

UUCDC Bylaws

Purposes and Principles

Table of Contents

Article 1: Name	1
Article 2: Who We Are	1
Article 3: Our Mission	1
Article 4: Policies.....	1
Article 5: Membership	2
Article 6: Denominational Affiliation	2
Article 7: Calendar	2
Article 8: Congregational Meetings	3
Article 9: Board of Trustees and Committees	4
Article 10: Ministry	6
Article 11: Parliamentary Procedure	7
Article 12: Dissolution	7
Article 13: Amendments	7
Article 14: Endowment	7
Addendum A.....	8

ARTICLE 1: NAME

The name of this religious organization is The Unitarian Universalist Church of Delaware County (UUCDC). The corporate name is The Unitarian Society of Delaware County.

ARTICLE 2: WHO WE ARE

- A. The Unitarian Universalist Church of Delaware County (UUCDC) is an inclusive, supportive community of spiritual freedom and ethical action, drawing wisdom and inspiration from the world's religions, humanist and spiritual teachings, and the words and deeds of those who embody justice, compassion, and the transforming power of love.
- B. We affirm and promote Unitarian Universalist Association (UUA) principles and sources, both past and present, and their revised forms as those may occur. We affirm and promote the UUA values of Justice, Interdependence, Equity, Transformation, Pluralism, and Generosity.

ARTICLE 3: OUR MISSION

Our mission is to foster spiritual growth, care for each other, educate each other and our children, protect and preserve the Earth, and work for peace and justice.

ARTICLE 4: POLICIES

- A. The Board of Trustees (Board) is authorized to adopt, create, change, and revise policies as needed to implement the Bylaws and to carry on the business of UUCDC.
- B. Policies may be created, changed, and revised by the Minister, Staff, Committee or Team Chairs, or the Board, as deemed useful to fulfill UUCDC's mission, vision, goals, and operational objectives, subject to final approval of a Board majority.

ARTICLE 5: MEMBERSHIP

- A. Membership is open to all persons aged 16 or older.
- B. Any such person may become a member of UUCDC by concurring with our purposes and programs, completing the prescribed course leading to membership, as defined by the Membership Team, and annually pledging or making a contribution of record to support UUCDC financially. All who meet these membership requirements, and have been members at least 21 days, are eligible to vote at Congregational Meetings. Members are also expected to support UUCDC with their time, talents, and energy.
- C. When circumstances warrant, the Minister may grant any member a waiver from the requirement to make an annual pledge or contribution of record. At the discretion of the Minister, the course requirement may be waived.

ARTICLE 6: DENOMINATIONAL AFFILIATION

- A. The UUA affirms the independence and autonomy of local congregations, including individual freedom of belief and congregational freedom of decision and action.
- B. UUCDC maintains memberships in the UUA and its subsidiaries in its geographical region, or their successor institutions.
- C. UUCDC may, from time-to-time, elect to become an institutional or organizational member of other groups and organizations. Such institutional affiliations must be in alignment with our mission and approved by the Board.
- D. Delegates to the UUA General Assembly shall be chosen by the congregation or in such other manner as directed by the Board of Trustees.

ARTICLE 7: CALENDAR

The Fiscal Year will commence on July 1 and end on June 30 of the following calendar year.

ARTICLE 8: CONGREGATIONAL MEETINGS

(See Addendum A re: Quorum, Proxy and Voting requirements.)

- A. The Board will schedule two (2) Congregational Meetings annually: one in January or early February for general business, and one before fiscal year end, which will include the election of officers. The terms of newly elected officers will begin at the start of the next fiscal year. The Board may also schedule additional Congregational Meetings if, in its judgment, there is important business to bring before the membership for discussion and/or a vote.
- B. The Board will notify Members in writing, including by email, at least two (2) weeks before any Congregational Meeting, of the date and time of the meeting, as well as of the business to be transacted therein. A proxy form will be made available, along with the agenda, noting the agenda items requiring a vote and member name and signature lines, together with instructions for submitting the proxy prior to the meeting.
- C. The agenda for all Congregational Meetings will be set by the Board. Business conducted at Congregational Meetings will include elections, the adoption of the operating budget for the coming fiscal year as approved by the congregation, such other items as the Board may include, and new business, if applicable.
- D. Congregational Meetings require attendance by twenty percent (20%) of voting members for a quorum unless otherwise specified. (See Addendum A re: Quorum, Proxy and Voting requirements.). Once a quorum has been established, it shall be deemed to continue for the duration of the meeting, up to two (2) hours. If a meeting exceeds two (2) hours, the chair shall ask those in attendance if they want to continue or adjourn. If they opt to continue, a quorum must be reestablished. If there is no quorum present to approve the annual budget, the Board's recommended budget will be adopted. The Board President or their designee will chair these meetings.
- E. Special Congregational Meetings may be called by the Board of Trustees at its discretion or upon petition of twenty percent (20%) of the membership for an explicit purpose.

- F. Written or online proxies submitted to the Board prior to the Meeting may be used to reach a quorum for any Congregational Meeting, except a meeting convened to call or dismiss the Minister, wherein proxy voting is not permitted. All proxies must state the agenda item of concern and the yes or no vote on that agenda item of the member submitting the proxy. Proxies are valid only for the agenda item as originally stated. If an agenda item is amended from the floor all proxies for that agenda item are invalidated. Proxies are not valid for any items of new business proposed from the floor. Proxy votes on amended items or new items will be recorded as "abstain."

ARTICLE 9: BOARD OF TRUSTEES AND COMMITTEES

(See Addendum A re: Quorum, Proxy and Voting requirements.)

- A. The Board of Trustees is elected by and acts on behalf of the congregation to provide vision and guidance, and to ensure that UUCDC is managed in the best interests of the congregation. It consists of eight (8) voting Members of UUCDC. Officers include President, Vice President, Treasurer, and Secretary. The remaining seats are Trustees-at-Large.
- B. The terms of office of the Officers should be, to the extent possible, staggered so that all terms are not concurrent.
- C. The Minister and members of staff as designated by the Minister are ex-officio, non-voting members of the Board.
- D. The terms of office for Officers and Trustees are two (2) years and begin at the start of the next fiscal year. Each Board member may be elected to two consecutive terms. No Trustee may serve more than four (4) consecutive years except that they may serve up to six (6) years if two (2) or more of these are as an Officer.
- E. The Board will ensure responsible stewardship of financial and physical resources; maintain policies; provide oversight of the standing committees; create and maintain mission and vision for UUCDC; create annual goals in consultation with the minister and staff; ensure that the ministries are in alignment with our goals, vision, and mission.

- F. The Growth Through Service Committee, consulting with the Minister and Board members, will nominate individuals to serve as President, Vice President, Treasurer, Secretary and Trustees-at-Large and present them at a Congregational Meeting. Additional nominations may be made from the floor, provided that the person has agreed to be a nominee, and signatures of at least 20 members of the congregation have been obtained.
- G. If an Officer position becomes vacant during a term, the Board will elect a replacement from among current Board members. If a Trustee-at-Large position becomes vacant during a term, the Board will seek a replacement as needed from the membership so that the Board consists of eight (8) voting members. Such replacement appointees will serve until the next Congregational Meeting, at which time there will be an election to fulfill the remainder of the unexpired term of the original Trustee-at-Large, at which time they shall be eligible for another term of service on the Board, provided that they have served fewer than four (4) consecutive years on the Board.
- H. UUCDC shall, to the maximum extent and in the manner permitted by the laws of Pennsylvania, indemnify each of its Trustees and Officers against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of UUCDC. For purposes of paragraph 9(G), a "Trustee" or "Officer" of UUCDC includes any person who is or was a Trustee or Officer of the corporation at the time of the occurrence. The UUCDC will also maintain proper insurance including, but not limited to, property, theft, liability, and errors and omissions insurance to protect the congregation.
- I. To support its work, there shall be the following standing committees: Finance, Stewardship, Endowment, Building, Grounds, and Growth Through Service. The chairpersons of those committees shall be elected at the Congregational Meeting before fiscal year-end for terms of two (2) years and shall be eligible for another term of service in that position, provided that they have served fewer than four (4) consecutive years in that position. Their terms shall begin at the start of the next fiscal year. If the chair of a committee becomes vacant during a term, the Board will seek a replacement as needed from the

membership. Such replacement appointees will serve until the next Congregational Meeting, at which time there will be an election to fulfill the remainder of the unexpired term of the original chairperson. The Board of Trustees may, from time to time, create or disband ad-hoc committees to meet specific purposes and may redefine committee structure and responsibilities as necessary to meet changing needs.

- J. The Board President or Minister may call special meetings of the Board beyond regularly scheduled monthly meetings and must inform the congregation by any usual means of communication with not less than 24 hours' notice with a description of the time, location, and purpose for the meeting.
- K. Actions of the Board may be approved by the majority of those attending a meeting, providing there is a quorum. (See Addendum A re: Quorum, Proxy and Voting requirements.) Attendance includes Members of the Board who may be at the meeting in person, or attending by a means that allows all Trustees participating to simultaneously communicate with each other during the meeting (examples: audio or video conference calls). All these persons will be counted toward a quorum and deemed to be present at the meeting.

ARTICLE 10: MINISTRY

- A. The Minister's duties and responsibilities are detailed in the Minister's contract and shall include, but are not limited to, freedom of the pulpit, serving as Head-of-Staff, and responsibility for the day-to-day operation of UUCDC. The latter function will be carried out in conjunction with Staff, and the Teams of UUCDC, any officially composed, specifically defined purposive group, whose roles will be defined by the most current governance policies of UUCDC.
- B. Calling a Minister. The Board of Trustees will appoint a Search Committee, support the recommendation of the Search Committee, and schedule a Special Congregational Meeting for the purpose of calling the Settled Minister. (See Addendum A re: Quorum, Proxy and Voting requirements.) The vote shall be by secret ballot. Additional procedural and contractual details of calling a minister are contained in UUCDC policies.

C. Dismissing a Minister. (See Addendum A re: Quorum, Proxy and Voting requirements.) The vote is by secret ballot. Additional procedural and contractual details of dismissing a minister are contained in the Minister's contract.

D. Interim Minister. If an interim minister is required, UUA procedures apply.

ARTICLE 11: PARLIAMENTARY PROCEDURE

In all matters of parliamentary procedure not specifically covered in these Bylaws, the most recent edition of *Robert's Rules of Order, Newly Revised* shall be the reference for decision making.

ARTICLE 12: DISSOLUTION

If UUCDC ceases to function by voluntary or involuntary action in accordance with applicable law, any assets remaining after the payment of liabilities shall be transferred to the appropriate Region Office or successor regional branch of the Unitarian Universalist Association for its general purposes, subject to any liens or encumbrances held by the Unitarian Universalist Association of Boston, Massachusetts.

ARTICLE 13: AMENDMENTS

- A. Changes in these Bylaws may be proposed by the Board of Trustees, by a specially developed Governance Committee, or the Minister, subject to the approval of the Board, or by petition to the Board of Trustees of twenty percent (20%) of the membership.
- B. These Bylaws may be amended or repealed at any Congregational Meeting of UUCDC. The wording of the changes is to be contained in the notice of the meeting, which shall be provided to the membership for review at least two (2) weeks before the meeting.

ARTICLE 14: ENDOWMENT

UUCDC shall maintain the Endowment Fund in perpetuity, administered in accordance with such Policies as the Board shall adopt.

Addendum A

QUORUM: Includes those physically present, synchronously participating/voting remotely, or having voted by proxy (if allowed).

PROXY VOTING: Affirmative votes are required to approve a motion. These votes can be yes or no, but only on items on the original agenda that have not been amended.

BOARD MEETINGS: Two thirds (2/3) of voting members constitutes a quorum. Approvals of items require a simple majority of voting members present or otherwise in attendance.

CONGREGATIONAL MEETINGS: Twenty percent (20%) of voting members constitutes a quorum unless otherwise specified in this addendum. A simple majority of votes cast is sufficient for an item to pass, unless otherwise specified in this addendum.

The budget can be amended with two thirds (2/3) of the votes approving the amendment. Expenditures in excess of five percent (5%) over the budget are subject to the approval of the board in urgent situations and subject to the approval of the congregation for nonurgent situations.

A quorum of twenty five percent (25%) of voting members is required to amend the Bylaws. Two-thirds (2/3) of votes cast are needed for the amendment to be approved.

A quorum of twenty five percent (25%) of voting members is required to approve the purchase, sale, lease or other acquisition or disposition of real property, or a loan secured by a lien on the assets of UUCDC. Two thirds (2/3) of votes cast are needed for the transaction to be approved.

A quorum of forty percent (40%) of voting members is required to Call a Minister. Ninety percent (90%) of votes cast must support the Call.

A quorum of forty percent (40%) of voting members is required to dismiss a Minister. Seventy Five percent (75%) of votes cast must support the dismissal.