

Bylaws of The Unitarian Universalist Church of the North Hills

Article I The Church

Section 1: Name

The name of this religious congregation shall be The Unitarian Universalist Church of the North Hills (UUCNH).

Section 2: Church Policy

UUCNH shall maintain and support a free pulpit.

Section 3: Denominational Affiliation

UUCNH shall be a member of the Unitarian Universalist Association and of the Ohio-Meadville District or their successors.

Section 4: Church Polity

The ultimate authority for all matters pertaining to UUCNH shall rest with the Members of UUCNH. The Members shall elect a Board of Trustees (“Board”) and delegate to the Board responsibility for the ordinary business of UUCNH, including the care and management of financial and other resources and operational policies and structure.

Article II Membership

Section 1: Eligibility

Membership in UUCNH shall be open to all who are 16 years of age and who indicate sympathy with the principles and purposes of UUCNH. No creedal test shall be required. Membership is open to all, regardless of race, color, class, physical ability, sexual orientation, gender identity, age, or national origin.

Section 2: Becoming a Member

One may become a Member by signing the membership register in the presence of the Minister or the President of the Board. Such an action shall be understood to imply a commitment to the Principles and Purposes of the Unitarian Universalist Association, an intention to participate in church activities, and an intention to provide financial support to UUCNH.

A Member shall be eligible to vote sixty (60) days after signing the membership register.

Section 3: Membership Roll

The Board shall ensure that a Membership Roll listing all Members is kept current by a review at least annually. To continue to be carried on the Membership Roll, a Member shall have made a financial contribution of record within one year of the review. The Board President and Minister shall have the authority to grant waivers of this requirement.

Section 4: Terminating Membership

A Member may terminate membership by informing any officer of the church or the Minister of his/her intention to resign. Membership may be terminated by the Board for actions deemed to pose a danger to the congregation, property or individuals within UUCNH.

Article III Congregational Meetings

Section 1: Annual Congregational Meeting

The Annual Congregational Meeting of the Members shall be held during the Spring of every year at such day, hour and place as shall be fixed by the Board. At least eight (8) days (including two Sundays) before the day set for the meeting, notice of the Annual Congregational Meeting shall be given to each Member. The notice shall contain an Agenda and the names of any nominees submitted by the Leadership Development Team to be voted upon in that meeting.

Section 2: Special Congregational Meetings

By the Board. A Special Congregational Meeting of UUCNH may be called at any time by the President of the Board or by a majority vote of the Board. At least eight (8) days (including two Sundays) before the day set for the meeting, notice of the Special Congregational Meeting shall be given to each Member. The notice shall contain a statement of the purpose or purposes for which the meeting is called.

By petition. A Special Congregational Meeting of UUCNH may be called by a petition signed by at least fifteen (15) Members eligible to vote. When such a meeting is called, the Board shall have the duty to schedule the Special Congregational Meeting within thirty (30) calendar days and to send out the notice of the meeting to each Member within seven (7) calendar days of having received the call for the meeting. If the Board fails to send out the notice, a representative of those calling the meeting may send out the notice and use UUCNH resources to do so. The business transacted at the Special Congregational Meeting shall be confined to the purposes stated in the notice of call.

Section 3: Proxy Votes

Any Member may submit a proxy to any other Member eligible to vote in advance of the time set for a Congregational Meeting of UUCNH. Proxy statements shall follow the form as may be prescribed from time to time by the Board. Proxy statements shall be signed and delivered to the Secretary or other Officer of the Board prior to the start of the meeting. A Member may hold only one proxy at a given Congregational Meeting.

Section 4: Quorum

Twenty percent (20%) of the Members eligible to vote shall constitute a quorum. Members who submit their votes by proxies in accordance with Section 3 of this Article, shall not be counted as present for the purpose of establishing a quorum. The minutes shall affirm that a quorum was present. A Larger Quorum of forty percent (40%) may be required by the Board for a Congregational Meeting. In such cases, the Board will publicize the Larger Quorum in the Notice for the Meeting.

Section 5: Robert's Rules of Order

Unless otherwise herein provided, all Congregational Meetings shall be conducted in accordance with Robert's Rules of Order (revised). In case of any conflict between Robert's Rules of Order and the Bylaws of UUCNH, the Bylaws shall take precedence.

Section 6: Elections

At each Annual Congregational Meeting, Members shall vote to fill vacant Board positions and elect a Leadership Development Team of five (5) voting members. In addition to the names of nominees submitted by the Leadership Development Team, nominations may be made from the floor provided that written acceptance of the nomination is submitted with the nomination. Each Member shall be entitled to vote for as many Trustees and members of the Leadership Development Team as are to be elected. Those nominees receiving the highest number of votes shall be declared elected. A tie vote shall be resolved by another ballot.

Article IV Leadership Development Team

Section 1: Duties of the Leadership Development Team

The duties of the Leadership Development Team shall include, but not be limited to, the following:

- to nominate Trustees, and
- to nominate Leadership Development Team voting members,

All these nominees shall be chosen from the Members. No Member of UUCNH shall be nominated without evidence of personal consent.

Section 2: Number of Leadership Development Team Voting Members

There shall be five (5) voting members of the Leadership Development Team.

Section 3: Term of Leadership Development Team Voting Members

Voting members of the Leadership Development Team shall be elected for a term of three years with terms staggered so that no more than two voting members' terms expire at the same time. No voting member shall serve more than four consecutive years.

Section 4: Nominations for Leadership Development Team Voting Members

It shall be the duty of the Leadership Development Team to post a call for nominations not less than sixty (60) days before the next Annual Congregational Meeting, and to prepare a list of nominees to fill the Team with five (5) voting members. The list shall then be distributed to all Members with the notice of the Annual Congregational Meeting.

Section 5: Vacancies

Vacancies occurring in the Leadership Development Team between Annual Congregational Meetings shall remain unfilled until the next Annual Congregational Meeting or, at the Board's discretion, be filled by Board appointment.

Section 6: Transition from Nominating Committee to Leadership Development Team

During the 2012-2013 church year, the Nominating Committee shall nominate five (5) voting members of the Leadership Development Team instead of the Nominating Committee members as required in Section 4 above. To achieve the staggered terms referred to in Section 3 of this Article, one voting member shall be nominated for a one year term, two members for a two year

term, and two members for a three year term. At the conclusion of the 2013 Annual Congregational Meeting, the Nominating Committee shall be dissolved.

Article V Board

Section 1: Number of Trustees

There shall be seven (7) Trustees.

Section 2: Term of Trustees

Trustees shall be elected to three-year staggered terms, unless elected to fulfill an unexpired term, so that no more than three, nor less than two, voting members' terms expire at the same time. No Trustee shall serve more than 48 consecutive months. Following completion of a term, the member may not serve on the Board for at least twelve months.

Section 3: Vacancies on the Board

Any vacancy occurring on the Board between Annual Congregational Meetings shall be filled by Board appointment from nominations of the Leadership Development Team. The appointee shall serve until the next Annual Congregational Meeting, at which time the unexpired term shall be filled by election.

Section 4: Ex officio Members

The Minister, the Religious Educator, and the Treasurer shall be ex officio, non-voting members of the Board, and shall not be counted in determining whether a quorum is present.

Section 5: Board Meetings

The first meeting of the new Board shall be held within fifteen (15) days after the Annual Congregational Meeting, the retiring Trustees and Officers elected by them holding office until the first meeting of the new Board. The newly elected Trustees shall assume office at such meeting. The temporary presiding officer at such meeting shall be the current President. The Board shall hold regular meetings on a monthly basis at such place and according to such schedule as the Board may from time to time determine and announce to the congregation. Meetings may be postponed or cancelled by the President and Vice President, or by one of them in the absence of the other, upon notice to the other Trustees, and insofar as is possible to the congregation.

Section 6: Open Meetings & Executive Sessions

All meetings of the Board shall be open to all Members, except that the Board shall have the authority to determine that it is in the best interest of UUCNH that particular item(s) of a confidential or highly sensitive nature, such as confidential personnel issues, be discussed in executive session. The Board may in an open meeting decide by a majority vote of the Trustees present to enter into executive session. All persons other than elected Trustees will be excluded from the executive session unless specifically invited to attend by a majority decision of Trustees present at the meeting. It is the intent of UUCNH normally to conduct its business in as open a manner as possible, with the recognition that on rare occasions, some items must be discussed in confidence. However, no final or formal actions may be taken while the Board is in executive session.

Section 7: Special Board Meetings

Special Board Meetings may be held at any time and place at the call of the President, or the Vice President in the President's absence, or any three Trustees, by giving sufficient notice of the time and place of such meeting to each Trustee and to the congregation. In the case of a Special Board Meeting to take place in Executive Session, notice to the congregation is not required. Except

for an Executive Session, any and all business may be transacted at any Special Board Meeting, irrespective of the particular purpose for which the meeting was called.

Section 8: Quorum of the Board

A majority of the Trustees then in office shall be considered a quorum for the transaction of all business at any meeting of the Board. The Secretary shall enter in the minutes of the meeting the names of all Trustees present.

Section 9: Termination of Trustees

Any Trustee may be terminated by an affirmative vote of at least five (5) Trustees. The terminated Trustee shall have the right to appeal for reinstatement at a Congregational Meeting.

Article VI Officers

Section 1: The Officers

The Officers of UUCNH shall be a President, a Vice President, a Secretary, a Treasurer, and in the discretion of the Board, one or more Assistant Secretaries and Assistant Treasurers. No one under the age of 18 may serve as an Officer.

Section 2: The President

The President shall be chosen by the Board from among the Trustees. The person so chosen shall be President of UUCNH and of the Board, shall preside at all meetings of UUCNH and of the Board, and shall exercise all the functions usually pertaining to the office of President of a corporation.

Section 3: The Vice President

The Vice President shall be chosen by the Board from among the Trustees. The person so chosen shall perform the functions of President in the President's absence, and shall perform such other duties as shall be assigned by the Board.

Section 4: The Secretary

The Secretary shall be chosen by the Board from among the Trustees. The person so chosen shall be Secretary of UUCNH and of the Board, shall act as Secretary at all meetings of UUCNH and of the Board, and shall exercise, subject to the direction of the Board, all the functions usually pertaining to the office of Secretary of a corporation.

Section 5: The Treasurer

The Treasurer shall be chosen by the Board from among the Members. The person so chosen shall be Treasurer of UUCNH, and subject to the direction of the Board, shall exercise all the functions usually pertaining to the office of Treasurer and Controller of a corporation.

Section 6: Assistants

The Assistant Secretary or Assistant Secretaries, and the Assistant Treasurer or Assistant Treasurers, shall be chosen by the Board from among the Members at the discretion of the Board. If there be more than one assistant to a particular office, they shall perform the duties of their respective superiors in the order of their rank, if the need arises, and shall perform such other duties as may be assigned to them by the Board.

Article VII Powers and Functions of the Board

Section 1: Ordinary Business, Organizational Structure and Policies

All ordinary business of UUCNH shall be under the care and management of the Board. The Board shall develop such policies and organizational structure as required to fulfill this function. The policies and organizational structure shall be documented in a written manual. The Board shall keep the congregation informed of its actions.

Section 2: Collection of Moneys and Payment of Debts

The Board is authorized to collect all moneys due UUCNH and to put the same into the hands of the Treasurer. The Board is authorized to pay all debts of UUCNH by checks issued by the Treasurer of UUCNH, or in the absence of that officer, by such other person as the Board may appoint.

Section 3: Borrow or Lend Money

The Board is authorized to borrow and lend sums of money without consent first being obtained from the Members provided that the sum borrowed or lent, when added to any previous indebtedness or loan authorized by the Board and still outstanding, but not yet ratified by a vote of UUCNH, shall not exceed 5% of the current annual operating budget.

Section 4: Financial Assets

The Board shall manage all financial assets of UUCNH. The Board shall have no power to spend any part of the investments or the capital gains that accrue from those assets without the consent of two-thirds of the Members eligible to vote at the Annual Congregational Meeting or a Special Congregational Meeting duly called under these bylaws. The Board may propose to the Members the spending of interest and dividends that may accrue to the capital assets as part of the annual operating budget.

Section 5: Real Property

All the real property of UUCNH of whatever kind and wherever situated shall be under the control and management of the Board. The Board shall have no power to dispose of, sell or mortgage the real estate belonging to UUCNH without consent of two thirds of the Members eligible to vote at the Annual Congregational Meeting or a Special Congregational Meeting duly called. The Board shall serve notice to the Members of their intent to make any significant changes to the property or to the structures on the property.

Section 6: Annual Operating Budget

The Board shall propose an annual operating budget covering the church fiscal year, and shall submit it to the Members for approval at the Annual Congregational Meeting. The Board shall have the authority to reallocate expenses between line items, but may not exceed the total budgeted expenses, unless there are revenues available to cover the excess, without first obtaining approval from the Members.

Article VIII Minister

Section 1: Calling a Settled Minister

A settled minister shall be called at a Congregational Meeting. A Larger Quorum shall be required. A positive vote by at least eighty percent (80%) of the votes cast by those Members eligible to vote plus any proxy votes shall be necessary to call a settled minister.

Section 2: Dismissing a Minister

A minister may be dismissed at a Special Congregational Meeting called for that purpose. A Larger Quorum shall be required. A simple majority of the votes cast by Members eligible to vote plus any proxy votes shall be necessary to dismiss a minister.

Section 3: Searching for a Settled Minister

In the event of a vacancy in the office of the minister, the Members shall elect a Ministerial Search Committee to seek out and present a candidate for the office of settled minister. This committee will be given compensation guidelines ratified by the congregation.

Section 4: Filling the Vacancy in the Interim

It shall be the duty of the Board to see that the pulpit is filled until a new settled minister is chosen. It shall be the duty of the Board to call a Congregational Meeting to decide how the vacancy shall be filled until such time as the office is filled by a new settled minister.

Article IX Dissolution Clause

In the event of the dissolution of this church, all outstanding debts shall be paid, and the remaining assets, both real and personal, and including all property ever donated to UUCNH, shall be distributed to the Ohio-Meadville District of the Unitarian Universalist Association or its successor; or, if the district refuses or has been dissolved, to the Unitarian Universalist Association, or its successor, subject to all applicable laws.

Article X Amendments

Section 1: Repeal or Amend

These bylaws, or any part of them, may be repealed or amended at any time.

Section 2: Proposal

- a. **Proposal by the Board:** The Board at any Board meeting may propose a bylaws change which shall be included in the minutes of that meeting.
- b. **Proposal by a Member Petition:** A proposal for a change to the bylaws may be presented to the President of the Board in a petition signed by at least fifteen (15) Members eligible to vote. The Board shall review the petition at the next Board meeting. Except in cases where the proposed change is illegal or in opposition to the principles and purposes of UUCNH, the proposal will be submitted to the congregation at the next Congregational Meeting.

Section 3: Adoption of Proposal:

At the next Congregational Meeting following the Board meeting where a change proposal was made as noted in Section 2 a or b above, the Members shall consider and vote upon the proposed change. If adopted by at least a two-thirds majority vote of those Members eligible to vote and any proxy votes, with or without change, the proposed change shall become part of the Bylaws of UUCNH.

These Bylaws were last Amended at a Special Congregational Meeting held on January 22, 2017.