

UNITY TEMPLE UNITARIAN UNIVERSALIST CONGREGATION  
BYLAWS

Approved by congregation on June 1, 2008  
Amended by congregation on December 15, 2019

ARTICLE I

Name

See Article I, Constitution

ARTICLE II

Purpose

See Article II, Constitution

ARTICLE III

Denominational Affiliation

A. Membership

The Unity Temple Unitarian Universalist Congregation (UTUUC) shall be a member of the Unitarian Universalist Association (UUA) and of the MidAmerica Regional Association.

B. Financial Contribution

It is the intention of UTUUC to make annual financial contributions equal to its full fair share as determined by the UUA and MidAmerica Region.

ARTICLE IV

Membership

A. Eligibility

Membership is available to any person, 18 years or older.

B. Requirements

Any person who has an understanding of and affirms the principles and covenant of the Unitarian Universalist Association (UUA) and the mission and vision of Unity Temple Unitarian Universalist Congregation may become a member by completing the Pathway to Membership class, making a pledge of financial commitment or an alternative pledge of commitment which supports the annual operating budget and by signing the membership book in the presence of a minister or president of the congregation, and the membership director. Members are asked to renew financial support annually. Financial waivers are available to those experiencing financial difficulty. Requests may be made annually on the financial commitment form. Such requests shall be reviewed and approved by a minister. Completing the class is optional for those transferring from Unitarian Universalists congregations.

### C. Alternate Pledge of Commitment

In the event a financial commitment is not able to be made, a person may offer a donation of time, energy, talent and/or material that would otherwise offset a cost in the current operating budget. The request must be submitted in writing and include the area for which the service shall be rendered. The alternate gesture of commitment waiver shall be granted for a single year and is subject to review and approval upon renewal request by the minister, president of the board of trustees or director of administration.

### D. Voting Eligibility

Any person who has satisfied the requirements for membership and is in good standing for at least thirty days prior to the time of voting shall have full voting privileges. The secretary of the board shall be responsible for certifying voting eligibility.

### E. Good Standing

A member is deemed in good standing if he/she has met the financial commitment or has an active waiver with or without an alternate pledge of commitment for the current calendar year.

### F. Lapsed Membership

If a member is not in good standing for voting eligibility for 18 months, and has not communicated a desire to terminate or continue membership, the member shall be deemed to have lapsed membership. Such members shall be notified by first-class mail, or other means, as determined by the membership director of their status.

### G. Inactive Membership

If a member shall be deemed to have lapsed membership and does not respond by reinstating membership, the individual will be moved to inactive upon annual review.

### H. Termination of Membership

A member may voluntarily terminate membership by submitting a letter of resignation to a minister, board of trustees, or membership director. A member may be removed from membership for actions that threaten the safety and well-being of the congregation, as determined by a joint recommendation from the Congregational Safety and Well Being Committee and a minister, and a 2/3 approval vote by the Board.

### I. Reinstatement

Any person whose voting membership has lapsed or is inactive may become a voting member again upon stating their intentions in writing and satisfying the requirements for membership as described. This does not apply for those whose membership has been removed because of threats to the safety and well-being of the congregation; those former members must petition no less than one year after removal to the Congregational Safety and Well Being Committee and a minister, and they subsequently make a recommendation subject to a 2/3 approval vote by the Board.

ARTICLE V  
Corporate Meetings

A. Annual Meeting

See Article V, Constitution.

B. Special Meetings

As stated in the constitution, special meetings may be called by the board of trustees. The board of trustees shall also be required to call a special meeting of the congregation upon receipt of a petition signed by 10% or more of the voting members.

C. Place of Meeting

The board of trustees may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of trustees. If no designation is made, the place of meeting shall be the UTUUC building in Oak Park, Illinois.

D. Notice of Meeting

Written notice of all annual and special meetings shall be provided in the Sunday bulletin and shall be sent to every member of the congregation at least two weeks before the meeting. The notice shall state the date, place, and hour of the meeting. If mailed, the notice of a meeting shall be deemed delivered when mailed, with first class postage affixed, to the member at the address as it appears on the records of UTUUC.

E. Approval

A majority of the total votes cast, either in person or by absentee ballot when permitted, is necessary for the adoption of any matter voted on unless otherwise stated in these bylaws or the constitution.

F. Absentee Ballots

Absentee ballots shall be provided only for the purpose of Articles VII, IX.C, and XIV of these bylaws.

G. Rules of Order

In all matters of parliamentary procedure not covered in the constitution or these bylaws, Robert's Rules of Order, Newly Revised, or its successor, shall prevail.

## ARTICLE VI Board of Trustees

### A. Composition

The board of trustees shall consist of nine members. Three members shall be elected at each annual meeting to serve a three-year term. Notwithstanding the foregoing, members elected to serve as trustees at annual elections held in years 2015, 2016 and 2017 shall serve three year and two-month terms. One year must intervene before a former board member may be reelected.

### B. Transition

In order to facilitate a smooth transition process, following election at the annual meeting, incoming trustees will familiarize themselves with board structure, governance, and issues via a board-led orientation process. Incoming trustees will assume official trustee status, with all voting rights and privileges at the March meeting following their election. Incoming trustees are expected to attend board meetings as part of their orientation until this time. Starting with Board members ending their service in 2021, the Board will resume a three-year term of service.

### C. Duties and responsibilities

The board of trustees maintains the executive authority of the congregation, with the provision that the congregation may provide direction to the board at any corporate meeting. The business, property and affairs of the congregation shall be governed by the board of trustees, consistent with the laws of Illinois. Primary responsibilities of the board include formulating congregational policy and presenting an annual budget to the congregation. Responsibilities that the board is ultimately responsible for but may delegate to staff, ministers, or volunteers as it deems necessary and appropriate for the effective operation of the congregation include:

- Maintaining and regulating congregational property;
- Overseeing business affairs, including expenditures;
- Managing personnel matters;
- Approving activities such as fundraising by agencies of the congregation; and
- Developing the budget process.

### D. Compensation

Board members shall receive no compensation for the performance of their duties. This provision does not preclude the granting of fixed-sum expenses for travel or denominational activities, nor does it preclude a trustee from obtaining compensation for serving the congregation in other capacities so long as the remainder of the board determines that there is no conflict of interest and the compensation is fair.

### E. Officers

Congregational officers shall be the president, one or more vice presidents, secretary, and treasurer. At the first meeting after the start of the fiscal year, the board of trustees will elect

from among the trustees a president and/or one or more vice presidents. At this same meeting, the board will appoint a secretary and treasurer. Unless they are elected trustees, the secretary and treasurer shall be ex officio and shall have no vote at board meetings. Officers serve at the pleasure of the board and may be removed by board action at an official board meeting.

#### F. Duties of Officers

1. The president is the principal executive officer of the congregation and the chair of the board of trustees. The president may execute contracts, deeds, mortgages, bonds, or other legal documents which the board of trustees or the congregation has authorized to be executed. The president shall represent the congregation or may delegate others to do so at occasions requiring official representations.
2. The first vice president shall assist the president in fulfilling executive responsibilities and those of the board chair. In the absence of the president, or in the event of the president's failure or refusal to act, the first vice president shall perform the duties of the president, have the authority of the president, and be subject to all restrictions placed upon the president by the board of trustees or the congregation. The board of trustees shall specify the duties of any secondary vice presidents, in order of precedence, when they are elected and may change these duties from time to time thereafter.
3. Any trustee may suggest agenda items for the meeting of the board of trustees. In addition to regularly scheduled and special meetings, the board of trustees may act by unanimous written consent of the trustees.
4. The time and place of regular meetings of the board of trustees shall be published. The secretary shall announce all special board and all congregational meetings. The secretary shall produce accurate minutes of these meetings, to be approved at the next board or congregational meeting. Once approved, minutes are to be appropriately distributed and maintained in a location accessible to members of the congregation. The secretary may delegate specific duties to staff or volunteers, subject to board approval.
5. The treasurer shall serve on the Finance and Investment Committee and shall be responsible for providing monthly financial reports to the board of trustees and the congregation. On an annual basis, the treasurer will bring a recommendation from the Finance and Investment Committee as to the nature and need for a financial review or audit. Included in the recommendation will be a description of the scope of work to be completed, its projected cost, and preferred vendor. The board shall review this recommendation and modify as appropriate. The treasurer will ensure that the prior year financial statements are available at the time of the annual meeting. The board of trustees is responsible for congregational monies and properties and shall oversee the issuing of payments. The board of trustees and treasurer may delegate each of their respective duties

specified in the paragraph to staff or volunteers, provided that any delegation by the treasurer is subject to board approval. Bond may be provided at the congregation's expense for the treasurer, volunteers and staff who have been assigned financial duties. In account books that are the property of the congregation, the treasurer or staff shall keep a full and accurate record of finances and financial transactions, as set forth in Article X.

#### G. Board Meetings

The board shall meet monthly, with special meetings called by a majority of the trustees. The regular meeting time and place shall be published to the congregation. The secretary shall announce to the congregation all special board meetings at least one week in advance. All board decisions require a simple majority vote of the trustees present and voting at a meeting at which a quorum is present, with the board chair voting only to make or break ties. A quorum shall consist of a majority of the trustees. Any voting member of the congregation may request to meet with the board or request that the board place a given item on its agenda. Such requests must be made in writing to the president at least one week before a scheduled board meeting. Should the request be refused, the president shall list her, or his, reasons in writing to the person or persons making the request. A refusal may be appealed in writing to the board as a whole.

#### H. Removal of Trustees

The congregation may remove a trustee at an official corporate meeting. If a trustee is absent from four regular board meetings, the board may declare a vacancy which the board shall fill as provided for in Section I below.

#### I. Filling Board Vacancies

If a trustee is removed or resigns his or her position during the congregational year, the board shall appoint a replacement from the voting membership for the rest of the year. If the vacated position is unexpired at the annual meeting, it shall be filled by election to complete the term. If an officer vacates the board, the board shall select one of its elected members to fill that position.

#### J. Election of Trustees

1. A five member nominating committee shall nominate candidates for the board of trustees. To be eligible for nomination, an individual must have been a voting member of the congregation for at least one year previous to the election.
2. The nominating committee shall
  - a. select eligible voting members who are willing to fill board positions;
  - b. announce the nominees slated for board positions in the newsletter at least one month prior to the annual meeting at which the election will be held; and
  - c. present a slate of candidates to the membership for election at the annual meeting.

3. At least one week before the annual meeting, all other persons wishing to be included on the ballot for trustees must submit to the nominating committee a petition with signatures of at least ten voting members and a statement of willingness to serve.

4. New trustees will be elected by a majority vote of members present and voting at the annual meeting at which a quorum is present. All contested elections shall be by secret ballot.

#### K. Composition of the Nominating Committee

The nominating committee shall consist of five members, two appointed and three elected. In advance of the annual meeting, the president with the board's consent shall appoint two members, one of whom shall be a board member, to serve on the next year's nominating committee. These two nominating committee members shall select three candidates from the voting membership to be slated for the remaining positions on next year's committee. The slate shall be presented for election at the annual meeting. Additional candidates for the nominating committee may be nominated from the floor at the annual meeting, so long as the candidate has given prior consent and is a voting member. At least one nominating committee member, either elected or appointed, shall continue from the previous year.

### ARTICLE VII

#### Minister

##### A. Ministerial Search

When a new minister is to be selected, a ministerial search shall be initiated by a two-thirds majority of voting members present at any corporate meeting. The search for a minister shall be conducted by a search committee consisting of voting members elected by the membership. At the same corporate meeting when the search is initiated, the board of trustees shall recommend to the congregation, subject to its majority vote, a procedure for selecting a search committee. This committee will follow the candidate procedures established by the UUA.

##### B. Selection of Minister

The board of trustees shall nominate the ministerial candidate selected by the search committee. A special corporate meeting shall be called for the purpose of voting for or against the candidate, who shall be selected by an eighty per cent affirmation of ballots cast by members present and members who have submitted absentee ballots. The board of trustees shall tender the call.

##### C. More Than One Minister

If the congregation chooses to have more than one minister, the board of trustees shall define precedence among them. Their duties shall be divided by the board based upon recommendations of the senior minister.

#### D. Tenure, Resignation, and Dismissal of Minister

Tenure for ministers, unless a mutually agreed upon contract stipulates differently, shall be permanent until resignation or dismissal. Resignation shall require a written ninety-day notice, unless the board allows a lesser interval. Dismissal shall require a majority vote of the voting membership present at a corporate meeting called for that purpose. The board must notify the minister in writing of the meeting and its purpose at least thirty days prior to the meeting.

#### E. Minister's Relationship to the Board

The senior minister shall work closely with the board regarding the administration of the congregation and shall attend all board business functions as an ex officio nonvoting member. In all matters of operational and personnel policy, the board shall have final authority. The board of trustees may delegate specific management responsibilities to the senior minister or others. The senior minister will maintain an administrative team to assist in performing such duties. The members of the administrative team must be approved by the board of trustees.

#### F. Ministerial Contract

The board of trustees will negotiate and approve terms of the contract with the minister or ministers annually, exclusive of tenure provisions. Ministers' duties shall be set by contract to include the responsibilities and expectations of ministerial service. The senior minister or another designated minister shall be an ex officio nonvoting member of all congregational committees. The senior minister shall present a report on the state of the congregation at the annual meeting. The board shall set the procedure for an annual review of the ministry.

### ARTICLE VIII

#### Committees and Affiliated Groups

##### A. Committees

Committees serve to further the goals of the congregation as set out by the board. The board may determine specific functions of committees. Except for the board of trustees, the congregation and those committees that report directly to the board of trustees, such as the nominating committee, committees are established by and shall work closely with the administrative team and program council. The board of trustees charges the administrative team with the responsibility of ensuring the accomplishment of the congregation's goals through the work of the committees.

##### B. Program Council

The program council shall consist of the chairperson (or a designated member) of every committee, all board members, the senior minister and the administrative team, and shall act as a coordinating body for the various programs and activities of the congregation. The program council shall provide the means for communication between committees and the board of trustees on the progress towards meeting the ends and strategic goals of the congregation, as well as areas of concern. The chair of the program council shall be appointed by the board to the



position, and shall have responsibility for scheduling and notifying members of meetings, for determining the agendas, and for facilitating program council meetings.

### C. Operating Procedures

In collaborating with the administrative team, each committee shall adopt rules and practices for its own governance unless such rules or practices are in contradiction to those otherwise specified in the constitution, bylaws or policies adopted by the board of trustees. Such operating procedures shall enumerate expectations and procedures for each committee.

### D. Committee Classification

Committees are classified into these categories:

- Program
- Management
- Ad hoc
- Special

### E. Program

Program committees of the congregation are those committees deemed essential to the continuous or regularly recurring operations of the congregation. The functions of the program committees shall include, but are not limited to:

- Social mission
- Religious education for children and adults
- Worship and music
- Pastoral care
- Membership and member involvement
- Communications and public relations
- Inter-generational and community relations
- Social and hospitality needs
- Small group ministry.
- Green Sanctuary (amended June 2013)

### F. Management

Management committees of the congregation shall work closely with the administrative team. Because the board is ultimately responsible for the management of the congregation's work, the board shall confirm the members who serve on these committees. The functions of the management committees shall include, but are not limited to:

- Finance and audit
- Building use and maintenance
- Development and the annual fund
- Personnel

## G. Ad Hoc Committees

The purpose of ad hoc committees shall be to address issues, activities, or tasks of congregation life which have not been designated by the congregation as warranting ongoing, open-ended attention through the establishment of a standing committee. Ad hoc committees shall be created by either the administrative team or by resolution of a majority of the board of trustees present at an officially called meeting of the board.

## H. Special Committees

1. Committee on Ministry. The committee on ministry exists to support the minister or ministers and to serve as a liaison between congregants and the minister or ministers. Members are selected by the minister or ministers with board approval. The committee may be disbanded or members removed by the minister or ministers with board approval.
  
2. Nominating Committee. The nominating committee shall be formed and act in accordance with Article VI (Section K) of the bylaws, and shall report to the board of trustees and the congregation.

## K. Committee Funds

Committees may spend funds allocated to them in the annual budget in a manner they see fit, within the boundaries of the defined mission of the committee. Committee activities requiring expenditure of unbudgeted funds, or budgeted funds for purposes lying outside the understood mission and function of the committee for which the funds were allocated in the approved budget, must receive prior approval by the board of trustees.

## L. Committee Composition.

1. Committees shall be composed of at least two members
  
2. Chairpersons
  - a. Selection and terms of office
    - i. The chairperson of each program, management and ad hoc committee shall be designated by the Administrative Team, after consultation with and input from current committee members.
    - ii. A chairperson must be a voting member of the congregation.
    - iii. A chairperson may not serve more than three consecutive one year terms as chair of a single committee.
  - b. Responsibilities
    - i. Shall conduct committee affairs in a manner suitable to fulfilling committee responsibilities, within a structure approved by the board of trustees.

ii. Shall be responsible for seeing that a written summary of the committee's activities is provided for inclusion in the annual report to the congregation.

### 3. Members

#### a. Selection

i. Members of a committee need not be voting members of the congregation, and may be chosen in whatever manner the committee finds acceptable, except as specified elsewhere in these bylaws or by resolutions passed by the board of trustees.

ii. Committees shall recruit one or more new members each congregation year.

#### b. Removal from office

i. Two thirds of the membership of any standing or ad hoc committee may require the resignation of the chair from that position, or the resignation of a member or chair from the committee, if those members deem it in the best interest of committee functioning and congregational life. Such member or chair may appeal this decision to the board of trustees, who may overturn the committee action by a two thirds vote.

ii. The board of trustees, by a majority vote, may also require the resignation of a chair from that position, or a committee member or chair from the committee, if it deems such resignation to be in the best interests of committee functioning and congregational life.

### M. Vacancies

Vacancies in membership in any committee or group may be filled in the same manner as the original election or appointment, according to the relevant bylaws or rules of governance.

### N. Quorum

A majority of the whole committee shall constitute a quorum, unless otherwise specified in these bylaws or otherwise provided by resolution of the board of trustees. An act of a majority of committee members present at a meeting at which a quorum is present shall be considered the act of the committee as a whole.

## ARTICLE IX Social Mission

A. Implementation of social mission at Unity Temple shall be guided by the goals and policies of the congregation as formulated by the board of trustees.

## B. All Congregation Projects

The social mission committee shall recommend to the board for approval a process for identifying and implementing all congregational social mission projects.

## C. Congregational Positions on Issues of Social Mission

In accordance with the Principles and Purposes of the Unitarian Universalist Association (adopted as by-laws by the 1984, 1985, and 1995 General Assemblies) the Congregation may take a corporate position on issues of social mission as follows:

Any congregation member may raise an issue for study through a petition, signed by no fewer than ten members, which shall be referred to the social mission committee for study. The social mission committee shall be required to hold a forum on any issue for which a petition has been offered, within one month of the presentation of the petition and with notice to the congregation, to permit education and discussion on the issue.

Following the forum, if 20 congregation members (who may include the original 10) believe that a public statement by the congregation is required, they may create the language for such a statement, in the form of a petition signed by all of them, and present that petition to the board of trustees.

If a petition to make a public statement has been properly presented to the board, the board must include the statement on the agenda of the annual meeting for a congregational vote, provided that the congregational meeting is to occur within 90 days of the presentation of the petition. If the annual meeting is more than 90 days from the date of presentation, a special meeting may be called, in accordance with Article V.

At the annual or special meeting, an 80% majority, by those present or voting by absentee ballot, is required in order for the congregation to make the proposed public statement.

Because absentee voting is permitted on the proposed statement, the statement may not be amended from the floor. If a special meeting call fails to gather a quorum, the issue is defeated without a vote.

Where an 80% majority votes in favor of the proposed statement, it may be issued in the congregation newsletter or any other publication as a statement representative of Unity Temple Unitarian Universalist Congregation.

## ARTICLE X Financial Affairs

### A. Contracts

The board of trustees may authorize any officer or officers, agent or agents of UTUUC, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the congregation and such authority may be general or confined to specific instances.

### B. Checks, Drafts, and Other Orders

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the congregation, shall be signed by such officer or officers, agent or agents of the congregation and in such manner as shall from time to time be determined by resolution of the board of trustees. In the absence of such determination by the board of trustees, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of UTUUC.

### C. Financial Accounts

All funds of UTUUC shall be deposited from time to time to the credit of UTUUC in such banks, trust companies, or other depositories as the board of trustees may select. All checking and other financial accounts for the conduct of congregational business shall be in the name of the congregation and shall be subject to all provisions of the constitution and bylaws of the congregation. Exceptions shall require a majority vote of the board of trustees.

### D. Gifts

The board of trustees may authorize any officer or officers of UTUUC to accept or reject on behalf of the congregation any contribution, gift, bequest, or devise in accordance with the UTUUC Gift Acceptance Policy and shall keep such records as necessary to ensure that any restrictions attached to gift are followed.

### E. Building Insurance

UTUUC shall maintain insurance on Unity Temple appropriate to a landmark building and on any other real property owned by UTUUC. UTUUC shall ensure that both the Unity Temple Restoration Foundation and the Landmarks Preservation Council of Illinois are covered as additional insureds under such insurance.

### F. Budget

After receiving a recommendation from the administrative team and the finance committee, the board of trustees shall recommend to the congregation for adoption at each annual meeting a proposed annual budget. Such a proposed budget shall be sent to the members who are eligible to vote with the same advance notice as is required for bylaw changes (Article V.C. Constitution).

If amendments to the proposed budget are presented on the floor of the annual meeting, no vote shall be taken on any amendment until all proposed amendments have been moved, seconded, and discussed.

Approval of the annual budget shall require a two-thirds majority vote of those present who are eligible to vote if the projected expenditures exceed the projected revenues.

#### G. Indemnification

UTUUC shall indemnify any person who is or was an employee, staff member, agent, representative, volunteer or trustee against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within UTUUC to the maximum extent allowable by law, provided that the person acted in good faith and did not engage in an act or omission that was intentional misconduct, willful or wanton negligence, or done with conscious indifference or reckless disregard for the safety of others. This section shall not be deemed exclusive to any other rights to which such person may be entitled under any other UTUUC document, agreement, insurance policy, vote of members, or otherwise.

### ARTICLE XI Books and Records

#### A. Availability of Records

UTUUC shall keep at the principal office correct and complete books and records of accounts, minutes of the proceedings of its members and its board of trustees, and shall maintain an accurate register of its members, including names and addresses, in order to certify voter eligibility for congregational meetings. All books, addresses of the members entitled to vote, and other records of UTUUC may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time within the restrictions required elsewhere in the bylaws.

#### B. Accurate Records

Accurate records shall be kept, either on paper or electronically, of all receipts and expenditures from, and for, all congregational activities and activities for which the congregation has any responsibility. Exceptions must be approved in advance by vote of the board of trustees.

#### C. Records of financial pledges and financial contributions shall be maintained

At intervals specified by the board but at least once annually, statements shall be sent to those persons pledging and contributing to serve for tax purposes. Summary statements of pledges and contributions shall be provided to the board as required. The board shall restrict access to pledge and contribution records.

ARTICLE XII  
Fiscal Year and Congregation Year

Both the fiscal year and the congregation year begin on January 1st and end on December 31st.

ARTICLE XIII  
Waiver of Notice

Whenever any notice is required to be given under the provisions of the constitution or the bylaws of the congregation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV  
Amendments

See Articles VIII and IX, Constitution.

ARTICLE XV  
Dissolution

See Article X, Constitution.