies

Proxy votes shall not be cast at any Board or Congregational Meeting.

ARTICLE V MINISTER

Section A - Responsibilities

The Minister shall be in charge of the spiritual welfare of the church, and shall be assisted by the Board of Trustees. The Minister shall serve as the Executive as defined below in Article VII, the supervisor of all paid staff and an ex-officio, non-voting member of the Board of Trustees and all committees, except the Search Committee.

Section B - Search Committee

The Minister of this church shall be chosen by the following procedure:

- 1) A Search Committee of seven (7) voting members of the church shall be elected at a Congregational Meeting. No more than two (2) members shall be current members of the Board of Trustees.
- 2) The Committee shall solicit applications and investigate all candidates for the position of Minister and shall select the name of one candidate from among the candidates considered and shall thereupon request said candidate to appear for a Candidating Week to include services on at least two (2) consecutive Sundays.

3) A Special Congregational Meeting shall be called to be held immediately following the second appearance, to decide whether to accept or reject the candidate or request his/her further appearance before the congregation.

Section C - Election

The Minister shall be elected by at least two-thirds (2/3) vote of the members present and qualified to vote at a Special Congregational Meeting called for that purpose. The quorum at such meeting shall be forty (40) percent of the total voting membership. When elected, the Minister shall be so notified in writing. Such a call shall clearly set forth the terms of employment agreed to by the Minister, the Search Committee and the Board of Trustees, and at the salary determined by the Congregation at the time of his/her election.

Section D - Duration of Service

A Minister so elected shall serve until terminated by a two-thirds (2/3) vote of the congregation of the church, with at least ninety (90) days written notice. The quorum for a vote to terminate the Minister shall be forty (40) percent of the total voting membership. A Minister shall not be terminated during the term of a Sabbatical Leave. Upon resignation, the Minister is expected to give ninety (90) days written notice to the Board of Trustees.

Section E - Salary

The Salary of the Minister of this church shall be determined as a budget item by the Voting members at the Annual Meeting.

ARTICLE VI

BOARD OF TRUSTEES, OFFICERS AND COMMITTEES

Section A - Trustees

- 1) The Board of Trustees of the church shall consist of seven (7) members. Each member of the Board shall be elected at the Elections Meeting in February from voting members of the congregation.
- 2) All Board members shall be elected for a term of two (2) years.
- 3) The President, Secretary, and one (1) At-Large Trustee will be elected in odd-numbered years. The Treasurer, Vice President and two (2) At-Large Trustees shall be elected in even-numbered years.
- 4) The members of the Board of Trustees elected at the Annual Elections shall assume office at the first Board Meeting after the election, which Board Meeting shall be called by the President-Elect within four (4) weeks after the election, and shall serve for the terms specified above.

Section B - Election

The Board members shall be elected by majority vote of the members present and voting at the Annual Elections. The Board members shall be elected one at a time in the same order as listed in Section A (2 and 4). If there are two or more candidates for an office, a secret ballot will be taken. If there are more than two candidates for an office, and one of them does not receive a majority vote, a new secret ballot shall be taken between the two (2) candidates with the most votes. Any person nominated but not elected for an office may be nominated from the floor for any subsequent office to be filled.

Section C - Length of Service

A member may serve continuously on the Board of Trustees for no more than six (6) years, whether such service results from election at the Annual Election or by Board appointment to fill a vacancy. No member shall serve as President for more than two consecutive terms of Board service. For purposes of this Section, more than half a year of service shall be considered a full year served. A person must be off the Board for one year (12 months) before again being eligible to serve on the Board of Trustees.

Section D - Vacancies

- 1) A Vacancy on the Board shall be filled by a majority vote of the remainder of the Board at the first Board meeting following the occurrence of such vacancy, subject to the following restrictions: If the office is that of President, the person elected shall be chosen from the remaining members of the Board of Trustees, with the Trustee position thus vacated filled by appointment of a new Trustee. The appointment shall be confirmed at the next Annual Congregational Meeting pursuant to Article VI, Section B - Election.
- 2) Any Board member may be removed from office by a two-thirds (2/3) vote at a regular Congregational Meeting or at a Special Meeting called for that purpose.

Section E - Order of Succession

The order of succession shall be President, Vice President, Treasurer, and Secretary.

Section F - Responsibilities

- 1) The Board of Trustees shall set policy, and deliberate concerns affecting the church.
- 2) President: The President shall be responsible for the leadership of the church. He/she will work in collaborations with the Minister. He/she shall preside at all meetings of the Board of Trustees and of the congregation and shall be official spokesperson for the Board. The President may modify or augment the following general assignments as he/she deems necessary in the interest of good church government.
- 3) Vice President: The Vice President shall assist the President in his/her duties and, in the event of the absence of the President, the Vice President shall assume the rights and responsibilities of that office. A permanent vacancy is filled as prescribed in Article VI, Section D.
The Vice President shall convene and serve as member of the Bylaws Committee.
- 4) Treasurer: The duties and responsibilities of the Treasurer are:
 - a) To act as an Officer of the Corporation;
 - b) To provide oversight of all Emerson's financial matters by: (i) advising the Board of Trustees of the general financial health of the church; (ii) consulting with the Executive of all fiscal matters for which it is responsible; and (iii) reporting to the Congregation on financial issues requiring its action or attention;
 - c) Be a member of the Investment Committee, representing the interests of the Congregation, the Officers of the Corporation, and the Board of Trustees by monitoring Investment Committee policies and actions for a proper balance between the need for prudent investing choices and the equally important obligation to reflect the principles, purposes and mission of the Church; and
 - d) Such additional duties and responsibilities as the Treasurer may determine are necessary and appropriate to effectively implement the above.
- 5) Secretary: The Board Secretary shall keep a Book of Minutes describing the transaction of all church and Board of Trustee Meetings. The Secretary will be responsible for giving written notices of meetings

as required by the Bylaws, and shall furnish a list of members at all Congregational Meetings. Records maintained by the Secretary shall be available for inspection at reasonable times.

Section G - Church Property

1) The Board of Trustees shall have no power to sell or cause to be sold, or effect any transfer or encumbrance of any property belonging to this church of a value in excess of One Thousand Dollars (\$1,000.00) without authorization by a resolution adopted at any Congregational Meeting as provided for in Article IV.

2) Nothing stated in this Section shall be interpreted to limit final and ultimate authority of the voting membership to determine the course of its own affairs when in meetings as provided for in Article IV.

Section H - Nominating Committee

1) The Nominating Committee shall be elected at the Annual Meeting in June. The Board of Trustees shall present a slate of nominees whose names shall be published to the congregation at least two (2) weeks before the Annual Meeting. Nominations may be made from the floor with the consent of the nominee. The Nominating Committee shall consist of five (5) members serving staggered two-year terms. Two (2) members shall be elected in even-numbered years and three (3) members shall be elected in odd-numbered years.

At any given time, no more than one (1) member of the Committee shall also be a member of the Board of Trustees. A member who has completed one full term shall be ineligible to serve on the Committee for the following two (2) years. Should a vacancy occur, the Committee shall select a replacement to fill out the remainder of the term.

At each Annual Meeting, after new members have been elected to the Committee, the President shall immediately appoint one member as convener and the Committee shall be convened within four (4) weeks after the election. The chair of the Committee shall be elected by and from among the members of the Committee.

2) Nominations for Trustees for the ensuing term shall be presented at the Elections Meeting by the Nominating Committee. It shall be the duty of the Nominating Committee to present the name of at least one (1) nominee for each Trustee office to be filled.

3) The Nominating Committee shall present the list of nominees to the President no later than four (4) weeks prior to the Annual Elections. He/she shall cause the list to be published to the membership at least two (2) weeks prior to the Annual Elections. Additional nominations may be made from the floor by any member. No member may be nominated without his/her prior consent.

Section I - Officers

The officers of this corporation shall be the President, Vice President, Secretary and Treasurer.

Section J – Committees

1) All committees named in these Bylaws, including the Executive, any Ministerial Search Committee, the Nominating Committee, the Investment Committee, any Bylaws Review Committee, and the Committee on the Ministry, shall be populated solely by members of the Church. Unless elected directly by the Church membership as specified in these Bylaws, such committees shall be appointed by the Board of Trustees.

2) The Board of Trustees may appoint such other committees and/or task forces as it may deem appropriate in keeping with these Bylaws, provided that each such other committee or task force shall be chaired by a member of the Church and shall have a majority of Church members among its membership.

ARTICLE VII GOVERNANCE

Emerson Unitarian Universalist Church shall govern itself based on a policy style governance model as defined in "Emerson Unitarian Universalist Church Governance Policies" adopted by the Board of Trustees. The day-to-day operations of the Church shall be overseen by an Executive, which entity shall consist of the Minister, assisted by any paid staff under the Minister's supervision, and by an ad hoc team of such members of the Church as necessary.

ARTICLE VIII FINANCES

Section A

The Fiscal Year for the Church shall be July 1 through June 30.

Section B

The annual canvass shall be held after the Elections Meeting and before the Annual Meeting in June.

Section C

The Investment Committee shall be comprised of a Fund Custodian elected by the Congregation; the Treasurer; and a Church member appointed by the Board. The Investment Committee shall oversee the endowment, general benefit and special purpose funds pursuant to such guidelines as the Congregation approves or amends from time to time pursuant to Article IV.

ARTICLE IX AFFILIATIONS

This church shall be a member of the Unitarian Universalist Association (UUA) and a member of the Pacific Southwest District (PSWD) of the UUA.

ARTICLE X RESOLUTIONS

Section A - Purpose

From time to time, the congregation may wish to express its concern on a given issue or topic for public awareness or for UUA General Assembly consideration. Whereas the intent of such a resolution is not to

create divisiveness within our church community, but rather to bring us together for the purpose of challenging society with a unified voice, this resolution process should therefore be reserved for such concerns that meet the test of general consensus within the church. The formal voting procedure would thereby be a confirmation of such consensus.

Section B - Procedure

- 1) A petition signed by ten (10) members shall be presented to the President. The petition shall include a properly worded resolution in typed format with members' printed names, signatures and dates.
- 2) A Board of Trustees meeting will be called for this purpose. Two-thirds (2/3) Trustees must vote affirmatively for the resolution in order for it to be presented to the congregation under the aegis of the Board of Trustees. In the event that the proposed resolution does not receive two-thirds (2/3) affirmative votes from the Board of Trustees, it may be presented directly to the congregation, if signed by at least thirty (30) percent of the voting members, and will be subject to the same rules of procedure set forth below in this Article.
- 3) The resolution must be published in the church newsletter dated at least four (4) weeks prior to a Congregational Meeting. A Special Congregational Meeting may be called pursuant to Article IV, Section A, 2 and 3 for this purpose.
- 4) The resolution must be printed and distributed to all voting members at the Congregational Meeting.
- 5) Proposed resolutions, in original or modified form, must be approved by two-thirds (2/3) of the eligible voting members present and voting.
- 6) Passage of such resolution will permit the use of the name "Emerson Unitarian Universalist Church" in conjunction with its subsequent publication outside the Emerson community.

ARTICLE XI BYLAWS

Section A - Bylaws Review Committee

- 1) The President may appoint a minimum of three (3) voting members to serve as a Bylaws Review Committee as needed. The Vice President shall be a member and shall convene the Committee. The Committee shall serve as an on-going committee of the congregation until the next Committee is appointed.
- 2) The Committee shall act independently on any matter of concern expressed by the congregation, Board of Trustees or the Committee.

Section B - Amendments

- 1) The Committee shall make proposals for bylaw amendments and submit them to the president.
- 2) Amendments may be proposed by the membership by means of a petition signed by at least ten (10) voting members. Such petitions shall be submitted to the President.
- 3) The Board of Trustees may choose to recommend acceptance or rejection of the proposals but may not change the proposals.
- 4) Proposed amendments, whether by the Committee or by petition, together with notification of the Board's recommendations, shall be published in the church newsletter at least four (4) weeks prior to the Congregational Meeting at which they are to be considered.

- 5) All proposed amendments shall be submitted to the Congregation by the President or other presiding officer. After submission, proposed amendments shall be debated and may be modified.
- 6) Proposed amendments, in original or in modified form, require a two-thirds (2/3) majority vote of the members present and voting, provided a quorum is in attendance.

ARTICLE XII COMMITTEE ON THE MINISTRY

Section A - Purpose

The purpose of the Committee on the Ministry is to strengthen the quality of the ministry within the congregation. The Committee serves as a support for the Minister and as a communications channel between the Minister and the congregation.

Section B - Members

- 1) The Committee on the Ministry shall consist of three (3) members of the congregation, appointed by the Board of Trustees to staggered three (3) year terms. The Board shall make the appointments from a list of names proposed by the Minister.
- 2) To establish a new committee the Minister shall submit to the Board five (5) names and the Board shall choose three (3). The Board shall determine which of these members shall serve a one (1), two (2), or a three (3) year term. Each year in May the Minister offers three (3) names to the Board, which chooses one of them to replace the person who is finishing a three-year term. If for some reason, the Board does not accept any of the names, the Minister shall submit three (3) more names.
- 3) The Board shall appoint the Committee in either June or July of each year.
- 4) To fill a vacancy, the existing committee shall appoint a person to serve out the uncompleted term.

Section C - Meetings

- 1) The Committee shall meet with the Minister at regularly scheduled meetings each year with additional meeting arranged as needed.
- 2) If the Committee needs to meet without the Minister, it shall advise the Minister of the proposed meeting ahead of time and inform her or him of the meeting as soon as possible afterwards.