



Unitarian Universalist Church of Annapolis

BYLAWS

April 7, 2019



THE UNITARIAN UNIVERSALIST CHURCH OF ANNAPOLIS, INC.

BYLAWS

BYLAW I – NAME AND AFFILIATION

The name of this congregation shall be The Unitarian Universalist Church of Annapolis Inc. (hereinafter “UUCA,” or “the Church” or the “Congregation”). The Church is a not-for-profit Maryland corporation that has been granted status as a tax-exempt entity under paragraph 501-c-3 of the Internal Revenue Code of the United States.

UUCA shall maintain membership in the Unitarian Universalist Association (UUA). It shall cooperate with associate members and independent affiliated organizations of the UUA and shall support the extension of Unitarian Universalism.

BYLAW II – PURPOSE

Section A – Introduction. The Purpose of the UUCA is to inspire and empower all souls to lead bold and compassionate lives.

We aspire to be a vibrant, welcoming, inclusive, caring and diverse congregation, guided by the purposes and principles of the Unitarian Universalist Association. We affirm:

1. The inherent dignity and worth of every person;
2. Justice, equity and compassion in human relations;

3. Acceptance of one another and encouragement to spiritual growth in our congregation;
4. A free and responsible search for truth and meaning;
5. The right of conscience and the use of the democratic process within our congregation and society at large;
6. The goal of world community with peace, justice and liberty for all;
7. Respect for the interdependent web of existence of which we are a part.

Furthermore, the UUCA aspires to put our values into practice by upholding the UUCA Resolution to support the 8th Principle in all that we do. This calls us to:

8. Affirm and promote journeying toward spiritual wholeness by working to build a diverse, multicultural Beloved Community by our actions that accountably dismantle racism and other oppressions, in ourselves and our institutions.

We seek a world community without regard to the social constructs of nation, race, citizenship, economic status, creeds, gender, or sexual orientation and we support environmental justice. These values are expressed in our UUA Seven Principles, our Congregational votes to be a Welcoming Congregation and Sanctuary Church, the Resolution for the Support of the 8th Principle and our own congregation's Ends Statements.

Section B – Non-Discrimination. This congregation declares and affirms its responsibility to promote the full participation of persons in all of its activities and endeavors including membership, programming, hiring practices and the calling of religious professionals without regard to age or the social constructs of race, color, gender, gender identity/ expression, disability, affectional or sexual orientation, class, economic status, or national origin and without requiring any particular interpretation of religion or to any particular religious belief or creed. Note that whenever the phrase “other oppressions” is used throughout this document, the reference is to include items listed in this Non-Discrimination clause, specifically referring to age, religious belief or creed, or the social constructs of gender, gender identity/expression, disability, affectional or sexual orientation, class, economic status, or national origin.

Section C – Duty to Act to Fulfill Purpose and Principles. The purposes and principles described in this bylaw shall be reflected in the conduct of all church activities. All officers, trustees, ministers, staff, committees, teams, and congregants shall be responsible to reflect these purposes and principles in the conduct of their church activities and duties.

BYLAW III – MEMBERSHIP

Section A – Rights and Responsibilities

1. Membership is open to any person 14 years of age or older who subscribes to UUCA's program and purpose, agrees to support the Church financially, and engages in the work and worship of the Congregation.
2. An individual becomes a member of UUCA by attending new member classes or completing the requirements set by Policy; signing the Membership book; and making a monetary pledge to the operating budget of the Church.
3. Members may vote at congregational meetings and hold office after they have been members for 30 days.
4. Members below the age of 18 may not vote on amendments to the Articles of Incorporation, or any other business matter that may be reserved by law to persons 18 years of age or older.

Section B – Withdrawal and Removal

1. A member may withdraw membership in the Church at any time by written notice to the Church Administration.
2. Any member who cannot be located, has not made a financial pledge with a contribution of record or entered into any of the activities of this Church for more than 12 months may be removed from the membership rolls. Reasonable efforts shall be made to contact members prior to removal and shall require a Called Minister's approval.
3. The Board of Trustees, following consultation with a Called Minister, may terminate an individual's membership by a two-thirds vote if the member's actions are deemed harmful or threatening as defined in the Disruptive Behavior Policy.

BYLAW IV – FISCAL YEAR

The fiscal year of this Church shall be from January 1 through December 31.

BYLAW V – MEETINGS

Section A – Congregational Meetings. Congregational Meetings of UUCA shall take place at dates, times, places and agendas determined by the Board of Trustees, at least annually. At the Annual Congregational Meeting members shall vote for all elected officials, reports shall be made and any other business transacted. Additionally, at a Congregational Meeting members shall vote on the budget for the upcoming fiscal year.

Section B – Special Meetings. Special Congregational Meetings may be called by the Board of Trustees or upon written petition to the Board Secretary by twenty percent (20%) of the members. The purpose and agenda must be stated in the petition.

Section C – Notice. Notice of Congregational Meetings under Sections A, and B, stating the business to be transacted at the meeting, shall be communicated to all active members at least fourteen (14) days prior to the meeting date. No business other than that announced in writing shall be transacted at any meeting.

Section D – Quorum. Twenty percent (20%) of the members shall constitute a quorum at any congregational meeting under Sections A and B unless otherwise specified in these Bylaws.

Section E – Vote. A majority vote shall be sufficient to approve business transactions, unless otherwise specified in these Bylaws. The tally of all votes of UUCA Congregational Meetings shall be of members present and voting. The vote shall be by secret ballot upon the request of any member. No proxies or absentee ballots shall be allowed. Any Board Committee that would like to present a motion to the Congregation will first gain approval from the Board of Trustees.

Section F – Parliamentary Rules. The Board of Trustees shall define the parliamentary rules for Congregational Meetings. The parliamentary rules to be used at any congregational meeting shall be included in the Notice of Congregational Meetings (See Section C above).

BYLAW VI – BOARD OF TRUSTEES

Section A – Officers. The Officers of UUCA consist of a President; Vice President; Finance Officer; and Secretary.

Section B – Board of Trustees. The Board of Trustees of UUCA shall consist of the Officers of UUCA, three (3) Trustees at Large, the Called Ministers and the chairperson of the Nominating Committee. The Called Ministers and the Chairperson of the Nominating Committee shall be ex-officio, non-voting members of the Board.

Section C – Election, Term and Vacancies. Elections for the Board of Trustees shall be held each year at a Congregational meeting.

1. The President, Vice President, Finance Officer and Secretary shall be elected for a term of two (2) years. The President and Vice President shall be elected in one year and the Finance Officer and Secretary in the following year. Officers shall serve no more than two (2) consecutive terms in that position.
2. Three Trustees-at-large shall be elected for terms of two (2) years. Two (2) Trustees-at-large are elected in one year and one (1) is elected in the following year. A Trustee-at-Large shall be eligible for a second full term in that position.
3. No member of the Board of Trustees except the Called Ministers shall serve more than six (6) consecutive years on the Board.
4. Officers and Trustees shall take office on the first day of the month following their election, and shall serve until their successors have been elected and installed. The Board of Trustees shall fill any vacancies occurring in its membership until the next Congregational Meeting when elections are held. The Nominating Committee shall assist the Board in identifying suitable candidates to fill a vacancy. A vacancy in the position of President shall be filled by the Vice President.

Section D – Responsibilities and Authority.

1. **Authority.** The Board of Trustees shall act on behalf of the Congregation as the overall governing board of the Church. The Board operates as a unit; individual Trustees have no authority to act or make decisions unilaterally.
2. **Responsibilities.** The Board of Trustees shall:
 - a. Speak with one voice, after a decision is made by vote of the Board;
 - b. Establish a covenantal relationship with all Called Ministers and the Executive (See Bylaw IX);

- c. Maintain close on-going communication with the Congregation seeking out and listening to the views of the Congregation in addition to keeping the Congregation informed;
- d. Maintain overall responsibility for the finances and property of the Church, but shall not buy or sell real property on behalf of the Congregation without a majority vote of members present at a duly called Congregational Meeting;
- e. Approve an annual budget that will be voted on by the Congregation;
- f. Be responsible for ensuring that sufficient funds are raised and maintained to achieve the Ends. These Ends define what the church wishes to accomplish - the reasons for its existence. The Ends are what good is to be achieved and for whom;
- g. Appoint individual(s) to fulfill the function of the Executive. The Board of Trustees has the authority to reassign the function of the Executive;
- h. Monitor and assess the performance of the Executive in the fulfillment of the governing policies;
- i. Prepare and regularly review a set of governing policies for the guidance and management of the Church. These policies shall include:
 - Ends policies, which are aligned with our values, the seven UU Principles and our commitment to the 8th Principle, setting down the primary aims and objectives of the Church. These are developed in conjunction with the Congregation;
 - Executive responsibilities and limitations defining the constraints on Executive authority;
 - The governance process defining the Board's roles and responsibilities; and
 - The Board/Executive relationship describing the linkage and reporting requirements between the Board and the Executive.
- j. Ensure the Articles of Incorporation and Bylaws are regularly reviewed;
- k. Ensure that dismantling racism and other oppressions is accountably incorporated into the governance process and work of the Church.

3. **President.** The President of UUCA shall be the presiding officer of the Board of Trustees. The President shall:

- a. Preside at all meetings of the congregation and the Board of Trustees;
- b. Represent the Congregation on all appropriate occasions;
- c. Formulate the agenda and implement governance processes for Board of Trustees meetings; and
- d. Perform other duties customary to the office.

4. **Vice President.** The Vice President of UUCA shall have all the powers and responsibilities of the President in the absence of the President, and shall have such other responsibilities assigned by the Board of Trustees or the President.
5. **Finance Officer.** The Finance Officer of UUCA shall:
 - a. Assist and advise the Executive in the preparation and supervision of the annual budget of UUCA;
 - b. Receive and monitor reports of income and expenditures by budgeting account provided by the Executive;
 - c. Provide regular financial status reports to the Board of Trustees; to include the need to use operating reserves when operating income is not sufficient to meet existing expenses;
 - d. Track the funds available for operating expenses, targeted to be between one and two months of the average current year's monthly operating budget expense;
 - e. Report to the Congregation on the status of the church's finances;
 - f. Have such other responsibilities as may be prescribed or assigned by the Board of Trustees or the President.
6. **Secretary.** The Secretary of UUCA shall:
 - a. Keep and publish minutes of all Congregational and Board of Trustee meetings;
 - b. Provide members of the Board of Trustees with these minutes;
 - c. Certify the eligibility of members to vote upon request;
 - d. Give notice of Congregational Meetings as required in Bylaw V;
 - e. Carry out such other responsibilities as may be prescribed or assigned by the Board of Trustees or the President;
 - f. Publish all election results and appointments made by the Board of Trustees in the UUCA Newsletter following the election or appointment.
7. **Trustees-at-large.** The Trustees-at-large of UUCA shall have such responsibilities as may be assigned by the Board of Trustees or the President.

Section E – Meetings of the Board of Trustees.

A minimum of nine (9) meetings of the Board of Trustees of UUCA shall be held annually at a time and place its members shall direct. A majority of the voting members of the Board of Trustees shall constitute a quorum. All meetings of the Board of Trustees shall be open to all

church members except when the Board of Trustees votes to adjourn into executive session for purposes of discussion of confidential issues including personnel and legal matters. No formal or final action may be taken by the Board of Trustees in executive session.

Section F – Other UUCA Appointments.

Additional Appointments of UUCA may be made by the Board of Trustees to support its work.

Section G – Resignation of UUCA Officers and Trustees.

A resignation by an Officer or Trustee shall be in writing to the Board of Trustees stating the date of the resignation. An Officer or Trustee who is absent without advance notice to the President from three consecutive regularly scheduled meetings of the Board shall be considered as having resigned from the Board, unless the Board votes otherwise.

Section H – Removal of UUCA Officers and Trustees.

An Officer or Trustee may be removed from the Board of Trustees for cause by a two thirds vote of the Board. Written notice shall be given to the challenged Officer or Trustee at least seven days prior to the date of the special Board meeting Called for that purpose. The Trustee shall have the opportunity to be heard at the meeting prior to the vote.

BYLAW VII – TEAMS AND COMMITTEES

Three types of Teams and/or Committees are authorized to assist in the management and operation of the Church: Church Teams, Board Committees and Congregation Committees. Members of each Team and Committee shall ensure that dismantling racism and other oppressions is accountably incorporated into their work.

Section A – Church Teams. The day-to-day operations of UUCA shall be the responsibility of the Executive assisted by Church Teams.

Section B – Board Committees. The Board of Trustees may establish Board Committees to assist and support its policy-making and monitoring functions. These Committees, including the standing Committees of Finance and Endowment, report directly to the Board.

1. **Finance Committee.** There shall be a Finance Committee consisting of five (5) to seven (7) Members of the Congregation, chaired by the elected Finance Officer. The Board shall appoint the members of the Finance Committee. The Committee shall include at least one member of the Endowment Committee. The Executive and Business Administrator or such other staff or lay leader as designated by the

Executive shall be ex-officio non-members of the Finance Committee. Appointed members of the Finance Committee shall have two (2) year terms and serve no more than three (3) consecutive terms. The Finance Committee shall:

- a. Advise the Board on financial matters;
- b. Assist in the preparation of the draft budget;
- c. Review the financial performance as compared to the budget of the church on a monthly basis;
- d. Have a financial performance report available to the Board prior to each Board meeting and bring areas of concern to the attention of the Board;
- e. Ensure financial reviews are completed on a regular basis by an independent audit firm.

2. **Endowment Committee.** UUCA shall maintain an Endowment Fund to accumulate and preserve gifts and donations that seek to further the mission of UUCA. The Endowment Committee shall administer the Endowment Fund and shall recommend to the Board award of any grants from the Fund. The Endowment Committee shall consist of five (5) to eight (8) members who serve two (2) year terms in rotation. Members shall serve no more than three (3) consecutive terms. The Board of Trustees shall appoint the Chair and members of the Endowment Committee. The Endowment Committee shall include representation from the Finance Committee with at least 60% of its members coming from outside the Finance Committee.
3. The Endowment Committee shall appoint an Investment Officer whose duties are to:
 - a. Liaise with the church's professional financial planner;
 - b. Review investments and make recommendations to the Endowment Committee to ensure investments support the mission, are performing at expected market levels, and have necessary liquidity in the event of a need for cash flow;
 - c. Report to the Endowment Committee at least annually.

Section C – Congregation Committees. Congregation Committees are responsible to, and report directly to the Congregation.

Nominating Committee. The Nominating Committee is a standing Congregation Committee. It shall seek out and nominate candidates who reflect the church's commitment to inclusiveness and diversity. This will include consideration of the nominee's preparedness to incorporate an anti-racist/anti-oppression lens into the work for which they are being considered.

1. **Nominating Committee Members.** There shall be a Nominating Committee of nine members of UUCA elected at the Annual Meeting for terms of two years in rotation, four members being elected in one year, and five members in the following year. A member shall be eligible for election to two additional full terms. Nominating Committee members shall take office on the first day of the month following their election, and shall serve until their successors are elected and installed. The Nominating Committee shall select its own Chair annually, and the Chair shall be ex-officio member of the Board of Trustees without vote.
2. **Nominations of Officers, Trustees and Nominating Committee Members.** - The Nominating Committee shall submit a slate of nominees for all Officers, Trustees, and Nominating Committee members seeking election at the Annual Meeting of UUCA in time for inclusion in the notice of that meeting. The Nominating Committee shall issue a call for persons interested in being nominated. The Nominating Committee may recommend persons to fill any vacancies in elected or appointed positions that may occur during the year.
3. Additional nominations may be made by petition of ten (10) members no less than seven days before the Annual Meeting. In all cases written consent of the nominee must be obtained before a name is placed in nomination. The Nominating Committee shall notify the congregation of any additional nominees no less than six (6) days before the annual meeting.
4. **Leadership Development.** The Nominating Committee shall identify new and emerging leadership candidates and shall assist in providing educational opportunities for developing emerging leaders.
5. **Other Duties as Assigned.** The Nominating Committee shall develop recommendations on other Nominating matters referred by the Executive or by the Board of Trustees.

BYLAW VIII – MINISTERS

Ministers shall ensure that work towards accountably dismantling racism and other oppressions is incorporated into the work of the church and all its programs. During the ministerial selection process, among the qualifications the Ministers, Board of Trustees and /or Executive shall

consider will be the candidates' preparedness to incorporate an anti-racist, anti-oppression lens into their ministerial work.

Section A – Duties and Expectations.

1. The conduct of all Ministers shall be in accordance with the Code of Professional Practice adopted by the Unitarian Universalist Ministers Association.
2. The Ministers shall establish a covenantal relationship with the Board, Executive and Congregation.
3. Called Ministers shall provide leadership in keeping with the purpose, vision and mission of the Church, shall have charge over all religious programs and shall have freedom of the pulpit. Called Ministers shall provide pastoral care to members of the church.

Section B – Called Ministerial Search Committee.

1. The congregation shall establish any ministry or ministries necessary to fulfill its purpose. Whenever a vacancy exists or is anticipated in the position of Called Minister, a Ministerial Search Committee, a Congregation Committee, of seven (7) members of UUCA shall be chosen. Four (4) members shall be elected by the congregation, and three (3) members appointed by the Board of Trustees. The Ministerial Selection Committee shall choose its own Chair, and shall conduct the interviews and select a candidate to fill the vacancy in accordance with recommended standards and procedures of the Unitarian Universalist Association. Called Ministers shall be called by vote of the Congregation at a meeting set by the Board of Trustees, after receiving a recommendation from the Ministerial Selection Committee.
2. Called Ministers shall be selected and engaged upon written terms, which from time to time may be modified by the Board. The Called Ministers shall be ex-officio, non-voting members of the Board of Trustees, and may be ex-officio members of all committees except Ministerial Selection and Nominating Committees.
3. Any meeting for the purpose of calling a Minister shall require a quorum of thirty-five percent (35%) of the voting Congregation. A ninety percent (90%) vote of members present shall be necessary to call any Minister.

Section C – Resignation or Dismissal of a Called Minister

1. A minister may resign by giving 90 days' notice of intent to do so. A negotiated resignation may be agreed to by the Minister and the Board of Trustees.
2. The Congregation may dismiss a Called Minister at a special meeting called with 90 days' notice for that purpose. The special meeting shall require a quorum of fifty percent (50%) of the membership. A sixty-seven percent (67%) vote of members present shall be necessary to dismiss the Minister.

Section D – Hired Ministers

1. The Executive, with approval from the Board, may employ Hired Ministers. In this event a search committee may be appointed to assist in the selection presenting its recommended choice to the Executive and the Board. Hired Ministers shall be engaged upon written terms which from time-to-time may be modified by the Executive in consultation with, and approval of the Board.

Section E – Interim Minister

1. Whenever a vacancy exists or is anticipated in the position of Called Minister the Board may decide to hire an Interim Minister to serve during the time when the church is searching for a new Called Minister. An Interim Ministerial Search Committee may be appointed to assist in the selection.
2. The Interim Minister Search Committee shall function according to the procedures established by the Unitarian Universalist Association or by other means deemed appropriate by the Board of Trustees.
3. The Board of Trustees has the authority to hire or dismiss an Interim Minister.

Section F – Minister Emeritus.

1. The title Minister Emeritus or Minister Emerita may be granted to honor long and meritorious service to UUCA where a Minister has given devoted ministerial leadership. The procedure for conferring this is covered by the Policies and Procedures for Designating a Minister Emeritus/Emerita of the Unitarian Universalist Association. It requires a fifty-one percent (51%) vote at a Congregational meeting.

BYLAW IX– EXECUTIVE

Section A – Authority

The Executive is the person(s) appointed by the Board of Trustees for the achievement of UUCA Ends. The Executive shall:

1. Establish a covenantal relationship with the Board, Ministers and Congregation;
2. Develop and implement the Means and Strategic Planning necessary to achieve the Ends including evaluation criteria to measure progress;
3. Produce an Interpretation of the Ends;
4. Carry out the day-to-day administration of all programs and activities at UUCA;
5. Ensure that the church maintains a program for the religious and spiritual development of children, youth and adults;
6. Maintain close communications with the congregation;
7. Oversee the general management of Church property;
8. Develop and oversee all Church Teams;
9. Adhere to all Board Policies;
10. Have full authority and responsibility for all work carried out at the Church by volunteer staff, paid staff and contracted staff. This includes the ability to both hire and dismiss employees;
11. Develop and implement a policy for an effective employee performance management system, including, but not limited to, regular evaluation;
12. Plan and implement the annual budget in conjunction with the Finance Committee;
13. Work with the Executive Team to ensure that accountably dismantling racism and other oppressions are incorporated into their work.

Section B – Executive Team

1. **Composition.** As Head of Staff, the Executive shall function as Chair of the Executive Team. The Executive Team shall be comprised of the Called Ministers, and staff or lay leaders as designated by the Executive.
2. **Responsibilities.** The Executive Team will work collaboratively to set goals and implement the plans, programs and policies of the Church. It shall develop and implement the necessary Means and monitor progress toward achieving the Ends, providing monthly reports to the Board of Trustees

BYLAW X – INDEMNIFICATION AND BONDING

Section A – Indemnification. The Church shall indemnify its trustees, officers, and executive team to fullest extent permitted by the laws of the State of Maryland and shall purchase and maintain insurance on their behalf.

Section B – Bonding. The Executive, and any other individual assigned the responsibility of transferring UUCA assets outside of UUCA, shall be bonded; this specifically includes anyone who has UUCA check-signing authority.

BYLAW XI – AMENDMENTS

These Bylaws, insofar as permitted by the laws of Maryland, may be amended or repealed by a sixty-seven (67%) vote of members present at a Congregational Meeting provided that the text of the proposed change is available in writing to all members eligible to vote at least thirty (30) days prior to the meeting in a manner determined by the Board.

BYLAW XII – DISSOLUTION

Should this Church cease to function, or the membership vote to disband, any assets of UUCA shall be transferred to the Unitarian Universalist Association. This transfer is to be made in full compliance with the laws of the State of Maryland.

BYLAW XIII – PRECEDENCE OF BYLAWS

In all cases the provisions of these Bylaws take precedence over the Governing Policies.