

BYLAWS OF THE UNITARIAN CHURCH OF MONTPELIER

Adopted April __, 2013

ARTICLE ONE. NAME AND AFFILIATION

1.1 The name of this Congregation is the "Unitarian Church of Montpelier."

The name is the same. We have omitted the historical background, which we believe should be maintained by the Historian. Rather than referring to the organization as a "Church," we are adopting the word "Congregation" because we believe that word is more inclusive.

1.2 The Congregation is a member of the Unitarian Universalist Association (UUA).

This is new. We think it is important to identify ourselves formally as part of the UUA and affirm this religious tradition, particularly since that is not reflected in our name. Some congregations also identify the UUA district as an affiliation, but we decided not to do so.

1.3 The Congregation has a written Mission statement, which the Congregation may amend from time to time. The Mission is the purpose of the Unitarian Church of Montpelier.

ARTICLE TWO. MEMBERSHIP

Many of the sections on Membership have been amended in the past 3 years, and we thought it best to leave them as they are, except where the new Policy Governance structure will require change (such as removing references to the Membership Committee and changing the term "Clerk" to "Secretary.")

2.1 Membership in the Congregation is not, and cannot be, predicated upon race, color, gender, gender-identity, affectional or sexual orientation, class, national origin or differing abilities.

2.2 Any person who is at least 14 years of age and in sympathy with the purposes and methods of the Unitarian Church of Montpelier ("the Congregation") may become a member by agreeing to the Congregation's mission and to these bylaws, by completing an orientation for new members and by signing the membership book. Persons who have been active members of another Unitarian-

Universalist congregation need not complete the orientation for new members.

Instead of requiring new members to subscribe to the church charter, we are now requiring that they subscribe to the Mission.

2.3 A person remains an active member as long as s/he has made an identifiable (i.e., not anonymous) financial contribution and has participated in an activity of the Congregation at any time during the preceding twelve months. Participation in a Congregation activity may include attending worship services or annual or special meetings or contributing time to the work of the Congregation, such as being a member of a committee, teaching a religious education class or helping with a Congregation event. Only active members may vote in Congregational meetings.

2.4 A member who is unable to fulfill the two criteria for continuing active membership in paragraph 2.3 may become an inactive member upon request to the Minister or other person designated by the Executive Team. If/When an inactive member becomes able to meet the criteria in paragraph 2.3 again, s/he may be reinstated as an active member upon request to the Minister or other person designated by the Executive Team.

We removed two sentences that gave additional detail about the status of inactive members because we saw them as superfluous. The current bylaws provide for the request to go to "the Clerk, the Minister, or the Chair of the Membership Committee." We removed reference to the Clerk (Secretary) here and in paragraph 2.5 as these are Executive Team functions under the new structure. We also removed the sentence stating the Clerk will re-add the member to the list of active members (when he or she pays up) as we thought it stated the obvious.

2.5 A member may resign by so advising the Minister or other person designated by the Executive Team. The Executive Team may consider a member to have resigned who has not met the criteria in paragraph 2.3 for a full fiscal year, provided the Executive Team or its designee has made reasonable attempts to contact the member in question. A person who has resigned his/her membership, or who has been deemed by the Executive Team to have resigned, and who later wishes to reinstate her/his membership, may do so by meeting with the Minister and a designee of the Executive Team.

2.6 The Secretary shall maintain a roster of active and inactive

members.

We removed the section stating that a person who wants to be a friend of the Congregation may be a friend of the Congregation. We saw no need for the proviso, and thought it could be confusing.

ARTICLE THREE. AUTHORITY

This is a new article. We think it is helpful at the beginning of the bylaws to summarize the authority respectively of the Congregation, the Board, the Minister and the Executive Team in a single introductory section.

3.1 Congregation The active members of the Congregation, acting together in accordance with the procedures laid out in these bylaws, are the ultimate authority of the organization with the power to

- 3.1.1 Call or dismiss a Minister
- 3.1.2 Approve the annual Operating and Capital budgets and any expenditure not included in the Annual and Capital budgets that exceeds \$5,000.00
- 3.1.3 Buy or sell any interest in real estate
- 3.1.4 Mortgage, encumber or commit any asset owned by the Congregation or borrow any amount secured by a lien on the Congregation's property
- 3.1.5 Elect officers
- 3.1.6 Amend these bylaws
- 3.1.7 Change the Mission
- 3.1.8 Take any other action that is consistent with these bylaws and the Mission.

3.2 Board Acting on behalf of the Congregation, the Board sets goals and policies and monitors the execution of these goals and policies. The Board ensures that the Congregation is acting in concert with and toward the achievement of its Mission. It functions as the Congregation's visionary leaders, creating policies, establishing priorities and monitoring and evaluating programs and policies in

service to the Mission. The Board provides fiscal oversight.

3.3 Minister The Minister is the spiritual leader of the Congregation and its Executive Director. The Minister supervises the staff and provides for pastoral care. The Minister is responsible to the Board for implementing the Mission as well as the goals and policies adopted by the Board. The Minister is an ex officio member of the Board. The Minister selects, convenes and is a member of the Executive Team.

3.4 Executive Team The Executive Team manages the operations and business of the Congregation and achieves the Mission of the Congregation and goals of the Board by recruiting, leading and coordinating staff and volunteers. The Executive Team convenes and authorizes committees, task forces or individual volunteers necessary to implement its responsibilities and carry out the Mission.

When the term "Executive Team" is used in these bylaws, it includes any committee, task force or individual which has been authorized, appointed or convened by the Executive Team.

ARTICLE FOUR. CONGREGATIONAL MEETINGS

This is another section where we have left the basic rules and structure intact and avoided editing (tempting though this is!), generally only changing terms to be consistent with other parts of the bylaws and to reflect the growth in Congregation membership.

4.1 The annual business meeting of the Congregation shall be held in Montpelier during May at a time and place designated by the Board.

4.2 Special meetings of the Congregation may be called by the Board. Special meetings of the Congregation shall be called by the Board upon request of at least ten members of the Congregation. Notice of matters to be discussed shall be included in a Warning.

We have increased the minimum number of members who may call a special meeting from five to ten to reflect the growth of membership.

4.3 A quorum for a meeting consists of twenty-five percent of the active members, except that for any meeting to call a Minister, to request a resignation from a Minister, to dismiss a Minister or to sell, purchase or mortgage real property a quorum is thirty percent of active members. Each active member present who has been a

member for at least thirty days may vote. Written proxies are not recognized.

We recommend changing the definition of quorum from 25 members to 25% of members to reflect growth in membership. We added the requirement for a larger quorum to sell, purchase or mortgage property.

4.4 The Secretary shall give notice of all business meetings of the Congregation, whether annual or otherwise, in such public manner as the Board directs at least six days before the time of the meeting.

The entire seven-page section (Currently Article Four) on Standing Committees is eliminated. At the heart of our new system of governance is the concept that committees should be fluid and flexible, changing their purpose and focus as the needs of the Congregation evolve.

ARTICLE FIVE. OFFICERS

*We are recommending seven officers elected by the Congregation. These officers are consistent with Vermont corporation law and most church and non-profit organizations and in line with the recommendations from the Transition Issues Task Force. No longer included as **elected** officers are the Auditor, Moderator, Historian, **Treasurer** and Trustees. Conducting **a financial review** every three years will become a Board responsibility and thus no elected Auditor is necessary. Finding a parliamentarian for annual meetings will fall to the Board and thus no Moderator is necessary. The Trustee Fund was blended in with other monies and Trustees are no longer needed. The Historian will be selected by the Executive Team.*

5.1 Officers The **elected** officers of the Congregation are the President, Vice President, Secretary, **Financial Officer**, and three Board Members at Large. These seven officers constitute the Board.

5.1.1 President The President presides at annual or special meetings of the Congregation and chairs the Board. The President has the authority to execute legal documents and represent the Congregation on public occasions.

5.1.2 Vice President The Vice President assumes the duties of the President in the absence of the President.

5.1.3 Secretary The Secretary keeps a correct record of Board meetings and of annual and special meetings of the Congregation, gives notice of meetings thereof under the direction of the Board, carries on correspondence in the name of the Congregation, maintains a roster of active and inactive members and performs all other duties that are incident and usual to such office.

This is out of the existing bylaws, with the addition of the responsibility of maintaining the roster, except that the name is changed from "Clerk" to "Secretary."

5.1.4 Financial Officer The Financial Officer provides financial expertise and advice to the Board and the Congregation and sees that Board members are properly trained to carry out their financial oversight responsibilities. ~~The Treasurer presents the annual budget to the Congregation at the annual meeting.~~

Under policy governance, managing and investing the income and disbursements of the Congregation's funds is the responsibility of the Executive Team. Similarly, accepting, recording, investing and managing bequests and deciding whether to accept a bequest is the responsibility of the Executive Team.

5.1.5 Board Members at Large There are three Board Members at Large.

5.2 Limitations Only active members of the Congregation may be officers. Paid staff or contractors of the Congregation may not be officers.

This is new and not really related to Policy Governance, but it seems like a good idea.

5.3 Election and Term of Office Officers are elected to two-year terms by the Congregation at the annual meeting. Officers are elected to staggered terms so as to ensure some overlapping of terms for the purpose of continuity. An elected officer's term of office begins on the first day of July following election and ends on the last day of June two years later.

The term of office for all positions is three years in the current bylaws. The Transition Task Force recommended two-year terms, thinking it would be easier to recruit for a two-year commitment than a three-

year commitment.

5.4 Term Limits No officer will serve in the same position for more than three consecutive two-year terms.

This is new. It relates to policy governance in the sense that there are a small number of elected officers, and it is important that there be turnover and new blood in these positions.

5.5 Nominations By February 1 of each year, the Board determines which officer terms are expiring, and the Secretary notifies the Congregation. Any member who wishes to be a candidate for one of these offices notifies the Secretary by April 15. The Secretary posts the name and statement of interest of each candidate in a public location in the church building and includes the names of all candidates in the warning for the annual meeting. Additional candidates may be nominated from the floor at annual meeting.

A Nominating Committee may be formed to educate the Congregation about the role of the officers and to recruit candidates. However, this may not be needed, or it may be a function filled by the Leadership Development Committee. Therefore, we are not requiring the establishment of a Nominating Committee. Either the Board or the ET could form a Nominating Committee, or the Nominating Committee could be a joint Board-ET committee.

5.6 Vacancies The Board fills any **elected** officer vacancy until the next annual meeting.

ARTICLE SIX. BOARD

6.1 Duties of the Board The duties of the Board are to

6.1.1 Establish annual and long-term goals for the Congregation and monitor and evaluate progress toward the achievement of those goals. The Board reports the results of monitoring to the Congregation at least annually.

6.1.2 Adopt written policies providing for limitations on the Executive Team and monitor implementation of the policies.

6.1.3 Upon recommendation of the Executive Team, hire and dismiss employees, other than the Minister, and approve the initial compensation and benefits for new employees.

6.1.4 Adopt such policies and appoint such committees and/or task forces as it may consider necessary to accomplish its goals and responsibilities.

6.1.5. Evaluate the **performance of the** Minister annually. The Board makes recommendations regarding the Minister's compensation and benefits and includes these in the annual budget. Recommend dismissal of the Minister to the Congregation if conditions warrant such action.

6.1.6. Review the financial condition of the Congregation at least quarterly, and submit an annual Operating and Capital Budget to the Congregation at the annual meeting.

6.1.7. Ensure there is a financial review of **all** congregational **policies, practice and** accounts by an outside auditor at least every three years.

6.1.8 Perform any other responsibilities described in these bylaws.

6.2 Rules The Board shall adopt rules governing its operations and make the rules available to the Congregation. The rules shall provide that a quorum of the Board consists of five members and that no decision of the Board is final without the agreement of at least four Board members.

Examples of rules the Board will adopt include how minutes will be maintained and distributed, how the Board will give notice of its meetings and agenda, how the Congregation will be notified of actions of the Board and how many times an officer may be absent without forfeiting his or her seat.

6.3 Meetings of the Board are open to any member of the Congregation except when the Board is considering a personnel matter or provides good cause to the Congregation for meeting in Executive Session. **Minutes of the Board are made available to the Congregation.**

ARTICLE SEVEN. MINISTER

Some of the provisions of this article are the same as the present bylaws. This section adds the Minister's responsibilities as convener of the Executive Team and for supervising staff. It also adds the guarantee of freedom of speech and of the pulpit for the Minister, which has been implied but not explicit in our bylaws. It also adds provisions for a pulpit vacancy.

7.1 The Minister is the religious and spiritual leader of the Congregation. The Minister has freedom of the pulpit and freedom to express his or her opinion outside the pulpit. The Minister convenes and selects the Executive Team and, as a member of the Executive Team, is responsible to the Board for implementing the Mission, the annual and long-term goals and the policies adopted by the Board.

7.2 The Minister supervises the staff of the Congregation.

7.3 The length of service of the Minister shall be indefinite, except for an Interim Minister. The Minister shall give at least three month's notice of resignation unless a shorter period is agreed upon with the Board.

7.4 At a meeting warned for that purpose, the Congregation may request the resignation of the Minister or dismiss the Minister. If the Minister fails to resign within two weeks of the time resignation was requested, the Minister may be dismissed by action taken at a meeting of the members warned for that purpose.

7.5 As soon as the Board learns that the position of Minister is or will become vacant, the Board defines and initiates the process of searching for a new Minister or an Interim Minister taking into account the recommendations of the Unitarian Universalist Association. In the absence of a called or Interim Minister, the Board may hire or appoint a member of the Congregation to exercise temporarily the executive responsibilities of the Minister.

ARTICLE EIGHT. EXECUTIVE TEAM

This is completely new.

8.1 The Executive Team is responsible for managing the day-to-day activities of the Congregation to achieve the Mission and for implementing the policies and goals adopted by the Board. In doing

so, the Executive Team is empowered to take whatever action it deems prudent, except for those actions specifically prohibited by these bylaws or by the Board's policies.

8.2 **The Executive Team selects and appoints the Treasurer.** In addition, the Executive Team convenes and authorizes any committees, task forces or individual volunteers necessary to implement its responsibilities and carry out the Mission.

8.3 The Executive Team assures that adequate records are maintained of all income and disbursements and assures that any taxes and other financial obligations are paid on time.

8.4 The Executive Team approves and disburses expenditures from Congregation funds as authorized by the annual Operating and Capital Budgets. The Executive Team makes adjustments to the budget in the course of the year to reflect changing needs and income. Congregational approval is required for any expenditure exceeding \$5,000 that has not been approved as part of the annual Operating or Capital Budget as described in Section 9.2.

8.5 Annually, the Executive Team makes recommendations to the Board for the annual Operating and Capital Budget.

ARTICLE NINE. FUNDS AND ANNUAL BUDGET

This is a simplified version of the sections of the current bylaws (Article 9) that define various funds. We have eliminated the Trustees Fund, which no longer exists as a separate fund, and the enumeration of the smaller funds such as the Flower Fund.

9.1 Funds The Executive Team shall maintain and separately account for the following funds:

9.1.1 The **General Fund** is used to support the ongoing operations of the Congregation including staff compensation, administrative costs, program and committee expenses, routine maintenance of the building and grounds, organizational dues and other annual operating expenditures. The Executive Team makes expenditures from the General Fund as authorized by the annual budget.

This language eliminates the requirement that the Congregation or the Executive Committee approve expenditures in excess of \$5,000, even when they are included in the annual budget. The

inclusion of any expenditure in the annual Operating or Capital budget constitutes approval of the expenditure. A major deviation from the annual budget requires Congregational approval (see Section 8.4).

9.1.2 The **Capital Fund** is used to maintain, repair and improve the building and grounds and for major pieces of equipment. Approved capital projects not completed and paid for in one budget year may be paid in a subsequent budget year without new Congregational approval.

This removes the limitation upon using the Capital Fund for routine maintenance. The requirement for separate approval for projects of \$5,000 or more is removed as well as the specific authority to the Chair of the Property Committee to make expenditures. This can be handled in the wording of the annual budget for the Capital Fund if the Congregation so chooses.

9.1.3 The **Long-Term Invested Fund** is made up of invested funds managed by a professional investment manager. **Investments will be consistent with and will further the Mission.** Donors may designate gifts of cash or securities to go to the Long-Term Invested Fund. Any withdrawals from the Long-Term Invested Fund are subject to approval of the Congregation. No amount greater than five percent of the fund balance on the preceding January 1 may be withdrawn from the Long-Term Invested Fund unless approval is given by two-thirds of the active members present at a special or annual Congregational meeting.

We changed the name from "Unrestricted Investing Fund" to "Long-Term Invested Fund" to match what our ears tell us most people say when referring to this fund. We retain the requirement for a supermajority to approve withdrawals in excess of 5% of the Fund.

9.1.4 **Other funds.** The Executive Team may create, merge or abolish any other fund so long as its action is consistent with the Mission.

9.2 Budget Format and Adoption Each year at the annual meeting the Congregation shall adopt budgets for the General Fund (referred to as the "Operating Budget") and for the Capital Fund (referred to as the "Capital Budget") including a projected opening and closing balance for each and the source of funds for each. At the time

that the budgets are presented, the Congregation shall be advised of the balances of all other funds. The budgets shall show expected transfers among the funds.

ARTICLE TEN. FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

No change from current language.

ARTICLE ELEVEN. DISSOLUTION

11.1 This Congregation may be dissolved only by the consent of at least three-fourths of the active members present at a special meeting called especially for this purpose. The quorum for such a meeting shall be 50 per cent of the active membership.

11.2 Upon dissolution, any net assets of the Congregation shall be transferred to the Unitarian Universalist Association or its successor organization.

We added this because we learned from the UUA handbook that they require this to be in the bylaws.

ARTICLE TWELVE. AMENDMENT OF BYLAWS

No change from current language except that the term "Clerk" is changed to "Secretary," and the word "Church" is changed to "Congregation."

12.1 Any active member may propose an amendment to these bylaws by submitting the text to the Secretary. A proposal received by the Secretary ten days or more before an annual or special meeting shall be included in the notice and warning for that meeting.

12.2 These bylaws may be amended at any business meeting of the Congregation by a two-thirds vote of those active members present and voting, provided that the notice of the meeting included a warning that bylaw amendments would be considered and that the text of the proposal became available at least six days before the meeting.

