

# Bylaws of the Unitarian Universalists of Central Delaware

## **Article I: The Purpose of the Congregation**

The purpose of this congregation is to foster liberal religious living through worship, study, service, and fellowship.

## **Article II: Name and Affiliation**

The name of this congregation is the Unitarian Universalists of Central Delaware (UUCD). This congregation shall be a member of the Unitarian Universalist Association and of the Central East Region or their successors.

## **Article III: Nondiscrimination**

This congregation affirms and promotes the full participation of all persons in all our activities and endeavors including membership, programming, hiring practices, and the calling of religious professionals, without regard to race, ethnic background, color, gender, gender expression, age, physical or mental challenge, affectional or sexual orientation, educational background, religious background, or income.

## **Article IV: Membership**

### **Section 1: Membership**

Any person at least eighteen (18) years of age may become a member of this congregation who is in sympathy with its purpose and program, signs the membership book, and makes a pledge or financial contribution of record. All members should have an understanding of Unitarian Universalism.

### **Section 2: Expectations of Members**

Members are expected to participate actively in the congregation's activities and to make a financial contribution of record to the congregation each fiscal year. The financial support should represent an amount judged by the member to be a fair share of the congregation's needs, in light of the member's income and means.

### **Section 3: Eligibility to Vote**

Only those who have been members for at least thirty (30) days may vote.

### **Section 4: Removal of Members**

A member's name shall be removed from the Membership Roll in case of: (1) the member's death; (2) written request by the member; (3) a period of inactivity over one year, pending review by the Board of Trustees; or (4) removal by a two-thirds (2/3) vote of the Board for actions that threaten the well-being of the congregation.

## **Article V: Congregational Organization**

### **Section 1: Authority of Congregation**

All authority, unless otherwise specifically delegated in these bylaws, shall reside with the congregation's membership, when duly gathered, in accordance with these bylaws. The following powers may not be delegated, but may only be exercised by the congregation: (1) the employment or release of the called minister and the amount of the minister's annual salary and benefits; (2) the location of any congregation buildings and grounds and their purchase or sale; (3) the requirements of membership; (4) approval of the annual budget for the operating fund; (5) ratification or amendment of the bylaws.

## **Section 2: Board of Trustees**

- a) A Board of Trustees shall administer and manage the business of the congregation.
- b) The Board shall be comprised of seven (7) members, these being the four (4) Officers of the congregation (President, Vice President, Secretary and Treasurer), and three (3) additional Trustees. The minister shall be an ex officio member of the Board of Trustees and of such committees as the Board shall designate.
- c) All Trustees shall be voting members of the congregation. Trustees shall serve terms of two (2) years on a staggered basis with at least two (2) Trustees being elected each year at the Annual Meeting.
- d) Terms for Trustees shall begin at the start of the fiscal year following the Annual Meeting.
- e) No Trustee shall serve more than three (3) consecutive two (2) year terms.
- f) Meetings of the Board of Trustees shall be held at a location and on dates and times determined by the Board. Meeting locations, dates, and times shall be posted at least fourteen (14) days in advance.
- g) The quorum for Board meetings shall be a majority of the Board of Trustees, at least two (2) of whom shall be Officers.
- h) Any action by the Board of Trustees shall be decided upon by a majority of the votes cast by Trustees present at the meeting unless otherwise increased in Board of Trustee policies. The Board of Trustees may also take official action outside of a meeting through the written approval (including, without limitation, approval by e-mail) of a majority of all Trustees. In such cases, the e-mail correspondence and vote will be incorporated into the addendum to the last meeting's minutes. Congregational Members will be notified by email of pending email votes conducted by the Board as soon as possible.
- i) Board meetings shall be open to all members of the congregation, however, only Trustees may make motions or vote at Board meetings.
- j) Complete and accurate typed minutes shall be kept of any and all meetings of the Board. All recorded minutes shall be formally approved by the Board and shall be made available to the congregational membership.
- k) Any Trustee may resign by giving notice in writing to all Trustees. Any Trustee may be removed, with or without cause, by action of two-thirds (2/3) of the Trustees or by vote of two-thirds (2/3) of the voting members present at the annual meeting or at a special congregational meeting. Three (3) unexcused absences during one (1) year by a member of the Board of Trustees shall be considered as a resignation.
- l) Any vacancy occurring in the Board of Trustees shall be filled by a majority vote of the Board after consultation with the Leadership Development Committee. Any Trustee chosen to fill a vacancy shall serve until the end of the fiscal year. At the next Annual Meeting a person shall be elected to fill the unexpired term, if any, of the person being replaced. If two (2) 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.
- m) The Board may appoint 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 approved by the Board.

### **Section 3: Officers**

- a) 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 be ex officio member of all committees without the right to vote.
- b) 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. In addition, the Vice President shall perform such functions and duties as may be specified by the Board.
- c) The Secretary shall be the official secretary of the board, shall see that proper records are maintained and that proceedings of the Board are regularly reported to the congregation, and shall perform such other duties as may be specified by the Board. All records of the Secretary shall be the property of the congregation. The Secretary shall be responsible for notifying the membership of all congregational and Board meetings.
- d) The Treasurer shall have custody of all money belonging to the congregation; keep careful, accurate, and timely records of income, receipts, and expenditures of the congregation; pay the bills and charges that are in the approved budget or are approved by the Board; report to the Board at its meetings and to the membership at the annual meeting; and perform such other functions as assigned by the Board. The Treasurer shall maintain a complete accounting of the financial records of the congregation which shall remain the property of the congregation and which shall be open for inspection by any member. In the absence of the Treasurer, the President will assume the Treasurer's duties.

### **Section 4: Committees**

- a) There should be a Committee on Ministry (CoM) whose function shall be to recognize and nurture the needs of the minister, monitor the health of the overall ministry of the church, and to maintain a channel of communication between the minister and the congregation. The Committee on Ministry shall consist of three (3) members with at least one (1) member selected by the minister and the other(s) appointed by the Board. Members shall serve for two (2) years and may serve for no more than two (2) consecutive terms. The terms of office shall be staggered, with two (2) members being appointed in one year and one (1) member appointed in the alternate year. If a CoM cannot be formed, the Board of Trustees shall take on this function.
- b) There shall be a Leadership Development Committee.
  - 1) The Leadership Development Committee shall be a standing committee with the on-going purpose of identifying, developing, and supporting leadership potential within the congregation.
  - 2) The Leadership Development Committee shall consist of at least three (3) Members of the Congregation elected by the Congregation at the Annual Meeting. The term of office shall be two years. The terms of office shall be staggered, with two (2) members being elected in one year and one (1) or two (2) members elected in the alternate year. No officer of the Board shall serve on the Leadership Development Committee. No member of the committee shall serve for more than two (2) consecutive terms.
  - 3) The Leadership Development Committee shall propose candidates to be voted on at the succeeding Annual Meeting, for: (a). officers and members of the Board of Trustees to replace those whose terms are expiring; (b). members of the Leadership Development Committees when their terms expire.
  - 4) Written notice of the slate of candidates shall be provided to the membership in the call to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

- 5). In considering candidates, the Leadership Development Committee shall consider first the skills necessary for each position and secondarily the need to develop leaders within the Congregation.
  - 6). The Leadership Development Committee may also consult with the Board of Trustees in filling non-elected vacancies as necessary for the congregational organization.
  - 7). Any vacancy occurring in the Leadership Development Committee shall be filled by a majority vote of the Board. Any committee member chosen to fill a vacancy shall serve until the end of the fiscal year.
- c) As per Article V, section 2, m), The Board may appoint 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.

**Section 5: Representation**

The President, or any other member of the congregation who is specifically authorized by the congregation or by the Board of Trustees, may represent the entire congregation in any public or private meeting. The Social and Environmental Justice Committee may, with general notice to the congregation or with approval of the Board, act or speak on a social action issue that has not been addressed by the congregation provided the action is consistent with Unitarian Universalist principles. Such speech or action will represent the views of the committee, and not necessarily the entire congregation.

**Section 6: Public Statements in the Name of the Congregation**

Public statements in the name of the congregation on social or other public issues will be made only after a vote of the congregation, and must include the vote of individuals within the congregation for and against. This does not limit the right of individuals or groups within the congregation to make statements in their own name.

**Article VI: Congregational Meetings**

**Section 1: Annual Meeting**

The annual congregational meeting shall be held in the final quarter of each fiscal year, at such time and place as determined by the Board of Trustees. The purpose of the Annual Meeting shall be to elect Officers and Trustees, elect members of the Leadership Development Committee, elect delegates to the Unitarian Universalist Association General Assembly, adopt the budget for the following fiscal year and receive Officer, minister and committee reports, and other business requiring a congregational vote.

**Section 2: Special Congregational Meetings**

Special congregational meetings may be called by the Board of Trustees or by the receipt of a written petition requesting such a meeting signed by at least fifteen percent (15%) of all voting members. A call for a special congregational meeting, either by the Board or by petition, shall state the purpose of the meeting. No other business may be transacted at such a meeting.

**Section 3: Notice**

All members shall be mailed or hand-delivered notices and agendas of annual and special congregational meetings at least twelve (12) days prior to the meeting.

**Section 4: Quorum**

Thirty (30) percent of the membership shall constitute a quorum. Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the

loss of a quorum at the meeting provided that any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute said quorum.

**Section 5: Voting**

A simple majority of those votes cast shall be sufficient to either approve or disapprove matters submitted for determination by vote, except for those votes taken relating to the selection of a called minister.

**Section 6: Absentees**

Absentee ballots shall be on such form as may be stipulated by the Board and shall be processed for consideration in such manner as may be prescribed by the Board. If the Board decides absentee ballots are not to be allowed for a given meeting, such decision must be included in the notice of meeting.

**Section 7: Rules of Procedure**

*Robert's Rules of Order* shall govern Board and congregational meetings, unless otherwise specified in Board policies and procedures. The Board may appoint a parliamentarian and such other persons as may be necessary to assist at each congregational or Board meeting. Any voting member of the congregation, including members of the Board, may serve as parliamentarian.

**Section 8: Open Records**

All records of the congregation other than those of a personal nature shall be made available for inspection by any member during reasonable office hours.

**Article VII: Professional Ministry**

**Section 1: Minister**

The minister is the spiritual leader of the congregation and is responsible for the conduct of worship and the congregation's spiritual interests and affairs. The minister shall have freedom of the pulpit. The minister shall attend committee meetings as needed to support the congregation.

**Section 2: Fellowship**

The Minister shall be in fellowship with the Unitarian Universalist Association, or be an applicant for such accreditation.

**Section 3: Hiring a Minister (non-called: consulting or contract position)**

The congregation shall follow the guidelines of the Unitarian Universalist Association and the Central East Region in the search process for hiring a minister.

**Section 4: Calling a Minister**

A Ministerial Search Committee shall be elected by the congregation when necessary. Rules and procedures concerning the committee's composition and operation shall be approved by the congregation at a meeting with election of the Ministerial Search Committee in its call, with the only restriction being that employees of the congregation shall not serve on the committee.

**Section 5: Plurality of Call**

Election of a new called minister shall be at a congregational meeting called for that purpose. Election shall be by ninety (90%) vote of those voting members present and voting.

**Section 6: Resignation or Dismissal of a Minister**

Relations between minister(s) and the congregation may cease by mutual agreement, or by the terms

of the contract, by either party, unless a shorter period is mutually agreed upon by the Board of Trustees and the Minister. In the case of a minister called by the congregation, the Board of Trustees shall not give such notice without prior approval by a majority of the members of the congregation present and voting at a special congregational meeting.

## **Article VIII: Finance and Property**

### **Section 1: Fiscal Year**

The fiscal year of this congregation shall begin on July 1<sup>st</sup> of each year and end on June 30<sup>th</sup> of the following year.

### **Section 2: Budget Process**

At each annual business meeting, the Board of Trustees shall submit an operating budget for the coming fiscal year. The budgeted expenses shall not exceed the anticipated income and reserves. Once a budget is approved, the Board may authorize and expend the funds as budgeted. Each Committee is responsible for maintaining their budgeted total amount, although specific categories within their line item may be reallocated. The Board may make short-term loans to the General Fund up to the total of thirty percent (30%) of the restricted funds.

### **Section 3: Financial Indebtedness**

The corporation shall not become indebted unless the obligation is approved by two-thirds (2/3) vote of the voting members present at a duly called congregational meeting.

### **Section 4: Congregation Funds**

All funds and property received by or coming into the custody of the congregation belong to and are trust funds and the property of the Unitarian Universalists of Central Delaware, to be held and expended only for the purposes authorized.

### **Section 5: Financial Review**

At the end of each fiscal year, the Board shall arrange for an examination of financial operations of the books of account and shall take appropriate action. The examination of financial operations shall be available for congregation members' inspection.

### **Section 6: Execution of Instruments**

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

### **Section 7: Indemnification**

A duly elected or appointed Officer, Trustee, employee, or agent of the congregation 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: (1) any breach of duty or loyalty to the congregation or its members, or (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law. The congregation shall indemnify any person and his/her estate and personal representative against all liability and expense incurred by reason of the person being or having been duly elected or appointed as an Officer, Trustee, employee or agent of the congregation.

### **Section 8: Real Property**

Any real estate of the congregation shall not be purchased, sold, conveyed, encumbered, or made subjected to any lien; and no congregation building shall be erected by this corporation unless such purchase, sale, conveyance, encumbrance, or building shall be first authorized by a vote of two-thirds (2/3) of the Board of Trustees, and two-thirds (2/3) of the voting members in attendance at a meeting of the corporation; each body acting separately, at an annual meeting of either, or at a special

congregational meeting of either duly called for that purpose, which purpose shall be plainly stated in the call. Any other real estate purchased, sold, conveyed, encumbered, or made subjected to any lien must be authorized by a majority vote of the Board of Trustees.

**Section 9: Bonding**

The President and Treasurer and other authorized signatories shall be bonded at the expense of the congregation in an amount determined by the Board.

**Section 10: Protection of Non-Profit Status**

Neither the congregation, nor the Board, nor any Officer or employee of the congregation shall take any action or allow any activity or use of congregation property which shall endanger the non-profit corporate status or charitable, tax-exempt status of the congregation or its property. Nothing in these bylaws shall be construed to allow a violation of this section.

**Section 11: Dissolution Clause**

Any action to dissolve the congregation must be approved by a two-thirds (2/3) vote of eligible voting members of the congregation present at a meeting called to specifically consider such action, for which meeting written notice has been issued to all members eligible to vote in accordance with the provisions of these bylaws. Should the congregation cease to function and the membership vote to disband, any assets of the congregation shall be transferred to the Unitarian Universalist Association for its general purposes. The Board of Trustees shall make such transfer in full compliance with whatever laws are applicable.

**Article IX: Bylaws**

**Section 1: Initial Adoption**

The initial adoption of these bylaws shall be by majority vote of those persons, age eighteen (18) or older, attending a meeting called and held for such purpose, without regard to any voting qualifications or requirements provided for in these bylaws.

**Section 2: Amendments**

These bylaws, so far as allowed by law, may be amended at any annual or special meeting of the congregation by a vote of two-thirds (2/3) of the voting members present at the meeting. Amendments to these bylaws may be proposed by the Board or by petition to the Board of at least fifteen percent (15%) of the voting members. Notice of the meeting, stating the purpose including the proposed amendment, shall be given as provided in these bylaws.

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END.

## **Bylaws Modification Log (first Bylaws adopted January 25, 2009)**

*The following changes have been made to these bylaws, by approval of the Members of UUCD.*

- June 6, 2010
  - Article V, Section 2 – Reduced size of the Board of Trustees from 9 to 7 with four officers and three additional Trustees; quorum for Board meetings changed from 6 members to 5 members; added “the Board may approve the election of a chairperson by Committee members”
  - Article V, Section 4 (a) – Reduced size of the Nominating Committee from 5 to 3
  
- June 12, 2011
  - Article V, Section 2 (h) – Added language to allow for Board of Trustees to have e-mail votes with notification to Members by e-mail of pending email votes conducted by the Board
  - Article VII, Section 6 – Removed specific timeframe for ceasing relations between minister(s) and the congregation; it will be by mutual agreement, or by the terms of the contract, unless a shorter period is mutually agreed upon
  
- June 10, 2012
  - Article VII, Section 1 – Removed restriction of minister attending meetings of the Nominating Committee
  
- June 9, 2013
  - Article V, Section 2 (b) – Size of Board of Trustees changed from 7 members to 6 members; 4 Officers and 2 additional trustees
  - Article V, Section 2 (c) – Changed last sentence to “at least two Trustees being elected each year at the Annual Meeting” rather than three
  - Article V, Section 2 (g) – Quorum for Board meetings changed from 5 members to “a majority”
  - Article V, Section 2 (l) – Changed timing of holding a congregational meeting to fill Board of Trustees vacancies if two or more exist at any one time from 30 days to 60 days
  
- November 8, 2015
  - Article IV, Section 1 – Changed “contribution of record” to “financial contribution of record”
  - Article V, Section 2 (m) – Changed last sentence to “All committee chairpersons shall be approved by the Board.”
  - Article V, Section 4 – Section name changed from Nominating Committee to Committees; functions of Committee on Ministry described; Nominating Committee changed to Leadership Development Committee and functions of the Leadership Development Committee described
  - Article VII, Section 7 – Committee on Ministry moved to Article V, Section 4
  - Article VIII, Section 2 – Changed language to indicate that each committee is responsible for maintaining their budgeted total amount although specific categories within their line items may be reallocated
  - Article VIII, Section 5 – Section name changed from Financial Audit to Financial Review; within this section “audit” is replaced with “examination of financial operations”



- June 5, 2016
  - Article V, Section 2 (b) – Changed size of Board of Trustees from “six (6)” to “seven (7)” and changed the number of additional Trustees from “two (2)” to “three (3)”
  - Article V, Section 2 (c) – Changed term of Trustees from “three (3)” to “two (2)”
  - Article V, Section 2 (e) – Changed term limits of Trustees from “No Trustee shall serve more than two (2) consecutive three (3) year terms” to “No Trustee shall serve more than three (3) consecutive two (2) year terms.”
  
- June 11, 2023
  - Article II – Changed name from “Joseph Priestley District” to “Central East Region”
  - Article V, Section 2 – Deleted “of each Board meeting”
  - Article V, Section 3 – Changed “chairman” to “Chair”
  - Article V, Section 4 (a) – Changed term and term limits for Committee on Ministry from a one-year term to a two-year term and limit of two consecutive two-year terms. Changed “selected” to “appointed” and changed “reappointed” to “serve.”
  - Article V, Section 5 – Changed “Social Action Committee” to “Social and Environmental Justice Committee”
  - Article VI, Section 3 – Changed “mailed” to “mailed or hand-delivered” and changed “fourteen (14)” to “twelve (12)”
  - Article VII, Section 3 – Changed name from “Joseph Priestley District” to “Central East Region”

END.