

## **PROPOSED REVISIONS**

ON DECEMBER 19, 2011, THE BOARD OF TRUSTEES APPROVED THE FOLLOWING CHANGES TO THE BYLAWS. IT IS NOW MOVED THAT THE CONGREGATIONAL MEMBERSHIP GIVE FINAL APPROVAL OF THESE CHANGES AT THE CONGREGATIONAL MEETING ON JANUARY 29<sup>TH</sup>, 2012, PER ARTICLE XVII.

# **Thomas Jefferson Memorial Church- Unitarian Universalist**

# **BYLAWS**

NOTE:

Proposed deletions are noted by use of a ~~strikethrough~~.

Proposed additions are noted by use of *italic and underline*.

To be voted on January 29, 2012

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Thomas Jefferson Memorial Church – Unitarian Universalist Bylaws

ARTICLE I - Name, Mission, Participation and Denominational Affiliation

I.1 - Name. The name of this religious organization is Thomas Jefferson Memorial Church - Unitarian Universalist (hereinafter referred to as “Church”).

I.2 - Mission. Thomas Jefferson Memorial Church - Unitarian Universalist is a church of the liberal tradition rooted in the heritage of Unitarian Universalism and dedicated to the belief that in every individual there are extraordinary possibilities.

WE ARE committed to the individual and collective pursuit of spiritual growth, social justice, and life-long religious education and understanding.

WE FOSTER an open and free community in which we share our gifts, care for one another, and honor our differences.

WE SEEK to have a lasting influence on local, national and global programs that promote equity and end oppression.

I.3 Inclusivity and Nondiscrimination. This Church is intentionally nondiscriminatory. Therefore, in its activities and practices, this Church welcomes and promotes the full participation of all persons of whatever race, ethnicity, creed, gender, ability and/or disability, affectional or sexual orientation, gender identification, age (except as limited by legal membership rules), economic status, or origin.

I.4 - Self-Government. The Church is a self-governing body whose final authority is vested in the members of the congregation acting through a congregational meeting.

I.5 - Affiliations. This Church belongs to and supports the Unitarian Universalist Association and . the ~~Thomas Jefferson~~ Southeast District of the Unitarian Universalist Association.

ARTICLE II - Membership

II.1 - Member. Any person who supports the purposes of the Church and recognizes and understands the need of the Church for support through financial contributions and active participation shall become a member upon signing the Membership Book in the presence of a Minister, an officer of the Church, or the Chair or Assistant Chair of the Membership Committee.

II.2 -Voting. Any member may vote if present at any meeting of the congregation held at least thirty (30) days after he/she has signed the Membership Book.

II.3 - Withdrawal and Reinstatement. A member may withdraw from active membership by submitting a written request to the Church. A member who has withdrawn may be reinstated by making a written request to the Church..

ARTICLE III - Church Years

III.1 - Administrative Year. The administrative year shall be July 1 through June 30.

III.2 - Fiscal Year. The fiscal year shall be July 1 through June 30.

III.3 – Personnel/Staffing Year. The employment year shall be July 1 through June 30.

ARTICLE IV - Congregational Meetings

IV.1- Required Meetings. There shall be one congregational business meeting each year held in late spring to adopt a budget , and elect officers, trustees-at-large, and congregationally elected committee members .

IV.2 - Special Meetings. Special meetings may be called by the Board or shall be called by the President upon petition to the Secretary of 10% of the members as last reported to the Board. The petition must state the purpose of the meeting.

IV.3 - Call and Notice. At least ten (10) days prior to any meeting, written notice (electronic or U.S. Postal Service) must be sent to members, either by letter or by publication in the Church Bulletin. In addition, notice of a meeting must be announced from the pulpit on the Sunday preceding the meeting. Such notices shall state the time, place, date, and business of the meeting. Only the stated business may be transacted during the meeting unless an addition to the agenda is unanimously approved by the voting members present.

IV.4 - Quorum. Ten percent (10%) of the membership as last reported to the Board of Trustees shall constitute a quorum. Business may not be transacted without a quorum. Only members may vote.

IV.5 - Procedures. Procedures shall be governed by Robert's Rules of Order, the latest revised edition, in all cases not covered by the bylaws. A vote shall be by secret ballot if five (5) members request it.

#### ARTICLE V - Board of Trustees

V.1- Authority of the Board of Trustees. The Board of Trustees (hereinafter referred to as “the Board”) shall administer Church policy in conformity with the bylaws. It shall have general charge of Church property, and authority to conduct the Church's business and manage its financial affairs.

V.2 - Policy Manual. The Board shall adopt and maintain a Policy Manual which states the important policies and procedures of the Church as approved by the Board.

V.3 - Specific Duties. In fulfilling the mission of the Church, the Board shall perform the following duties: solicit financial support for the Church; submit an annual budget to members for approval; administer the approved budget; maintain and support a strong Religious Education Program; be responsible for appointment of, administration of, contracts for, and dismissal of staff members other than a Minister; establish ~~standing and~~ ad hoc committees and special task forces, approve the duties of these committees and task forces; appoint persons as delegates to the General Assembly of the Unitarian Universalist Association and other denominational and community bodies; and perform such other duties as may arise under its authority. The Board shall assure that the accounts and funds administered by the Church or any of its agencies are subjected to review at least annually, either by the Finance Committee or as the Board shall otherwise direct.

V.4 - Composition. The members of the Board of Trustees shall consist of the officers of the Church (President, President-Elect, Vice President, Secretary, and Treasurer), six (6) at-large trustees, and the immediate Past President. All members of the Board shall be Church members. The Minister(s) and the Director of Religious Education shall serve as ex officio, non-voting members.

V.5 - Election. Church members shall elect the Board at the annual business congregational meeting. Board members shall assume their duties on July 1 immediately following election.

V.6 - Terms of Office. Each year the congregation will elect a President-Elect who will serve three years on the Board: the first year as President-Elect, the second year as President and the third as Past President. The Vice-President, Secretary, and Treasurer shall each be elected for a two (2) - year term. The President and President-Elect shall not serve consecutive full terms in this office. The Vice President, Secretary and Treasurer shall not serve for more than two (2) consecutive full terms in the same office. The Vice President shall be elected in odd numbered years, the Secretary and Treasurer in even numbered years. Two (2) trustees-at-large shall be elected each year for three (3) -year terms and shall not serve consecutive full terms in the same office. More than half of an unexpired term shall be considered a full term.

V.7 - Vacancies. A vacancy in any Board position, except that of President, shall be filled by the Board in consultation with the Leadership Development Committee. The Board may, at its discretion, declare any position vacant when the member has missed three consecutive meetings. The term of such appointments shall be effective immediately. At the next congregational meeting, there shall be a special election to fill the vacancy for the remainder of the term. A vacancy in the office of the President shall be filled by the President-Elect.

V.8 - Meetings. The Board shall meet 11 times per year in open session. A quorum shall consist of a majority of the voting Board members. Board meetings are public except during closed sessions. Closed sessions may be held to address personnel matters or upon the agreement of three quarters (3/4) of the Board members present and voting. Ex-officio members, at the discretion of the Board, may be excluded from closed sessions. The Board shall provide a time for public comment near the beginning of each regularly-scheduled meeting. Visitors shall have no vote, but may speak if recognized by the chair.

#### ARTICLE VI - Church Officers

VI.1 - President. The President shall serve as a voting member both on the Executive Committee and on the Board of Trustees. With the Executive Committee, the President shall ensure that the Board fulfills its obligations. The President shall serve as Chair of the Congregational meetings, the Board meetings, and the Executive Committee meetings. The President shall collaborate as an equal partner with the Minister(s) in the direction of TJMC-UU and in carrying out the vision and policies of the congregation. At the conclusion of the term as President, the President will assume the role of Past President..

VI.2 - President-Elect. The President-Elect shall serve as a voting member both on the Executive Committee and on the Board of Trustees, assist the President as requested, and be the communications officer for the Board.. At the completion of the year as President-Elect, the President-Elect will assume the Presidency. The President-Elect shall act in place of the President if the President is unable to perform the duties of that office.

VI.3 - Vice President. The Vice President shall serve as a voting member both on the Executive Committee and on the Board of Trustees . The Vice President shall convene meetings of the Chairs of the Church Councils as need arises and report to the Board on the activities and recommendations of the Councils.

VI.4 - Treasurer. The Treasurer is a voting member of the Finance Committee, the Board of Trustees, and the Executive Committee. The Treasurer shall receive and keep safely all money and other fiscal assets of the Church, shall disburse them under the direction of the Board, and shall keep a complete record of the Church finances.. The Treasurer shall provide a current financial statement at each Board and congregational meeting.

VI.5 - Secretary. The Secretary shall serve as a voting member both on the Board of Trustees and on the Executive Committee. The Secretary shall keep and preserve an accurate record of the Board, Executive Committee and Congregational meetings; shall ensure that current copies of the bylaws and the Policy Manual are maintained; notify members of congregational meetings; and perform other secretarial duties as requested by the President or the Board, including the dissemination and publication of Board Minutes.

VI.6 – Past-President. The immediate Past-President shall serve as a voting member of the Board of Trustees and on the Executive Committee. The Past-President shall support the work of the President and the Board. The Past-President shall serve as a voting member of the Leadership Development Committee.

#### ARTICLE VII - Executive Committee

VII.1 - Composition. The Executive Committee shall be composed of the Officers of the Church ~~and the immediate Past President~~. The Minister(s) shall serve as ex officio non-voting member(s).

VII.2 - Duties. The Executive Committee shall be responsible for preparing the agenda for the Board meetings and presenting recommendations for action requiring Board approval.

VII.3 - Meetings. Three voting members of the Executive Committee shall constitute a quorum.

#### ARTICLE VIII. - Church Councils

VIII.1 - General Duties. Church Councils are charged by the Board with managing and coordinating those activities within the Church appropriate for each Council.

VIII.2 – Responsibilities. Each Council shall meet *physically or electronically* at least three times a year. Each Council shall manage/approve all budgeted expenditures assigned to its various committees and groups. Councils shall recommend needed policy and bylaw changes to the Board of Trustees.

VIII.3 – Council Chairs – Each Council shall find and elect its own chair. The Chair of each Council shall attend meetings of the Council Chairs when called by the Vice President.

VIII.4 – Membership. The board of Trustees shall be responsible for the creation and/or dissolution of each council. The Board shall approve committee and group assignments to the councils.

#### ARTICLE IX. – Church Committees and Groups

IX.1 – Definition. The term "committee," as used in these bylaws, shall refer to three or more *church* members charged by the Councils, Board, or Congregation to implement and recommend relevant policies in fulfilling the mission of the Church. The term “group” shall refer to persons organized to implement social, worship, service, education, or enrichment programs and initiatives or to enhance the congregational community life. Church membership is not required for participation in or leadership of a group.

IX. 2. Affiliation. ~~Standing~~ Committees and Groups will be affiliated with and approved by an appropriate Council and shall report to the Board through the Council structure.

IX. 3. Ad Hoc Committees and Task Forces. The Board may, at its discretion, appoint temporary committees (ad hoc) and/or Task Forces, whose charges will be established by the Board.

IX. 4. Congregationally –Elected Committees

##### IX.4.1. Endowment Committee

~~IX. 4.1.1. – Purpose. The Thomas Jefferson Memorial Church – Unitarian Universalist shall have a separate Endowment Fund(s). The purpose of the Endowment Fund(s) is to safeguard principal and generate earnings and growth of funds to be available for very special projects that cannot be supported from the annual church budget. Each year up to five percent (5%) of the general Endowment Funds’ market value may be used for: (1) capital expenditures for the maintenance of the physical facilities for all property owned or controlled by the Church above and beyond normal budget allocations; (2) major capital equipment purchases; and (3) extraordinary expenses beyond those in the normal operating budget, including debt reduction.~~

~~IX. 4.1.2 – Governance. The Endowment Fund(s) shall be governed by an Endowment Committee, which shall serve as the custodian of the Endowment Investment and Distribution Policy.~~

~~IX.4.1.3. — Composition, Election, and Terms of Office. The Endowment Committee shall consist of seven church members, including the chair. One member shall be appointed by the Finance Committee and six shall be appointed, two each year, by the Board of Trustees from the congregation at large. In addition, the Treasurer of the Church and trustees of any other Church Endowment Funds may serve as ex officio non voting members. The appointment of the Committee's seven members shall be for three year terms, renewable at the discretion of the Board and the Finance Committee for their respective appointees. No member may serve more than two consecutive three year terms. After a lapse of one year, former Committee members can be re-appointed. The Committee shall elect its own chair.~~

~~X.4.1.4. — Duties and Responsibilities The Endowment Committee is empowered, acting through its elected chair, to hold, sell, exchange, rent, lease, transfer, convert, invest, re invest, and in all other respects manage and control the assets of the Endowment Fund pursuant to the Endowment Investment and Distribution Policy. The Committee shall act in its sole judgment and discretion as it deems wise and prudent, without further approvals.~~

#### IX.4.1 - Leadership Development Committee

IX.4.1.1 - General Duties. At the annual business congregational meeting, the Leadership Development Committee shall present a list of qualified nominees for positions to be filled by election, including officers of the Church and trustees at-large. During the year, the Leadership Development Committee shall recommend to the Board, upon request, qualified persons to fill vacancies (except for the office of President) which may arise on the Board . The Committee shall also be responsible for leadership development including recruitment, leadership training, and identification of needs and individuals who might meet those needs.

IX. 4.1.2 - Composition, Election and Terms of Office. The Leadership Development Committee shall consist of the Board's immediate Past President, and seven (7) Church Members elected at the annual business congregational meeting for terms of two (2) years. Three (3) members shall be elected in even-numbered years and four (4) in odd-numbered years. Elected members shall not serve consecutive full terms. More than half an unexpired term shall be considered a full term. The Leadership Development Committee shall elect a chair from among its members. In case of a vacancy, the Board shall appoint a replacement to serve until the next congregational meeting, when a new member shall be elected in a special election.

#### IX. 4.2. - Ministerial Search Committee

IX. 4.2.1. - Purpose. A Ministerial Search Committee shall be established when it is necessary to seek a new Settled Minister.

IX.4.2.2. - Nomination and Election. The Ministerial Search Committee shall be elected by the Church membership and shall consist of seven (7) to nine (9) Church members, the number to be decided by the Board. The Leadership Development Committee, advised by the Board, shall prepare a list of nominees. Notice of the time, date, and place of the election along with the list of the nominees shall be given pursuant to Article IV.3 and a list of nominees shall be printed in the Bulletin and *sent by electronic or U.S. Postal Service mail* at least ten (10) days prior to the election. Additional nominations may be made pursuant to Articles *XI.1.2 and XI.1.3*. If the number of nominations exceeds the committee positions, the election shall be by written ballot. Those receiving the largest number of votes shall be elected to fill the available positions.

#### IX.4.3 - Personnel Committee

IX. 4.3.1. - Purpose. To administer and coordinate all activities related to personnel issues. To provide recommendations and advice to the Board and the Minister(s) on policy, staffing needs, and operational matters pertaining to staff members of the Church.

IX.4.3.2. - Composition, Election, and Terms of Office. The Personnel Committee shall consist of seven members of the Church as follows: One designated member of the Board and six members to be elected at the annual business congregational meeting, two each year. The chair of the committee will be chosen by the committee. A Minister shall serve on the committee in a non-voting, ex-officio capacity. Members serve three-year terms and may serve a second three-year term if elected or appointed. Any staff member may be excluded from closed sessions of the Personnel Committee.

ARTICLE X – Board Appointed/Approved Committees

X.1 - Endowment Committee

X.1.1 - Purpose. The Thomas Jefferson Memorial Church - Unitarian Universalist shall have a separate Endowment Fund(s). The purpose of the Endowment Fund(s) is to safeguard principal and generate earnings and growth of funds to be available for very special projects that cannot be supported from the annual church budget. Each year up to five percent (5%) of the general Endowment Funds' market value may be used for: (1) capital expenditures for the maintenance of the physical facilities for all property owned or controlled by the Church above and beyond normal budget allocations; (2) major capital equipment purchases; and (3) extraordinary expenses beyond those in the normal operating budget, including debt reduction.

X.1.2 - Governance. The Endowment Fund(s) shall be governed by an Endowment Committee, which shall serve as the custodian of the Endowment Investment and Distribution Policy.

X.1.3 - Composition, ~~Election~~, and Terms of Office. The Endowment Committee shall consist of seven church members, including the chair. One member shall be appointed by the Finance Committee and six shall be appointed and/or approved, two each year, by the Board of Trustees from the congregation at large. In addition, the Treasurer of the Church and trustees of any other Church Endowment Funds may serve as ex-officio non-voting members. The appointment of the Committee's seven members shall be for three-year terms, renewable at the discretion of the Board and the Finance Committee for their respective appointees. No member may serve more than two consecutive three-year terms. After a lapse of one year, former Committee members can be re-appointed. The Committee shall elect its own chair.

X.1.4 - Duties and Responsibilities. The Endowment Committee is empowered, acting through its elected chair, to hold, sell, exchange, rent, lease, transfer, convert, invest, re-invest, and in all other respects manage and control the assets of the Endowment Fund pursuant to the Endowment Investment and Distribution Policy. The Committee shall act in its sole judgment and discretion as it deems wise and prudent, without further approvals.

X.2 – Finance Committee

X.2.1 – Purpose. The Finance Committee is a permanent committee for Thomas Jefferson Memorial Church-Unitarian Universalist which shall act as an advisory body for the Treasurer and the Board of Trustees in decisions related to the financial health of the church.

X.2.2 – Duties and Responsibilities. The Finance Committee shall assist in the development and execution of the annual church budget. The Finance committee may draft and recommend policies related to financial issues to the Treasurer and the Board. During the budget-building process the Finance Committee shall assist the Treasurer and the Personnel Committee in recommending salaries and benefits for the Minister(s) and all staff members. The Finance Committee shall report to the Board of Trustees.

X.2.3 – Composition and Terms of Office. The Finance Committee shall consist of a minimum of six church members who shall be appointed and/or approved by the Board of Trustees. No member should serve more than two consecutive three-year terms. After a lapse of one year, a former Committee member will be eligible for an additional term. The Committee shall elect its own chair for up to a three year term, subject to board approval.

ARTICLE XI - Nominations and Elections

XI.1 - Nominations (except for a Ministerial Search Committee).

XI.1.1 By Leadership Development Committee. At least one month before the annual business congregational meeting, the Leadership Development Committee shall prepare a list of qualified nominees for officers of the Church, trustees-at-large, members of the Leadership Development Committee, and members of the Personnel Committee. The list shall be printed in the notice for the annual business congregational meeting sent to members. The list shall also be presented at the annual business meeting.

XI.1.2 - By Petition. Ten (10) or more members may place names for any office in nomination by petition to the Leadership Development Committee at least seven (7) days prior to an election. The names of the nominees by petition shall be so designated and added to the list of nominees at the meeting.

XI.1.3 - From the Floor. Nominations may be made from the floor at the time of an election.

XI.1.4 - Consent. No person shall be nominated without that person's consent.

XI.1.5 - Special Elections. When a special election is held to fill vacancies, the Board may place names in nomination.

XI.2 - Elections.

XI.2.1 - Individual Offices. If there is only one nominee for any office, the chair shall declare the nominee elected by acclamation. If there are two (2) or more nominees for any office, election shall be by written ballot, and a plurality of votes shall be sufficient to elect.

XI.2.2 - Group Positions (e.g., Trustees at Large). If the number of nominees for any group of positions equals or is less than the number of vacant positions, the chair shall declare the nominees elected by acclamation. If the number of nominees exceeds the number of vacant positions, election shall be by written ballot, and the positions shall be filled by those nominees receiving the largest number of votes.

ARTICLE XII – Minister(s)

XII.1 - Fellowship. All candidates for Settled Minister(s) shall be in fellowship or in process of fellowship with the Unitarian Universalist Association.

XII.2 - Freedom of the Pulpit. Each Minister shall be free to express and act upon his/her opinions, beliefs, and convictions, both in the pulpit and in the community at large. It is understood that a Minister's views are not necessarily those of the congregation. Any member shall be free to express divergent views.

XII.3 - Selection . The Board, advised by the Search Committee and the Finance Committee, and with agreement by the ministerial candidate, shall recommend to the members of the congregation a proposed contract or letter of agreement between the ministerial candidate and the members of the congregation. The President shall call a special congregational meeting to elect the Minister and approve the contract or letter of agreement. Written notice (*electronic or U.S. Postal Service*) of this meeting shall be sent to all members at least twenty-one (21) days prior to the vote to elect the Minister and approve the contract or letter. Voting shall be by secret ballot. At least eighty-five percent (85%) of those voting must approve the election and contract or letter.

XII.4 - Duties and Responsibilities. The Minister(s) shall provide religious leadership and pastoral care to the congregation. In cooperation with the appropriate committees, the Minister(s) shall provide Sunday services; shall be the principal administrator of the day-to-day Church operations;

shall serve as a non-voting member of the Board and will be expected to attend its meetings and report on work accomplished; shall report on the state of the Church at the annual business meeting. The minister(s) shall be ex officio on all committees except the Leadership Development Committee and the Ministerial Search Committee.

XII.5 - Committee on the Ministry. The Board shall establish a Committee on the Ministry consisting of at least three (3) members of the Church, serving two (2) - year staggered terms. Terms are renewable for an additional two (2) years. More than half of an unexpired term shall be considered a full term. The primary purpose of this committee will be to interpret, support and monitor the ministry of the Church. The Board shall select members of the committee from a list of multiple nominees submitted by the Minister(s).

XII.6 - Tenure and Termination. Each Minister shall have indefinite tenure. The relationship between the Minister(s) and the Church may be terminated by either party. The terminating party shall provide a minimum of three (3) month's written notice. However, the Church may, in place of notice, provide three (3) months' severance pay. The Church shall give notice of termination to a Minister if a majority of members at a special congregational meeting called to consider termination has voted by secret ballot to so act. Written notice (*electronic or U.S. Postal Service*) of such a meeting shall have been sent to all members at least twenty-one (21) days prior to the meeting.

XII.7 - Interim Minister. If the members of the congregation decide to call an Interim Minister, the guidelines of the Unitarian Universalist Association for calling interim ministers shall be followed.

#### ARTICLE XIII - Indemnity

A duly elected or appointed officer, trustee, employee, or agent of the Church shall not be personally liable to the Church 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 Church 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 Church 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 Church.

#### ARTICLE XIV – Conflict of Interest

No member of the Church Board of Trustees, or any of its Councils, Committees, or Task Forces shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Church. Each individual shall disclose to the Church any personal interest which he or she may have in any matter pending before the Church and shall refrain from participation in any decision on such matter.

#### ARTICLE XV - Disposition of Property

If this Church should at any time cease to be a member of the Unitarian Universalist Association, all of the property of the Church, whether real or personal, shall be transferred to the Unitarian Universalist Association for its general purposes; and this bylaw shall apply to all property donated to the Church, whether by will or in some other manner, unless the donor expressly provides otherwise. If the Church ceases to be a member of the Unitarian Universalist Association, it shall be the duty of the officers of the Church and the Board of Trustees to take all necessary action to carry out the purpose of this Article.

#### ARTICLE XVI – Remembrance Garden

The Remembrance Garden is a permanent addition to the Church. The garden may be moved or discontinued only by both a majority vote of the Board of Trustees and by a three-quarter (3/4) vote of those members present and voting at a congregational meeting duly called for that purpose.

#### ARTICLE XVII - Amendments

Amendments of the bylaws may be proposed by the Board of Trustees or by petition of twenty (20) voting members. A congregational meeting shall be called to consider the proposed amendment. The notice of the meeting shall include a draft of the proposed amendment. These bylaws, so far as allowed by law, may be amended or repealed by a two-thirds (2/3) vote of those present and voting at the congregational meeting. However, amendment or repeal of Article XV must be by a two-thirds (2/3) vote at two (2) consecutive congregational meetings separated by at least two (2) weeks.